

## 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 9, June 10 and June 17, 2014

#### Item 3: News Release

A news release was disseminated on June 9, 2014 announcing that the Issuer had approved a private placement and the news release had been filed on SEDAR.

A news release was disseminated on June 10, 2014 announcing that the Issuer had entered into a letter of intent with Intelliserve and the news release has been filed on SEDAR.

A news release was disseminated on June 18, 2014 announcing that the Issuer had added another member to its Advisory Committee and the news release has been filed on SEDAR.

#### Item 4: Summary of Material Change

The Issuer announced on June 9, 2014 that it has approved a private placement to offer up to 1,500,000 units at a price of \$0.35 per unit for gross proceeds of up to \$525,000. Each unit consists of one common share and one full share purchase warrant. Each warrant is exercisable into one common share for a period of 12 months from the date of issuance at a price of \$0.60 per share.

The Issuer may pay a cash commission to certain agents equal to 10% of the gross proceeds raised and may issue to the agents that number of agents' warrants that will entitle the holder thereof to purchase that number of common shares that is equal to 10% of the number of units issued under the private placement for a period of 12 months from issuance at an exercise price of \$0.60 per common share.

The Issuer entered into a letter of intent with Intelliserve Software Inc. ("**Intelliserve**") on June 10, 2014 to acquire Mobiweed, an online website, and related assets. The terms set out in the letter are non-binding except that for a period of 90 days, Intelliserve may not enter into discussions, negotiate or enter into a contractual agreement regarding the sale of Mobiweed with any third party. In consideration of the standstill provision, the Issuer agreed to pay Intelliserve \$15,000.

The Issuer is now negotiating with Intelliserve to acquire Mobiweed. The following non-binding compensation terms are outlined in the letter: \$35,000 and 250,000 common shares of the Issuer upon executing a definitive agreement for the acquisition of

Mobiweed, and a further 250,000 common shares upon meeting certain performance targets.

The Issuer added another member to its Advisory Committee by entering into a Consulting Agreement with James Keyes (“**Keyes**”) on June 17, 2014. The Agreement may be terminated in whole or in part, by either party upon 90 days notice. As consideration for services provided, the Issuer agreed to pay Keyes a fee of \$150 per hour. On June 19, 2014, the Issuer granted Keyes incentive stock options to purchase 50,000 common shares for a period of 12 months, at an exercise price of \$0.50 per common share.

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

See the news release dated June 9, 2014 attached as Schedule “A” hereto for further details on the private placement.

See the news release dated June 10, 2014 attached as Schedule “B” hereto for further details on the letter of intent with Intelliserve.

See the news release dated June 18, 2014 attached as Schedule “C” hereto for further details on the Consulting Agreement with Keyes.

**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**

June 20, 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, BC V6E 3T5

### HIGHMARK MARKETING INC. ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

Vancouver, B.C. – (June 9th, 2014) Highmark Marketing Inc. (“**Highmark**”) is pleased to announce that it has approved a private placement to offer up to **1,500,000 units** at a price of **\$0.35 per unit** for gross proceeds of up to **\$525,000**. Each unit consists of one common share and one full share purchase warrant. Each warrant is exercisable into one common share for a period of **12 months** from the date of issuance at a price of **\$0.60** per share.

Highmark may pay a cash commission to certain agents equal to **10%** of the gross proceeds raised and may issue to the agents that number of agents’ warrants that will entitle the holder thereof to purchase that number of common shares that is equal to **10%** of the number of units issued under the Private Placement for a period of **12 months** from issuance at an exercise price of **\$0.60** per common share.

#### 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 distribute products in the nutraceutical industry.

Further information about the Highmark is available under its profile on the SEDAR website [www.sedar.com](http://www.sedar.com) and on the CSE website [www.thecse.ca](http://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](mailto: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.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the *United States Securities Act of 1933*, as amended, or any applicable securities laws or any state of the United States and may not be offered or sold in the United States or to the account or benefit of a person in the United States absent an exemption from the registration requirements.

## SCHEDULE "B"

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION  
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**HIGHMARK**  
MARKETING INC.

