

FORM 9

AMENDED NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of Listed Issuer: Highmark Marketing Inc. (the "Issuer").

Trading Symbol: HMK.

Date: May 31, 2016.

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: May 26, 2016.

Issued and Outstanding Securities of Issuer Prior to Issuance: 60,836,928.

Date of News Release Announcing Private Placement: February 1, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.015.

1. Private Placement – Not applicable.

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
N/A							

1. Total amount of funds to be raised: **Not applicable**.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **Not applicable**.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Not applicable**.

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **Not applicable.**
5. Description of securities to be issued: **Not applicable.**
- (a) Class _____ .
- (b) Number _____ .
- (c) Price per security _____ .
- (d) Voting rights _____ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: **Not applicable.**
- (a) Number _____ .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
- (c) Exercise price _____ .
- (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued: **Not applicable.**
- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): **Not applicable.**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If

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a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .

(b) Cash _____ .

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____ .

(f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship:

Not applicable.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

Not applicable.

11. State whether the private placement will result in a change of control.

Not applicable.

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. **Not applicable.**

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

On February 1, 2016, the Issuer entered into a share exchange agreement (the “SEA”) among a private company, Lightning Industries

Inc. ("Lightning") and its sole shareholder, Domenari Capital LLC ("Domenari") to acquire 100% of the issued and outstanding share capital in Lightning from Domenari in exchange for issuing 40,000,000 common shares in the Issuer to Domenari.

Lightning is a private New Mexico company that manufactures specialty products to enhance efficiency and increase the production of oil and gas wells.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

Please see item 1 above.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: **\$800,000.**
- (b) Cash: **Not applicable.**
- (c) Securities (including options, warrants etc.) and dollar value: **40,000,000 common shares of the Issuer with a deemed value of \$0.02 per common share and an aggregate value of \$800,000.**
- (d) Other: **Not applicable.**
- (e) Expiry date of options, warrants, etc. if any: **Not applicable.**
- (f) Exercise price of options, warrants, etc. if any: **Not applicable.**
- (g) Work commitments: **Not applicable.**

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Arm's length negotiation.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Not applicable.**

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as

follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Louis Wood San Antonio, Texas	400,000	--	n/a	NI 45-106 s. 2.12	0	Arm's Length
Abigail Vought San Antonio, Texas	60,000	--	n/a	NI 45-106 s. 2.12	0	Arm's Length
Russell Fisher San Antonio, Texas	20,000	--	n/a	NI 45-106 s. 2.12	0	Arm's Length
Lee Alves Hobbs, New Mexico	2,200,000	--	n/a	NI 45-106 s. 2.12	0	Arm's Length
Kenny Shade Hobbs, New Mexico	1,800,000	--	n/a	NI 45-106 s. 2.12	0	Arm's Length
Domenari Capital LLC Overland Park, Kansas	35,520,000	--	n/a	NI 45-106 s. 2.12	0	Arm's Length

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Due diligence was conducted of the Vendor's assets by the Issuer and representations and warranties were provided by the Vendors in the SEA.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): **Not applicable.**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____.
- (b) Cash _____.
- (c) Securities _____.
- (d) Other _____.
- (e) Expiry date of any options, warrants etc. _____.
- (f) Exercise price of any options, warrants etc. _____.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **Not applicable.**
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **Not applicable.**
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Certificate Of Compliance

The undersigned hereby certifies that:

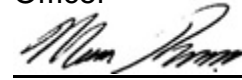
1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

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Dated May 31, 2016.

Marc Branson
Name of Director or Senior
Officer



Signature

Director & CEO
Official Capacity