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.

April 4, 2006

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.

April 4, 2006

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 due to strong demand, it has increased the amount of the non-brokered private placement announced on March 20, 2006, from $400,000 to $932,000. Portions of the placement may be subject to a finder’s fee. All other terms of the placement announced on March 20, 2006 remain unchanged.

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the “Company”) is pleased to announce that due to strong demand, it has increased the non-brokered private placement previously announced in Stockwatch on March 20, 2006, from $400,000 to up to $932,000. The private placement will now consist of up to 3,728,000 units at $0.25 per unit, each unit consisting of one common share of the Company and one non-transferable share purchase warrant. Each warrant will entitle the placee to acquire one additional common share of the Company for a period of twenty-four months at an exercise price of $0.35 during the first year and an exercise price of $0.50 during the second year. The units issued on the offering will be subject to a four-month hold period.

The proceeds of the private placement will be used to initiate exploration at the Company’s advanced Crypto zinc project in Utah and its Stoke Mountain base metal project in Quebec as well as for working capital.

Portions of this private placement may be subject to a finder's fee in accordance with TSX Venture Exchange policy.

The placement is subject to acceptance 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 4th day of April, 2006