

## **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**

June 21, 2012

**Item 3: News Release**

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

**Item 4: Summary of Material Change**

**Vancouver, B.C. – June 21, 2012** - Highbank Resources Ltd. (**TSX.V –HBK**), has agreed to sponsor the Northern Aboriginal Machinery School (“NAMS”), a heavy duty machinery training school for First Nations students throughout Canada to prepare them for full-time employment with mining, oil and gas, and construction companies. The program will consist of on-site training at Highbank’s Portland Canal, B.C. aggregates operation at Swamp Point North, followed by a work experience placement. NAMS will assist students with finding meaningful employment, accessing additional training programs as necessary, and building employable skills. On the business side, NAMS will develop partnerships with employers to understand their business and labor needs and adapt the structured program to suit their specific needs.

**Item 5: Full Description of Material Change**

**Vancouver, B.C. – June 21, 2012** - Highbank Resources Ltd. (**TSX.V –HBK**), has agreed to sponsor the Northern Aboriginal Machinery School (“NAMS”), a heavy duty machinery training school for First Nations students throughout Canada to prepare them for full-time employment with mining, oil and gas, and construction companies. The program will consist of on-site training at Highbank’s Portland Canal, B.C. aggregates operation at Swamp Point North, followed by a work experience placement. NAMS will assist students with finding meaningful employment, accessing additional training programs as necessary, and building employable skills. On the business side, NAMS will develop partnerships with employers to understand their business and labor needs and adapt the structured program to suit their specific needs.

Highbank and NAMS will be partnering with High Velocity Equipment Training Ltd. [www.heavymetaltraining.com](http://www.heavymetaltraining.com) and Northern Lights College, Dawson Creek, B.C. [www.nlc.bc.ca](http://www.nlc.bc.ca) in order to supply the curriculum and deliver the heavy equipment training. High Velocity Equipment Training Ltd. (“HVET”) and Northern Lights College (“NLC”) are licensed vocational training colleges that have been successfully delivering

training projects in Alberta and B.C. at both of their campuses and within remote Aboriginal communities.

With a strong reputation for completing training projects on schedule (within first nations communities) HVET has the experience and connections to customize programs to meet industry demand. Together these companies are building a highly skilled aboriginal labor pool while providing in depth curriculum and first-rate instructor training provided by their partner Velocity Training Inc. [www.velocitytraininginc.com](http://www.velocitytraininginc.com)

**Partners and Supporters**

- **Northern Lights College**, Dawson Creek, British Columbia
- **High Velocity Equipment Training Ltd.**, Camrose, Alberta
- **Stan Spletzer**, VP Aggregate Operations of Highbank Resources Ltd. is a NAMS business and curriculum partner and brings practical business and contractor experience to the school.
- **Highbank Resources Ltd.** will provide the important venue (Swamp Point North, aggregate deposit) for practical training on equipment at a functioning aggregate (mining) operation.
- **Brad Mercer-Tate**, Founder **Northern Aboriginal Machinery School**
- **Velocity Training Inc.** - Instructor Training Programs

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

***"Jake Bottay"***

Jake Bottay  
CEO/President

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**

June 21, 2012