

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Highland Resources Inc.
Suite 750 – 580 Hornby Street
Vancouver, B.C. V6C 3B6

Item 2 Date of Material Change

November 4, 2009

Item 3 News Release

Issued in Vancouver, British Columbia on November 4, 2009 and distributed through Marketwire.

Item 4 Summary of Material Change

The Company announced that follow-up field work on the Rickaby Property (the “Property”) has continued under GeoVector Management Services Inc. (“GeoVector”) of Ottawa, Ontario, who has been engaged by the Company to manage the exploration program on the Property. The Property, comprised of 88 mineral claims over approximately 18,624 acres in the Beardmore-Geraldton Belt of the Thunder Bay Mining District, Ontario, is situated adjacent to Kodiak Exploration’s Hercules gold project, where drill results included 15.59g/t over 16.60m (see Kodiak press release of September 19, 2006), and channel sampling up to 32.96g/t over 11.60m (Kodiak press release dated October 1st, 2007) has been reported.

Due to the positive results as reported in the Company’s press release of August 17, 2009, GeoVector completed mapping and channel sampling at various targets on the Rickaby Property, including the Zeus claim, Lapilli trench and the Orphan Mine area. Trenching and mapping were also completed at Foisey-Larson, with channel sampling proceeding, and trenching was also completed at a new sulphide target, with mapping and sampling to be carried out this week.

To date, GeoVector has collected approximately 500 samples, with the objective of concluding the program with approximately 800 samples before channel sampling and prospecting are shut down for the winter. Line cutting for ground geophysics has already commenced on promising targets, and IP, VLF and magnetic surveying will begin soon and extend into December. Work programs will be reactivated in January 2010 following appraisal of the results of the current surface work and the ground geophysical surveying. A 3000m 15 hole diamond drill program will commence by mid January and continue into March 2010. Diamond drilling will target the Zeus and Orphan veins and the Foisey Larson shear zone vein and possible extensions to the Kenty Zone VMS deposit that may be defined by the geophysics.

Results to date include the following:

1. The Zeus trench exposed a quartz vein up to 1 meter thick within a shear zone over approximately 25 meters of strike. Although the better mineralised shear and vein is fairly narrow (less than 2 meters wide), it occurs in a large shear system. Additionally two grab samples taken in June from a small outcrop

exposure on this zone were both anomalous in gold (3.76 g/t in quartz vein and 1.36 g/t gold in shear). Finally the fact the shear/vein strike is trending parallel to the strike of Kodiak's Golden Mile Zone is considered very significant, and therefore Zeus is considered a high priority target.

2. The Foisey-Larson trench exposed a 45 meter wide shear zone in a granite to grano-diorite host rock. This zone was subsequently trenched 40 meters north along the shear strike over a 25m width on the western side of the 45 meter wide zone. A wide vein (up to 4 meters thick) and an accompanying wide zone of intense mineralized shear (up to 15 meters wide) were exposed. Both are mineralized with pyrite.
3. Prospecting has revealed massive sulphide mineralization southeast of the historically drilled Kenty Zone, and coincident with airborne survey EM anomalies.

Item 5 Full Description of Material Change

See attached news release.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

Contact: Roger Blair, President
Telephone: (604) 602-4935

Item 9 Date of Report

November 4, 2009

HIGHLAND RESOURCES INC.

November 4, 2009

Trading Symbol: HI

NEWS RELEASE

Field Work Continues on Highland's Rickaby Property

Vancouver, B.C. ... Further to its news release of August 17, 2009, **Highland Resources Inc.** (the "Company") reports that follow-up field work on the Rickaby Property (the "Property") has continued under GeoVector Management Services Inc. ("GeoVector") of Ottawa, Ontario, who has been engaged by the Company to manage the exploration program on the Property. The Property, comprised of 88 mineral claims over approximately 18,624 acres in the Beardmore-Geraldton Belt of the Thunder Bay Mining District, Ontario, is situated adjacent to Kodiak Exploration's Hercules gold project, where drill results included 15.59g/t over 16.60m (see Kodiak press release of September 19, 2006), and channel sampling up to 32.96g/t over 11.60m (Kodiak press release dated October 1st, 2007) has been reported.

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width on the western side of the 45 meter wide zone. A wide vein (up to 4 meters thick) and an accompanying wide zone of intense mineralized shear (up to 15 meters wide) were exposed. Both are mineralized with pyrite.

3. Prospecting has revealed massive sulphide mineralization southeast of the historically drilled Kenty Zone, and coincident with airborne survey EM anomalies.

Discovery of new zones of mineralization and extensions to known zones are encouraging.

The work program at the Rickaby Property was designed and conducted by Joseph Campbell (P.Geol.), President of GeoVector, who is the Company's qualified person on the project as required under NI 43-101 and has prepared the technical information contained in this press release.

ON BEHALF OF THE BOARD

Signed "Roger Blair"

Roger Blair, President and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.