

## FORM 51-102F3

### Material Change Report

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

Hillcrest Resources Ltd.  
1180 – 888 Dunsmuir Street  
Vancouver, B.C. V6C 3K4

Telephone: 604-609-0006

**Item 2. Date of Material Change**

News Release dated October 24, 2013.

**Item 3. News Release**

News Release dated October 24, 2013 was filed on SEDAR on October 24, 2013 and disseminated via TheNewsWire on October 24, 2013.

**Item 4. Summary of Material Change**

Hillcrest begins Newton County Texas development plan and prepares for drilling.

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

**Vancouver, BC – October 24, 2013. Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH) )** is pleased to announce the Company has submitted applications for two additional development well locations located within their Newton County leases in Texas. These are in addition to the existing permit currently in place allowing for the drilling and potential completion of up to three wells in the area. The Company selected these location based upon review of seismic and well data as well as the production performance of the Company’s two producing wells in the area.

Hillcrest Resources has instructed our contract operator, responsible for the preparation and oversight of the drilling, to immediately begin site construction and to commence drilling as soon as a suitable rig is available. The drilling company contracted has advised a rig will be available in the month of November.

Don Currie, CEO and Chairman, states “Hillcrest Resources is commencing this development program after careful review of local well data as well as a review of seismic data. With the recent sale of a portion of our Montana acreage as well as the previously announced 2 million dollar debt facility, we have the resources to drill and potentially complete up to 3 wells in Newton County over the next 3-4 months. Our estimated drilling and completion costs for these wells are approximately 20% lower than in previous estimates, and the oil produced from the Newton County Leases receives Louisiana Light pricing, which has attracted a premium to West Texas Intermediate pricing of as much as

\$15 per barrel over the last twelve months. The combination of reduced drilling costs and attractive product pricing makes this an ideal time to undertake the development program.

We are excited about the potential production increase and the impact on our overall revenue upon the successful execution of this drilling campaign.”

The Company will advise when the rig is onsite and drilling has commenced.

**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](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 24<sup>th</sup> day of October, 2013.

*(Signed) Donald Currie*

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Donald Currie  
Chairman and CEO