

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

**Item 1 Name and Address of Company**

**SOLID RESOURCES LTD.** (The "Company")  
Suite 505 – 1238 Melville Street  
Vancouver, British Columbia, V6E 4N2

**Item 2 Date of Material Change**

January 7, 2014

**Item 3 News Release**

A Press Release over Marketwire on January 7, 2014

**Item 4 Summary of Material Change**

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

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

VANCOUVER, - **Solid Resources Ltd.** ("Solid" or the "Company") (TSXV: **SRW**) is pleased to announce the successful completion of its non-brokered private placement previously announced on December 30, 2013 for a total of 10,541,667 units representing gross proceeds of \$1,265,000. The Company had originally announced that it had intended to raise up to \$1,200,000, however, due to strong investor support, it is seeking approval from the Exchange for an additional \$65,000.

Each unit consists of one share and one 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 an exercise price of \$0.20 per Common Share during the first year following the date of closing and at \$0.26 per Common Share during the subsequent year up to a period of two years following the date of closing. The warrants are subject to an accelerated expiry stating that if at any time after the standard four month hold period the closing price of the Company's common shares on the TSX Venture Exchange exceeds \$0.40 for any 10 consecutive trading days, the warrant holder will be given notice that the warrants will expire 30 days following the date of such notice. The securities issued in connection with the Offering will be subject to a four month hold period that expires on May 8, 2014

Finders acting in connection with the Offering will receive aggregate fees of Cdn \$71,589.00 and 218,050 finder's warrants, with each finder's warrant entitling the holder to purchase one (1) common share in the share capital of the Corporation (a "Warrant Share") at an exercise price of \$0.20 per Common Share during the first year following the date of closing and at \$0.26 per Common Share during the subsequent year up to a period of two years following the date of closing. These warrants will be subject to the accelerated expiry as outlined in paragraph two above.

The closing of the private placement is subject to all required regulatory approvals, including the acceptance of the TSX Venture Exchange.

The Company intends to use the proceeds from the Offering to fund exploration of the Company's Cehegin Iron Ore project in south-eastern Spain and the Alberta-1 Tin, Tantalum and Lithium project in north-western Spain, plus general working capital.

Solid Resources is a Canadian junior mining company focused in Spain on the exploration and development of rare and industrial metals. The Company is currently studying the re-opening of the Cehegin iron ore mine in south-eastern Spain and is applying for an exploitation permit on its Alberta-1 tantalum/tin and lithium property in north-western 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:

**Solid Resources Ltd**

Greg Pendura  
President & CEO  
Solid Resources Ltd.  
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[www.solidresources.com](http://www.solidresources.com)

**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 7, 2014