

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
November 5, 2012

Item 3: News Release

**Issued November 5, 2012 and distributed through the facilities of
Market News Publishing Inc. and Canada Stockwatch**

Item 4: Summary of Material Change

Vancouver, B.C. – November 5, 2012 - Highbank Resources Ltd. (TSX.V – “HBK”), (the “Company”), is pleased to announce the signing of a Cooperation Agreement (“CA”) with the Metlakatla First Nation and the Metlakatla Development Corporation in the development of the Swamp Point North Aggregate (“SPNA”) project and to provide the Metlakatla with the opportunity to participate in the economic benefits arising from the development of the SPNA within their traditional territory.

Item 5: Full Description Of Material Change

Vancouver, B.C. – November 5, 2012 - Highbank Resources Ltd. (TSX.V – “HBK”), (the “Company”), is pleased to announce the signing of a Cooperation Agreement (“CA”) with the Metlakatla First Nation and the Metlakatla Development Corporation in the development of the Swamp Point North Aggregate (“SPNA”) project and to provide the Metlakatla with the opportunity to participate in the economic benefits arising from the development of the SPNA within their traditional territory.

The general terms of the CA are:

- To recognize and acknowledge Metlakatla claims to aboriginal rights and interests in their traditional territory within which the SPNA project is located;
- To develop and operate the SPNA project in an environmentally friendly manner and to comply with applicable laws relating to the protection of the environment and to ensure that all cultural and traditional use sites within the SPNA development area are protected and to exercise high standards of environmental stewardship;
- To provide Metlakatla the first opportunity to fill the positions of employment and securing contracts for the provision of goods and/or services for or related to the SPNA project;
- To provide the Metlakatla an opportunity to share in the success of the project, and will provide the Metlakatla with two and three year warrants to acquire up to 5,000,000 shares, subject to TSX Venture Exchange and/or regulatory approval;
- To have a good faith strong working relationship beneficial to all parties concerned; and
- Metlakatla undertakes, on its own behalf and on behalf of its members and businesses to not object to, or oppose, regulatory applications or approvals, Federal or Provincial, sought by Highbank with respect to SPNA operations.

“Highbank respects the Metlakatla traditions and longstanding commitment to protect and preserve their rights, interests and way of life in their traditional territory” says Victor Bryant, President and CEO. “The progress made toward reaching this CA is significant, and gives effect to the needs of all concerned.”

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

“Victor N. Bryant”

Victor N. Bryant,
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: Gary Musil, Director
Telephone: (604) 683-6648

Item 9: Date of Report

November 5, 2012