

SOLITAIRE MINERALS
CORP.



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AMENDING AGREEMENT

THIS AGREEMENT is made as of the 3rd day of November, 2004.

BETWEEN:

Solitaire Minerals Corp., a British Columbia corporation with its business office at 1788-650 West Georgia Street, Vancouver, BC, V6B 4N8

(the "Optionor")

OF THE FIRST PART

AND

United Bolero Development Corp., a British Columbia corporation with its business office at Suite 304, 2222 Bellevue Avenue, West Vancouver, BC, V7V 1C7

(the "Optionee")

OF THE SECOND PART

WHEREAS:

- A. The Optionor and the Optionee have entered into a mineral property option agreement dated November 3, 2003 (the "Agreement"), and now wish to amend the terms of same.

NOW THEREFORE THIS AMENDING AGREEMENT WITNESSES that in consideration of the sum of \$1.00 now paid by the Optionee to the Optionor and for other good and valuable consideration, the receipt and sufficiency whereof the Optionee hereby acknowledges, **THE PARTIES HERETO AGREE AS FOLLOWS:**

1. The GRANT AND EXERCISE OF THE OPTION is hereby amended to the following:

(iii) Paying the Optionor \$50,000 as follows:

(A) \$20,000 on or before November 3, 2005

(B) \$30,000 on or before November 3, 2006

(iv) allotting and issuing to the Optionor, a total of 200,000 common shares as follows:

(A) 100,000 shares upon signing this amending agreement

(B) 50,000 shares on or before November 3, 2005

(C) 50,000 shares on or before November 3, 2006

(iv) incurring Exploration Expenditures of \$500,000 on the property as follows:

(A) \$150,000 on or before November 3, 2005

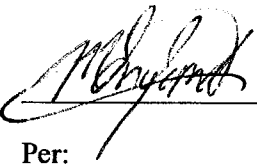
(B) \$350,000 on or before November 3, 2006

2. All other terms of the Agreement shall remain in full force and effect.

IN WITNESS HEREOF the Optionor and the Optionee have executed this amending agreement, as of the day and year first above written.

Per: Authorized Signatory

Solitaire Minerals Corp.



Per:

Authorized Signatory

United Bolero Development Corp.

1. The GRANT AND EXERCISE OF THE OPTION is hereby amended to the following:

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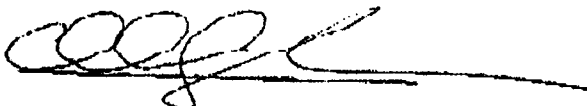
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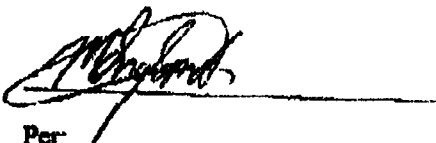
2. All other terms of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF the Optionor and the Optionee have executed this amending agreement, as of the day and year first above written.



Per: Authorized Signatory

Sulfatre Minerals Corp.



Per:

Authorized Signatory

United Bolero Development Corp.