

SOLID RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS

DECEMBER 31, 2010

SOLID RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2010

Introduction and Background

The following Management Discussion and Analysis is dated May 2, 2011. This is a discussion and assessment of the results to date and future prospects of Solid Resources Ltd. And its subsidiaries (the Company) and relates to the consolidated financial statements for the year ended December 31, 2010. This analysis should be read together with the audited financial statements and related notes attached thereto, which are prepared in accordance with Canadian generally accepted accounting principles. All amounts are stated in Canadian dollars unless otherwise indicated.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. See "Forward-Looking Information and Statements" herein.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Solid is a Canadian company focused on mineral resource exploration in various countries including Canada and Spain. Properties under exploration contain precious, rare, and base metals, including Silver, Gold, Copper, Lead, Zinc, Lithium, Tantalum, Cesium, Rubidium and Zinc. The Company's shares trade on the TSX Venture Exchange in Canada and on the Frankfurt Stock Exchange.

Forward-Looking Information and Statements

This MD&A contains certain forward-looking statements and forward-looking information (collectively referred to herein as "**forward-looking statements**") within the meaning of applicable Canadian securities laws. All statements other than statements of present or historical fact are forward-looking statements. Forward-looking information is often, but not always, identified by the use of words such as "could", "should", "can", "anticipate", "expect", "believe", "will", "may", "projected", "sustain", "continues", "strategy", "potential", "projects", "grow", "take advantage", "estimate", "well positioned" or similar words suggesting future outcomes. In particular, this MD&A contains forward-looking statements relating to: the future opportunities for the Company; the business strategy of the Company; and the competitive advantage of the Company.

In addition, forward looking statements regarding the Company are based on certain key expectations and assumptions of the Company concerning anticipated financial performance, business prospects, strategies, the sufficiency of budgeted capital expenditures in carrying out planned activities, the availability and cost of services, the ability to obtain financing on acceptable terms, the actual results of exploration projects being equivalent to or better than estimated results in technical reports or prior exploration results, and future costs and expenses being based on historical costs and expenses, adjusted for inflation, all of which are subject to change based on market conditions and potential timing delays. Although management of the

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Company consider these assumptions to be reasonable based on information currently available to them, these assumptions may prove to be incorrect.

By their very nature, forward looking statements involve inherent risks and uncertainties (both general and specific) and risks that forward looking statements will not be achieved. Undue reliance should not be placed on forward looking statements, as a number of important factors could cause the actual results to differ materially from the Company's beliefs, plans, objectives and expectations, including, among other things: general economic and market factors, including business competition, changes in government regulations or in tax laws; the early stage development of the Company and its projects; general political and social uncertainties; commodity prices; the actual results of current exploration and development or operational activities; changes in project parameters as plans continue to be refined; accidents and other risks inherent in the mining industry; lack of insurance; delay or failure to receive board or regulatory approvals; changes in legislation, including environmental legislation, affecting the Company; timing and availability of external financing on acceptable terms; conclusions of economic evaluations; and lack of qualified, skilled labour or loss of key individuals. These factors should not be considered exhaustive. Many of these risk factors are beyond the Company's control and each contributes to the possibility that the forward-looking statements will not occur or that actual results, performance or achievements may differ materially from those expressed or implied by such statements. The impact of any one risk, uncertainty or factor on a particular forward-looking statement is not determinable with certainty as these risks, uncertainties and factors are interdependent and management's future course of action depends upon the Company's assessment of all information available at that time.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this MD&A are made as of the date of this MD&A and the Company does not undertake and is not obligated to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless so required by applicable securities laws.

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Overall Performance

Solid Resources Ltd. (the Company) is incorporated under the laws of the Province of Alberta, Canada. Its shares are listed for trading on the TSX Venture Exchange and on the Frankfurt Stock Exchange. The Company is involved in the exploration and development of mineral resource properties and does not currently have a recurring revenue stream. In addition, the Company's goals are to prospect for mineral resource properties that exhibit the potential for development into profit producing mines, obtain the rights to such properties, conduct sampling, drilling, and assaying programs to establish mineral resources and reserves, and generate revenue for the benefit of its shareholders.

At December 31, 2010, there were 79,372,848 common shares issued and outstanding. There have been issuances of new securities during the past year in order to finance working capital and exploration work programs on the Company's properties. The global outlook is generally positive for mineral resource companies with good properties because of the high level of continuing demand for metals. With properties in various countries and consisting of various metals, there is a possibility that Solid will generate revenue from operations in the future. Management believes in diversification in terms of both mineral deposit types and geographical location.

