

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

New High Ridge Resources Inc.
Suite 400 -- 409 Granville Street
Vancouver, BC V6C 1T2

Item 2 Date of Material Change

January 28, 2011

Item 3 News Release

The news release was disseminated on January 28, 2011 by Stockwatch.

Item 4 Summary of Material Change

The Company announced that it has closed a non-brokered private placement of 5,000,000 units at \$0.13 per unit for gross proceeds of \$650,000.

The Company also announced the granting of a total of 440,000 incentive stock options to directors, officers, and consultants of the company that are exercisable at \$0.30 per share for a period of five years subject to the Company's stock option plan.

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

Not Applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

For more information, please contact Mark McLeary, President & CEO,
Telephone: 604.678.2531

DATED: January 31, 2011

"Mark McLeary"

Per: Mark McLeary
 President and Chief Executive Officer

NEW HIGH RIDGE RESOURCES INC.

Suite 400 – 409 Granville Street

Vancouver, BC, V6C 1T2

Telephone: (604) 678-2531

NEWS RELEASE

Trading Symbol TSX-V: NHR

New High Ridge Announces Final Approval for Private Placement

Vancouver, British Columbia (January 28th, 2011) – New High Ridge Resources Inc. (“New High Ridge” or the “Company”) is pleased to announce that final approval has been received from the TSX-Venture Exchange for the previously announced private placement (see news releases dated January 4, 2011 and January 18, 2011) in the Company at a price of \$0.13 per Unit. The private placement consisted of 5,000,000 Units for gross proceeds of \$650,000. A Unit consists of one common share and one non-transferable common share purchase warrant valid for two years that will entitle the holder to purchase one additional common share at a price of \$0.20 within the first year and \$0.30 in the second year. The warrants will expire on January 28, 2013. All Shares and Warrants issued pursuant to the Offering are subject to a hold period ending on May 29, 2011.

The Company paid a total of \$16,640 and issued 128,000 warrants to Haywood Securities Inc. and \$2,600 and 20,000 warrants to Leede Financial Markets Inc. as finder's fees for the private placement. The terms for these warrants are the same as those of the financing.

Stock Options:

The Company also announces the granting of a total of 440,000 incentive stock options to directors, officers, and consultants of the company that are exercisable at \$0.30 per share for a period of 5 years, subject to the Company's stock option plan.

About New High Ridge Resources Inc.

New High Ridge Resources is a British Columbia focused exploration company with two wholly owned advanced exploration projects: the Newton Mountain property (Au-Cu porphyry) 35 km north of Taseko Mine's Prosperity (formerly Fish Lake) Au-Cu project ; and the Chuchi property (Cu-Au porphyry) 30 km NW of Terrane's Mt. Milligan project.

The wholly owned Newton Mountain property is currently optioned to Amarc Resources Ltd. Amarc is aggressively drilling our Newton Mountain property with two drills as part of their fully funded 28 hole drill program designed to follow up on the major discovery made in 2009 that included:

- 189 meters grading 1.56 g/t gold, including 99 metres grading 2.76 g/t gold in hole 9004; and
- 138 metres grading 0.74 g/t gold, including 63 metres grading 1.17 g/t gold in hole 9014

ON BEHALF OF THE BOARD OF DIRECTORS

“Mark A. McLeary”

President

Neither 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.