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.

December 21, 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 December 21, 2010.

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 it has agreed to a non-brokered private placement by a small group of strategic investors. The placement consists of up to 3 million units at a price of 8 cents per unit for gross proceeds of up to $240,000. Each unit will consist of one common share and one-half of one common share purchase warrant. Each full warrant will entitle its holder to subscribe for one share at 15 cents per share for a period of 18 months from completion of the financing.

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the “Company”) wishes to announce that it has agreed to a non-brokered private placement by a small group of strategic investors. The placement consists of up to 3 million units at a price of 8 cents per unit for gross proceeds of up to $240,000. Each unit will consist of one common share and one-half of one common share purchase warrant. Each full warrant will entitle its holder to subscribe for one share at 15 cents per share for a period of 18 months from completion of the financing. The shares, warrants and any shares issued on exercise of the warrants will bear a four-month restriction on resale from the completion date. Net proceeds from the placement will be used for general corporate purposes. A finder’s fee will be payable on a portion of the financing. The private placement 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 21st day of December, 2010