

Material Change Report

1. **Name and Address of Company**

Search Minerals Inc.
1320 – 885 West Georgia Street
Vancouver, B.C. V6C 3X8

2. **Date of Material Change**

December 10, 2010

3. **News Release**

The news release was disseminated on December 10, 2010 through Stockwatch, Market News and Market Wire.

4. **Summary of Material Change**

Search Minerals Announces Non-Brokered Financings

5. **Full Description of Material Change**

5.1 Full Description of Material Change

See attached.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable

7. **Omitted Information**

Not applicable

8. **Executive Officer**

For further information, contact:
Jim Clucas, President
Telephone 604-688-6180

9. **Date of Report**

December 10, 2010



search minerals inc.

TSXV: SMY

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SEARCH MINERALS ANNOUNCES NON-BROKERED FINANCINGS

VANCOUVER, December 10, 2010 – Search Minerals Inc. (“**Search**” or the “**Company**”) (TSXV: SMY) is pleased to announce two non-brokered financings pursuant to which the Company will issue an aggregate of up to 18,722,222 units (“**Units**”) at a price of \$0.45 per Unit, to raise up to \$8,425,000 (together, the “**Financings**”).

Each Unit will consist of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire an additional common share of Search for a period of three years following the date of issuance of the Unit at a price of \$0.70 per share during the first year, \$0.80 during the second year and \$0.90 during the third year.

In the first financing (the “**Initial Placement**”), two strategic investors and certain other purchasers will each subscribe for 8,750,000 Units, for aggregate proceeds to the Company of \$7,875,000. On completion of the Financings, each of the strategic investors will own approximately 19.9% of the shares of the Company on an undiluted basis, and approximately 33% assuming exercise of all warrants held by such strategic investor. Each strategic investor shall have the right to nominate one person for election to the board of directors of the Company on an annual basis and a pre-emptive right to participate in any subsequent equity financing of the Company to maintain its pro rata ownership interest in the Company (on an undiluted basis).

“This is an important step in the development of the company”, said Jim Clucas, President and CEO. “I am confident that these strategic investors will create added value beyond the large cash infusion to Search’s treasury.”

As the Initial Placement will result in each strategic investor holding more than 20% of the issued and outstanding shares on a partially diluted basis, the Company is required under the rules of the TSX Venture Exchange to obtain shareholder approval to the transaction. In this regard, the Company has called a special general meeting of its shareholders for January 25, 2011 to consider the completion of the Initial Placement. The investors are arm’s length to the Company. To the knowledge of the Company, the investors are also arm’s length to each other and will not be acting jointly or in concert with respect to the Company.

Concurrent with but unrelated to the Initial Placement, Search is proposing to raise up to an additional \$550,000 by the issue of up to 1,222,222 Units on a non-brokered basis. This additional financing is anticipated to close promptly and does not require shareholder approval.

The Financings are subject to regulatory approval and the securities will be subject to a four month resale restriction. No finders fees or commissions are payable in connection with the Financings.

The proceeds from the Financings will be used to finance the continued exploration of its properties located in the Port Hope Simpson district, Labrador, and for general working capital purposes.

About Search Minerals Inc.

Search Minerals Inc (TSX-V SMY) has a strong and dedicated management team with outstanding capabilities in separate but related mining activities, any of which has the potential to generate significant shareholder value. Search's mineral exploration team is led by Vice President Exploration Dr. Randy Miller. Dr. Miller is responsible for directing the current exploration programs on Search's large land position in Labrador. Search also has a technology arm headed up by Dr. David Dreisinger, Chair of Hydrometallurgy at the University of British Columbia in Vancouver, Canada, and a consultant to several major international mining companies. Search's business strategy is to fund new ideas or concepts in the mineral exploration or metallurgical fields that have low initial costs and high potential.

For further information please contact:

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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 of the adequacy or accuracy of this release.

Cautionary Statement:

Certain disclosures in this release with respect to the proposed financings and use of proceeds constitute forward-looking statements that are subject to numerous risks, uncertainties and other factors relating to the Company's operations as a mineral exploration company. Such risks and uncertainties may cause future results to differ materially from those expressed or implied in such forward-looking statements, including risks as to the completion of the financings. Readers are cautioned not to place undue reliance on forward-looking statements. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

This press release does not constitute an offer to sell or solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to a U.S. Person unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.