

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.

August 28, 2007

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.

August 29, 2007

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 Mr. Helmut H. Wöber, P.Eng., has agreed to join the board of directors..

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the "Company") is pleased to announce that Mr. Helmut H. Wöber, P.Eng., has agreed to join the Company's board of directors. Mr. Wöber earned a degree in mining engineering and economic geology at the Mining University of Leoben, Austria, where he graduated in 1963. Since then, his career has spanned 44 years in the mining industry, beginning with positions at United Keno Hill Mines Ltd., MacDonald Consultants Ltd. and Uranerz (Australia) Pty. Ltd. From 1975 through 1990, Mr. Wöber was with Chevron Resources' Mineral Division, ultimately as Manager of Engineering and Development with responsibility for development and production geology at all of Chevron's operating mines and development projects world wide.

Following his tenure with Chevron, Mr. Wöber formed MDE International, Mine Development Engineering Ltd.. an independent consultancy through which he carried out reserve and resource estimates, capital and operating cost studies, reviews of feasibility studies, economic evaluations, and conceptual mine and infrastructure development plans for a variety of senior and junior clients. Many of these assignments were completed in association with engineering consulting firms such as Kilborn Engineering Pacific Ltd and Steffen Robertson and Kirsten (Canada) Inc. and included, among many others, geological, engineering and economic studies of the Kabanga nickel and Bulyanhulu gold projects in Tanzania, the King King porphyry copper/gold project in the Philippines, the Tulsequah Chief base metal massive sulphide project in British Columbia and the reclamation of the Wismut uranium mine in Germany.

Mr. Wöber is currently President of Panoro Minerals Ltd., a position he has held since 2003, and was instrumental in the recent acquisition of a major portfolio of copper and gold projects for Panoro along with the closing of a subsequent C\$20 million financing.

Mr. Wöber's extensive experience in development and production geology as well as economic and engineering studies of advanced projects will be particularly valuable as the Company moves forward with its Crypto carbonate-replacement zinc project in western Utah where a 10,000 metre core drilling program is currently underway to confirm and expand a significant, open-ended historical zinc resource. An updated resource estimate will follow the close of this phase of drilling. Drilling will also test the extensions of high grade silver-lead-zinc mineralization at the formerly producing Utah Mine on the property, geophysical anomalies identified in 2006 that could represent an entirely new zone of Crypto-style zinc mineralization and porphyry-style molybdenum mineralization encountered in past drilling.

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 29th day of July, 2007