Mineral Resource Properties

Management has worked diligently to identify mineral resource properties that indicated potential for commercial ore bodies. Exploration programs and technical studies aimed at determining the existence, grade, and economic feasibility of mineral deposits are being carried out. Mining activities are generally required to comply with varying levels of regulatory and environmental requirements that vary by jurisdiction. Sufficient capital must be raised to carry out the programs. The accompanying discussions below address the status of each project and Management's current beliefs with respect to each project.

The Doade-Presqueira Property, Spain

The Company has received a technical report regarding the Doade-Presqueira property prepared by John R. Goodwin dated March 16, 2010, which was filed on SEDAR at www.sedar.com on March 19, 2010.

The Company has 100% interest in this concession which is located in Northwestern Spain and is 4,902 hectares (12,108 acres) in size. This property is under exploration for Lithium, Tantalum, Tin, Rubidium, and Cesium. Two drilling programs consisting of a total of 17 holes drilled, sampled, and assayed have been completed to date. Property investigation costs are bonus fees paid to the geologist that initially identified the project. Such fees became payable once a certain stage of advancement had been reached

Mineralization within the pegmatites consists of significant quantities of Lithium, Tantalum, Tin, Niobium, Rubidium, and Cesium. The surrounding schist also contains significant quantities of Lithium, Rubidium, and Cesium. The mineralized pegmatites are located in a northerly trending belt approximately 0.6 km wide and 15 km in length.

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Bear Property, Northwest Territories, Canada

During the year, the Company entered into a letter of intent (the "Letter of Intent") dated April 30, 2010 with Golden Lion Resources Inc. now known as Silver Bear Mines Inc. ("Silver Bear") with respect to the proposed transfer of all of the Company's 49% interest in the Bear mineral property located in the Northwest Territories (the "Bear Property") to Silver Bear. The purchase price for the 49% interest in the Bear Property is \$3,000,000, and was payable: (i) by the assumption of debt (the "Assumed Debt") owing by the Company to certain lenders in the aggregate amount of \$1,930,172; and (ii) by the issuance and delivery of common shares in the capital of Silver Bear ("Silver Bear Shares") having an aggregate value of \$1,055,808, which Silver Bear Shares will be distributed to the shareholders of the Company in a tax effective manner. The actual number (not to exceed 2,000,000) and deemed price of the Silver Bear Shares shall be determined at or before the time of execution of the definitive agreement(s) for the proposed transaction.

Concurrently with the execution of the Letter of Intent, the Company 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 Company from any further obligations under the Assumed Debt.

The Board of Directors of the Company have unanimously approved the Letter of Intent and the proposed sale of the Company's 49% interest in the Bear Property. The completion of the proposed purchase transaction is subject to a number of conditions including, negotiation and execution of definitive agreements (which has been signed subsequent to the year-end) and receipt of all requisite regulatory approvals, including the TSX Venture Exchange.

As such, the Company recorded a sale or disposal of asset of \$6,381,971 for a net loss of \$3,395,991 for the year ended December 31, 2010.

Subsequent to the year-end, on February 15, 2011, the Company announced received the requisite shareholder approval for the sale of the Bear Property at the annual general and special meeting held on December 13, 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 \$1,930,172; and (ii) by the issuance and delivery of 1,250,000 common shares of in the capital of Silver Bear ("Silver Bear Shares") having an aggregate value of \$1,055,808.

Peru Gold & Copper Property

The Company entered into a binding option agreement with an arm's length third party (the "Optionor") pursuant to which it acquired the option to purchase a metallic mining license, covering an area of 1,000 hectares, located in Northwest Peru. Under the terms of the option agreement, The Company has the right to purchase the license, during the three year term, by paying the Optionor a total of US\$500,000, to be paid in tranches over the course of the period ending on December 2012. The first cash payment of US\$4,000 has already been paid to the Optionor. In connection with the option agreement, the Company issued 1,000,000 common shares of the Company to a third party finder.