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

### HIGHMARK ENTERS INTO LETTER OF INTENT TO ACQUIRE MARIJUANA MAPPING WEBSITE, "MOBIWEED"

VANCOUVER, CANADA - (Marketwired - June 10, 2014) - **Highmark Marketing Inc.** (CSE:HMK) ("**Highmark**") is pleased to announce that it has entered into a Letter of Intent (the "**Letter**") with Intelliserve Software Inc. of North Vancouver ("**Intelliserve**") to acquire Mobiweed, an online website, and related assets ("**Mobiweed**").

Mobiweed hosts marijuana mapping software and related educational content, enabling visitors to search the location and details of marijuana dispensaries and pharmacies in North America.

On Mobiweed, dispensaries and pharmacies can create and update their own profiles, enabling them to educate site visitors on the benefits of the marijuana strains they offer, and provide users with the opportunity to give feedback. Mobiweed's features include a coupon service that helps offset the fees of the first contact to the dispensary or pharmacy. Mobiweed also delivers industry news and commentary.

Canada-based Mobiweed is located within a favourable national regulatory environment, as Canada has a uniform federal initiative regarding medical marijuana.

The terms set out in the letter are non-binding except that for a period of 90 days, Intelliserve may not enter into discussions, negotiate or enter into a contractual agreement regarding the sale of Mobiweed with any third party. In consideration of the standstill provision, Highmark agreed to pay Intelliserve \$15,000.

Highmark is now negotiating with Intelliserve to acquire Mobiweed. The following non-binding terms are outlined in the letter: \$35,000 and 250,000 common shares of Highmark upon executing a definitive agreement for the acquisition of Mobiweed, and a further 250,000 common shares upon meeting certain performance targets.

Highmark believes that Mobiweed has the potential to become the leading go-to mapping resource, featuring marijuana education, and information for new and existing users.

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Further information about Highmark is available under its profile on the SEDAR website [www.sedar.com](http://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](mailto:info@highmarkcorp.ca)

The CSE has not reviewed, nor approved or disapproved the content of this press release.

**Forward-Looking Information:**

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This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the *United States Securities Act of 1933*, as amended, or any applicable securities laws or any state of the United States and may not be offered or sold in the United States or to the account or benefit of a person in the United States absent an exemption from the registration requirements.

## SCHEDULE "C"

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IN THE UNITED STATES.



**HIGHMARK**  
MARKETING INC.

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

### HIGHMARK APPOINTS JAMES "BO" KEYES OF BUD BASICS TO ITS ADVISORY COMMITTEE

VANCOUVER, CANADA--(Marketwired - June 18, 2014) - Highmark Marketing Inc. (CSE:HMK) ("**Highmark**" or the "**Company**") is pleased to announce that it has appointed Mr. James "Bo" Keyes to the Advisory Committee.

Mr. Keyes has a depth of knowledge and experience in the marijuana industry that is in high demand. He is the Founder and Creator of Bud Basics ([www.budbasics.com](http://www.budbasics.com)), which is currently the Only Standards & Certification Company specifically designed for the marijuana industry. Bud Basics is passionate about cannabis and has vision to dramatically increase the safety, best practices, quality and consistency within all "consumer facing" elements of the supply chain. Bud Basics 4200 Certification ensures a quality product is produced throughout the cannabis supply chain from "seed to sale".

Prior to Bud Basics Mr. Keyes was the Founder and Quality Director at Vape Holdings (OTC: VAPE), where he created an industry leading Vaporizer Company from scratch, and as Director of Quality (QA) his responsibilities included managing the engineering team, supplier vetting, product selection, product testing, creation of Standard Operating Procedures (SOP), and the creation of quality management system.

Earlier in his career, Mr. Keyes was involved in sales for certification products including standards such as ISO and FAA, as well as products in Ethical Sourcing and Sustainability Standards.

Mr. Keyes has agreed to participate in strategic meetings regarding Highmark's focus, and direction and in particular Highmark with insights regarding the US market. Mr. Keyes has also agreed to provide consulting services to Highmark on a project basis.

As consideration for services provided, the company will grant James "Bo" Keyes, in accordance with the policies of the Canadian Securities Exchange and the company's stock option plan, an incentive stock option to purchase 50,000 common shares in the capital of the company.

Highmark looks forward to working with James “Bo” Keyes and learning from his expertise to further Highmark’s business in the medical marijuana sector.

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For further information on Highmark, please contact:

### **Marc Branson**

Chief Executive Officer  
Highmark Marketing Inc.  
Telephone: 604.283.1722  
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