

**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**

February 18, 2015

**Item 3: News Release**

A news release was issued and disseminated on February 18, 2015 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule "A" hereto.

**Item 4: Summary of Material Change**

The Issuer announced that it has closed the share exchange agreement with BCBud Producers Inc. ("**BCBud**") and Blue Moon Advertising Inc. ("**Blue Moon**") and completed the acquisition of BCBud. Highmark, BCBud and Blue Moon entered into the share exchange agreement on August 5, 2014 (the "**Share Exchange Agreement**") whereby Highmark agreed to acquire 100% of the authorized share capital of BCBud from its shareholder, Blue Moon. The Share Exchange Agreement was amended on February 10, 2015 to adjust the number of shares to be issued to Blue Moon upon closing the Share Exchange Agreement, so as to reflect the forward split of Highmark's common shares which occurred after signing, but before closing, the Share Exchange Agreement. Upon closing the Share Exchange Agreement, Highmark issued an additional 9,000,000 common shares to Blue Moon.

**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**

March 10, 2015

**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 V6E 3T5

**HIGHMARK CLOSES SHARE EXCHANGE AGREEMENT WITH BCBUD AND BLUE MOON**

VANCOUVER, CANADA - (Marketwired – February 18, 2015) - **Highmark Marketing Inc.** (CSE:HMK) (“**Highmark**”) is pleased to announce that it has closed the share exchange agreement with BCBud Producers Inc. (“**BCBud**”) and Blue Moon Advertising Inc. (“**Blue Moon**”) and completed the acquisition of BCBud. Highmark, BCBud and Blue Moon entered into the share exchange agreement on August 5, 2014 (the “**Share Exchange Agreement**”) whereby Highmark agreed to acquire 100% of the authorized share capital of BCBud from its shareholder, Blue Moon. The Share Exchange Agreement was amended on February 10, 2015 to adjust the number of shares to be issued to Blue Moon upon closing the Share Exchange Agreement, so as to reflect the forward split of Highmark’s common shares which occurred after signing, but before closing, the Share Exchange Agreement. Upon closing the Share Exchange Agreement, Highmark issued an additional 9,000,000 common shares to Blue Moon. The common shares will be held in escrow and will be released as follows:

<b>Release Date</b>	<b>Number of Shares Released</b>
On receipt by the Company of a Ready to Build letter from Health Canada confirming that the Company has approval from Health Canada to build a facility pursuant to the Marihuana for Medical Purposes Regulations (the “ <b>MMPR</b> ”)	1,000,000 common shares (the “ <b>Ready to Build Shares</b> ”)
On receipt by the Company of a license to produce marijuana pursuant to the MMPR	8,000,000 common shares (the “ <b>License Shares</b> ”)

The License Shares will also be subject to a stock restriction agreement whereby the shares will be released over a three year period.

In the event that BCBud has not been granted a license to produce medical marijuana pursuant to the MMPR on or before February 11, 2017, any common shares of Highmark held in escrow for Blue Moon will be cancelled.

Highmark previously announced on September 15, 2014 that BCBud had received a letter from Health Canada confirming receipt of its application to become a licensed producer of marijuana pursuant to the MMPR. In its application to Health Canada, BCBud relied upon its lease option on a 17,000 square feet building (the “**Property**”) in the village of Pemberton, B.C., with a growing space of approximately 10,000 square feet.

BCBud cannot become a producer under the MMPR until it has been granted a license, and it is currently not known if, or when, BCBud will obtain a license. The key milestones remaining for BCBud to obtain a license include the following: receiving a Ready to Build letter; completion of the upgrades as per the Ready to Build letter; approval from Health Canada to produce upon inspection of the facility; and approval to distribute the product to patients.

Below is a summary of the recent correspondence between BCBud and Health Canada:

Date	Description
August 27, 2014	Submitted application to become licensed producer of medical marihuana to Health Canada.
September 11, 2014	Health Canada acknowledges receipt and appoints a number to Highmark's application - 10-MM0582.
September 18, 2014	Health Canada request for more information regarding site location on map.
September 22, 2014	Health Canada sends letter requesting more info on security of personnel.
September 30, 2014	Health Canada letter of request for site security answers.
October 2, 2014	Responded to Health Canada's questions that were requested on September 18, 2014.
October 6, 2014	Responded to Health Canada's questions that were requested on September 22, 2014.
October 20, 2014	Letter sent to Health Canada answering the September 22, 2014 questions.
November 14, 2014	Health Canada's letter requesting more info on -site security - Quality assurance pre license report.
December 4, 2014	Sent answers to Health Canada regarding the November 14, 2014 questions.
January 13, 2015	Health Canada's questions regarding QA pre licensing report.
February 3, 2015	Sent answers to Health Canada regarding the January 13, 2015 questions.

## 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](http://www.sedar.com) and on Highmark's page on the CSE website at [www.thecse.com](http://www.thecse.com).

For further information on Highmark, please contact:

### Marc Branson

Chief Executive Officer  
 Highmark Marketing Inc.  
 Telephone: 604.630.8760  
 Email: [info@highmarkcorp.ca](mailto:info@highmarkcorp.ca)

**The CSE has not reviewed, 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.