FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

Item 1. **Reporting Issuer**

Solitaire Minerals Corp.
600 – 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

Item 2. **Date of Material Change**

November 13, 2000

Item 3. **Press Release**

Press Release dated November 13, 2000 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, George Cross Newsletter and Market News Publishing.

Place of Issuance: Vancouver, British Columbia

Item 4. **Summary of Material Change**

The Issuer announces a private placement and a grant of stock options.

Item 5. **Full Description of Material Change**

The Issuer has entered into a non-brokered private placement for 1,250,000 units at $0.40 per unit; each unit consists of one common share and one share purchase warrant exercisable at $1.00 for a two year period. The proceeds will be used for general working capital purposes and to continue the Issuer's resource exploration programme. The foregoing is subject to regulatory approval.

The Issuer has granted 272,576 incentive stock options to directors and employees of the Issuer at $0.45, for a two year term, subject to regulatory approval. The Issuer has also cancelled 118,076 incentive stock options granted to an officer of the Issuer.

Item 6. **Reliance on Section 85(2) of the Act**

The Issuer is not relying on section 85(2) of the Act.

Item 7. **Omitted Information**

There is no omitted information.

Item 8. **Senior Officers**

William Iny, Secretary - Telephone (604) 683-5445.

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 27th day of March, 2001.

"William Iny"
(signature of senior officer)