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, British Columbia V6B 4N8

2. **Date of Material Change**

April 25, 2006

3. **Press Release**

The Press Release dated April 25, 2006 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company amended its previously announced private placement (see news release dated March 27, 2006). The company will now raise up to $1,300,000 by way of a non-brokered private placement at a price of 25 cents per unit, subject to the approval of the TSX Venture Exchange.

5. **Full Description of Material Change**

See attached press release dated April 25, 2006

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 25 day of April, 2006.

SOLITAIRE MINERALS CORP.

Per: ________________________________

"Charles Desjardins"

Private Placement Amendment

April 25, 2006: Solitaire Minerals Corp. (TSX-V symbol: SLT) (the "Company") is amending its previously announced private placement (see news release dated March 27, 2006). The company will now raise up to $1,300,000 by way of a non-brokered private placement at a price of 25 cents per unit, subject to the approval of the TSX Venture Exchange. This is an increase of $550,000 from the previously announced $750,000 private placement of which the company has received most of the proceeds.
Up to 5.2 million units will be issued as flow-through units. Each unit will consist of one flow-through common share and one full warrant. One full warrant will entitle the holder to purchase an additional non-flow-through common share at a price of 30 cents per share in the first year and 35 cents per share in the second year.

The proceeds of the private placement will be used for exploration work on the company's mineral properties. A finder's fee will be payable for part of the proceeds.

About Solitaire Minerals Corp. Solitaire Minerals Corp is a diversified junior Canadian mineral exploration company with a specific focus on mineral properties in North America. The Company has assembled a portfolio of precious and base metal exploration prospects in Ontario, Saskatchewan, Alberta, and the North West Territories (NWT). Solitaire's Ontario properties in the Red Lake/Birch-Uchi Greenstone Belt include the Baird, Heyson, Chukuni, and Faulkenham Lake Prospects, in which the Company has agreements to earn 100% in, but has not yet vested its interest. In addition, the Company has entered into an option agreement with another company, whereby that company may earn up to a 75% interest in the Baird Property. The Company also has an option to earn 100% in the Lateral Lake West property located in the Webb township of Ontario. In Saskatchewan, the Company has signed a purchase agreement to acquire a 100% interest in the Highrock Lake property and a 90% interest in the Riou Lake Property located in the Athabasca Basin. The Company has also acquired the Riou Lake North and South properties in which the company has 100% interest. In Alberta, the Company has acquired 100% interest in the 150,000 acre Ravenscrag property. In the NWT the Company has acquired 100% interest in the Mystery Island Property in the Great Bear Lake Region.

For additional information please contact Solitaire Minerals Corp. or visit www.solitaireminerals.com.

On Behalf of the Board of Directors
SOLITAIRE MINERALS CORP.
"Charles Desjardins"

Charles Desjardins,
Director

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release. Statements in this press release other than purely historical information, historical estimates should not be relied upon,including statements relating to the Company's future plans and objectives or expected results, are forward-looking statements. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in resource exploration and development. As a result, actual results may vary materially from those described in the forward-looking statements.