FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Solomon Resources Ltd. (the "**Company**")
Suite 900 – 475 Howe Street
Vancouver, British Columbia V6C 2B3

ITEM 2. DATE OF MATERIAL CHANGE

November 2, 2005

ITEM 3. NEWS RELEASE

Issued November 2, 2005.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Solomon Announces Significant Gold Results from Bayantsagaan Project Drilling, Mongolia

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Vancouver, Canada, November 2, 2005 – Solomon Resources Ltd. (SRB:TSX-V) is pleased to announce the results from the recently completed core drilling program at the Bayantsagaan Gold Project, located 35 km southwest of the Boroo Gold Mine, operated by Centerra Gold, and 110 km northwest of Ulaanbaatar. Solomon completed a total of 9 holes and 1603.9 meters of drilling in October. Drill holes were spaced along 1500 meters north-south, and 600 meters east-west.

Discussion of Results

Drill core logging and assay results confirm that the Bayantsagaan Project contains a substantial gold system, that is hosted within and adjacent to granitic intrusives. Sericite-quartz-sulfide alteration minerals are present over large areas, and contain variable grades of gold mineralization. All gold values reported here are from 30 g fire assays, using a 0.1 g/t low grade cutoff. All assay intervals are based on core intervals, and have not been corrected for true widths. Metallics assays and additional duplicate gold fire assays are now being conducted on zones containing free gold.

Three areas of gold mineralization have been identified. Drilling results in the main Bayantsagaan Zone, identified a high-grade gold zone containing visible gold in quartz-veins in drill holes **BT-07 and 09**. These two holes are separated by 225 m, and are surrounded by holes containing low grade mineralization. Drill holes **BT-07** intersected **10.8 m @ 6.29 g/t Au**, within a wider interval that assayed **54 m @ 1.44 g/t Au**; **BT-09** intersected **18 m @ 1.42 g/t Au**, within a wider interval that assayed **56.6 m @ 0.61 g/t Au**. These holes identify a northeast trending gold zone that remains open down dip, and possibly along strike.

A new area of gold mineralization has been identified, located 400 m northwest of the main Bayantsagaan zone. The new area of mineralization, named the Sujegtei Zone, occurs in a geological setting that is very similar to the nearby Gatsuurt deposit (11.5 million tonnes @ 3.5 g/t Au, Centerra Gold). Drill hole **BT 08**, the northern-most hole of the program, targeted a northeast trending fault zone, interpreted from ground magnetics and I.P. chargeability data. **BT-08** intersected **20.9 m @ 1.07 g/t Au**, within a wider zone of lower grade mineralization, which assayed **51.7 m @ 0.65 g/t Au**. The Sujegtei Zone is entirely covered by soil and alluvium, and is open in all directions.

Drill holes **BT-01, 02, 03, 04, 05, and 06** intersected broad zones of low-grade mineralization, exemplified by drill hole **BT-01**, which contained **104.8 m @ 0.22 g/t Au**. The geology and alteration in these holes, combined with the broad, elevated gold content, is consistent with a low-grade gold zone, or halo, associated with a higher grade deposit. The following is a list of significant assay intervals, using a 0.1 g/t cutoff.

