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

July 9, 2018

Item 3: News Release

Issued July 10, 2018 and distributed through the facilities of Canada Stockwatch and Market News Publishing.

Item 4: Summary of Material Change

Highbank Resources Ltd. announced the results of its Annual General Meeting held on July 9, 2018. Shareholders re-elected James H. Place, Gary Musil, Victor N. Bryant, Luard J. Manning, and William J. Loucks, for the upcoming year.

Shareholders approved, subject to acceptance by the TSX Venture Exchange, the Company's Incentive Stock Option Plan (98.89% in favour). Shareholders also approved the re-appointment of Crowe MacKay LLP, Chartered Accountants as auditors for the ensuing year, and authorized the Directors to fix their remuneration (100% in favour). Other resolutions submitted by management to shareholders for consideration were approved as presented, including the ratification of the Company's Advance Notice Policy ("ANP") as attached to the Information Circular as Schedule "C". In order for the ANP to remain in effect, the ANP must be ratified, confirmed and approved at each subsequent annual general meeting (99.10% in favour).

At the Directors Meeting following; the Directors appointed James H. Place as President/Chief Executive Officer & Chairman, and Gary Musil as Corporate Secretary/Chief Financial Officer. The Audit Committee appointees are: Gary Musil, William (Bill) J. Loucks, and Victor N. Bryant.

Item 5: Full Description of Material Change

Highbank Resources Ltd. announced the results of its Annual General Meeting held on July 9, 2018. Shareholders re-elected James H. Place, Gary Musil, Victor N. Bryant, Luard J. Manning, and William J. Loucks, for the upcoming year. The scrutineer reported that there were a total of 14 shareholders holding 11,972,049 common shares represented in person or by proxy at the meeting. This represents 9.07% of the total 132,026,621 shares issued and outstanding at record date.

The results of the Election of Directors were:

Name	Votes “For”	Votes “Withheld”
James H. Place	99.38%	0.62%
Victor N. Bryant	99.97%	0.03%
Gary Musil	99.38%	0.62%
Luard J. Manning	99.97%	0.03%
William J. Loucks	99.97%	0.03%

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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

July 10, 2018