

## 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 16, 2012

**Item 3. News Release**

News Release dated February 16, 2012 was filed on SEDAR on February 16, 2012 and disseminated via TheNewsWire on February 16, 2012.

**Item 4. Summary of Material Change**

Hillcrest purchases remaining interest in Arizona project.

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

**Vancouver, BC – February 16, 2012. Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH ) ”)** is pleased to announce they have purchased the override position formerly held by Arizona Energy Explorations LLC in the Pedregosa Basin leases and project in Cochise County, Arizona. Arizona Energy Exploration LLC held a 25% carried interest in the drilling of the first well, 25% of any seismic or exploration work done on the field and the right to participate for up to 25% of any future well drilled by Hillcrest Resources Ltd. The Company will purchase the carried interest for the price of 1,500,000 million common shares of Hillcrest Resources Ltd. Hillcrest Resources Ltd is now the sole owner and beneficiary of any work or exploration that may occur on the leases. The agreement in respect of the purchase is subject to TSX Venture Exchange approval.

Hillcrest Resources Ltd is also pleased to announce that it has retained DEUTSCHE INVESTOR RELATIONS GmbH (“DIRG”), to provide Hillcrest Resources Ltd with investor relations services in Europe. DIRG and the Company are at arm’s length. DIRG is a Berlin-based investor relations firm that provides a multitude of investor relations services to publicly traded companies looking to establish support in German-speaking Europe. DIRG will create an online presence for HRH through the creation of a corporate profile on [www.wallstreetonline.de](http://www.wallstreetonline.de), with the intent of creating a multifaceted investor relations program based on the profile.

Pursuant to an agreement between DIRG and HRH, DIRG will be paid 2,500 EURO per month to provide the said services for a period of 6 months, subject to an automatic 6 month renewals unless cancelled in advance by either party. In addition, DIRG has been granted an option to purchase up to 125,000 shares of HRH at C\$0.20 per share for a period of 24 months.

Don Currie, CEO and Chairman, states "The Company is eager to get our story out to investors interested in the oil and gas industry. DIRG has worked with a number of Canadian companies and has demonstrated the ability to increase European investor awareness in specific North American oil and gas exploration and development opportunities. We believe that DIRG will enhance our current efforts, which are primarily focused on North American investors.

We are also very pleased to have purchased the remaining carried interest in our Arizona project. The Company intends to pursue seismic and exploratory work on the 120,000 wholly owned acres during this calendar year. Our objective is to have oil and gas production in Arizona to go along with our current production in Montana and Texas.

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](http://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 16<sup>th</sup> day of February, 2012.

*(Signed) Donald Currie*

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Donald Currie  
Chairman and CEO