

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.

February 28, 2008

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.

February 28, 2008

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 significant indium values have been found at its Crypto project that could have a material and positive effect on the potential economics of the project.

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the "Company") is pleased to report additional assay results for the Crypto zinc project located in western Utah. Zinc mineralization at Crypto occurs as multiple, stratigraphically controlled skarns and replacement bodies hosted in a shallow dipping carbonate sequence near the contact with a quartz monzonite/rhyolite intrusive. In addition to significant values in zinc and copper reported previously, numerous mineralized intercepts at Crypto have been found to contain substantial levels of indium. Some of the higher grade intervals are listed below:

Hole	From (m)	To (m)	Length (m)	% Zn	% Cu	ppm In
C-07-01	458.72	484.60	23.88	4.22	0.15	184.9
" "	498.30	510.50	12.20	4.26	0.27	151.1
" "	623.30	640.10	16.80	2.93	0.14	205.8
Incl	632.50	633.70	1.20	0.87	0.33	1,055.0
C-07-02	513.89	520.45	6.56	3.20	0.16	102.0
" "	566.93	569.37	2.44	4.97	0.49	250.2
" "	639.47	640.54	1.07	5.17	0.16	720.8

Indium is a soft, silver-white metal with low melting point and good conductivity used primarily in the manufacture of liquid crystal displays (LCD's), electroluminescent panels and thin film solar cells as well as in low-melting-temperature alloys, semiconductors, light-emitting diodes (LEDs), laser diodes, and as a light filter in low pressure sodium vapour lamps. It is obtained primarily as a by-product of the refining of sphalerite zinc ores. Although Canada has the largest indium reserves globally, China is the largest producer and exporter of the metal, controlling more than 60 percent of the world's refined indium production. There is currently no indium produced domestically in the United States.

With the rapidly increasing usage of LCD's in electronic devices in recent years, increased demand for indium has driven the price from \$97 per kilogram in 2002 to almost \$1,000 per kilogram in 2007. The producer price at this time is in the order of US\$685/kg, or about US\$0.68 per gram, which is somewhat more valuable than silver. The recoverability of indium at Crypto will need to be determined by metallurgical testwork and how much may be payable will depend on smelter demand and terms. However, the indium levels at Crypto have the potential to substantially enhance the economics of the project and may even establish Crypto as a significant indium resource in its own right.

Two rigs are currently drilling at Crypto. Approximately 5,000 metres in 8-10 holes remain in the current program which is aimed mainly at confirming and expanding a substantial historical zinc resource and will lead to an updated resource estimate following the completion of drilling. Additional drill targets include the extensions of high grade silver-lead-zinc mineralization at the formerly producing Utah Mine, 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. The Company is well-financed to complete this program of work.

Chris Staargaard, M.Sc., P.Geo., is the Qualified Person for Lithic and has reviewed and approved the contents of this news release. For further information please contact Chris Staargaard at 604-687-7211 or visit www.lithicresources.com and/or www.sedar.com.

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 28th day of February, 2008