

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 May 1, 2014.

Item 3. News Release

News Release dated May 1 2014 was filed on SEDAR on May 1, 2014 and disseminated via TheNewsWire on May 1, 2014.

Item 4. Summary of Material Change

Hillcrest's Nadsoil Brown #1 Well production update.

Item 5. Full Description of Material Change

Vancouver, BC – May 1, 2014 - Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH)) As previously announced the surface facility installation has been completed and the Nadsoil Brown #1 well, located in Newton County, Texas, commenced oil production for sales on April 9, 2014 and commenced gas production for sales on April 19, 2014. The well, drilled to a total depth of 7,504 feet, has produced oil and gas at a daily average of **71 barrels of oil equivalent per day (boepd)** on a severely restricted choke of 8/64th of an inch, since commencing the gas sales. Hillcrest has a 100% working interest in the Brown #1, which represents the Company's largest working interest in any well to date.

The Brown #1 well is producing both oil and natural gas from perforations over a 2.5 foot interval located near the base of the interpreted oil column. The well commenced production in early April, and the average daily production since then has been approximately 45 barrels of oil per day (bopd) and approximately 43 barrels of water per day (bwpd). A gas line has also been installed so that the natural gas associated with the oil production can be captured and sold. Since installation of the gas line, the average daily oil production has increased to an average of 55 bopd and the average rate of gas production has been approximately 370,000 standard cubic feet per day (scfpd). Converting the gas production to barrels of oil equivalent on a revenue basis, the well has produced an average of 71 boepd since commencing both oil and gas production. The Company is monitoring the production rates and is considering options for optimization of production from the currently producing interval, including the possibility of adding additional perforations to increase the oil production rate. There are multiple additional

pay intervals within this well-bore, as identified from wire-line logs and sidewall cores, and these will be brought into production over time.

“The Brown #1 well is continuing to prove valuable to Hillcrest” states Don Currie, the Company’s CEO and Chairman. “The initial production test from the well was very encouraging and with oil and gas production stabilizing we consider the first month of production a significant success. Additional perforations over the current pay zone may be added in due course with the objective of increasing the daily flow rate while maximizing the ultimate hydrocarbon recovery from the zone. At current oil and gas production rates, this 100% working interest well is the Company’s largest single producer on a barrels of oil equivalent (boe) basis 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

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 1st day of May, 2014.

(Signed) Donald Currie

Donald Currie
Chairman and CEO