

**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

May 23, 2014

Item 3 News Release

A Press Release over Marketwire on May 23, 2014

Item 4 Summary of Material Change

The Company announced the filing of a NI 43-101 Technical Report on its Alberta-1 Property

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

VANCOUVER, BC - **Solid Resources Ltd.** ("Solid" or the "Company") (TSXV: **SRW**) is pleased to announce it has completed its National Instrument 43-101 Technical Report on the Alberta-1 property located in north-western Spain. The report entitled "Solid Resources Ltd., Alberta-1 Rare Metals Project, Galicia, Spain, Mineral Resources, NI 43-101 Technical Report", is dated May 23, 2014 and is prepared by Mr. Stanley C. Bartlett, M.Sc., PGeo., of Micon International Co Limited, in the United Kingdom.

Mineral Resource Estimate

Micon has generated the most recent mineral resource estimate for the Alberta-1 Project dated May 15, 2014. This estimate incorporates the latest drilling results from the 2012 drill programme.

Alberta-1 mineral resources are defined by 46 drill holes (4,676.05 m) covering the main Presqueiras deposit and a further 19 drill holes at the five Southern zones of Correa, Coto Tocayo, Acebedo, Rubillón and Taboazas. The main Presqueiras deposit is interpreted to comprise two principal zones, plus three subsidiary zones of more limited continuity. The Southern area is subdivided into the Acebedo, Correa, Coto Tocayo, Rubillón and Taboazas zones comprising a total of 14 sill-like structures. The Presqueiras and Southern zones remain open both along strike and down-dip.

No economic studies of the project have been conducted and therefore it is possible that a different cut-off value may be considered upon completion of an appropriate engineering study. Table 1 summarises the mineral resource estimate for the Alberta-1 project at a cut-off value of US\$25 per tonne.

Table 1: Alberta-1 Mineral Resource Estimate as at 15th May 2014

Area	Resource Classification	Tonnage (Mt)	Ta ₂ O ₅ (ppm)	Sn (ppm)	Li ₂ O (%)	Ta ₂ O ₅ (t)	Sn (kt)	Li ₂ O (kt)
Presqueiras	Measured	2.96	111	752	0.52	327	2.23	15.4
	Indicated	1.99	90	675	0.52	178	1.34	10.3
Presqueiras	Inferred	2.69	80	668	0.39	214	1.79	10.5
Acebedo	Inferred	3.68	122	955	0.41	449	3.51	15.1
Correa	Inferred	0.88	142	557	0.50	125	0.49	4.4
Coto Tocayo	Inferred	3.43	215	1,180	0.26	737	4.05	8.9
Rubillón	Inferred	0.20	202	1,212	0.04	39	0.24	0.1
Taboazas	Inferred	6.53	103	506	0.41	673	3.30	26.8
Alberta-1	Measured + Indicated	4.95	102	721	0.52	505	3.57	25.7
Alberta-1	Inferred	17.4	129	769	0.38	2,238	13.4	65.7

Note: Totals may vary due to rounding.

Cut-Off Value US\$25 per tonne

Measured and indicated mineral resources for Alberta-1 have increased from 1.8 Mt to 4.95 Mt whilst Inferred mineral resources have increased 8.0 Mt to 17.4 Mt over the 2011 NI 43-101 resource estimate. The increase is attributed to a combination of the step-out holes at Presqueiras that extended the mineralisation, fill-in holes that upgraded mineralisation from the Inferred category to the Measured and Indicated categories, and the addition of Inferred mineral resources outlined at Acebedo, Correa, Coto Tocayo, Rubillón and Toboazas.

The mineral resource estimate is compliant with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council on 27th November, 2010.

Solid Resources will be making a submission to the Spanish Mining Authorities during Q2, 2014 for an exploitation permit for the entire 3,690 ha property.

A full copy of the report is available on the Company's website at www.solidresources.com and on the Company's profile on SEDAR at www.sedar.com.

Technical information in this release has been reviewed and approved by Mr. Stanley C. Bartlett, M.Sc., PGeo., as the Company's "Qualified Person".

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 23, 2014