

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**  
**& NOTICE OF CHANGE IN CORPORATE STRUCTURE**

**Item 1: Name and Address of Company**

Lightning Ventures Inc. (“the **Issuer**”)  
Suite 1820, 925 West Georgia Street  
Vancouver, BC V6C 3L2

**Item 2: Date of Material Change**

June 1, 2016

**Item 3: News Release**

A news release was issued and disseminated on June 1, 2016 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

**Item 4: Summary of Material Change**

On June 1, 2016, the Issuer completed the acquisition (the “**Transaction**”) of all the issued and outstanding shares of Lightning Industries, Inc. (“**Lightning Industries**”) from Domenari Capital LLC (“**Domenari**”) pursuant to a share exchange agreement dated February 1, 2016 (the “**Agreement**”).

**Item 5: Full Description of Material Change**

Pursuant to the terms of the Agreement, the Company has issued 40,000,000 common shares of the Company (the “**Purchase Shares**”) to Domenari and its assigns at a deemed price of \$0.02 per Purchase Share. The Purchase Shares are subject to a 36 month stock restriction vesting schedule pursuant to the Agreement.

On closing of the Transaction, the Company changed its name from Highmark Marketing to “Lightning Ventures Inc.” The Company also appointed Donald Rainwater to its board of directors and as its new President and CEO.

The Company is currently in the process of submitting the required documentation for the name change to the CSE and will continue to trade under the name Highmark Marketing Inc. and the symbol “HMK” until such time as the CSE has declared the name change effective. Once completed, the Company will announce the market effective date of the name change and its new trading symbol.

**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, VP Corporate Development  
Telephone: (778) 279 2555

**Item 9: Date of Report**

June 10, 2016

## Schedule “A”



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

### **HIGHMARK MARKETING INC. ACQUIRES LIGHTNING INDUSTRIES, INC.**

**VANCOUVER, CANADA--(June 1, 2016)** – Highmark Marketing Inc. (CSE:HMK) (the “Company”) is pleased to announce it has closed the share exchange agreement entered into on February 1, 2016 with Lightning Industries, Inc. and Domenari Capital LLC (the “Agreement”), whereby the Company acquired Lightning Industries.

#### **Share Exchange**

As consideration for 100% of the share capital of Lightning Industries, the Company has issued 40,000,000 common shares (the “**Purchase Shares**”) to various recipients. The recipients of the Purchase Shares are entitled to 2,000,000 common shares of the Company if Lightning Industries records a profit for one fiscal year, and 2,000,000 common shares in the Company if Lightning Industries records \$3,000,000 in revenues in any of the next three fiscal years (the “**Bonus Shares**”). Any Purchase Shares and Bonus Shares issued by the Company are subject to a stock restriction agreement with a 36 month vesting schedule.

#### **Changes to Management and the Board**

Upon closing of the Agreement, Marc Branson resigned from his position as Chief Executive Officer and President and was replaced in these roles by Donald Rainwater. Mr. Rainwater is the current CEO of Lightning Industries, Inc. and brings the Company many years of experience with international telecommunication and construction companies, as well as a business network in the oil and gas industry. Mr. Branson will remain with the Company in a role as VP Corporate Development.

Mr. Rainwater has also been appointed to the Company’s Board of Directors. The board now consists of four members: Marc Branson, David Taylor, Kevin Slichter and Donald Rainwater.

#### **Name Change**

In connection with the closing, the Company has filed a Notice of Alteration with the BC Corporate Registry to change its name from “Highmark Marketing Inc.” to “Lightning Ventures Inc.” The Company is currently in the process of submitting the required documentation for the name change to the CSE and will continue to trade under the name Highmark Marketing Inc. and the symbol “HMK” until such time as the CSE has declared the name change effective.

Once completed, the Company will announce the market effective date of the name change and its new trading symbol.

### **About the Company**

The Company is an oil and gas industrial services company. It operates a specialty manufacturing business based out of New Mexico through its subsidiary Lightning Industries, Inc., which provides products to enhance efficiency and increase the production of oil and gas wells. The Company also is engaged in the service and sale of water for industrial purposes in the oil and gas industry in Mexico with its joint venture partner, Tadham Energy.

For further information on Lightning, please contact:

#### **Marc Branson**

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Highmark Marketing Inc.  
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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 the Company, including future plans for acquisitions. Although the Company 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 the Company 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. The Company 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.*