

FORM 52-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Solitaire Minerals Corp.
Suite 430-609 Granville Street
Vancouver, British Columbia V7Y 1G5

2. Date of Material Change

June 29, 2009

3. Press Release

The Press Release dated June 29, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced it has reduced the price of the warrants to be issued in the non-brokered private placement announced on June 22nd, 2009 to a price of \$0.20 for a duration of five years. Terms are subject to the approval of the TSX Venture Exchange.

5. Full Description of Material Change

See attached press release dated June 29, 2009

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

June 29, 2009

Schedule "A"

Solitaire Minerals Corp. Reduces Warrant Price in Private Placement

June 29, 2009: Solitaire Minerals Corp. (TSX-V symbol: SLT) has reduced the price of the warrants to be issued in the non-brokered private placement announced on June 22nd, 2009 to a price of \$0.20 for a duration of five years. Terms are subject to the approval of the TSX Venture Exchange.

Up to 7,000,000 units will be issued as non flow-through units to be purchased at the price of \$0.15 to raise up to \$1,050,000 where each unit will consist 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 \$0.20 per share for five years.

The proceeds of the private placement will be used for general working capital and exploration. A finder's fee may be payable according to the policies of the TSX Venture Exchange.

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, and the North West Territories. Solitaire's Red Lake, Ontario properties include the Baird and Chukuni projects, in which the Company has earned 100% interest. In addition, the Solitaire has entered into an option agreement with Rubicon Minerals Corp., whereby the Solitaire may earn up to a 55% interest in Red Lake North property. Also in Ontario, Solitaire has an option to earn 100% in the Lateral Lake property. In Saskatchewan, the Company has acquired a 90% interest in the Riou Lake Property. In the North West Territories, the Company has purchased the Mystery Island IOCG Property, and the Eldorado 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

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary note:

This report contains forward looking statements. Resource estimates, unless specifically noted, are considered speculative. Any and all other resource or reserve estimates are historical in nature, and should not be relied upon. By their nature, forward looking statements involve risk and uncertainties because they relate to events and depend on factors that will or may occur in the future. Actual results may vary depending upon exploration activities, industry production, commodity demand and pricing, currency exchange rates, and, but not limited to, general economic factors. Cautionary Note to US investors: The U.S. Securities and Exchange Commission specifically prohibits the use of certain terms, such as "reserves" unless such figures are based upon actual production or formation tests and can be shown to be economically and legally producible under existing economic and operating conditions.