

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 25, 2010

Item 3 News Release

Issued in Vancouver, British Columbia on June 28, 2010 and distributed through Stockwatch and Market News.

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 28, 2010

HIGHLAND RESOURCES INC.

June 28, 2010

Trading Symbol: HI – TSX.V

NEWS RELEASE

Highland's Offer to Acquire 49% Interest in Rickaby Property Expires

Vancouver, British Columbia, June 28th, 2010 ... Further to its offer to acquire the 49% interest held by Canadian Prospector Inc. ("CPI") in certain properties located in the Beardmore-Geraldton area of the Thunder Bay Mining District, Ontario (the "Rickaby Property") (see press release of June 18, 2010), **Highland Resources Inc.** (the "Company") reports that the period for acceptance of its offer to CPI has expired and no communication has been received from CPI. Highland had offered to acquire CPI's 49% interest in the Rickaby Property, free and clear of all encumbrances, in consideration of a cash payment of \$250,000 to CPI and the issuance of 1.8 million shares of Highland to CPI's shareholders. CPI is a private Alberta corporation.

The Rickaby Property is comprised of 88 mineral claims consisting of approximately 18,624 acres in an area known to host numerous gold deposits along with hosting numerous base metal occurrences. The claims are subject to a 3% net smelter return royalty in favour of Jamie Wheeler, the President and Chief Executive Officer of CPI.

In its press release of April 29th, 2010, Highland announced that it had given notice to CPI that Highland had completed all of its obligations to complete the purchase of a 51% interest in the Property. Highland is recorded as title holder to the Rickaby Property with the Ministry of Northern Development, Mines and Forestry, Ontario.

The shares issued by Highland to acquire its interest, being 2,916,666 common shares of the Company are now eligible to be released from escrow and, in accordance with the provisions of the Purchase Agreement, delivered to CPI's shareholders. To date, the Company has not received a shareholder list from CPI in order to enable Highland to deliver the shares to CPI's shareholders as originally agreed under the Purchase Agreement. If a shareholder list is not forthcoming from CPI, the Company will take such action as it deems necessary to enforce the provisions of the Purchase Agreement.

ON BEHALF OF THE BOARD

Signed "Roger Blair"

Roger Blair, President and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

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Facsimile: 1-604-602-4936

Contact: Roger Blair

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