Form 51-102F3
Material Change Report

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

Adriana Resources Inc. (the "**Company**")
Suite 1580,
505 Burrard Street
Vancouver, British Columbia
Canada, V7X 1M5

Item 2. **Date of Material Change**

August 29, 2008.

Item 3. **News Release**

News Release dated August 29, 2008 was disseminated through Market Wire.

Item 4. **Summary of Material Change**

The Company announced that it closed a non-brokered private placement for proceeds of $1,999,965. The private placement consists of 2,352,900 flow-through shares priced at $0.85 per share. No warrants were issued in connection with the private placement.

The Company paid a finder's fee of $120,000 or 6% of the gross proceeds raised, and 94,116 finder's options, equal to 4% of the aggregate number of flow-through shares sold. Each finder's option entitles the holder thereof to purchase one common share at an exercise price of $1.00 per common share for a period of 12 months from the closing. Proceeds of the financing will be used for continued drilling and exploration of the Company's Lac Otelnuk property in Quebec and the Bedford prospect in Newfoundland and Labrador.

Item 5.1 **Full Description of Material Change**

The Company announced that it closed a non-brokered private placement for proceeds of $1,999,965. The private placement consisted of 2,352,900 flow-through shares priced at $0.85 per share. No warrants were issued in connection with the private placement. The shares are subject to hold periods in accordance with TSX Venture Exchange policies and applicable securities laws.

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Proceeds of the financing will be used for continued drilling and exploration of the Company's Lac Otelnuk property in Québec and the Bedford prospect in Newfoundland and Labrador that will qualify as Canadian Exploration Expenses (CEE) in accordance with the Income Tax Act (Canada) and be renounced for the 2008 taxation year.

Item 5.2 **Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

Richard Barclay, CFO

Telephone: 604-629-0250
Toll-free: 1-877-629-0150
Fax: 604-629-0923

Item 9. **Date of Report**

September 2, 2008