

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

February 21, 2012

Item 3: News Release

Issued **February 21, 2012** and distributed through the facilities of Market News Publishing Inc. and Canada Stockwatch .

Item 4: Summary of Material Change

Vancouver, B.C. – February 21, 2012 - Highbank Resources Ltd. (**TSX.V –HBK**), (the “Company”) is pleased to announce the appointment of Stan Spletzer, as Vice President of the Aggregate Operations.

Item 5: Full Description of Material Change

Vancouver, B.C. – February 21, 2012 - Highbank Resources Ltd. (**TSX.V – HBK**), (the “Company”) is pleased to announce the appointment of Stan Spletzer, as Vice President of the Aggregate Operations.

Mr. Spletzer brings to the Company 30 years of contracting experience working with enterprises such as Canfor and Houston Forest Products, and the B.C. Ministry of Forests. The basis of these contracts (durations up to 13 years) range from logging, aggregate and road building, silviculture (mechanical site preparation), and various other levels of construction and forestry related jobs. These contracts involved managing as many as 90 employees. He has worked with First Nations in Northern B.C. employing up to 20 band members for 9 years.

Recently, Mr. Spletzer has worked through the process of turning a sensitive 33 acre pasture into a functioning gravel operation in the Fraser Valley, and presently holds haulage and crushing contracts with a British Columbia mining company.

Mr. Spletzer’s services will include, but not limited to the following:

- To develop the north Swamp Point aggregate deposit with all necessary equipment, subcontractors, and secure barging and other operations to successfully load and deliver to nearby ports and other locations;

- To act as the Company's Northern Coastal British Columbia representative with a mandate to negotiate profitable partnerships between First Nations groups and others (regarding training and employment), and to secure contracts to provide aggregate for upcoming major expansion projects in the north such as the Port of Prince Rupert and Kitimat, as well as other aggregate consumers in North America.

**On behalf of the Board of Directors of
HIGHBANK RESOURCES LTD.**

"Jake Bottay"

Jake Bottay,
President and CEO

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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

February 21, 2012