

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

SOLID RESOURCES LTD.
Unit 607 – 233 Robson Street
Vancouver, British Columbia, V6B 0E8

Item 2 Date of Material Change

May 10, 2012

Item 3 News Release

A Press Release over CNW Group on May 10, 2012

Item 4 Summary of Material Change

The Company announced today that it has closed the non-brokered private placement of Units for aggregate gross proceeds of \$1,100,000 (the "Offering"), previously announced on May 1, 2012, subject to TSX Venture Exchange final approval.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Solid Resources Ltd. ("Solid" or the "Company") announced today that it has closed the non-brokered private placement of Units for aggregate gross proceeds of \$1,100,000 (the "Offering"), previously announced on May 1, 2012, subject to TSX Venture Exchange final approval.

The Company has issued a total of 11,000,000 Units at a price of \$0.10 per Unit. Each Unit consists of one Common Share and one Common Share Purchase Warrant. Each Warrant will entitle the holder thereof to purchase one (1) Common Share in the share capital of the Corporation (a "Warrant Share") at a price of \$0.15 per Common Share any time prior to 4:30 p.m. (Vancouver time) on the date that is twenty four (24) months from the date of issuance of the Units, subject to earlier termination in the event that the closing price (or closing bid price on days when there are no trades) of the common shares on the TSX Venture Exchange exceeds \$0.25 for 20 consecutive trading days, then upon the Corporation sending subscribers written notice of such date and issuing a news release announcing such date, the Warrant will only be exercisable for a period of 30 days following the date on which such written notice is sent to the subscribers. The securities issued in connection with the Offering will be subject to a four month hold period that expires September 11, 2012.

Finders acting in connection with the Offering received aggregate fees of Cdn \$52,850 and 525,000 finder's warrants, with each finder's warrant entitling the holder to purchase one Common Share at an exercise price of \$0.15 per Common Share for a period of 24 months after the closing and are subject to the early termination clause as outlined in the previous paragraph.

The Company intends to use the proceeds from the Offering to fund exploration of the Company's Doade- Presqueiras Tin, Tantalum and Lithium project and for ongoing project development in Spain plus general working capital.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Mr. Greg Pendura, President and Chief Executive Officer
Tel: 780-800-0726

Item 9 Date of Report

May 16, 2012