

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 3, 2015

Item 3: News Release

A news release was issued and disseminated on September 3, 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 Lightning Industries Inc. (“**Lightning**”) to acquire 100% of Lightning’s authorized share capital. Lightning is wholly owned by Domenari Capital, LLC (“**Domenari**”).

The LOI to acquire Lightning contains the following key terms:

- Highmark will issue 40,000,000 common shares to Domenari for the acquisition of Lightning (the “**Purchase Shares**”);
- Highmark will issue a bonus of 2,000,000 common shares to Domenari if Lightning records \$3,000,000 in revenues in a single calendar year;
- Highmark will issue a second bonus 2,000,000 common shares to Domenari if Lightning records \$6,000,000 in revenues in a single calendar year;
- upon closing, Highmark will cause the board of directors to be Marc Branson, Donald Rainwater, Marc Branson and Tim Isaacs and the officers to be Donald Rainwater (CEO), Marc Branson (President) and the CFO will be jointly appointed;

The Purchase Shares will be subject to a stock restriction agreement which will contain the following vesting schedule:

Vesting Date	Proportion of Vested Shares
On the closing date of the Agreement (the “ Effective Date ”)	10% of the Purchase Shares
6 months after the Effective Date	15% of the Purchase Shares
12 months after the Effective Date	15% of the Purchase Shares
18 months after the Effective Date	15% of the Purchase Shares
24 months after the Effective Date	15% of the Purchase Shares
30 months after the Effective Date	15% of the Purchase Shares
36 months after the Effective Date	The remainder of the Purchase Shares

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 4, 2015

Schedule "A"

NEWS RELEASE

**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 ENTERS INTO NON BINDING LETTER OF INTENT FOR THE ACQUISITION OF
LIGHTNING INDUSTRIES**

VANCOUVER, CANADA--(Marketwired – September 3, 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 Lightning Industries Inc. ("**Lightning**") to acquire 100% of Lightning's authorized share capital. Lightning is wholly owned by Domenari Capital, LLC ("**Domenari**").

Lightning was incorporated in 2002 for the purpose of manufacturing specialty products to enhance efficiency and increase the production of oil and gas wells. Since then, the Company has become a regional leader, not only in oil field products, but also in custom fabrication for other industries including uranium processing plants. Lightning's management team has over 28 years' experience in gas well surface equipment, pneumatics, and electronic safety shutdown systems. The Company understands the need for dependability, cost efficiency and quality control. Through constant upgrades in state-of-the-art technology the Company stands ready to meet or exceed the advanced technical requirements for a wide range of industries.

Proposed Acquisition of Lightning Industries Inc.

The Agreement to acquire Lightning contains the following key terms:

- Highmark will issue 40,000,000 common shares to Domenari for the acquisition of Lightning (the "**Purchase Shares**");
- Highmark will issue a bonus of 2,000,000 common shares to Domenari if Lightning records \$3,000,000 in revenues in a single calendar year;
- Highmark will issue a second bonus 2,000,000 common shares to Domenari if Lightning records \$6,000,000 in revenues in a single calendar year;
- upon closing, Highmark will cause the board of directors to be Marc Branson, Donald Rainwater, Marc Branson and Tim Isaacs and the officers to be Donald Rainwater (CEO), Marc Branson (President) and the CFO will be jointly appointed;

The Purchase Shares will be subject to a stock restriction agreement which will contain the following vesting schedule:

Vesting Date	Proportion of Vested Shares
On the closing date of the Agreement (the “ Effective Date ”)	10% of the Purchase Shares
6 months after the Effective Date	15% of the Purchase Shares
12 months after the Effective Date	15% of the Purchase Shares
18 months after the Effective Date	15% of the Purchase Shares
24 months after the Effective Date	15% of the Purchase Shares
30 months after the Effective Date	15% of the Purchase Shares
36 months after the Effective Date	The remainder of the Purchase Shares

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.