

**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**

July 20, 2004

**3. Press Release**

The Press Release dated July 20, 2004, was disseminated via Market News Publishing and Canada Stockwatch.

**4. Summary of Material Change**

Solitaire files 43-101 report on Union Mine Gold/Silver Property

**5. Full Description of Material Change**

**July 20, 2004:** Solitaire Minerals Corp. (the Company) is pleased to announce the receipt of and subsequent filing of an independent technical report on the Company's 100% optioned Union Mine Property, located near Grand Forks, British Columbia. The Company commissioned and received the independent technical report on the Union Property, in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects*. The July 15, 2004 Report was prepared by independent consulting geologist Linda Caron, M.Sc, P. Eng. Ms. Caron, a Qualified Person under NI 43-101, has several years of experience conducting exploration for base metals, precious metals and other commodities within Canada and visited the Union Property in July, 2004. To view this document in its entirety please visit [www.sedar.com](http://www.sedar.com). In late June, the Company commenced an initial work program on the Union Mine Property. Results of this work are currently being analysed with the goal of narrowing targets for a second phase exploration to commence as soon as possible.

**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 20th day of July, 2004.

**SOLITAIRE MINERALS CORP.**

Per: "Charles Desjardins"

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Charles Desjardines, Director and President