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

June 5, 2015

Item 3: News Release

Issued June 5, 2015 and distributed through the facilities of Marketwired Editorial, Canada Stockwatch, and Market News.

Item 4: Summary of Material Change

Highbank Resources Ltd. announced that it has received regulatory approval on its $900,000 working capital financing. The financing will not result in any further dilution of the share capital, no share loan bonuses will be issued, and is expected to be repaid from production sales. The Company has received $675,000 from a non-related third party and $225,000 from Melsar Management Inc. (a company controlled by William Loucks, Director).

The Company has signed an Amended Agreement with Stan Spletzer/ Solid Holdings Ltd. (“Solid Holdings”). The Company and Solid were parties to a management agreement dated February 20, 2012 relating to the Company’s Swamp Point North (“SPN”) aggregate project. The Company agrees to retain Spletzer as Interim Vice-President of Aggregate Operations. After such time as a qualified candidate is engaged, Spletzer and/or Solid Holdings will then accept the role of Consultant to the Company.

In consideration for Spletzer and Solid Holdings entering into this new agreement and further providing the services, the Company shall waive the $50,000 cash advance, honor the stock option agreement between the Company and Spletzer dated February 28, 2012, and in the event that the Company received an offer from an independent third party to acquire the SPN project, and the Company accepts such an offer, the Company agrees to pay Spletzer or Solid Holdings a percentage cash settlement of the sales price, as compensation for developing and building the deposit of 3% (the “PCS”).

Item 5: Full Description of Material Change

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After such time as a qualified candidate is engaged, Spletzer and/or Solid Holdings will then accept the role of Consultant to the Company and continue to provide the following:

(i) Manage procurement, labor hiring and camp administration;
(ii) Act as Consultant for purchasing and problem solving for the SPN project, when directed by the Company management;
(iii) Such other duties as may be reasonably directed from time to time by the Company.

In consideration for Spletzer and Solid Holdings entering into this new agreement and further providing the services, the Company shall:

(a) Waive the $50,000 cash advance forwarded April 4, 2014 in consideration for Spletzer and Solid Holdings agreeing to release the Company from its obligation to pay the management fee of $1 per ton of aggregate sold and/or delivered as noted in the management agreement dated February 20, 2012;
(b) Continue to honor the stock option agreement between the Company and Spletzer dated February 28, 2012 for the right to purchase up to 500,000 common shares at the exercise price of $0.10 per share until February 28, 2017 (already exercised 200,000 stock option common shares); and
(c) In the event that the Company received an offer from an independent third party to acquire the SPN project, and the Company accepts such an offer, the Company agrees to pay Spletzer or Solid Holdings a percentage cash settlement of the sales price, as compensation for developing and building the deposit of 3% (the “PCS”).

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

June 5, 2015