

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

June 14, 2010

Item 3 News Release

Issued in Vancouver, British Columbia on June 14, 2010 and distributed through Stockwatch and Market New.

Item 4 Summary of Material Change

See attached news release.

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

June 14, 2010

HIGHLAND RESOURCES INC.

June 14, 2010

Trading Symbol: HI

NEWS RELEASE

Private Placement Arranged

Vancouver, B.C. ... Highland Resources Inc. (the “Company”) announces it has arranged a non-brokered private placement for gross proceeds of \$220,000. The private placement will consist of 4,000,000 Units at a price of \$ 0.055 per unit. Each unit is comprised of one common share of Highland and one transferable common share purchase warrant, each warrant exercisable for a period of two years from the date of issue to purchase one common share of Highland at a price of \$0.10 per share.

The net proceeds of the private placement will be added to working capital and will be used to continue the 2010 - 2011 exploration program for the Rickaby Property designed by GeoVector Management Services Inc. (“GeoVector”) of Ottawa, Ontario, who have been engaged by the Company to manage the exploration program on the Rickaby Property.

The private placement is subject to TSX Venture Exchange acceptance and required regulatory approvals. All of the securities issued pursuant to this offering will have a hold period expiring four months after the closing date.

ON BEHALF OF THE BOARD

Signed “Roger Blair”

Roger Blair, President

FOR FURTHER INFORMATION PLEASE CONTACT:

Telephone: 1-604-602-4935

Facsimile: 1-604-602-4936

Contact: Roger Blair

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.