FORM 51-102F3

Material Change Report
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

1. **Name and Address of Company:**

Highpointe Exploration Inc.
Suite 940 - 1040 West Georgia Street
Vancouver, B.C.
V6E 4H1

(the "Company")

2. **Date of Material Change:**

December 17, 2012

3. **News Release:**

A news release was disseminated on December 17, 2012 and was subsequently filed on SEDAR.

4. **Summary of Material Change:**

The Company announced that it has entered into a purchase and option agreement to acquire up to an 80% undivided interest in 2 sections (approximately 1,200 acres) for a total of 60 claims (the "Property") located in the Long Canyon area of northern Nevada, extending into west Utah, with an additional property option to earn up to an 80% undivided interest in approximately an additional 60 claims located adjacent to the Property. The agreement provides that the parties will then form a 60/40 or 80/20, as applicable, joint venture.

The Company also announced that it has arranged a non-brokered private placement of up to 10,000,000 units at a price of $0.05 per share to raise gross proceeds of up to $500,000.

Lastly, the Company announced the resignation of Robert Coltura as President, Chief Executive Officer and director of the Company and the subsequent appointment of Mitchell Adam as President and Chief Executive Officer of the Company.

5. **Full Description of Material Change:**

See attached News Release.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer:**

Mitchell Adam, President, Chief Executive Officer and Director

Telephone: (604) 765-8585

9. **Date of Report:**

December 18, 2012

HIGHPOINTE EXPLORATION INC.

SUITE 1980 – 1075 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA
V6E 3C9
TEL: 778-331-2023

WWW.HIGHPOINTE.CA

NOT FOR DISTRIBUTION OR DISSEMINATION IN THE UNITED STATES OR TO U.S. NEWSWIRE SERVICES

HIGHPOINTE ACQUIRES LONG CANYON NEVADA CLAIMS ADJACENT TO NEWMONT, PILOT GOLD

Vancouver, BC – December 17, 2012: Highpointe Exploration Inc. TSXV: HIP (the "Company") is pleased to announce that it has entered into a purchase and option agreement (the "Agreement") to acquire up to an 80% undivided interest in 2 sections (approximately 1,200 acres) for a total of 60 claims located in the Long Canyon area of northern Nevada, extending into west Utah (the "Property").

Nevada′s most recent significant discovery is known as the Long Canyon Trend. The Long Canyon gold trend in northeastern Nevada was developed 5 years ago by a company called New West Gold (NWG: TSX). Their drill results also encouraged another company, Fronteer Development Group (FRG: TSX), to enter into the Long Canyon area project on a further joint venture agreement and to spend $60 million in drilling to prove up a significant gold deposit. As their exploration programs produced positive results and proving up a major new trend, Newmont Mining Corp. ("Newmont") announced their intension to acquire this new deposit and surrounding land position from Fronteer Gold for approximately $2.3 billion in February of 2011.

The major gold producers in Nevada are Barrick Corporation, Newmont, Kinross Gold Corp., Goldcorp Inc., and Allied Nevada Gold Corp., which are all expanding operations and aggressively exploring the Long Canyon Carlin-type deposit.

Company Director, Mitchell Adam states, "Highpointe is very fortunate to have secured land in a highly attractive emerging area of Nevada. The buyout of Fronteer by Newmont and subsequent creation of Pilot Gold by Fronteer management along with the neighboring West Kirkland Mining creates an execellent place for Highpointe to seek near surface gold mineralization."

Under the terms of the Agreement, the Company can acquire a 60% undivided interest in the Property by: making cash payments of $25,000 within three business days of the date of execution of the Agreement, and an additional $75,000 within seven days of the Closing Date (defined below); and issue 3,000,000 shares of the Company within seven days of the Closing Date. The Company can acquire an additional 20% undivided interest in the subject Property by incurring thereon an aggregate minimum $100,000 of exploration expenditures by the first anniversary of the Closing Date, and an additional minimum $200,000 by the second anniversary of the Closing Date. The Agreement provides that the parties will then form a 60/40 or 80/20, as applicable, joint venture to further explore the Property. The Property is subject to a 3% net smelter returns royalty, of which 1% may be purchased for $1,000,000.

In addition, the Company has an option for a period of one year from the Closing Date to acquire an initial 60% undivided interest in approximately an additional 60 claims located adjacent to the Property by making cash payments of $37,500 and can acquire an additional 20% undivided interest by incurring expenditures of $100,000 by the second anniversary of the Closing Date.

In addition to the initial cash payment of $25,000, the Agreement is subject to the Company commissioning and receiving an independent NI 43-101 technical report, acceptable to the Company, completion of a private placement of $500,000 (described below), and acceptance for filing of the Agreement and the proposed private placement by the TSX Venture Exchange (the "TSXV") (the date that is the later of the completion of the foregoing is the 'Closing Date'). A finder's fee will be payable to an arm's length party in connection with this transaction, as may be permitted under the policies of the TSXV.

Additionally, the Company proposed to undertake a non-brokered private placement consisting of 10,000,000 units (the "Units") at a price of $0.05 per Unit, for gross proceeds totalling $500,000. Each Unit consists of one common share and one non-transferable share purchase warrant (the "Warrant"); each Warrant entitles the holder to purchase one additional common share at a price of $0.10 per common share for 2 years. Finders' fees of up to 10% in cash and up to 10% in non-transferable warrants, each warrant entitles the finder to purchase one additional common share at a price of $0.10 per common share for one year, may be paid by the Company in conjunction with the completion of the private placement, as may be permitted under the policies of the TSXV.

The proceeds from the proposed Private Placement will be used to fund this acquisition, conduct a work program on the Allison Lake Property and for general working capital purposes.

Additionally, the Company announces the resignation of Robert Coltura as president, chief executive officer and director of the Company and wishes to thank him for his hard work and service to the Company and wishes him well in his future endeavors. As a result, Mitchell Adam will assume the title of president and chief executive officer of the Company.

This new release has been reviewed and approved by Steve Butrenchuk, P.Geo. Member of the Board of Directors and qualified person.

ON BEHALF OF THE BOARD OF DIRECTORS

HIGHPOINTE EXPLORATION INC.

Mitchell Adam
President, Director
Tel: (778) 331-2023
mitch@mgacapital.net