

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 10, 2014

Item 3: News Release

Issued October 10, 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 arranged up to \$500,000 in short-term loans from non-related parties. The loans bear interest of 1.5% per month. In consideration for the loans, the Company has agreed to issue, subject to regulatory approval, an aggregate of 227,272 bonus common shares, at a deemed price of \$0.22 per share.

Item 5: Full Description of Material Change

Highbank Resources Ltd. announced that it has arranged up to \$500,000 in short-term loans from non-related parties. The loans bear interest of 1.5% per month. In consideration for the loans, the Company has agreed to issue, subject to regulatory approval, an aggregate of 227,272 bonus common shares, at a deemed price of \$0.22 per share.

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 10, 2014