

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.

September 8, 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 September 8, 2009.

Item 4 Summary of Material Change

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

Mr. Helmut Wöber retired from the Company's board of directors.

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the "Company") is pleased to provide an update of its activities and would like to report that bench scale metallurgical testwork on mineralization from the Crypto project is well underway. Approximately two tonnes of sulphide mineralization were shipped to G&T Metallurgical Services Ltd. in Kamloops, B.C. A series of composites were constructed from these samples and are currently undergoing testing to develop and optimize a flotation treatment scheme for sulphide mineralization. Among other things, recoveries of zinc and copper will be assessed and the resulting concentrates will be assayed for potentially payable credits such as indium and gold. In addition, the possibility of producing a saleable magnetite concentrate as a byproduct of processing will be examined.

Another program of metallurgical testwork on a bulk composite of oxide mineralization is being carried out by Kappes, Cassiday & Associates in Reno, Nevada. The test program includes detailed mineralogical analysis and a series of commercially proven leach and concentration tests to identify possible methods for processing the oxide zinc mineralization at Crypto.

Mine Development Associates of Reno, Nevada is nearing completion of an updated resource estimate for the property which, along with the metallurgical test work, will be incorporated into a comprehensive NI 43-101 report expected for this fall.

On other business, Mr. Helmut Wöber has decided to step down from the Company's board of directors. The board thanks him for his counsel and interest during his tenure and wishes him all the best in a well-earned retirement.

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 8th day of September, 2009