

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: Dates of Material Changes

January 10 and January 12, 2015

Item 3: News Release

A news release was issued and disseminated on January 12, 2015 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 entered into an investor relations agreement with Richard Penn dated January 10, 2015, for total compensation of \$53,500. The Issuer also entered into a debt conversion agreement with Richard Penn dated January 12, 2015. The debt conversion agreement provides that of the total amount owed to Richard Penn, \$47,500 be converted to 500,000 common shares of Highmark on January 12, 2015, at a deemed price of \$0.095 per share.

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 20, 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. ENTERS INTO INVESTOR RELATIONS AGREEMENT AND DEBT CONVERSION AGREEMENT

Vancouver, B.C. – (January 12, 2015) Highmark Marketing Inc. (“**Highmark**”) is pleased to announce that it has entered into an investor relations agreement with Richard Penn for total compensation of \$53,500. Highmark may terminate the investor relations agreement by providing 30 days’ written notice to Richard Penn, or immediately, if certain provisions of the agreement are violated.

Highmark also entered into a debt conversion agreement with Richard Penn, dated January 12, 2015. The debt conversion agreement provides that of the total amount owed to Richard Penn, \$47,500 be converted to 500,000 common shares of Highmark on January 12, 2015, at a deemed price per share of \$0.095.

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.