

## 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 April 9, 2014.

**Item 3. News Release**

News Release dated April 9, 2014 was filed on SEDAR on April 9, 2014 and disseminated via TheNewsWire on April 9, 2014.

**Item 4. Summary of Material Change**

Hillcrest's Nadsoil Brown # 1 Well commences oil production

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

**Vancouver, BC – April 9, 2014 - Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH) )** is pleased to announce that surface facility installation is now complete and the Nadsoil Brown #1 well, located in Newton County, Texas, has commenced oil production for sales. As previously reported the well was drilled to a total depth of 7,504 feet and completed as a potential oil producer, and was then shut in pending the installation of the required surface facilities. Hillcrest has a 100% working interest in this well which represents the Company's largest working interest in any well to date. Hillcrest will now have oil and/or gas production from all 4 wells it has drilled within the Newton County acreage.

Drilling operations on the Brown #1 well commenced on 22<sup>nd</sup> February, 2014 and reached the planned total depth of 7,504 feet on 5<sup>th</sup> March, 2014. Interpretation of wireline logs, and sidewall cores recovered from the well-bore, indicated the presence of a significant oil column. The results of an initial production test were very positive. A 2.5 foot interval located near the base of the interpreted oil column was perforated and flow tested. After unloading the drilling fluids, the well commenced flowing oil to surface at a rate of approximately **44 barrels of oil per day (bopd)** with an **API gravity of 42 degrees**, 100,000 cubic feet of gas per day (mcfcpd) on a 8/64” choke along with approximately 40 barrels of water per day. Various choke sizes will be tested over the coming days to determine the optimum initial production rate for this well.

“The Brown #1 is a significant asset for Hillcrest” states Don Currie, the Company's CEO and Chairman. “The initial production test from the well was very encouraging, particularly as the perforated interval is located near the base of the interpreted oil column.

More of the pay zone will be perforated over time with the objective of potentially increasing the daily flow rate to **production of 80 to 100 barrels per day**. If flow rates such as these are achieved, then this 100% working interest oil well will be the Company's largest single oil producer and by extension our largest revenue producer."

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 9<sup>th</sup> day of April, 2014.

*(Signed) Donald Currie*

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Donald Currie  
Chairman and CEO