



03045514

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT AND SECTION 151 OF THE SECURITIES RULES

- 1. **Reporting Issuer:** **Rock Resources Inc.**  
Suite #610 – 1111 Melville Street  
Vancouver, B.C.  
V6E 3V6
- 2. **Date of Material Change:** December 8<sup>th</sup>, 2003
- 3. **Press Release:**  
A news release dated December 8<sup>th</sup>, delivered to Stockwatch and Market News.
- 4. **Summary of Material Change:**

82-4504  
SUPPL  
03 DEC 2003 11:21

**Shares for Debt Settlement.** Management is pleased to report the satisfactory completion and filing of the settlement of \$436,651.88 of debt for the issue of 1,164,405 new post consolidated common shares at a post consolidated discounted price of thirty-seven point five cents per share, subject to TSX Venture Exchange (Exchange) acceptance.

Further to and correcting the Company's news release of November 25, 2003, in order to obtain the shares for debt settlements specified, the Company needed to offer the settlement price per post-consolidated share that included the discount to market allowed pursuant to Exchange policy. Therefore the price per post-consolidated share has been reduced to \$0.375 from the \$0.50 announced November 25, 2003.

**Consolidation.** The Company has filed for the Company's Share Capital to be consolidated on the basis of ten old common shares for one new common share, subject to Exchange acceptance.

**Name Change.** The Company has filed for the Company's Name to be changed to "Adroit Resources Inc.", subject to Exchange acceptance.

- 5. **Full Description of Material Change:** See attached news release dated December 8<sup>th</sup>, 2003.
- 6. **Reliance on Section 85(2) of the Act:** N/A
- 7. **Omitted Information:** Nil
- 8. **Senior Officer Contact:**

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JAN 13 2004  
THOMSON FINANCIAL

Graeme Rowland, Chairman and President

- 9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia this 8<sup>th</sup> December, 2003.

(signed "Graeme Rowland")

Graeme Rowland  
Chairman & President

*[Handwritten signature]* 1/8

# ROCK RESOURCES INC. (TSXV) RCK

## (the “Company”)

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News Release: **SHARES FOR DEBT COMPLETED AND CORPORATE UPDATE**

Dated: December 8, 2003

**Shares for Debt Settlement.** Management is pleased to report the satisfactory completion and filing of the settlement of \$436,651.88 of debt for the issue of 1,164,405 new post consolidated common shares at a post consolidated discounted price of thirty-seven point five cents per share, subject to TSX Venture Exchange (Exchange) acceptance. Included in the debts are \$70,000 (\$22,500 by Directors) of loans made to the Company for which the Company has agreed, subject to Exchange acceptance, to pay a bonus in the form of post consolidated shares equal to 20% of the loan principle. Also included are debts due to Directors, or companies controlled by directors, totaling \$96,190.45 including the directors loans of \$22,500.

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In making the announcement, Graeme Rowland, Chairman and President of Rock Resources said, “I very much appreciate the support of the Company's creditors in agreeing to settle the Company's debts by the issue of shares and thank them on behalf of all shareholders for the confidence they have shown in the Company's future.”

On behalf of the Board of Directors:

**“Graeme Rowland”**

Graeme Rowland,  
Chairman and 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.

Suite #610 – 1111 Melville Street, Vancouver, BC V6E 3V6  
Tel: (604) 688-3304 - Fax: (604) 682-6038

E-mail: [info@rockresources.com](mailto:info@rockresources.com) - Web Site: [www.rockresources.com](http://www.rockresources.com)

**ROCK RESOURCES Inc. (TSXV: RCK)**  
**("The Company")**

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**"Graeme Rowland"**

Graeme Rowland,  
Chairman and President

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