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**

December 4, 2006

3. **Press Release**

The Press Release dated December 4, 2006 was disseminated via Canada Stockwatch.

4. **Summary of Material Change**
The Company announced a non-brokered private placement of up to 7,000,000 units at a price of $0.15 per unit for total proceeds of up to $1,050,000 subject to the approval of the TSX Venture Exchange.

5. **Full Description of Material Change**

See attached press release dated December 4, 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 4 day of December, 2006.

Solitaire Minerals Corp.

Per: "Charles Desjardins"

Solitaire Minerals Corp. Private Placement

December 4, 2006: Solitaire Minerals Corp. (TSX-V symbol: SLT) (the Company) has arranged a non-brokered private placement of up to 7,000,000 units at a price of $0.15 per unit for total proceeds of up to $1,050,000 subject to the approval of the TSX Venture Exchange.

Up to 2,000,000 units will be issued as non flow-through units consisting of one common share and one full warrant. One full warrant will entitle the holder to purchase one additional common share of the Company at a price of $0.175 per share for the first year, and $0.20 per share in the second year.

Up to 5,000,000 units will be issued as flow-through unit consisting of one common share and one half (1/2) non flow-through share purchase warrant, each full warrant entitling the holder to purchase an additional common share of the Company at a price of $0.175 per share in the first year and $0.20 per share in the second year.

The proceeds of the private placement will be used for exploration work on the Company's mineral properties and general working capital.

About Solitaire Minerals Corp. Solitaire Minerals Corp. (TSX-V symbol: SLT) 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. Solitaire's Ontario properties in the Red Lake/Birch-Uchi Greenstone Belt include the Baird, Heyson and Chukuni River 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 50% 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 purchased the Ravenscrag property in which the Company has 100% interest. In the North West Territories, the Company has purchased the Mystery Island IOCG Property located in the Great Bear Lake area in which the Company has 100% interest.

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,
President and Director