

**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

September 1, 2015

Item 3: News Release

A news release was issued and disseminated on September 1, 2015 and filed on SEDAR (www.sedar.com) and the Canadian Securities Exchange (the "CSE"). A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Issuer announced that it has entered into a non-binding letter of intent ("**LOI**") with Blue Moon Advertising Inc. ("**Blue Moon**") for the sale of BCBud Producers Inc. ("**BCBud**") in which Highmark will cancel 9,000,000 previously issued shares to Blue Moon, and maintain a 10% interest in BCBud and its Marihuana for Medical Purposes Regulations ("**MMPR**") application.

The Issuer also announced the approval of a private placement to offer up to 4,000,000 units at a price of \$0.05 per unit for gross proceeds of up to \$200,000. 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 \$0.06 per share. The Issuer may pay a cash commission to certain agents equal to 10% of the gross proceeds raised and may also issue 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 \$0.06 per common share.

Item 5: Full Description of Material Change

Please see the attached Schedules "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

September 3, 2015

Schedule "A"

NEWS RELEASE

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



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

HIGHMARK ENTERS INTO NON-BINDING LETTER OF INTENT AND ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

VANCOUVER, CANADA--(Marketwired – September 1, 2015) - Highmark Marketing Inc. (CSE:HMK), (OTCBB:HMKTF), (Frankfurt: 1HM) ("**Highmark**") is pleased to announce that it has entered into a non-binding letter of intent ("**LOI**") with Blue Moon Advertising Inc. ("**Blue Moon**") for the sale of BCBud Producers Inc. ("**BCBud**") in which Highmark will cancel 9,000,000 previously issued shares to Blue Moon, and maintain a 10% interest in BCBud and its Marihuana for Medical Purposes Regulations ("**MMPR**") application.

Highmark has approved a private placement to offer up to 4,000,000 units at a price of \$0.05 per unit for gross proceeds of up to \$200,000. 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 \$0.06 per share. Highmark may pay a cash commission to certain agents equal to 10% of the gross proceeds raised and may also issue 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 \$0.06 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 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 the CSE website <http://thecse.ca/CNSX/Securities/Life-Sciences/Highmark-Marketing-Inc.aspx>

For further information on Highmark, please contact:

Marc Branson

Chief Executive Officer
Highmark Marketing Inc.
Telephone: 778.279.2555
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.