

**FORM 52-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

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

2. Date of Material Change

June 29, 2007

3. Press Release

The Press Release dated June 29, 2007 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced the signing of an option agreement to earn a 100% interest in 8 mining claims in Webb Township, approximately 30 kms northeast of Dryden, Ontario. The Company also announced an amendment to a previously announced private placement.

5. Full Description of Material Change

See attached press release dated June 29, 2007

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

Charles Desjardins, President

(604) 683-5445

9. Date of Report

July 18, 2007

Solitaire acquires Lateral Lake Copper-Molybdenum property

June 29, 2005: Solitaire Minerals Corp. (the "*Company*") is pleased to announce the signing of an option agreement to earn a 100% interest in 8 mining claims in Webb Township, approximately 30 kms northeast of Dryden, Ontario.

The claims, referred to as the "Lateral Lake West" group, encompass a total of 82 mining units covering a southwest to northeast area of ground thought to contain the extension of the Lateral Lake Fault. Historic work on the property has shown the presence of Molybdenum and Copper within a biotite-quartz gneiss or pegmatitic dykes. Recorded grab samples (as filed with the Ontario Ministry of Mining) shows trace values of 4% Mo, with assays of 0.12% Cu and 0.028% Mo. The mineralization has been traced at surface over a 1.3km strike length.

Approximately 3 km's to the east of the property boundary, lies the Lateral Lake showings, which have had extensive work carried out over the years. Historical results in this area include resource estimates of 416,000 tons grading 0.57% Mo (from 1965-1966 drilling - Hall, 1965, MDF), derived from drilling the eastern area of the Lateral Lake fault, within granitic gneiss, with aplitic bands containing Py-Mo flakes and pegmatitic bands with Mo Stringers and disseminated Molybdenum. (The resource estimate pertaining to the adjoining property is from Ontario Ministry of Mining data files, gathered before implementation of NI43-101, and while it is believed to be accurate, the historical estimates should not be relied upon).

Terms of the agreement include payment of \$86,000, and the issuance of 100,000 common shares of the Company to the property vendor over a period of four years. The Company is also required to incur a minimum of \$150,000 in CEE on the property within the first year of the agreement. The vendor also retains a 1.5% NSR, one-half of which may be purchased by the Company at any time for the payment of \$500,000.

Private Placement Amendment

The Company is amending its previously announced private placement (news release dated May 18, 2005). The company will now raise up to \$265,000 (CDN) by way of a non-brokered private placement, at a price of \$0.05 per unit, subject to the approval of the TSX Venture Exchange. This is an increase of \$65,000 from the previously announced \$200,000 private placement.

Up to 3,300,000 units will be issued as flow-through units consisting of one flow-through common share and one, half (1/2) non-transferable share purchase warrant. One warrant will entitle the holder to purchase one additional non flow-through common share of the Company at a price of \$0.10 per share for the first year, and \$0.12 until expiration the following year.

Up to 2,000,000 units will be issued as non flow-through units, each non flow-through unit consisting of one common share and one (1) non-transferable share purchase warrant. One warrant will entitle the

holder to purchase one additional non flow-through common share of the Company at a price of \$0.10 per share for the first year, and \$0.12 until expiration the following year.

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

The Company also announces that it has decided not to continue with its' option agreement on the Union Mine project, located near Grand Forks, British Columbia.

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 and Saskatchewan. 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.

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, 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.