

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Tres-Or Resources Ltd. (the "Issuer")
1934 – 131 Street
White Rock, BC V4A 7R7

Item 2. **Date of Material Change**

April 9, 2005

Item 3. **News Release**

The Issuer issued a news release dated April 11, 2005 issued under section 7.1 of National Instrument 51-102. The news release was disseminated through Stockwatch, Market News, SEDAR, and by email to the Tres-Or mail list and is available on the Tres-Or web site at: www.tres-or.com.

Item 4. **Summary of Material Change**

A binding Pre-Joint Venture and Joint Venture Agreement have been completed between Adroit Resources Inc. and Tres-Or Resources Inc. on April 9, 2005. These agreements supercede and replace Agreements dated May 27, 2002 (the "Temagami North Option") as amended by Addendum dated June 21, 2003, between Tres-Or Resources Ltd. ("Tres-Or") and Adroit Resources Inc. ("Adroit"), and Addendum dated June 21, 2003 (the "Cobalt South Option"), as amended May 31, 2004 between Tres-Or and Adroit, and Agreement dated July 29, 2002 (the "Temagami East Option"), as amended May 31, 2004 between Tres-Or and Adroit. On formation of the Joint Venture Adroit has acquired a two thirds interest in Option properties and Tres-Or retains a one third interest, subject to Agreements, Documents and Instruments to which Tres-Or is a party and pursuant to which Rights and Royalties have been reserved to third persons. Tres-Or remains the Operator for 2005 and 2006. A Management Committee has been formed between the parties and agreed work programs initiated since January 1, 2005 are included under the Agreement and are continuing.

Item 5. **Full Description of Material Change**

See the attached news release.

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

Item 7. **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8. **Executive Officer**

To obtain further information contact Laura Lee Duffett, the President of the Issuer, at (604) 541-8376.

Item 9. **Date of Report**

April 11, 2005

ADROIT RESOURCES INC.

#610 – 111 Melville Street, Vancouver, BC, Canada, V6E3V6

Web Site: www.adroitresources.ca Email: info@adroitresources.ca
info@tres-or.com

TSX Venture: ADT

TRES-OR RESOURCES LTD.

1934 – 131 Street, White Rock, BC, Canada, V4A 7R7

Web Site: www.tres-or.com Email:

TSX Venture: TRS

April 11, 2005

NEWS RELEASE

Tres-Or Resources and Adroit Resources Complete Joint Venture Agreement

Vancouver, B.C. Tres-Or Resources Ltd. (“TRS-V”) and Adroit Resources Inc. (“ADT-V”) are pleased to announce that they have completed a series of transactions which has led to the establishment of a Joint Venture to continue the exploration for diamonds, gold, platinum/palladium and base metals on the Temagami North, Cobalt South and Temagami East properties, in the Temagami/Timiskaming Area of Northern Ontario.

One of the key elements to the agreement is the consolidation of what were previously separate option agreements, dealing with each of the property blocks. Certain adjustments were also made to the claims comprising the Properties under the Agreement, which is now comprised of 21 claims (283 claim units) in the Sudbury Mining Division, and 63 claims (506 claim units) in the Larder Lake Mining Division, covering a total of 12,624 hectares. This will simplify control, administration and reporting. Adroit has acquired a two-thirds interest in the Properties with Tres-Or holding the remaining third. Tres-Or remains the operator for 2005 and 2006 plus thereafter unless otherwise agreed.

The parties have also agreed to fund an \$800,000 exploration program in 2005, with each party contributing a proportional share of the expenditures. The agreed programs initiated since the beginning of the year are included under the Agreement and are being expanded and accelerated.

“This project has excellent targets already identified by our prior work”, said Laura Lee Duffett, President of Tres-Or. “We are within a known kimberlite field, with known pipes, indicator mineral trends with good G-10 chemistry, good geophysical targets, and excellent infrastructure to support our exploration and development efforts.”

Graeme Rowland, President of Adroit, added that: “in addition to the excellent diamond potential of the Properties, the potential for precious and base metals on the Properties is significant. There are numerous targets already identified and this year’s program will include some follow-up diamond drilling.”

Both companies are listed on the TSX Venture Exchange, with Tres-Or having 29,509,533 shares issued and outstanding and Adroit having 9,121,810 shares issued and outstanding. For further information, please visit the companies’ web sites at: www.tres-or.com and www.adroitresources.ca.

**ON BEHALF OF
THE BOARD OF DIRECTORS OF
ADROIT RESOURCES INC.**

“Graeme Rowland”

Graeme Rowland
Chairman and President

**ON BEHALF OF
THE BOARD OF DIRECTORS OF
TRES-OR RESOURCES LTD.**

“Laura Lee Duffett”

Laura Lee Duffett
President

This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction. The securities of the corporation have not been and will not be registered under the U.S. Securities Act, 1933, as amended, and subject to certain exemptions may not be offered or sold in the United States or to U.S. persons. The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

For further information contact:

Adroit Resources Inc:

Graeme Rowland, Chairman and President

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Tres-Or Resources Ltd:

Laura Lee Duffett, P.Geo., President

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