

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Solid Resources Ltd. (“**Solid**” or the “**Corporation**”)
Unit 607 - 233 Robson Street
Vancouver, BC V6B 0E8

2. **Date of Material Change**

February 14, 2011

3. **News Release**

A news release was disseminated on February 15, 2011 by Canada NewsWire.

4. **Summary of Material Change**

Solid entered into a definitive agreement to sell its 49% interest in the Bear mineral property located in the Northwest Territories to Silver Bear Mines Inc.

5.1 **Full Description of Material Change**

Solid has entered into a definitive agreement to sell its 49% interest in the Bear mineral property located in the Northwest Territories (the “**Bear Property**”) to Silver Bear Mines Inc. (“**Silver Bear**”), subject to TSX Venture Exchange approval. The Corporation received the requisite shareholder approval for the sale of the Bear Property at the annual general and special meeting held on December 13, 2010. For a further description of the proposed transaction, see the related Management Information Circular dated November 8, 2010 and filed on SEDAR at www.sedar.com on November 18, 2010.

The purchase price for the 49% interest in the Bear Property is \$3,000,000, and shall be payable: (i) by the assumption of debt (the “**Assumed Debt**”) owing by the Corporation to certain lenders in the aggregate amount of \$1,944,191; and (ii) by the issuance and delivery of 1,250,000 common shares in the capital of Silver Bear (“**Silver Bear Shares**”) having an aggregate value of \$1,055,809. On April 30, 2010, the Corporation entered into a debt assumption agreement, pursuant to which Silver Bear assumed the Assumed Debt effective as of April 30, 2010 and the lenders released the Corporation from any further obligations under the Assumed Debt.

Mr. Randy Hayward, a director of the Corporation is a director, officer and shareholder of Silver Bear. The Corporation has determined that there is an exemption available from the formal valuation requirement of TSX Venture Policy 5.9 and Multilateral Instrument 61-101 for the Proposed Transaction (Formal Valuation - Issuer Not Listed on Specified Markets). The exercise of the option will be subject to acceptance by the TSX Venture Exchange.

5.2 **Disclosure for Restructuring Transactions**

Not Applicable

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

Not Applicable

6. **Omitted Information**

Not Applicable

7. **Executive Officer**

The name and business number of an Executive Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission on this report is:

Mr. Greg Pendura
Telephone: (780) 800-0726

8. **Date of Report**

February 16, 2011