Form 51-102F3
Material Change Report

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

Adriana Resources Inc. (the "**Company**")
Suite 1818,
701 West Georgia Street
Vancouver, British Columbia
Canada, V7Y 1C6

Item 2. **Date of Material Change**

April 8, 2008.

Item 3. **News Release**

News Release dated April 8, 2008 was disseminated through Market Wire.

Item 4. **Summary of Material Change**

The Company announced that its Board of Directors has approved the adoption of a Shareholder Rights Plan Agreement (the "Rights Plan"). The Rights Plan is being adopted to ensure the fair treatment of all shareholders of the Company in the event of any unsolicited take-over bid for the outstanding common shares of the Company. The Company is not aware of any pending or threatened take-over bid or proposal to acquire control of the Company.

The Rights Plan, which is effective immediately, is subject to approval by the TSX Venture Exchange and will be presented for ratification by the Company's shareholders at its Annual and Special General Meeting to be held on April 30, 2008. If ratified by shareholders, the Rights Plan will terminate on the third anniversary of the 2008 annual meeting of shareholders.

Item 5.1 **Full Description of Material Change**

The Company announced that its Board of Directors has approved the adoption of a Rights Plan. The Rights Plan is being adopted to ensure the fair treatment of all of its shareholders in the event of any unsolicited take-over bid for the outstanding common shares of the Company. The Rights Plan will provide shareholders with adequate time to properly evaluate and assess a take-over bid and ensure a proposed transaction is in the best interest of all shareholders. The Rights Plan also provides the Company's Board with additional time to consider any take-over bid and, if applicable, to pursue alternatives in order to protect, preserve and maximize shareholder value. In addition, it would allow time for competing bids to emerge.

The Rights Plan is not designed to prevent take-over bids that treat the Company's shareholders fairly. The rights issued under the Rights Plan become exercisable only when a person, together with any party related to it or acting jointly with it, acquires or announces the intention to acquire 20% or more of the Company's outstanding common shares without complying with the "Permitted Bid" provisions of the Rights Plan or without the approval of the Board of Directors.

Any bid that meets certain criteria intended to protect the interests of all shareholders are deemed to be "Permitted Bids". A Permitted Bid must be made by way of a take-over bid circular prepared in compliance with applicable securities laws and, in addition to certain other conditions, must remain open for 60 days. In the event a take-over bid does not meet the Permitted Bid requirements of the Rights Plan, the rights issued under the plan will entitle shareholders (other than any shareholder or shareholders involved in the take-over bid) to purchase additional common shares of Adriana at a significant discount to the market price of the common shares at that time.

The Company is not aware of any pending or threatened take-over bid or proposal to acquire control of the Company. The Rights Plan is similar to those adopted by other Canadian listed companies and is consistent with Canadian corporate practices.

The Rights Plan, which is effective immediately, is subject to approval by the TSX Venture Exchange and will be presented for ratification by the Company's shareholders at its Annual and Special General Meeting to be held on April 30, 2008. If ratified by shareholders, the Rights Plan will terminate on the third anniversary of the 2008 annual meeting of shareholders.

The full text of the Rights Plan is available in the Company's profile on www.sedar.com and can also be obtained from Adriana upon written request.

Item 5.2 <u>Disclosure for Restructuring Transactions</u>

Not applicable.

Item 6. <u>Reliance on subsection 7.1(2) or (3) of National Instrument 51-102</u>

Not applicable.

Item 7. <u>Omitted Information</u>

Not applicable.

Item 8. **Executive Officer**

Richard Barclay, CFO

Telephone: 604-629-0250
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Item 9. **Date of Report**

April 8, 2008