

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

September 4, 2014

Item 3: News Release

Issued September 4, 2014 and distributed through the facilities of Marketwired.

Item 4: Summary of Material Change

Highbank Resources Ltd. announced the receipt of its **Mines Act** Permit which authorizes sand and gravel (aggregate) extraction activities as detailed in the Notice of Work and Reclamation Program ("NoW") dated October 31, 2013.

Item 5: Full Description of Material Change

Highbank Resources Ltd. announced the receipt of its **Mines Act** Permit which authorizes sand and gravel (aggregate) extraction activities as detailed in the Notice of Work and Reclamation Program ("NoW") dated October 31, 2013.

Victor Bryant, President and CEO, of Highbank Resources Ltd. comments, "We are very pleased that we have reached a further milestone in the development of the Swamp Point aggregate project. This marks satisfactory completion and amendments of certain permit conditions described in the original issued *Mines Act* Permit dated March 19, 2014".

Victor Bryant further comments, "Piling work for support of the load-out conveyor and barging is scheduled to commence mid-September, followed by the conveyor installation. Concurrently with this work the crushing, screening and wash plants will be installed and the first gravel shipment prepared for loading".

The next major milestone will mark a turning point in the development of Highbank Resources Ltd. from an exploration/development company to a significant aggregate producer poised to feed the growth that is, and will take place in the Pacific Northwest over the next coming years.

Highbank Resources Ltd. announced the finalization of a contract with Foresight Innovations Ltd. of Victoria, BC to drive the pilings and complete the infrastructure for the Company's barge load-out facility at Swamp Point North.

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

September 4, 2014