

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

February 21, 2016

Item 3: News Release

Issued February 21, 2016 and distributed through the facilities of Canada Stockwatch and Market News.

Item 4: Summary of Material Change

Highbank Resources Ltd. announced that it has closed the first tranche of its non-brokered private placement and has issued 256,000 units for total proceeds of \$20,480.00. Each \$0.08 unit is composed of one common share and one transferable warrant exercisable at a price of \$0.15 per share if exercised within the first year and at a price of \$0.20 per share if exercised within the second year. The shares and warrants have a hold period until June 19, 2016. No finder's fee was paid. The Company will use the funds to continue development of Swamp Point North aggregate project and for working capital.

Item 5: Full Description of Material Change

Highbank Resources Ltd. announced that it has closed the first tranche of its non-brokered private placement and has issued 256,000 units for total proceeds of \$20,480.00. Each \$0.08 unit is composed of one common share and one transferable warrant exercisable at a price of \$0.15 per share if exercised within the first year and at a price of \$0.20 per share if exercised within the second year. The shares and warrants have a hold period until June 19, 2016. No finder's fee was paid. The Company will use the funds to continue development of Swamp Point North aggregate project and for working capital.

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

February 21, 2016