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 20, 2016

Item 3: News Release

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

Item 4: Summary of Material Change

Highbank Resources Ltd. announced that, further to its news release of December 9, 2016 and the TSX Venture Exchange bulletin dated December 16, 2016, the Company has completed the Loan/Bonus Shares transaction.

The $50,000 Loan Agreement has been accepted for filing and the Company has issued 200,000 bonus common shares, at a deemed price of $0.05 per share. The shares are restricted from trading until April 21, 2017.

Item 5: Full Description of Material Change

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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 21, 2016