

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 20, 2016

Item 3: News Release

A news release was issued and disseminated on May 24, 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 the results from its annual and special meeting of its shareholders. The shareholders approved matters to be acted upon, including the re-election of Marc Branson and David Taylor to its board of directors, and the election of Kevin Slichter as a new director. The acquisition of Lightning Industries Inc. was also approved.

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

June 1, 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 ANNUAL GENERAL MEETING RESULTS AND SHAREHOLDER
APPROVAL OF LIGHTNING ACQUISITION**

VANCOUVER, CANADA--(May 24, 2016) - Highmark Marketing Inc. (CSE:HMK), (OTCBB:HMKTF), (Frankfurt: 1HM) ("**Highmark**" or the "**Company**") is pleased to announce that the shareholders of the Company approved all the matters to be acted upon at the annual and special meeting held on May 20, 2016 (the "**Meeting**").

At the Meeting, the shareholders of the Company re-elected Marc Branson and David Taylor to its Board of directors, and elected Kevin Slichter as a new director of the Board. The acquisition of Lightning Industries, Inc. (the "**Acquisition**") was also approved.

Upon the closing of the Acquisition, Highmark will issue 40,000,000 common shares to Domenari Capital, LLC, in exchange for 100% of the shares in Lightning. Further details of the Acquisition can be found in the Company's press release dated February 1, 2016.

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:

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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.