

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 28, 2015

Item 3: News Release

A news release was issued and disseminated on September 28, 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 completed the first tranche of a non-brokered private placement by issuing 552,000 units at a price of \$0.05 per unit for gross proceeds of \$27,600. 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 paid a finder’s fee of \$2,760 cash and issued 55,200 finder’s warrants.

The Issuer also entered into debt conversion agreements with certain creditors which resulted in the conversion of \$20,750 into 415,000 common shares of the Issuer at a deemed price of \$0.05 per 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

October 2, 2015

Schedule "A"

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IN THE UNITED STATES.**



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

HIGHMARK CLOSES FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT

VANCOUVER, CANADA--(Marketwired – September 28, 2015) - Highmark Marketing Inc. (CSE:HMK), (OTCBB:HMKTF), (Frankfurt: 1HM) ("**Highmark**") announces the closing of the first tranche of its previously announced non-brokered private placement (the "**Private Placement**") (see press release dated [September 1, 2015](#) for total gross proceeds of \$48,350).

Highmark issued 552,000 units at a price of \$0.05 per share in connection with the Private Placement, with each unit comprising one common share and one purchase warrant. Each purchase warrant is exercisable for one common share at a price of \$0.06 for a period of twelve months from the grant date. Highmark also issued 415,000 common shares at a deemed price of \$0.05 per share in connection with the settlement of outstanding debts with various creditors.

In connection with the Private Placement, Highmark paid a finder's fee of \$2,670 cash and issued 55,200 finder's warrants. Each finder's warrant is exercisable into one common share of the Company at \$0.06 per share for a period of one year from the closing date of the Private Placement.

Highmark intends to use the proceeds from the Private Placement for general working capital purposes. All the newly issued securities are subject to a four month and one day hold period from today's closing date.

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. Highmark also targets strategic acquisitions of high growth companies in emerging industries.

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.