

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

Highbank Resources Ltd.(the "Company")
#600-625 Howe Street
Vancouver, BC V6C 2T6
(604) 683-6648

Item 2: Date of Material Change

December 21, 2011

Item 3: News Release

Issued **December 21 , 2011** and distributed through the facilities of Market News Publishing Inc. and Canada Stockwatch .

Item 4: Summary of Material Change

Highbank Resources Ltd. (TSX.V –HBK), (the “Company”), has re-commissioned Micon International Ltd. (“Micon”) to assist in acquiring the necessary permits to facilitate production at its Swamp Point North Aggregate property.

Item 5: Full Description of Material Change

Highbank Resources Ltd. (TSX.V –HBK), (the “Company”), has re-commissioned Micon International Ltd. (“Micon”) to assist in acquiring the necessary permits to facilitate production at its Swamp Point North Aggregate property.

Micon will assist Highbank to coordinate the engineering, and liaise with government agencies to acquire the following permits and required licences:

- Licence to Cut or Free Use Permit –B.C. Ministry of Forests
- Water Licence, Waste Management Act Permit, Exemption or authorization under section 5 of the *Navigable Waters Protection Act*, and pre-approval for excavation below the groundwater table (should need arise) – B.C. Ministry of the Environment
- Mining Lease – B.C. Ministry of Mines
- Fisheries and Oceans Canada (DFO) various authorizations

These permits, approvals and licences are the final necessary components for commercialization of the Company’s -100% controlled, NI 43-101 resource evaluated >70 million tonne tidewater aggregate gravel tenure located on Portland Canal, 130 km north of the Port of Prince Rupert, B.C. Canada.

ON BEHALF OF THE BOARD OF DIRECTORS

“Jake Bottay”

Jake Bottay
CEO/President

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

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8: Executive Officer

Contact: Jake Bottay , President

Telephone: (604) 683-6648

Item 9: Date of Report

December 28 , 2011