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**

July 22, 2009

3. **Press Release**

The Press Release dated July 22, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that an Option agreement whereby Gee-Ten can earn a 70% interest in the Bienville Gold/Uranium Property located 130 Km north east of the town of Radisson in the southern James Bay Lowlands , Quebec.

5. **Full Description of Material Change**

See attached press release dated July 22, 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**

July 22, 2009

Schedule “A”

July 22, 2009: Solitaire Minerals Corp. (TSX-V symbol: SLT) (“Solitaire”) and Gee-Ten Ventures Inc (TSX-V symbol: GTV) (“Gee-Ten”) are pleased to announce that they have entered into an Option agreement whereby Gee-Ten can earn a 70% interest in the Bienville Gold/Uranium Property located 130 Km north east of the town of Radisson in the southern James Bay Lowlands , Quebec. The property is composed of 659 claims in 3 blocks (to be named Block 1, 2 and 3), comprising an area of 32,850 hectares (81,170 acres). This Option agreement is subject to TSX Venture Exchange approval.

For Gee-Ten Ventures Inc. to earn its 70% interest in the Bienville Property it must:

-Pay $30,000 and issue 1,500,000 Common Shares to Solitaire upon TSX Venture Exchange approval;

-Pay $30,000 and issue 1,500,000 Common Shares to Solitaire, on or before the first anniversary of the agreement date. Gee-Ten must also incur $400,000 in exploration during this time frame.

-Pay $40,000 and issue 1,500,000 Common Shares to Solitaire, on or before the second anniversary of the agreement date. Gee-Ten must also incur an additional $600,000 in exploration before the second anniversary of the agreement.

-Gee-Ten must incur an additional $1,000,000 in exploration on or before the third anniversary of the agreement date.

A finders fee representing an aggregate of 833,333 Gee-Ten common shares is payable in equal parts to 3677770 Québec Inc and Confederation Capital Corporation.

In order to finance the cost of acquiring the property and the first phase of the proposed exploration program, involving helicopter Mag-EM Radiometric survey and lithogeochemical sampling, as well as ground testing of airborne anomalies, Gee-Ten intends to raise an amount of up to $1,100,000 through a private placement of Class A Units and Class B Units. Each Class A Unit will include one common share and one common share purchase warrant of Gee-Ten. Each Class B Unit will include one common share and one half of a common share purchase warrant. The Units will be offered in Canada only to subscribers who qualify as accredited investors and the securities issued pursuant to the private placement will be subject to a four month hold under applicable securities legislation.

Assuming satisfaction of the terms in the Option agreement, Gee-Ten will hold a 70% interest in the Bienville property and Solitaire will hold a 30% interest, subject to a 3% Net Smelter Royalty. All payments and share issuances to be made to the original vendors of the property (including advances on royalties) will be the responsibility of Solitaire.

Property Information

Lake sediment sampling by the Quebec government in the early 1970’s indicates that the James Bay area contains regions with elevated gold and uranium values. The highest concentration of uranium is located in the southern part of Block 1. Bonaventure Enterprise, a junior mining company who owns ground between Solitaire’s Block 1 and Block 2 property, made public on their website a report showing results of a helicopter borne radiometric survey. The survey clearly indicates higher total field uranium values in Block 1 than on the Bonaventure property. Subsequent Bonaventure drilling discovered significant intersections of white pegmatitic rock mineralized with uranium, 160-250 ppm U_3O_8 in intervals of 3 to 11 meters in length (hole 3, press release July 10/08). Preliminary prospecting in Block 1 has located a significant amount of white pegmatite in a 75 meter high and 6 kilometer long ridge. Prospecting with an RS-125 scintillometer located an area where the total field radioactivity reached as high as 20,000 counts per second (cps). Average values ranged between 3,000 to 7,000 cps.

There are also five regions of elevated lake sediment gold values as determined by Solitaire. Four of the five define linear trends that extend 4 to 8 km in length and the fifth is a cluster over

2 km in diameter. One of these linear trends contains interpreted cross structures where lake sediment gold values are approximately 10 to 100 times above background (38 to 410 ppb gold), which are considered anomalous. In addition it can be stated that approximately 80% of the lakes sampled in this region are anomalous in gold. (The above historical data has not been verified by Solitaire Minerals Corp.).

The James Bay region is where Virginia Gold Mines discovered the Eleonore gold deposit in 2004 and then sold it in 2006 to Goldcorp for approximately 500 million dollars. The region extends over 700 square kilometers. Presently there are 5 gold deposits, 1 gold mine (Troilus), a 20 million tonne Cu-Mo porphyry deposit (Western Troy's MacLeod Lake) and a 13 million tonne Zn-Cu deposit being developed by Virginia Gold Mines, the Coulon project.

Mike Magrum, P. Eng., a qualified person under National Instrument 43-101, has approved the technical content of this news release.

About Solitaire Minerals Corp. (TSX-V symbol: SLT) is a diversified Junior Canadian Mineral Exploration Company with a specific focus on mineral properties in North and South America. Solitaire has assembled a portfolio of precious and base metal exploration prospects in Ontario, Saskatchewan, the Northwest Territories, Quebec, and in southern Peru.

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

About Gee-Ten Ventures Inc. (TSX-V : GTV): Gee-Ten Ventures Inc. is a Canadian exploration company, quoted on the TSX Venture Exchange under the symbol GTV. In addition to the above described option to acquire an interest in the Bienville Property, Gee-Ten owns the Chazel and Clermont properties in the Province of Quebec. Gee-Ten currently has 34,997,973 shares currently issued.

For more information contact

Gee-Ten Ventures Inc.
Marc Labrecque CEO
Tel: 819-856-3598

This news release includes certain "forward-looking statements". All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding potential mineralization, exploration results and future plans and objectives are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from expectations include our capacity to finance our operations, exploration risks, price of minerals and other commodities, currency fluctuations and other risks and factors detailed from time to time in our filings with securities regulators.