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

July 19, 2012

Item 3: News Release

Issued **July 19 , 2012** and distributed through the facilities of Market News Publishing Inc. and Canada Stockwatch .

Item 4: Summary of Material Change

Vancouver, B.C. – July 19, 2012 - Highbank Resources Ltd. (**TSX.V –"HBK"**), (the "Company"), is pleased to provide the following updates on various matters before the Board at this time.

Financing:

Further to our February 28, 2012 announcement regarding arranging a private placement to issue 10.0 million units at $0.07 to raise $700,000 and April 10, 2012 completing the 1st tranche for 2,105,000 units for gross proceeds of $147,350. Due to current market activity, the Company will not be proceeding with further tranches of the private placement. The Company has decided to raise start-up capital funds for the Swamp Point aggregates project and working capital, through other avenues and venues that have shown an interest. The Company has completed a Business Plan proposal to raise $3 million debt financing to be repaid through the sale of aggregates and other terms.

Item 5: Full Description Of Material Change

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Highland Valley copper property & Ireland molybdenum license's;

To eliminate any further cash requirements for the Highland Valley properties, HBK has negotiated an amendment of the agreement with MOAG Copper Gold Resources Inc. ("MOAG"), (CNSX –"MOG") to eliminate the $200,000 in cash payments and $412,000 in exploration commitments required, and still earn its 50% interest, subject to other terms of the December 8, 2009 agreement remaining.

In turn HBK will transfer its 100% interest in the Ireland properties to MOAG and retain a 1% NSR, with a ½% buyback by MOAG for $500,000.

The above amendments are subject to regulatory approvals.

Swamp Point north Aggregates Project:

The Company is continuing to address responses from the B.C. Gov't. Ministry of Mines and Lands Dept. in proceeding to obtain the permits to allow site clearing, construction and commence commercial production of an initial 235,000 tonnes per year of aggregates. The primary target market for the aggregates in the next 5-10 years is the Prince Rupert-Kitimat area. Management expects that this region, due to competitive advantages of proximity (ie. Minimal transport costs) and because of numerous construction projects currently being launched in the Port of Prince Rupert and the northwest coast, it will take all of Highbank's initial production supply. For further information of some of the major expansion plans for the Port of Prince Rupert resulting from increased trade with Asia, review news articles on our website at www.HighbankResources.com titled: 'Port is an economic driver for B.C'.-Vancouver Sun –June 25, 2012; and 'A Prince of a Port'-Canadian Mining Journal –May 2012.

Jake Bottay, President/CEO, said: "Bringing a mining property to production from its original discovery through to a permitted operation is an achievement that involves a partnership with government, first nations, local enterprise and the investment community".

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
July 19, 2012