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

December 9, 2016

Item 3: News Release

Issued December 9, 2016 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 a demand loan for $50,000 from a non-related party. The loan bears interest at 1.5% per month. In consideration for the loan, the Company has also agreed to issue 200,000 bonus common shares at a deemed price of $0.05 per share. The loan and issuance of bonus shares are subject to regulatory approval, and pursuant to the agreement will be subject to a four month +1 day hold period from the date of issued.

Proceeds of the loan are to be used for care and maintenance of its Swamp Point North aggregate project and working capital.

Item 5: Full Description of Material Change

Highbank Resources Ltd. announced that it has arranged a demand loan for $50,000 from a non-related party. The loan bears interest at 1.5% per month. In consideration for the loan, the Company has also agreed to issue 200,000 bonus common shares at a deemed price of $0.05 per share. The loan and issuance of bonus shares are subject to regulatory approval, and pursuant to the agreement will be subject to a four month +1 day hold period from the date of issued.

Proceeds of the loan are to be used for care and maintenance of its Swamp Point North aggregate project and 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

December 9, 2016