

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

April 1, 2011

Item 3 News Release

Issued in Vancouver, British Columbia on April 1, 2011 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 (ext 208)

Item 9 Date of Report

April 1, 2011

HIGHLAND RESOURCES INC.

News Release

Highland Continues Negotiations for the Acquisition of Michigan Copper Properties

April 1, 2011

HI- TSXV

Vancouver, British Columbia – Highland Resources Inc. (the “**Company**”) provides this update to its press release dated January 5, 2011, covering the acquisition of an interest in and development of certain copper resources located in Keweenaw and Houghton Counties, Michigan. Although the non-binding Letter of Intent expired yesterday, positive negotiations are ongoing with the vendors towards achieving both parties’ mutual goal of finalizing and executing the definitive agreement (the “**Agreement**”).

In addition to the execution of the Agreement, the transaction is subject to, among other matters, receipt of certain third party consents, and receipt of all required regulatory approvals, including the approval of the TSX Venture Exchange.

ON BEHALF OF THE BOARD

Signed “Robert Eadie”

Robert Eadie, Chief Executive Officer and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

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Contact: Robert Eadie

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.