Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

April 3, 2014

Item 3: News Release

Issued April 3, 2014 and distributed through the facilities of Marketwired.

Item 4: Summary of Material Change

Highbank Resources Ltd. is arranging non-brokered Convertible Debenture financings up to $4,000,000.

Item 5: Full Description of Material Change

Highbank Resources Ltd. is arranging non-brokered Convertible Debenture financings up to $4,000,000.

Highbank is arranging Convertible Debenture/Loan Financings of up to $4 million of 10 percent convertible debentures. The convertible debentures will have a maturity of three (3) years from the date of signing, and will be convertible into common shares based on the following terms, or repaid from aggregate production revenues:

Providing 90 calendar days’ notice to the Company:

(a) converting the principal amount within one year of anniversary of signing –the conversion price will be calculated at $0.45 per share;

(b) converting the principal amount within two years of anniversary of signing – the conversion price will be calculated at $0.35 per share;

(c) converting the principal amount within three years of anniversary of signing – the conversion price will be calculated at $0.25 per share.

Interest Payable – Annually at 10% **-**Immediately accruing upon receipt of funds; and payable on a quarterly basis commencing 90 days following the month at which the Company reaches agreed tons of aggregate production. The investors can convert the interest at any quarter with the investor giving the Company 30 days’ notice. Conversion is based on the greater of the market price of the Company’s shares (as defined in the TSX Venture Exchange Policy 1.1) and the twenty (20) day weighted average price from the date of the conversion notice.

The Company will pay a finder’s fee based on recommended TSX Venture Exchange policy guidelines and regulatory approvals. The financing will be subject to TSX Venture Exchange acceptance.

The net proceeds of the financing will be used to continue development to production, and start-up costs of the Swamp Point North aggregate project, and general working capital.

The Company has received expressions of interest of up to $2.7 million of the $4 million financing, and is expecting to sign definitive agreements soon.

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 & CFO
Telephone: (604) 683-6648

Item 9: Date of Report

April 4, 2014