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SELECTED ANNUAL FINANCIAL INFORMATION

	2010	2009	2008
Revenues from continuing operations	\$ --	\$ --	\$ --
Net loss and comprehensive loss	(5,996,267)	(1,577,559)	(1,002,178)
Net earnings (loss) per share, basic and diluted	(0.10)	(0.06)	(0.06)
Mineral properties	2,036,550	8,198,478	8,859,721
Total Assets	4,108,469	8,753,939	8,974,459
Notes payable	--	1,665,739	1,675,739
Total long-term financial liabilities	68,433	2,257,414	2,295,876
Total cash dividend paid	--	--	--
Working Capital (Deficiency)	945,118	(1,708,899)	(2,193,770)

SUMMARY OF QUARTERLY RESULTS

The following financial data is selected information for the Company for the eight most recently completed financial quarters:

	Dec 31, 2010	Sept 30, 2010	Jun 30, 2010	Mar 31, 2010	Dec 31, 2009	Sept 30, 2009	Jun 30, 2009	Mar 31, 2009
Total Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Loss for the period	(4,358,033)	(517,227)	(611,178)	(509,829)	(1,142,900)	(143,250)	(134,410)	(156,999)
Loss per Share (Basic & diluted)	(0.07)	(0.01)	(0.01)	(0.01)	(0.03)	(0.01)	(0.01)	(0.01)

The information for income or loss has been presented with the figures for stock based compensation, other income, and income taxes segregated as these amounts cause the net income or loss to fluctuate materially in various quarters. The resulting figure can fluctuate from quarter to quarter as a result of temporary or one-time expenses such as loss on disposal of Bear property described earlier or impairment of mineral property (as was the case in 2009).

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Results of Operations

Overall, the Company recorded a net loss of \$5,996,267 (\$0.10 per common share) for the year ended December 31, 2010 as compared with a net loss of \$1,577,559 (\$0.06 per common share) for the same period in 2009. The increase of \$4,418,708 in net loss is attributed to the following:

General and administrative expenses increased by \$601,437 to \$1,034,037 for the year ended December 31, 2010 from \$432,600 for the year ended December 31, 2009, due to increased corporate activity and as the Company had increased expenditures relating to the due diligence and potential acquisitions of new mineral properties.

Stock Compensation expense increased by \$1,282,017 to \$1,405,519 for the year ended December 31, 2010 from \$123,502 for the same year ended December 31, 2009 as the Company granted 7,050,000 stock options during 2010 as compared to 1,400,000 during 2009.

Amortization of equipment was \$5,631 (2009 - \$5,686). There were additions the year ended December 31, 2010.

Interest on notes payable decreased 130,434 to 39,404 for the year ended December 31, 2010 from \$169,838 for the same year ended December 31, 2009 as the notes were assumed in the transfer of the Bear mineral property transaction in on April 30, 2010 (see discussion under proposed transactions).

Other interest and bank charges decreased by \$105,497 to \$3,195 for the year ended December 31, 2010 from \$108,692 for the same year ended December 31, 2009.

Foreign exchange loss increased by \$28,276 to a loss of \$42,330 for the year ended December 31, 2010 from a loss of \$14,054 for the year ended December 31, 2009. The exchange rate loss is due to timing differences (difference in the amount recorded as compared to the amount paid) in the foreign exchange rate between the Canadian dollar and the Euro).

The Company also incurred an impairment charge of \$75,000 for the year ended December 31, 2010 (2009 - \$757,587) on the release of its interest in the Sunset West property in the Northwest Territories.

Investment in mineral properties for the year ended December 31, 2010 was \$2,036,550 compared to \$8,198,478 at December 31, 2009. The net decrease of \$6,161,928 is attributable to the following:

For the **Bear** project, expenditures were \$nil for the year ending December 31, 2010 (2009 - \$9,388). On April 30, 2010 the Company sold its 49% interest for \$3,000,000, and was payable: (i) by the assumption of debt owing by the Company to certain lenders in the aggregate amount of \$1,930,172; and (ii) by the issuance and delivery of common shares in the capital of Silver Bear having an aggregate value of \$1,055,808 and recognized a loss of \$3,395,991.

For the **Doade-Presqueira** project, expenditures were \$236,048 for the year ending December 31, 2010 (2009 - \$66,183). Geological fees were \$229,096 (2009 - \$nil) and mining rights and taxes were \$6,952 (2009 - \$66,183).

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For the **Sunset West** project, the Company elected to expense the capitalized costs of \$75,000 in property and also decided to let its interest in this property lapse.

For the **Peru Gold and Copper** project, expenditures were \$58,995 for the year ending December 31, 2010 (2009 - \$nil). Geological fees were \$54,995 (2009 - \$nil) and mining rights and taxes were \$4,000 (2009 - \$nil).

Expensed Exploration Costs

Expensed exploration costs were nil for the year, other than those described above relating to the sale and writedown of the Bear property and the Sunset West project.

Liquidity and Capital Resources

As of December 31, 2010, the working capital was \$945,118 as compared to working capital deficiency of \$1,708,899 as at December 31, 2009.

