FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Highmark Marketing Inc. ("the **Issuer**")
Suite 800, 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2: Date of Material Change

August 1, 2014 and August 5, 2014

Item 3: News Release

On August 6, 2014 the Issuer announced that it had entered into a share exchange agreement with BCBUD Producers Inc. ("**BCBUD**") and Blue Moon Advertising Inc. ("**Blue Moon**") for the acquisition of 100% of the authorized capital of BCBUD by its shareholder, Blue Moon. The Issuer also announced that it had entered into a consulting agreement with Bill Marshall, dated August 1, 2014. The news release has been filed on SEDAR.

Item 4: Summary of Material Change

On August 5, 2014, the Issuer entered into a share exchange agreement with BCBUD and Blue Moon for the acquisition by the Issuer of 100% of the authorized capital of BCBUD from BCBUD's shareholder, Blue Moon. BCBUD has prepared an application to become a licensed producer of marijuana and has informed Highmark that it is ready to file its first application under the Marihuana for Medical Purposes Regulations (the "**MMPR**").

The share exchange agreement contemplates that 2,500,000 common shares will be issued by the Issuer to Blue Moon for the acquisition of BCBUD and those shares will be held in escrow and will be released upon the occurrence of certain events.

On August 1, 2014, the Issuer entered into a consulting agreement with Bill Marshall, the president of BCBUD, pursuant to which the Issuer has agreed to pay Mr. Marshall $3,500 per month. Mr. Marshall has gained extensive experience with MMPR applications whilst working as a consultant to prospective licensed producers. As the designated senior person in charge, he will be responsible for communicating with Health Canada and assisting with all matters relating to the issuance of a license under the MMPR.

Item 5: Full Description of Material Change

See the news release dated August 6, 2014 attached as Schedule "A" hereto.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None

Item 8: Executive Officer

Marc Branson, Chief Executive Officer
Telephone: 604.283.1722

Item 9: Date of Report

August 8, 2014

SCHEDULE “A”

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

HIGHMARK
MARKETING INC

Suite 800 – 1199 West Hastings Street, Vancouver V6E 3T5

VANCOUVER, CANADA - (Marketwired – August 6, 2014) - **Highmark Marketing Inc.** (CSE:HMK) ("**Highmark**") is pleased to announce that it has entered into a share exchange agreement (the “**Agreement**”) with BCBUD Producers Inc. (the “**BCBUD**”) to acquire 100% of its authorized share capital from the shareholder of BCBUD, Blue Moon Advertising Inc. (“**Blue Moon**”). Highmark is also pleased to announce that it has entered into a consulting agreement with the President of BCBUD, Bill Marshall.

BCBUD has prepared an application to become a licensed producer of marijuana and has informed Highmark that it is ready to file its first application under the Marihuana for Medical Purposes Regulations (the “**MMPR**”).

The Agreement contemplates that 2,500,000 common shares will be issued by Highmark to Blue Moon for the acquisition of BCBUD but that shares will be held in escrow and will be released upon the occurrence of the following events:

Release Date	**Number of Shares Released**
On receipt of a letter from Health Canada confirming a submission number of the BCBUD’s application to become a licensed producer under the MMPR	250,000 common shares
On receipt of a Ready to Build letter from Health Canada confirming that BCBUD has approval from Health Canada to build a facility pursuant to the MMPR	250,000 common shares
On receipt by BCBUD of a license to produce marijuana under the MMPR	2,000,000 common shares (the “**License Shares**”)

The License Shares will also be subject to a stock restriction agreement whereby the stock will be released over a period of three years.

On August 1, 2014, Highmark entered into a Consulting Agreement with Bill Marshall, President of BCBUD, pursuant to which Highmark has agreed to pay Mr. Marshall $3,500 per month. Mr. Marshall has gained extensive experience with MMPR applications, whilst working as a consultant to prospective licensed producers. As the designated Senior Person in Charge, he will be responsible for communicating with Health Canada and assisting with all matters relating to the issuance of a license under the MMPR.

BCBUD cannot legally become a producer under the MMPR until it has been granted a license, and it is currently not known if and when BCBUD will obtain that license. The key milestones to becoming a licensed producer include filing an application, receiving a Ready to Build letter, completion of the upgrades as per the Ready to Build letter, approval from Health Canada to produce upon inspection of the facility, and finally approval to distribute the product to patients.

Highmark would also like to announce a change to its Advisory Board. Highmark's current Consulting Agreement with Greenline Ventures Ltd. has been terminated effective September 4, 2014. From September 4, 2014, Don Schultz of Greenline Ventures Ltd. will no longer be a member of Highmark's Advisory Committee. Highmark has made this change as part of a broader initiative to more closely align compensation to specific performance based milestones. Highmark intends to continue to work with Greenline and Don Schultz where possible on a project basis.

About Highmark

Highmark is a nutraceutical company, based in British Columbia, focused on bringing the health benefits of natural and herbal remedies to the market. Highmark intends to acquire, license, distribute, and market products in the nutraceutical industry.

Further information about Highmark is available under its profile on the SEDAR website www.sedar.com and on Highmark's page on the CSE website.

For further information on Highmark, please contact:

Marc Branson
Chief Executive Officer
Highmark Marketing Inc.
Telephone: 604.283.1722
Email: info@highmarkcorp.ca
The CSE has not reviewed, nor approved or disapproved the content of this press release.

Forward-Looking Information:

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of Highmark. Forward-looking information is based on certain key expectations and assumptions made by the management of Highmark, including future plans for acquisitions. Although Highmark believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Highmark can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. Highmark disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.