

## 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 June 27, 2011

**Item 3. News Release**

News Release dated June 27, 2011 was filed on SEDAR on June 27, 2011 and disseminated via TheNewsWire on June 27, 2011.

**Item 4. Summary of Material Change**

Hillcrest Resources Ltd spuds Donner #2 well.

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

**Vancouver, BC – June 27, 2011. Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) (TSX-V: HRH)** is pleased to announce they have commenced drilling on the Donner #2 well located on the Hartsburg property located in Newton County Texas. As previously announced, the Company had been placed on a rig slot rotation list and was advised the rig owned by Big 6 Drilling would arrive Thursday June 23<sup>rd</sup>. Nadsolco LLC, the operator of the exploration program, advised the rig did in fact arrive and would commence drilling on or before June 27<sup>th</sup>.

The Company intends to drill the Donner #2 to a depth of 7600 feet with the objective of accessing both oil and gas zones within the well. 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 #1 was drilled and completed August of 2010 and has been a source of revenue for the Company since that time. The information and experience gained from drilling Donner #1 has been valuable to the operators in deciding the location of Donner #2 and in deciding how to complete the well should the working interest partners proceed in that direction. Hillcrest Resources Ltd owns a 48% net revenue interest in Donner #2 before payout and a 27% net revenue interest after payout.

Donner #1 was drilled and completed in the 3<sup>rd</sup> quarter of 2010. Production from the well has been constant at a daily sustained average of 47 barrels per day since August 5<sup>th</sup> 2010. The well has experienced no drop in pressure and no water in the oil since the beginning of production. Donner #1 is expected to reach payout of all original acquisition and drilling costs before the end of this month. Payout has occurred in slightly less than 11 months.

The Company's Chairman and CEO Mr Donald Currie states "We are excited about the drilling of Donner#2. Over the next few weeks total depth will be reached and decision whether to complete made. Donner #2 is part of an exploration program the Company had previously outlined on the Hartsburg property in Newton County. With a producing first well, we are excited about the value a successful Donner #2 would add to the Company. Our objective of increasing production and revenues through our exploration program will continue with Donner #3 shortly after the work program on Donner #2 is complete.

For more information on Hillcrest Resources Ltd, contact Donald Currie toll free at 1-855-609-0006 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 27th day of June, 2011.

*(Signed) Donald Currie*

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Donald Currie  
Chairman and CEOa