The Company's cash position increased to \$964,378 as of December 31, 2010 as compared to a cash balance of \$484,019 as at December 31, 2009 as a result of various financing via share issuance during the year. The Company used \$1,057,613 (2009 - \$700,496) to fund operations.

Net cash used in investing activities for the year ending December 31, 2010 was \$296,287 (2010 - \$96,344) which primarily relates to costs for the acquisition and exploration of mineral properties of \$295,042 (2009 - \$96,344)

Net cash from financing activities for the year ending December 31, 2010 was \$1,834,259 (2010 - \$1,249,250) was primarily the result of \$2,314,000 (2009 - \$1,235,500) in issuance of shares and issuance costs of \$439,741 (2009 - \$26,250).

As the Company is in an exploration phase and is not generating revenue as yet, it is expected that the working capital balance will follow a cycle of reduction and replenishment. Management currently follows a policy of raising only sufficient capital to carry out its near term plans. This policy is meant to minimize dilution of shareholders' positions by raising capital when the stock price is at higher levels.

Historically, the Company has been successful in raising working capital through private placements and loan money to fund its operations and exploration programs and will need to raise more working capital through private placements to continue this. With regard to the exploration of its Canadian property, the Company has been able to raise financing through the issue of common shares and sees this as a continuing source of financing.

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Capital Commitments

The Company had no commitments for property and equipment expenditures for 2011. The Company expects that any property and equipment expenditures incurred, based on future needs, will be funded from working capital and/or from operating or capital leases.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Transactions with Related Parties

The Company entered into the following transactions with related parties:

- a) Paid or accrued consulting fees of \$45,000 (2009 - \$nil) to the chief executive officer and director of the Company.
- b) Paid or accrued consulting fees of \$63,364 (2009 - \$nil) to an operational and financial officer and director of the Company.
- c) Paid or accrued consulting fees of \$60,060 (2009 - \$nil) to a current director of the Company.
- d) Paid or accrued management fees of \$51,262 (2009 - \$nil) to the former chief executive officer of the Company.
- e) Paid or accrued consulting of \$25,500 (2009 - \$nil) to the former chief financial officer of the Company.

These transactions were in the normal course of operations and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

In January, 2010, the Company agreed to pay a finder's fee an aggregate amount of 1,000,000 common shares to each of five individual finders ("finders") respecting the option contract to purchase the metallic mining license in Piura, Peru held by an arm's length third party introduced by the finders. Subsequent to this agreement, Mr. Tony Spat, one of the five finders, became a director of the Company. In conjunction with this transaction, during the year, the Company issued the 200,000 common shares to Mr. Spat.

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Proposed Transactions

During the year, the Company entered into a letter of intent (the "Letter of Intent") dated April 30, 2010 with Golden Lion Resources Inc. now known as Silver Bear Mines Inc. ("Silver Bear") with respect to the proposed transfer of all of the Company's 49% interest in the Bear mineral property located in the Northwest Territories (the "Bear Property") to Silver Bear. The purchase price for the 49% interest in the Bear Property is \$3,000,000, and was payable: (i) by the assumption of debt (the "Assumed Debt") owing by the Company to certain lenders in the aggregate amount of \$1,930,172; and (ii) by the issuance and delivery of common shares in the capital of Silver Bear ("Silver Bear Shares") having an aggregate value of \$1,055,808, which Silver Bear Shares will be distributed to the shareholders of the Company in a tax effective manner. The actual number (not to exceed 2,000,000) and deemed price of the Silver Bear Shares shall be determined at or before the time of execution of the definitive agreement(s) for the proposed transaction.

Concurrently with the execution of the Letter of Intent, the Company 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 Company from any further obligations under the Assumed Debt.

The Board of Directors of the Company have unanimously approved the Letter of Intent and the proposed sale of the Company's 49% interest in the Bear Property. The completion of the proposed purchase transaction is subject to a number of conditions including, negotiation and execution of definitive agreements (which has been signed subsequent to the year-end) and receipt of all requisite regulatory approvals, including the TSX Venture Exchange.

As such, the Company recorded a sale or disposal of asset of \$6,381,971 for a net book value of \$nil for the year ended December 31, 2010.

Subsequent to the year-end, on February 15, 2011, the Company announced received the requisite shareholder approval for the sale of the Bear Property at the annual general and special meeting held on December 13, 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 \$1,930,172; and (ii) by the issuance and delivery of 1,250,000 common shares of in the capital of Silver Bear ("Silver Bear Shares") having an aggregate value of \$1,055,809.

