

**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 14, 2015

**Item 3: News Release**

A news release was issued and disseminated on December 14, 2015 and filed on SEDAR ([www.sedar.com](http://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 entered into an investor relations agreement with R & R Consulting Inc. on December 14, 2015.

**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**

December 16, 2015

## Schedule "A"



**HIGHMARK**  
MARKETING

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

### **HIGHMARK ENTERS INTO AN INVESTOR RELATIONS AGREEMENT**

VANCOUVER, CANADA--(December 14, 2015) - Highmark Marketing Inc. (CSE:HMK), (OTCBB:HMKTF), (Frankfurt: 1HM) ("**Highmark**") is pleased to announce that it has entered into an investor relations agreement ("**Agreement**") with R & R Consulting ("**R & R**") for a term of 12 months commencing on December 14, 2015 (the "**Effective Date**"). The Agreement may be renewed or terminated by either party on thirty days written notice.

R & R will carry out on behalf of Highmark the development of an investor relations program, dissemination of corporate information, and assistance with broker and investor presentations and communications.

As consideration for services provided, the Company will pay R & R a one time fee of \$50,000 and an ongoing fee of \$3,500 per month. The Company will also grant R & R, in accordance with the policies of the Canadian Securities Exchange, an incentive stock option to purchase 500,000 common shares in the capital of the Company. These options may be exercised for a period of 12 months from the grant date, unless the Agreement is terminated by either party at an earlier date, at an exercise price of \$0.05 per common share.

#### **About R & R**

R & R Consulting, with offices in Vancouver and Toronto, is an investor relations advisory firm founded by principals Richard Penn and Roman Rubin. Richard Penn has sat on boards of Canadian publicly traded companies and specializes in venture capital financing and new issues drawing from his background as a stock broker at Mackie Research Capital.

Roman Rubin has held CFO positions with Canadian publicly traded companies as well as managing an investor relations firm and working with corporate finance teams on underwriting new issues. In the past Roman as held senior management positions in the Canadian private wealth sector.

#### **About Highmark**

Highmark is a marketing company, based in British Columbia, focused on bringing the health benefits of natural and herbal remedies to the market. Highmark recently began expanding the scope of its business to focus on the development and marketing of a water distribution

business in Mexico. Highmark continues to target 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](http://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:

**Sean Penn**

Investor Relations

R & R Consulting

Telephone: 604.604 669 2191

Email: [info@highmarkcorp.ca](mailto: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.