

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

LITHIC RESOURCES LTD. (the "Company")
912 – 510 West Hastings Street
Vancouver, BC V6B 1L8

Item 2 Date of Material Change

November 12, 2013

Item 3 News Release

The Press Release was disseminated in Canada only by Stockwatch on November 12, 2013.

Item 4 Summary of Material Change

The Company announced that it has closed a non-brokered private placement of 3 million shares at six cents for gross proceeds of \$180,000.

Item 5 Full Description of Material Change

Lithic Resources Ltd. (LTH-TSX Venture) (the "Company") is pleased to announce that it has closed the non-brokered private placement by a small group of insiders which was announced on October 30, 2013. The placement consists of 3 million common shares at a price of six cents per share for gross proceeds of \$180,000. There is no commission payable.

Closing of the financing is subject to all regulatory approvals, including the final approval of the TSX Venture Exchange. The securities issued in connection with the financing will bear a four-month restriction on resale ending on March 12, 2014. Proceeds of the placement will be used for completion of an ongoing Preliminary Economic Assessment of the West Desert Project and general corporate purposes.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

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 12th day of November, 2013