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Financial Instruments

Management is of the opinion that exposure to credit, interest rate, or foreign currency risk is not significant.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's close involvement in the operations allows for identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks and has no designated hedging transactions. The Company's notes payable in 2009 were assigned to Silver Bear as discussed in notes 5 and 6 of the financial statements.

The Company's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the continuation of the Company's exploration program, and limited exposure to credit and market risks. There were no changes to the objectives of the process from the prior year.

The type of risk exposure and the way in which such exposures are managed are as follows:

(a) Credit risk:

Credit risk primarily arises from the Company's cash and cash equivalents, and accounts receivable. The risk exposure is limited to their carrying amounts at the balance sheet date. Cash and cash equivalents are held as cash deposits or invested in guaranteed investment certificates with various maturity dates. The Company does not invest in asset-backed deposits or investments and does not expect any credit losses.

The company periodically assesses the quality of its investments and is satisfied with the credit rating of the bank. To reduce credit risk, the Company regularly reviews the collectability of its amounts receivable and establishes an allowance based on its best estimate of potentially uncollectible amounts. No allowance for uncollectible amounts was required at December 31, 2010 except as disclosed in Note 10.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company ensures there is sufficient capital to meet short term business requirements. One of the management's goals is to maintain an optimal level of liquidity through the active management of the assets, liabilities and cash flows.

The Company does not have cash inflows from operations. To maintain liquidity, the Company relies on proceeds from issuance of shares in private placements and notes payable. The Company's cash equivalents are invested in funds which are available on demand to fund the Company's costs and other financial demands.

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(c) Market risk:

The significant market risks to which the Company is exposed are currency, interest rate and commodity price risk.

(i) Currency risk:

The Company has Currency risk relating to funds held in Euros relating to the Solid Mines Espana project. At December 31, 2010 the Company held cash of \$304,379 in Euros (noted in their Canadian dollar equivalent).

(ii) Interest rate risk:

The Company's policy is to invest cash in guaranteed investment certificates at fixed or floating rates of interest and cash equivalents are to be maintained in floating rates of interest in order to maintain liquidity, while achieving a satisfactory return for shareholders. The Company manages risk by monitoring changes in interest rates in comparison to prevailing market rates.

For financial liabilities, the notes payable as at December 31, 2009 had a fixed interest rates of 10% and 12% and were not subject to short term fluctuations in interest rates. These notes payable were assigned to Silver Bear as described in proposed transaction above, resulting in a balance of \$nil as at December 31, 2010

(d) Commodity risk:

The value of the Company's mineral resource properties depends on the price of copper, gold and other minerals and the outlook for these minerals. During economic downturns, the Company minimizes this risk by acquiring mineral properties at depressed values. In addition, the Company's exposure to the commodity price risk is reduced as none of the properties are in the production stage.

International Financial Reporting Standards (IFRS)

In 2006, the AcSB published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2010 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010.

The Company has completed the diagnostic phase of planning for the implementation of IFRS. It has determined that the principal areas of impact will be IFRS 1 - first time adoption; presentation of financial statements; and share-based payments. The Company expects its detailed analysis of relevant IFRS requirements and of IFRS 1 will be complete by the end of its fiscal quarter ending March 31, 2011, along with its determination of changes to accounting policies and choices to be made. The Company has not yet reached the stage where a quantified impact of conversion on its financial statements can be measured.

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Outstanding Share Data

Common Shares:

	Number of shares	Amount
Balance at December 31, 2008	20,384,555	\$ 18,611,176
Common shares issued during the year:		
For cash under private placements	24,710,000	1,235,500
For settlement of accounts payable	1,254,960	62,749
Share issuance costs	-	(26,250)
Balance at December 31, 2009	46,349,515	19,883,175
Common shares issued during the year:		
For cash under private placements	28,933,333	2,060,000
For finders fees for the Peru property (note 5)	1,000,000	210,000
Warrants exercised during the year	3,090,000	304,000
Share issuance costs		(439,741)
Balance at December 31, 2010	79,372,848	22,017,434

As at May 2, 2011, there are 81,461,848 common shares of the Company as result of exercise of 2,089,000 warrants.

Stock Options

As at December 31, 2010 and May 2, 2011 (date of report), there were 6,700,000 stock options of the Company outstanding at weighted average price of \$0.17.

Warrants:

As at December 31, 2010 and May 2, 2011 (date of report), there were 50,553,333 and 48,464,333, respectively, warrants outstanding at weighted average price of \$0.13.

Additional information

The Company's publicly filed documents are available on SEDAR at www.sedar.com and more information is also available on Company's website at www.solidresources.com.