51-102F3 Material Change Report

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

DIAMONDS NORTH RESOURCES LTD.
Suite 1100 – 1111 Melville Street
Vancouver, B.C.
V6E 3V6

Item 2 Date of Material Change

State the date of the material change.

June 13, 2012

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

NR #12-06 dated June 13, 2012 was disseminated by Marketwire.

Item 4 Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Diamonds North Resources (TSX-V: DDN) and Uranium North Resource Corp. (TSX-V: UNR) ("the Companies") announce the acquisition of the Empire Creek Gold/ Silver property in Washington State.

The property was acquired by staking Federal controlled land in two separate blocks. The main block covers a 1.1 square kilometre area with rock samples showing elevated to high grade gold and silver values.

5.1 Full Description of Material Change

Supplement the summary required under Item 4 with sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

Other additional disclosure may be appropriate depending on the particular situation.

Highlights from a previous trenching program include results as high as 39.8 g/t gold over three metres and a drill intercept of 18.3 metres assaying 12.1 g/t gold with 150 g/t silver.

The property is 10 kilometres south of the K2 Mine and only 20 kilometres by existing roads, from the Kinross Kettle River Mill. Both Empire Creek and the K2 Mine are hosted within the Republic Graben structure. From 1996 to 2005 the K2 Mine produced almost 500,000 ounces of gold at an average grade of 7.44 g/t from an epithermal style gold vein system. Mining at K2 was entirely underground.

Known gold occurrences at Empire Creek are related to replacement style mineralization; however, being on the same structure as the K2 Mine, epithermal style mineralization is also a target.

A total of 24 holes on the property and 14 additional holes in the area were drilled in the 1980's. The top 10 intercepts on the property are shown in Table 1 below. Drilling included a combination of angled and vertical reverse circulation, rotary and core holes. There are also two adits on the property. Previous drilling and sampling appears to have been quite random in nature and focused on the eastern side of the property. Numerous surface samples with high gold on the western side of the property have never been drill tested.

Table 1. Drilling Highlights

Hole	From (m)	To (m)	Interval	Gold g/t	Silver g/t
DD -2	25.9	29.0	3.0	26.4	24.8
DD -2	54.3	62.5	8.2	2.8	6.2
DD -2	74.7	78.6	4.0	6.0	35.2
DD -3	70.1	74.7	4.6	12.5	119.8
DD -4	77.7	81.4	3.7	8.3	28.0
DD -4	85.3	90.2	4.9	3.4	19.7
DD - 7	29.0	32.0	3.0	5.4	12.0
E-1	91.1	93.0	1.8	6.5	91.2
EC - 5	54.9	73.2	18.3	12.1	150.0
EC - 9	54.9	61.0	6.1	3.0	3.3

These values represent drill intercepts not true thicknesses.

"Untested high grade mineralized gold zones within 20 kilometres of an operating gold mill represents a significant opportunity and fits with the Companies strategy of targeting high grade deposits that can be mined underground," says Mark Kolebaba, President and CEO of the Companies.

The 2012 exploration program on the Empire Creek property will include mapping, prospecting and magnetic surveying, focusing on the high grade zones that have never been drill tested.

Diamonds North Resources Ltd. and Uranium North Resources Corp. have formed and jointly own Minerals North LLC, a Nevada registered company with the objective to explore mineral potential in Washington State. This partnership demonstrates the Companies' commitment to increasing shareholder value while maintaining a low cost. The Companies are actively seeking joint venture partners for our northern Canadian projects as they represent significant opportunity.

Each property has a 0.25% royalty payable to a consulting geologist. Each royalty may be purchased at any time for the value of 300 ounces of gold.

Graham Gill P.Geo is the Qualified Person as defined by National Instrument 43-101 reviewing the data in this news release. The historical work is from private reports written by AMACO, Curlew Lake Resources, US Borax and Kimberley Gold Mine. These reports have not been verified by the Company, however, it appears to have been completed under standard best practices consistent with the time and appears to be of reasonable quality.

5.2 Disclosure for Restructuring Transactions

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its security holders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

INSTRUCTIONS

(i) If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

(ii) If you incorporate information by reference to another document, clearly identify the referenced document or any excerpt from it. Unless you have already filed the referenced document or excerpt, you must file it with the material change report. You must also disclose that the document is on SEDAR at www.sedar.com.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

NO INFORMATION HAS BEEN OMITTED.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

MARK KOLEBABA
Tel. (604) 689-2010

Item 9 Date of Report

This report is dated the 13th day of June, 2012.