

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

May 6, 2016

Item 3: News Release

A news release was issued and disseminated on May 5, 2016 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 series of debt conversion agreements with creditors in order to settle \$117,325 in outstanding debt through the issuance of 2,346,500 Highmark units at a deemed price of \$0.05 per unit (the “Debt Conversion”). Each unit issued under the Debt Conversion consists of one common share and one purchase warrant. Each purchase warrant entitles the holder to acquire one common share for a period of 36 months from the date of issue at an exercise price of CDN\$0.075 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: 778.279.2555

Item 9: Date of Report

May 11, 2016

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 ANNOUNCES DEBT CONVERSION

VANCOUVER, CANADA--(Marketwired – May 5, 2016) - Highmark Marketing Inc. (CSE:HMK), (OTCBB:HMKTF), (Frankfurt: 1HM) ("**Highmark**") is pleased to announce that it has entered into a series of debt conversion agreements with creditors in order to settle \$117,325 in outstanding debt through the issuance of 2,346,500 Highmark units at a deemed price of \$0.05 per unit (the "**Debt Conversion**"). The closing of the Debt Conversion will occur on May 6, 2016.

Each unit issued under the Debt Conversion consists of one common share and one purchase warrant. Each purchase warrant entitles the holder thereof to acquire one common share for a period of 36 months from the date of issue at an exercise price of CDN\$0.075 per common share.

Further information about Highmark is available under its profile on the SEDAR website www.sedar.com and on the CSE website <http://thecse.com/en/listings/life-sciences/highmark-marketing-inc>.

For further information on Highmark, please contact:

Marc Branson

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R & R Consulting
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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.