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.

January 7, 2010

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 January 7, 2010.

Item 4 Summary of Material Change

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

The Company closed a non-brokered private placement financing in which 5 million units comprising a common share and a half-warrant were sold at a price of 15 cents for total gross proceeds of $750,000.

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the "Company") is pleased to announce that it has closed the $750,000 financing previously announced on December 16, 2009. A total of five million units were sold at a price of 15 cents per unit for gross proceeds of $750,000. Each unit consists of one common share of the company and one half of one non-transferable share purchase warrant. Each full warrant will entitle the placee to acquire one additional common share of the company at a price of 25 cents for a period of 18 months after the closing date.

The units issued on the offering will be subject to a four-month hold period expiring on May 8, 2010. A finder's commission totalling $25,200 in cash and 224,000 finder's warrants was paid in connection with the placement. Each finder's warrant will entitle the finder to acquire one additional unit at a price of 15 cents.

An insider of the Company subscribed for 50,000 units. The insider private placement is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 by virtue of the exemptions contain in Section 5.5(a) and Section 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the company to be issued to insiders does not exceed 25 per cent of its market capitalization.

The proceeds of the private placement will be used to carry out a Preliminary Economic Assessment (PEA) of the Company's Crypto zinc-copper-indium project in Utah and for general working capital.

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 January, 2010