

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

June 3, 2014

Item 3: News Release

Two news releases were issued and disseminated on June 3, 2014 and filed on SEDAR (www.sedar.com). A copy of the news release announcing that the Issuer's common shares have been approved for listing is attached as Schedule "A" hereto. A copy of the news release announcing that the Issuer entered into an Investor Relations Agreement, a Consulting Agreement, and issued stock options, is attached as Schedule "B" hereto.

Item 4: Summary of Material Change

The Issuer announced that its common shares have been approved for listing on the CSE and commenced trading under the symbol "HMK" June 3, 2014.

The Issuer entered into an Investor Relations Agreement ("**IRA**") with Momentum Public Relations Inc. ("**Momentum**") on June 3, 2014 for a term of 12 months. The IRA may be renewed or terminated by either party on thirty days written notice. As consideration for services provided, the Issuer agreed to pay Momentum a fee of \$5,000 per month. The Issuer also agreed to grant Momentum Public Relations Inc. an incentive stock option to purchase 150,000 common shares in the capital of the Issuer. The options may be exercised for a period of 12 months commencing on the effective date, unless the Agreement is terminated by either party at an earlier date, at an exercise price of \$0.35 per common share.

In addition, the Issuer entered into a Consulting Agreement with Pristine Capital Corp. ("**Pristine**") on June 3, 2014, that will terminate on May 30, 2015, unless otherwise renewed or terminated by the parties. As consideration for services provided, the Issuer agreed to pay Pristine a fee of \$5,000 per month. The Issuer will also grant Pristine an incentive stock option to purchase 250,000 common shares in the capital of the Issuer. The options may be exercised for a period of 12 months, commencing on the Effective Date, unless the Agreement is terminated by either party at an earlier date, at an exercise price of \$0.35 per common share.

Item 5: Full Description of Material Change

Please see the attached Schedules "A" and "B".

Item 6: Reliance on subsection 7.1(2) 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

June 4, 2014

Schedule "A"

NEWS RELEASE



HIGHMARK
MARKETING INC.

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



HIGHMARK MARKETING INC. APPROVED FOR LISTING AND COMMENCES TRADING ON THE CSE

Vancouver, B.C. – (June 3, 2014) Highmark Marketing Inc. ("Highmark") (CSE:HMK) is pleased to announce that it has received approval to list its Common Shares for trading on the Canadian Securities Exchange ("CSE"), and that its Common Shares have commenced trading today under the trading symbol "HMK".

Highmark is excited about achieving a listing with such a dynamic organization and is looking forward to the opportunities that may arise from this association.

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 license, distribute, market and produce high growth products and product categories within the nutraceutical industry.

A market research report produced by Global Industry Analysts in 2012 projected that the worldwide nutraceuticals market would reach US\$250 billion by 2018, defining that market as "Dietary Supplements (Vitamins, Minerals, Herbals, Non-Herbals, & Others), and Functional Foods & Beverages".

Highmark's experienced management team intends to bring Highmark to the forefront of the nutraceutical industry by developing strategic infrastructure relating to the production, distribution, and marketing of high growth products and categories.

Highmark is currently establishing an online marketing, and distribution network for its product offering, and intends to aggressively leverage its platform for brand development and sales within this fast growing market segment.

For more information please visit the Highmark's website at www.highmarkcorp.ca.

About the product

Highmark's initial nutraceutical product offering is the Vitapect™ product line, which was financed by the EU to treat victims of the Chernobyl nuclear incident. Vitapect™ has been

extensively researched with studies on over 160,000 Europeans. In independent peer-reviewed research, Vitapect™ was shown to remove 62.6% of Cesium-137. Cesium-137 is a long-life radioactive nuclide and was the nuclide released in the most quantity by the Fukushima nuclear incident, according to Tokyo Electronic Power Co.

For further information please visit www.vitapect.com

Further information about the Highmark is available under its profile on the SEDAR website www.sedar.com and on the CSE website www.thecse.ca.

For further information on Highmark, please contact:

Marc Branson
Chief Executive Officer
Highmark Marketing Inc.
Telephone: 604.283.1722
Email: info@highmarkcorp.ca

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. 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.

Schedule "B"

NEWS RELEASE



HIGHMARK
MARKETING INC.

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

HIGHMARK MARKETING INC. ENTERS INTO AN INVESTOR RELATIONS AGREEMENT WITH MOMENTUM, A CONSULTING AGREEMENT WITH PRISTINE AND ISSUES STOCK OPTIONS

Vancouver, B.C. – (June 3rd, 2014) Highmark Marketing Inc. (the “**Company**” or “**Highmark**”) is pleased to announce that it has entered into an investor relations agreement (“**Agreement**”) with Momentum Public Relations Inc. (“**Momentum**”) for a term of 12 months commencing on June 3rd, 2014 (the “**Effective Date**”). The Agreement may be renewed or terminated by either party on thirty days written notice.

As consideration for services provided, the Company will pay Momentum a fee of \$5,000 per month. The Company will also grant Momentum, in accordance with the policies of the Canadian Securities Exchange and the Company’s Stock Option Plan, an incentive stock option to purchase 150,000 common shares in the capital of the Company. These options may be exercised for a period of 12 months commencing on the Effective Date, unless the Agreement is terminated by either party at an earlier date, at an exercise price of \$0.35 per common share.

In addition, the Company is pleased to announce it has entered into a Consulting Agreement with Pristine Capital Corp. (“**Pristine**”) that will terminate on May 30, 2015, unless renewed by the parties. The Company will pay Pristine a fee of \$5,000 per month. The Company will also grant Pristine, in accordance with the policies of the Exchange and the Company’s Stock Option Plan, an incentive stock option to purchase 250,000 common shares in the capital of the Company. These options may be exercised for a period of 12 months, commencing on the Effective Date, unless the Agreement is terminated by either party at an earlier date, at an exercise price of \$0.35 per common share.

About Momentum

Momentum is a Montreal-based, comprehensive provider of investor relations services, specializing in the resource industry. Momentum will assist Highmark by increasing public awareness of the Company by managing the Company’s corporate communications and marketing activities, and facilitating dialogue with the Company’s shareholders, finance professionals, analysts and media contacts.

About Pristine

Pristine Capital is full service financial advisory firm specializing in developing strategies to unlock shareholder value for its corporate clients.

About the Company

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 license, distribute, market and produce high growth products and product categories within the nutraceutical industry.

Further information about the Company is available under its profile on the SEDAR website www.sedar.com and on the CSE website www.thecse.ca.

For further information on Highmark, please contact:

Marc Branson
Chief Executive Officer
Highmark Marketing Inc.
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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 Highmark's future plans. 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.