

**FORM 27**

**SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER SECTION 146(1)  
OF THE SECURITIES ACT**

**ITEM 1 Reporting Issuer:**

SOLID RESOURCES LTD.  
128, 2833 Broadmoor Boulevard  
Sherwood Park, AB T8H 2H3

(hereinafter referred to as the "**Corporation**").

**ITEM 2 Date of Material Change:**

October 16, 2002

**ITEM 3 Press Release:**

A press release over Canadian newswire on October 23, 2002.

**ITEM 4 Summary of Material Change:**

The Court of Queen's Bench of Alberta approved the Corporation's Plan of Arrangement on October 16, 2002.

**ITEM 5 Full Description of Material Change:**

The Court of Queen's Bench of Alberta, on October 16, 2002, approved the Corporation's plan of arrangement (the "**Plan**").

Implementation of the Plan is now subject to the approval of the TSX Venture Exchange to list the shares for debt and the Alberta Securities Commission to issue shares. Unsecured creditors will receive a combination of cash and Common Shares of the Corporation for full satisfaction of their claim. It is anticipated that 1,500,000 Common Shares will be issued to the unsecured creditors. Subject to the TSX Venture Exchange approval, the issue price of the shares will be the greater of \$ .70 or the weighted average price for the 10 day period preceding the implementation of the Plan.

The plan implementation date is anticipated to be November 14, 2002. The Corporation anticipates that it will be in a position to make distributions to Creditors in accordance with the Plan on or after the 15<sup>th</sup> of November, 2002.

**ITEM 6 Reliance on Section 146(2) of the Securities Act:**

Not applicable.

**ITEM 7 Omitted Information:**

Not applicable.

**ITEM 8 Senior Officers:**

For further information please contact:

Alvin Harter  
President and Chief Executive Officer  
Of Solid Resources Ltd.  
Telephone: (780) 416-7525

**ITEM 9 Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

**DATED** at the Hamlet of Sherwood Park, in the Province of Alberta, this 30th day of October, 2002.

**SOLID RESOURCES LTD.**

Per: (signed) "Alvin Harter"  
ALVIN HARTER  
PRESIDENT AND CHIEF EXECUTIVE  
OFFICER

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.