

**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 April 8, 2011

**Item 3. News Release**

News Release dated April 8, 2011 was filed on SEDAR on April 8, 2011 and disseminated via TheNewsWire on April 8, 2011.

**Item 4. Summary of Material Change**

Hillcrest Resources Ltd provides corporate update

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

**Vancouver, BC – April 8, 2011. Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH) is pleased to provide the following update on the Company’s current activity and plans for the immediate future.**

Hillcrest completed its initial public offering pursuant to its prospectus (the “Prospectus”) dated March 3, 2011 and effective on March 22, 2011, the Company’s common shares commenced trading on the TSX Venture Exchange under the symbol HRH. Proceeds from the initial public offering will be used to further evaluate the Company’s Hartburg property in Newton County, Texas and for general corporate purposes as more particularly described in the Prospectus (a copy of which is available under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com)).

Prior to the completion of its initial public offering the Company and its joint venture partner Delta Oil & Gas Ltd. commissioned the drilling and completion of the Donner #1 well in Newton County, Texas. The well came onto production in August of last year and has produced at a restricted rate of an average of 42 barrels per day (bopd) with no decline in pressure or introduction of water since inception to the end of February. Donner #1 then averaged 47 barrels per day at a restricted rate in March. Hillcrest owns a 54% net working interest before payout and a

22.5% net revenue interest after payout in the Donner #1 on terms more particularly described in the Prospectus.

The use of proceeds from the initial public offering is described in the Prospectus and will be used for, among other things, to further develop the Hartburg property and drill a minimum of two additional wells. The Donner #2 site is being prepared and is slated for spud in late April or early May of this year. Availability of a rig is the key determining factor of the drilling date. Hillcrest has been placed on a rig slot rotation and the Company will disseminate a further news release when the Company has secured a rig. Drilling is expected to take approximately 10-12 days to reach total depth, after which a decision to complete the well will be made. Donner #3 is expected to follow closely after Donner #2. Hillcrest owns a 48% net revenue interest in Donner #2 and #3 before payout and a 27% net revenue interest after payout on terms more particularly described in the Prospectus.

Hillcrest also owns 30% of a producing project in Polk County, Texas on terms more particularly described in the Prospectus. The Livingstone project is currently producing approximately 20 bopd from 4 wells. Additional behind pipe potential, reworking of existing wells to increase production and the drilling of a deeper prospect located beneath our existing production will be a focus for the Company this year.

For technical disclosure related to the Donner prospects of the Hartburg project generally, please see the Company's National Instrument 51-101 report dated effective June 30, 2010 a copy of which is available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

The Company's CEO Mr. Donald Currie states "We are excited about the start of our new public company. Hillcrest already has two properties which are producing revenue on a monthly basis. With drilling of the Donner #2 in the next 4-6 weeks, we would hope more production and revenue will be added to the bottom line. The Company is looking to expand our existing production base and also look to pursue other drilling and production opportunities as they present themselves and as financing is available. We thank all the shareholders who were part of Hillcrest prior to the initial public offering and we welcome the new shareholders who have invested and supported the initial public offering."

#### Contact Information

For more information on Hillcrest, contact Donald Currie toll free at 1-855-609-0006 or you can visit Hillcrest'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 8th day of April, 2011.

*(Signed) Donald Currie*

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Donald Currie  
Chairman and CEO