FORM 53-901F
MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)

1. Reporting Issuer

Solitaire Minerals Corp.
Suite 1788, 650 West Georgia Street
Vancouver, BC V6B 4N8

2. **Date of Material Change**

December 19, 2003

3. **Press Release**

The Press Release dated December 19, 2003 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

Solitaire Minerals Corp. (the "Company") announced that it has appointed First Associates Investments Inc. as its agent to offer, on a commercially reasonable efforts basis through a short form offering, to the public in British Columbia and Alberta up to six million units of the Company at a price of $0.10 per unit, comprising four million flow-through units and two million non-flow-through units.

5. **Full Description of Material Change**

See attached press release dated December 19, 2003.

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Senior Officers**

Charles Desjardins, President
(604) 683-5445

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia on the 3rd day of February, 2003.
SOLITAIRE MNERALS CORP.

Per: *"Charles Desjardins"*

Charles Desjardines, Director and President

Schedule "A"

SOLITAIRE MINERALS CORP.	1788 – 650 West Georgia Street Vancouver, B.C. / V6B 4N8 Tel: (604) 683-5445 Fax: (604) 687-9631 www.solitaireminerals.com info@solitaireminerals.com

Solitaire Appoints First Associates for Short Form Offering

December 19, 2003. Solitaire Minerals has appointed First Associates Investments Inc. as its agent to offer, on a commercially reasonable efforts basis through a short form offering, to the public in British Columbia and Alberta up to six million units of Solitaire at a price of 10 cents per unit, comprising four million flow-through units and two million non-flow-through units. Each flow-through unit consists of one common share without par value and one-half of one non-transferable share purchase warrant. Each non-flow-through unit consists of one common share without par value and one warrant. Each whole warrant entitles the holder to acquire one non-flow-through share at a price of 15 cents per warrant share if exercised within one year from closing of the offering and at a price of 18 cents per warrant share if exercised during the second year of the term of the warrant. The warrants will be non-transferable. The unit share comprised in each flow-through unit will be a flow-through share for Canadian federal income tax purposes and the warrant comprised in each flow-through unit will be a non-flow-through warrant. The offering is subject to TSX Venture Exchange approval.

In consideration for its services, First Associates will be paid a cash commission equal to 10 per cent of the gross proceeds of the offering and a corporate finance fee of $15,000 (plus GST). In addition, Solitaire will grant to First Associates, upon closing of the Offering, an option to acquire that number of common shares as is equal to 15 per cent of the number of units sold pursuant to this offering, at an exercise price of 10 cents per common share for a period of 18 months following closing. Solitaire has also agreed to pay all expenses reasonably incurred by First Associates in connection with the offering, including the fees and expenses of First Associates' solicitors.

The proceeds of the non-flow-through portion of the offering will be used to pay the expenses of the offering, including First Associates' commission, estimated to be $60,000, property payment for Solitaire's Baird property located in the Red Lake mining division, Ontario, Canada, and general working capital. The proceeds of the flow-through portion of the offering will be expended as Canadian exploration expenses on the company's Chukuni River property located in the Red Lake mining district of Ontario.

For additional information you can contact Solitaire Minerals Corp. at 604-683-5445 or visit the Web site at http://www.solitaireminerals.com.

On Behalf of the Board of Directors
SOLITAIRE MINERALS CORP.

"Charles Desjardins"

Charles Desjardins
President and Director

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.