

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

**Item 1 Name and Address of Company**

**SOLID RESOURCES LTD.** (The "Company")

Unit 607 – 233 Robson Street

Vancouver, British Columbia, V6B 0E8

**Item 2 Date of Material Change**

January 18, 2013

**Item 3 News Release**

A Press Release over Marketwire on January 18, 2013

**Item 4 Summary of Material Change**

The Company announced the closing of its non-brokered Private Placement.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

See the attached News Release dated January 18, 2013.

**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**

January 18, 2013



**SOLID  
RESOURCES**

**TSXV: SRW  
OTCQX: SLDRF  
FRANKFURT: YRS**

*For Immediate Release*

**January 18, 2013**

### **Solid Resources Closes Non-Brokered Private Placement**

VANCOUVER, - **Solid Resources Ltd. ("Solid" or the "Company") (TSX-V: SRW) (OTCQX: SLDRF) (Frankfurt: YRS)** is pleased to announce that it has closed the non-brokered private placement of Units for aggregate gross proceeds of \$250,000 (the "Offering"), previously announced on January 15, 2013, subject to TSX Venture Exchange final approval.

The Company has issued a total of 4,166,666 Units at a price of \$0.06 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 at any time prior to 4:30 p.m. (Vancouver time) on the date that is twenty four (24) months from the date of the 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 on May 22, 2013.

Insiders participating: Mr. Greg Pendura - \$50,000

The Company intends to use the proceeds from the Offering for ongoing project development in Spain and general working capital.

About Solid Resources:

Solid Resources is a Canadian junior mining company focused in Spain on the exploration and development of rare and precious metals and industrial commodities worldwide. The Company is currently in the late stage of quantifying the presence of tantalum, tin, lithium and other rare minerals on its Alberta-1 property in north-western Spain and re-opening 62 iron ore concessions in south-eastern Spain.

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 for the adequacy or accuracy of this release.

**For further information contact:**

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