Hole Number	From (m)	To (m)	Width (m)	Weighted Average Gold Assay
BT – 01	15.0	31.1	16.0	0.18 g/t
	47.0	**151.8**	**104.8**	**0.22 g/t**
	Includes 91.4	***101.0***	***9.6***	***0.51 g/t***
BT – 02	2.0	30.6	28.6	0.14 g/t
	116.4	126.4	10.0	0.13 g/t
BT – 03	4.2	30.4	26.2	0.16 g/t
	41.0	74.5	33.5	0.32 g/t
BT – 04	3.5	24.3	20.8	0.17 g/t
	28.3	80.6	52.3	0.25 g/t
BT – 05	13.0	23.5	10.1	0.40 g/t
	45.2	59.2	14.0	0.13 g/t
	103.4	122.8	19.4	0.66 g/t
	Includes 113.4	***114.8***	**1.4**	***6.73 g/t***
BT – 06	**4.0**	**55.6**	**51.6**	**0.26 g/t**
BT – 07	23.55	37.6	14.05	0.16 g/t
	133.4	143.4	10.0	0.62 g/t
	Includes 133.4	***137.4***	***4.0***	***1.36 g/t***
	159.0	174.4	15.4	0.14 g/t
	206.0	232.4	26.0	0.20 g/t
	256.0	**310.0**	**54.0**	***1.44 g/t***
	Includes 282.0	***310.0***	***28.0***	***2.58 g/t***
	Includes 302.2	***304.1***	***1.9***	***34.4 g/t***
BT – 08	**22.0**	**73.7**	**51.7**	**0.65 g/t**
	Includes 42.8	***63.7***	***20.9***	***1.07 g/t***
BT- 09	21	39.6	18.6	0.26 g/t
	43.6	57.6	14.0	0.13 g/t
	67.2	93.2	26.0	0.17 g/t

	95.2	**151.8**	**56.6**	**0.61 g/t**
	Includes 95.2	***113.2***	***18.0***	***1.42 g/t***

Drill holes **BT-01** and **02** were completed to "twin" two historic drill holes, completed by a joint Mongolian – Hungarian geological expedition (MHGE). The previous drill hole results identified greater than 100 m widths of gold mineralization in each hole. Solomon drill hole BT-01 intersected a total of 120.9 m of gold mineralization, however gold values are substantially lower than historic results reported by the MHGE. Solomon drill hole BT -02 intersected a total of 63 m of mineralization, however again, the results are substantially lower grade than the historic results from MHGE.

Conclusions and Recommendations

The Bayantsagaan Project contains a substantial gold system, with potential to host a significant gold deposit. Each hole contained an average width of 84 m of gold mineralization, greater that 0.1g/t. The project is located relatively close to modern, active gold mining operations (35 km), and is within 5 km of a paved highway, with nearby rail, power-lines and water. Solomon will continue to work closely with local administrative agencies, and additional drilling is being planned to further explore the Sujegtei Gold Zone, and the high-grade Bayantsagaan Zone.

Qualified Person under National Instrument 43-101

David Tupper, P.Geol. a 'qualified person' for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, has verified the data disclosed, including sampling, analytical and test data, contained in and supervised the preparation of this news release.

QA/QC

Solomon has implemented quality assurance and quality control measures in its exploration programs, including the following:

- Drilling was completed under the supervision of Solomon geologists, by Landrill International of Moncton, New Brunswick.
- All field work is carried out under the supervision of Solomon geologists in accordance with procedures developed to conform to NI 43-101.
- All analytical work is being completed at SGS Analabs Pty. Ltd. in Ulaanbaatar, and accredited Australian laboratories. In addition to the standard internal check and repeat assays undertaken by SGS Analab, Solomon's staff submitted their own blind standard and blank check samples at a rate exceeding 1 in 10. All check sample results received are within acceptable limits of variability.

Forward Looking Statements

Some of the statements in this news release contain forward-looking information, which involves inherent risk and uncertainty affecting the business of Solomon Resources Ltd. Actual results may differ materially from those currently anticipated in such statements

About Solomon Resources Ltd.

Solomon Resources Ltd. is a Canadian public company focused on the acquisition, exploration and development of gold properties world wide. The Company is managed by a proven team of exploration geologists credited with the discovery and/or development of a number of significant deposits in the world, including the SNIP, Eskay Creek, and Brewery Creek deposits in Canada, the Segala gold deposit in Mali, the Chimney Creek, Mule Canyon, Ruby Hill, Mesquite, and Ortiz gold deposits in the United States, the Gosowong deposit in Indonesia, and the Cadia East deposit in Australia.

Solomon has significant gold exploration projects in Mongolia and Australia. Solomon's shares trade under the banner SRB on the TSX Venture Exchange (TSX-V). For additional information visit Solomon's website at www.solomonresources.ca.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of NI 51-102, state the reasons for such reliance.

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

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ITEM 9. DATE OF REPORT

DATED at Vancouver, British Columbia, this 3rd day of November, 2005.