

## 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 May 7, 2012

**Item 3. News Release**

News Release dated May 7, 2012 was filed on SEDAR on May 7, 2012 and disseminated via TheNewsWire on May 7, 2012.

**Item 4. Summary of Material Change**

Hillcrest has been granted status as the lease and well operator on their wholly owned Tulla property in the State of Montana.

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

**Vancouver, BC – May 7, 2012. Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH) ) ” ”)** is pleased to announce they have been granted status as the lease and well operator on their wholly owned Tulla property in the State of Montana. The operator status applies State wide.

Obtaining approval from the State of Montana to act as a lease and well operator is significant, as the Company is no longer required to utilize outside contractors to conduct operations. The Company expects that there will be a transition from contractor to Hillcrest operational staff now that these approvals are in place. With the approval to operate now in place and approximately 28,000 acres leased already by the Company, the Montana project is poised to add potentially significant value to shareholders.

As previously announced, Hillcrest Resources Ltd, purchased the Tulla property in November of 2011. During December of 2011 and January 2012, the Company, through its contract operator at the time, completed the existing Tulla #1 well as a Madison Group oil producer and installed surface production and oil storage facilities. The Tulla #1 well was drilled in 1979 and was not completed for commercial production at that time. Following reentry of the well earlier this year production commenced in February at an average daily rate of approximately 10 bopd and has been producing consistently since then. Current production is approximately 13 bopd and the well generates positive cash

flow for the Company. We are reviewing the available seismic data, as regional well control has outlined a potential area of closure of approximately 640 acres. Pending our seismic and geological review the Company may shoot a 3D seismic survey over Tulla in the upcoming months. The Company is confident that additional offset well locations may exist at Tulla and that modern day completions, including horizontal drilling and fracture stimulation could increase the daily production rates considerably from that seen at Tulla #1.

Don Currie, CEO and Chairman, states “This is a crucial part of proceeding with our exploration and development plans in the State of Montana. We are eager to start evaluating our core acreage position and we are excited about getting started. We will provide additional details regarding timing of seismic and potential drilling

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 7<sup>th</sup> day of May, 2012.

*(Signed) Donald Currie*

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Donald Currie  
Chairman and CEO