FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Solara Exploration Ltd. ("Solara" or the "Company")
1800, 444 – 5 Avenue SW
Calgary, AB T2P 2T8

Item 2. Date of Material Change

December 20, 2011

Item 3. News Release

A press release reporting the material change, a copy of which is attached, was issued by the Company at Calgary, Alberta through the services of Marketwire on December 20, 2011.

Item 4. Summary of Material Change

Solara announced that the Company raised aggregate proceeds of $650,000 through the issuance of 3,250,000 Flow-Through Class A Shares at $0.20 per share (the "Private Placement"). All securities issued pursuant to the Private Placement will be subject to a four (4) month hold in accordance with the applicable securities regulations. The proceeds of the financing will be used to fund the Company's active drilling program in the Buck lake (Pembina) Cardium horizontal oil project in west central Alberta.

Item 5. Full Description of Material Change

See attached News Release.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Donald R. Holding, President and Chief Executive Officer
1800, 444 – 5 Avenue SW
Calgary, AB T2P 2T8
Telephone: (403) 534-0458

Item 9. Date of Report

December 20, 2011

Solara Exploration Ltd. News Release

For Immediate Release | **Tuesday, December 20, 2011**
Calgary, Alberta | **TSXV Trading Symbol: SAA.A**
82,570,732 Class A Shares

SOLARA EXPLORATION ANNOUNCES FINANCING

CALGARY, ALBERTA – Tuesday, December 20, 2011. Solara Exploration Ltd. ("Solara" or the "Company") is pleased to advise that the Company has completed the first of two closings of a private placement which raised aggregate proceeds of $650,000 through the issuance of 3,250,000 Flow-Through Class A Shares at $0.20 per share (the "Private Placement"). All securities issued pursuant to the Private Placement will be subject to a four (4) month hold in accordance with the applicable securities regulations. The proceeds of the financing will be used to fund the Company's active drilling program in the Buck lake (Pembina) Cardium horizontal oil project in west central Alberta.

The Company also advises that it has scheduled the fracing (stimulation) of its most recently drilled Cardium horizontal well located at 9-22-46-6 W5M in the Buck Lake area of Alberta for the last week of December. Solara will report on the stimulation and testing operations of the 9-22 well once these activities have been completed.

About Solara Exploration

Solara focuses on the exploration, development and production of oil and gas properties within its core areas in the Buck Lake (Pembina) area and a heavy oil project in the Dewberry area of eastern Alberta. Solara is a publicly traded junior oil and gas company listed on the TSXV under the trading symbol SAA.A. More information is available on the Company's website at www.solaraexploration.com.

For further information please contact:

Donald R. Holding **President and Chief Executive Officer** **Solara Exploration Ltd.** 1800, 444 - 5th Avenue S.W. Calgary, Alberta, Canada T2P 2T8 Telephone: (403) 537-0458 Facsimile: (403) 537-0462 Email: don_solaraexploration@shaw.ca	**Cameron MacDonald** **President & Chief Executive Officer** **Macam Investor Relations** Email: cmacdonald@macamgroup.com www.macamgroup.com

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