

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

December 30, 2014

Item 3: News Release

A news release was issued and disseminated on December 30, 2014 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Issuer completed the first tranche of a non-brokered private placement by issuing 589,000 units at a price of \$0.085 per unit for gross proceeds of \$50,065. 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 36 months from the date of issuance at a price of \$0.15 per share. The Issuer paid an aggregate finder's fee of \$5,006.50 and issued an aggregate of 58,900 warrants to finders.

Item 5: Full Description of Material Change

Please see the attached Schedule "A".

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

January 9, 2015

SCHEDULE "A"

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



HIGHMARK
MARKETING

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

HIGHMARK MARKETING INC. CLOSSES FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT

Vancouver, B.C. – (December 30, 2014) Highmark Marketing Inc. (“Highmark”) is pleased to announce that it has completed the first tranche of a non-brokered private placement by issuing 589,000 units at a price of \$0.085 per unit for gross proceeds of \$50,065. The private placement, which was announced on October 16, 2014 and revised on November 26, 2014, has a total offering of up to 4 million units. 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 36 months from the date of issuance at a price of \$0.15 per share. The common share and full share purchase warrant are each subject to a hold period expiring on May 1, 2015.

Highmark also announces that it has paid an aggregate finder’s fee of \$5,006.50, representing 10 per cent of the gross proceeds received from subscribers introduced by the finders to Highmark. In addition, Highmark has issued an aggregate of 58,900 warrants to finders, representing 10 per cent of the number of units sold to subscribers introduced by the finders to Highmark. Each warrant entitles the finders to purchase one share of Highmark at an exercise price of \$0.15 for a period of 36 months from the date of issuance. The warrants will also be subject to a hold period of four months and one day from the date of issuance, ending on May 1, 2015. Net proceeds of the first tranche of the private placement will be used for working capital.

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.

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.