

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 3, 2009

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.

The Press Release was released to the TSX Venture Exchange and through various other approved public media on February 3, 2009.

Item 4 Summary of Material Change

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

The Company announced the granting of 1,125,000 incentive stock options to directors, officers, employees and consultants of the Company.

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the "Company") has granted a total of 1,125,000 incentive stock options to directors, officers, employees and consultants of the Company. Each stock option entitles the holder to purchase one common share of the Company at a price of \$0.10 until February 2, 2014 or for the optionee's period of employment or engagement, whichever period is shorter. The options and any securities issued on the exercise of the options are subject to a four month hold period.

The options were granted pursuant to the Company's stock option plan which reserves an aggregate total of stock options equivalent to 10% of the Company's issued and outstanding share balance at any given time. Including the current grant, the Company has issued 3,025,000 stock options out of an authorized maximum of 3,640,551 stock options. The option grant is subject to regulatory approval.

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 and CEO
912-510 West Hastings Street
Vancouver, BC V6B 1L8
Phone: 604-687-7211

Item 9 Date of Report

Dated this 3rd day of February, 2009