Form 51-102F3 - MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

LITHIC RESOURCES LTD. (the "Company")
912 – 510 West Hastings Street
Vancouver, BC V6B 1L8

Item 2 Date of Material Change

State the date of the material change.

June 17, 2005

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

June 20, 2005

The Press Release was released to the TSX Venture Exchange and through various other approved public media.

Item 4 Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

The Company announced that it has signed an option agreement to acquire a 100% interest in the Stoke Mountain copper-zinc-silver property in Quebec.

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the "Company") is pleased to announce that it has signed an option agreement whereby it can earn a 100% interest in the Stoke Mountain copper-zinc-silver property centred about 20 kilometres northeast of the town of Sherbrooke in southeastern Quebec. A variety of roads surround and cross the property allowing for easy access.

The property is situated in the Dunnage tectonic zone where it extends into Quebec from Newfoundland and New Brunswick. The Dunnage zone is known for hosting the Buchans VMS (volcanogenic massive sulphide) deposit from which 16.2 million tonnes (mt) of ore grading 14.5% zinc, 7.6% lead, 1.3% copper, 126 gpt silver and 1.37 gpt gold were mined by Asarco from 1928 to 1984. Other significant VMS deposits and occurrences in the zone include Aur Resources' Duck Pond deposit with reserves of 4.1 million tonnes at an average grade of 3.3% Cu, 5.7% Zn, 59 gpt Ag and 0.9 gpt Au (in development) and Messina Minerals' Boomerang VMS discovery on its Tulks South property.

Previous work on the Stoke Mountain property located a number of VMS occurrences hosted in a very prospective sequence of mafic flows, felsic fragmental rocks and black shales belonging to the Ordovician Ascot Weedon Formation. Elsewhere in the region, the Ascot Weedon hosts numerous small VMS deposits mined in the past, including the Cupra-d'Estrie (2.43 mt at 3.28% zinc, 2.74% copper, 38 gpt silver), Solbec (2.06 mt at 4.57% zinc, 1.57% copper, 48.6 gpt silver) and Suffield (1.39 mt at 7% zinc, 0.9% Cu, 0.5% lead, 91.2 gpt silver and 2.7 gpt gold).

Between 1997 and 1999, Phelps Dodge carried out grid-based mapping, soil sampling and IP (induced polarization) surveying over portions of the property, ultimately drill-testing a variety of IP targets. Several zones of base metal mineralization were intersected, including 5.1 metres grading 6.34% copper and 27.3 ppm silver consisting of disseminated and stringer chalcopyrite mineralization in a strongly chloritized mafic volcanic rock thought to represent footwall style VMS alteration. Another target about 100 metres distant returned a 0.35 metre intercept of bedded massive sulphides and barite which graded 2.4% zinc, 2.5% lead, 52.6 gpt silver and 850 ppb gold.

The Company believes the property is under-explored and has excellent potential for an economic, base metal VMS deposit with significant precious metals values on the basis of its geological setting, more than a 15 kilometre strike length of favourable stratigraphy and the presence of well-defined VMS-style mineralization and alteration. It plans an initial program of compilation, detailed geological mapping, geochemical soil sampling and whole rock geochemistry to further refine targets and identify new ones, to be followed by drilling.

The terms of the agreement are such that the Company can earn a 100% interest in the property from the vendors, subject to a 2% NSR royalty, by making cash payments totalling $155,000, issuing a total of 425,000 shares and spending $975,000 on exploration over a period of four years. The first year obligations include a cash payment of $15,000 and the issuance of 50,000 shares on signing along with an expenditure commitment of $75,000. One half of the NSR royalty may be purchased by Lithic at any time for $500,000. The agreement is subject to approval by the TSX Venture Exchange.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not applicable.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

Not applicable.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Chris Staargaard
President
912–510 West Hastings Street
Vancouver, BC V6B 1L8
Phone: 604-687-7211

Item 9 Date of Report

Dated this 20th day of June, 2005