STRAIT GOLD CORPORATION
18 King Street East, Suite 1203
Toronto, Ontario
M5C 1C4

FILED VIA SEDAR

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario, M5H 3S8

Attention: Continuous Disclosure

Alberta Securities Commission
Suite 600, 250-5th Street SW
Calgary, Alberta, T2P 0R4

Attention: Continuous Disclosure

British Columbia Securities Commission
12th Floor, Pacific Centre, 701 W. Georgia St.
Vancouver, B.C., V7Y 1L2

Attention: Continuous Disclosure

Manitoba Securities Commission
1130 - 405 Broadway
Manitoba, R3C 3L6

Attention: Continuous Disclosure

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
Halifax, Nova Scotia B3I 3J9

Attention: Continuous Disclosure

TSX Venture Exchange
130 King Street West, 3rd Floor
Toronto, Ontario, M5X 1J2

Dear Sirs/Mesdames:

RE: Material Change Report

1. The name of the reporting issuer is **Strait Gold Corporation** ("**Strait**" or the "**Compan**y"), whose principal office is at 18 King Street East, Suite 1203, Toronto, Ontario, M5C 1C4.

2. The material change occurred on May 9, 2011.

3. A Press Release was published in Toronto via Marketwire on May 10, 2011.

4. Strait announced that its Board of Directors has adopted a shareholder rights plan (the "**Rights Plan**") designed to encourage the fair and equal treatment of shareholders in connection with any take-over bid for the outstanding securities of the Corporation. The Rights Plan provides the Board of Directors with additional time to assess the advantages and disadvantages to any particular offer and to seek out alternative proposals in the best interests of all shareholders

5. Strait has not adopted the Rights Plan in response to any specific proposal to acquire control of its outstanding shares. The Rights Plan is similar to plans adopted by other Canadian companies and ratified by their shareholders. It is not the intention of the Rights Plan to entrench management or prevent a change of control of Strait to the detriment of

shareholders. The Rights Plan does not apply to take-over bids that meet certain requirements including that the bid be made by way of a take-over bid circular and be left open for at least 60 days so as to ensure that shareholders have an adequate opportunity to assess the merits of the bid.

The Rights Plan has been conditionally accepted by the TSX Venture Exchange subject to obtaining shareholder ratification of the Rights Plan at the Company's Annual and Special Meeting to be held on June 23, 2011 and in any event by no later than November 9, 2011. If ratified, the Rights Plan will have an initial term which expires at the annual meeting of shareholders of Strait to be held in 2014, and may be extended for a second term lasting until the annual meeting of shareholders to be held in 2017.

A copy of the Rights Plan will be available for viewing on SEDAR at www.sedar.com, and can also be obtained from Strait.

6. This report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

7. No information is omitted because it is to be kept confidential.

8. Mr. Jim Borland, President of the Company, may be contacted at 416-223-9970 concerning this report.

9. The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 10th day of May, 2011.

STRAIT GOLD CORPORATION

"William R. Johnstone"

Per: ______________________________

WILLIAM R. JOHNSTONE
Corporate Secretary