

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

October 7, 2014

Item 3: News Release

Issued October 7, 2014 and distributed through the facilities of Canada Stockwatch and Market News Publishing.

Item 4: Summary of Material Change

Highbank Resources Ltd. announced that it has entered into an agreement to issue a second tranche of 1,193,000 shares at a deemed price of \$0.22 to settle debt in the amount of \$250,000 plus GST due to Foresight ("Foresight") Innovations Ltd. of Victoria, subject to regulatory approval.

Item 5: Full Description of Material Change

Highbank Resources Ltd. announced that further to its news release of October 6, 2014, Foresight Innovations Ltd. has completed the installation of the pilings for the barge load-out facility at Swamp Point North. The Company has agreed to issue a second tranche of 1,193,000 shares at a deemed price of \$0.22 to settle the 4th payment of \$250,000 plus GST to Foresight. The shares for debt arrangement is subject to regulatory approval, and once issued, will have a statutory hold period of four months. The Company is not indebted to any other creditors who wish to settle shares for debt.

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

October 8, 2014