

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 October 3, 2013.

Item 3. News Release

News Release dated October 3, 2013 was filed on SEDAR on October 3, 2013 and disseminated via TheNewsWire on October 3, 2013.

Item 4. Summary of Material Change

Hillcrest announces acquisition of Texas property leases

Item 5. Full Description of Material Change

Vancouver, BC – October 3, 2013. Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH)) ” announces that it has entered into an exploration agreement (the “Exploration Agreement”) regarding approximately 220 acres of certain oil and gas leases located in the Newton County, Texas, USA (the “Property”). Pursuant to the terms of the Exploration Agreement the Company will pay a total of USD\$92,476.00 to the vendor, representing the acquisition costs for the Property. The Company shall pay 100% of the costs to drill and complete any agreed upon target wells. There are no mandatory drilling obligations. The drilling costs and completion costs are recoverable by the Company from the proceeds of production from the well to which costs are attributable.

After completion of any well and payout of costs to the Company, all wells drilled on the Property are subject to a 50% back-in right of the vendor. The transaction is non arm’s length as a director and officer of the Company is party to the back-in right.

The terms of this acquisition will require the approval of the TSX Venture Exchange.

For more information on Hillcrest Resources Ltd, contact Donald Currie toll free at 1-866-609-0006 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 3rd day of October, 2013.

(Signed) Donald Currie

Donald Currie
Chairman and CEO