

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Hillcrest Resources Ltd.
303-750 West Pender Street
Vancouver, B.C. V6C 2T7

Telephone: 604-609-0006

Item 2. Date of Material Change

News Release dated February 9, 2012

Item 3. News Release

News Release dated February 9, 2012 was filed on SEDAR on February 9, 2012 and disseminated via TheNewsWire on February 9, 2012.

Item 4. Summary of Material Change

Hillcrest announces Montana oil production.

Item 5. Full Description of Material Change

Vancouver, BC – February 9, 2012. Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH)) ” announces that the Company has been successful in its efforts to rework an oil well for purpose of daily production. The Tulla well, located in Pondera County Montana, was previously announced as purchased on November 7th, 2011.

Pursuant to the terms of the November Purchase and Sale Agreement, the Company acquired Longshot’s legal and beneficial right, title and interest in and to certain oil and gas properties in Pondera County, Montana including all oil and gas leases, all geological and geophysical data (including all seismic data) and copies of all records with respect to such oil and gas properties (collectively, the “**Properties**”). As consideration for the acquisition of the Properties (the “**Acquisition**”), the Company paid to Longshot \$350,000 in cash.

Upon closing, Hillcrest Resources installed down-hole and surface production facilities on location and commenced oil production. The well is currently producing oil at a sustained daily rate of approximately 10 bopd from a Mississippian aged Madison Group reservoir. We believe that this reservoir is capable of producing at a higher daily oil rate, but we will review the initial production data prior to making any changes such as modifications to the artificial lift system. In addition to monitoring and enhancing production performance, we

will complete sub-surface mapping of the property in order to identify offsetting drilling locations. We believe that this property is located within an attractive fairway, with hydrocarbon potential at multiple levels.

Following commencement of oil production, the Company has recently completed the first off-take of oil from the Tulla property.

Don Currie, CEO and Chairman states, "the recent results from the well are exciting to Hillcrest. We now have revenue streams from operations in both Montana and Texas. At present production rates, the Tulla well in Montana adds approximately \$25,000 a month to the revenues we receive from our Texas properties. The Company believes that the Tulla well is capable of producing oil at higher daily rates than it currently is and we will continue to explore ways to achieve that objective. Our mid and long term plans are focused on adding value through further development of our producing properties, as well as exploration and appraisal activities of our substantial undeveloped acreage, in Montana and Texas. We continue to be cash flow positive on an operating basis with revenues expected to grow stronger."

Hillcrest Resources Ltd. continues to monitor potential exploration and production opportunities in Montana and will advise as acquisitions occur."

For more information on Hillcrest Resources Ltd., please contact Donald Currie toll free at 1-855-609-0006 or visit the Company's website at www.hillcrestresources.com.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

Donald Currie, Chairman, CEO
Business Telephone No.: 604-609-0006

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 9th day of February, 2012.

(Signed) Donald Currie

Donald Currie
Chairman and CEO