

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

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

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

**Item 2. Date of Material Change**

February 29, 2011.

**Item 3. News Release**

News Release dated March 8, 2012 was disseminated via Stockwatch and Market News and filed on SEDAR on March 8, 2012.

**Item 4. Summary of Material Change**

Hillcrest Resources Ltd. (the “**Company**”) has closed the first tranche of the previously announced private placement for gross proceeds of \$501,440.

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

**5.1 Full Description of Material Change**

Further to the Company’s news releases of February 2, 2012 and February 24, 2012, the Company has closed the first tranche of the non-brokered private placement of Units (the “**Offering**”).

The closing consisted of 2,785,778 units (the “**Units**”) at a price of \$0.18 per Unit for gross proceeds of \$501,440. Each Unit consists of one common share of the Company (a “**Share**”) and one-half of a common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Share at a price of \$0.30 per Share until February 28, 2014.

In connection with the Offering, the Company has paid Fin-XO Securities Inc. (the “**Finder**”) a cash commission in the amount of \$20,088, being 8% of the aggregate proceeds from the sale of Units to purchasers introduced by the Finder. The Company has also issued Warrants to the Finder to acquire 111,600 Shares, being 8% of the number of Units sold under the Offering to purchasers introduced by the Finder.

All securities issued under the Offering are subject to a four month hold period ending June 30, 2012 in accordance with applicable Canadian securities laws. The net proceeds of the Offering will be used for the completion of the previously announced Woodrow land purchase, for seismic testing and mapping on selected Montana parcels within the Issuer's control, and for general working capital.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officers**

The following senior officer of the Corporation is knowledgeable about the material change and this Material Change Report and may be contacted:

Donald Currie, Chairman, Chief Executive Officer and a Director, telephone: 604-609-0006.

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of March, 2012.