

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

DOT RESOURCES LTD. (the "Company")
#3A – 4015 1st Street S.E.
Calgary, AB T2G 4X7

Item 2 Date of Material Change

September 10, 2009

Item 3 News Release

Issued September 10, 2009 and distributed through the facilities of Marketwire and SEDAR.

Item 4 Summary of Material Change

Item 5 CALGARY, Alberta – DOT Resources Ltd. (TSX-V: DOT) ("DOT" or the "Corporation") announces that the Corporation intends on completing a private placement of up to 15,000,000 flow-through units ("FT Units") at a purchase price of C\$0.06 per FT Unit for aggregate gross proceeds of up to C\$900,000. Each FT Unit shall consist of one flow-through common share and one non-flow-through common share purchase warrant (a "Warrant"). Each Warrant shall be exercisable into one common share of the Corporation for a period of two years from closing of the financing, at a price of C\$0.10 per share in year one and at C\$0.12 in year two. The private placement is subject to regulatory body approval.

Item 6 Full Description of Material Change

See attached news release dated September 10, 2009.

Item 7 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

Item 8 Omitted Information

Not Applicable

Item 9 Executive Officer

The following executive officer of the Company is knowledgeable about the material change:
Ihor P. Wasylkiw, Chief Information Officer of DOT. Telephone: (403) 264-2647

Item 10 Date of Report

DATED at Calgary, Alberta, this September 10th, 2009.



DOT Resources Ltd.

Suite 3A, 4015 1st Street S.E.
Calgary, Alberta, Canada T2G 4X7
Telephone: 403 264-2647 Fax: 403 228-2865

NEWS RELEASE

September 10, 2009

DOT Announces Proposed Financing with the MineralFields Group and Others

CALGARY, Alberta – DOT Resources Ltd. (TSX-V: DOT) ("DOT" or the "Corporation") announces that the Corporation intends on completing a private placement of up to 15,000,000 flow-through units ("FT Units") at a purchase price of C\$0.06 per FT Unit for aggregate gross proceeds of up to C\$900,000. Each FT Unit shall consist of one flow-through common share and one non-flow-through common share purchase warrant (a "Warrant"). Each Warrant shall be exercisable into one common share of the Corporation for a period of two years from closing of the financing, at a price of C\$0.10 per share in year one and at C\$0.12 in year two. The private placement is subject to regulatory body approval.

Of the maximum amount to be raised, it is anticipated that the MineralFields Group will subscribe for C\$500,000 through the sale of 8,333,333 FT Units.

The Corporation will pay a cash finder's fee equal to 6% of the FT Units subscribed for as well as a finder's fee option in the form of compensation units ("Compensation Units") equal to 10% of the number of FT Units subscribed for other than in respect of FT Units subscribed for by insiders of the Corporation and their close friends and business associates. Each option shall be exercisable at a price of C\$0.06 into one Compensation Unit for a period of two years from the date of closing. Each Compensation Unit will consist of one non-flow-through common share and one non-flow-through share purchase warrant. The warrants will have the same exercise price and terms as the Warrants issued under the private placement.

It is anticipated that current insiders of the Corporation will participate up to approximately 20% of the private placement.

"We are very pleased to be entering into this relationship with the MineralFields Group", said John J. Komarnicki, President and CEO. "This is an important milestone in the growth of DOT Resources Ltd. and we look forward to working with MineralFields Group as we develop our holdings in the Highland Valley District of southern British Columbia."

The proceeds of this financing will be used towards a fall drilling program on the Dot property.

MineralFields Group (a division of Pathway Asset Management) based in Toronto and Vancouver, is a mining fund with significant assets under administration that offers its tax-advantaged super flow-through limited partnerships to investors throughout Canada as well as hard-dollar resource limited partnerships to investors throughout the world. Pathway Asset Management also specializes in the manufacturing and distribution of structured products and mutual funds. Information about MineralFields Group is available at www.mineralfields.com. First Canadian Securities® is active in leading resource financings (both flow-through and hard dollar PIPE financings) on competitive, effective and service-friendly terms, and offers investment banking, mergers and acquisitions, and mining industry consulting services to resource companies. MineralFields and Pathway have financed

several hundred mining and oil and gas exploration companies to date through First Canadian Securities®.

ABOUT DOT

DOT is a Canadian corporation currently focused on the exploration and development of its copper property in central British Columbia. The Corporation is planning to assess future copper and copper-gold properties for exploration and development opportunities throughout North and South America.

DOT shares trades on the TSX Venture exchange under the symbol DOT. The Corporation's website can be accessed at www.dotresourcesltd.com.

Neither the TSX Venture Exchange Inc. nor its Regulation Services Provider (as that term is defined in the Policies of the TSX Venture Exchange Inc.) accepts responsibility for the adequacy or accuracy of this release.

For further information please contact:

Ihor P. Wasylkiw Chief Information Officer +1 (403) 264-2647	Donald D. McKechnie Chief Financial Officer +1 (403) 264-2647
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Forward-Looking Statements

Certain statements contained in this news release constitute "forward-looking statements" as such term is used in applicable Canadian and US securities laws. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. In particular, statements concerning the obtaining of regulatory body approval, the completion of the private placement and the subscription of Units by the MineralFields Group and other factors or events described in this news release should be reviewed as forward-looking statements to the extent they involve estimates thereof.

Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and other factors include, among others, the inability to obtain regulatory body approvals; general market conditions and such other business risks as discussed herein and other publicly filed disclosure documents. Although the Corporation has attempted to identify important factors that could cause actual events or results to differ materially from those described in forward-looking statements, there may be factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could vary or differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this news release.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Corporation undertakes no obligation to update forward-looking statements should these beliefs, estimates and opinions or other circumstances change, except as required by applicable law. Investors are cautioned that such forward-looking statements involve risks and uncertainties. The forward-looking statements contained herein are expressly qualified by this cautionary statement.