FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

High River Gold Mines Ltd.
155 University Avenue
Suite 1700
Toronto, Ontario M5H 3B7

Item 2 Date of Material Change

October 3, 2007

Item 3 News Release

A news release was issued on October 3, 2007 through the facilities of Marketwire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

High River Gold Mines Ltd. ("**High River**" or "**the Company**") announced it is considering the spin out of the Prognoz Silver Project based on the recommendations of Cormark Securities Inc. following a review of High River's assets to determine strategic alternatives available to the Company to enhance shareholder value.

Item 5 Full Description of Material Change

Refer to attached press release for further details.

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

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

David Mosher, President, (416) 947-1440

Item 9 Date of Report

October 12, 2007

HIGH RIVER GOLD MINES LTD.

By: ________________________________

David Mosher
President

HRG

HIGH RIVER GOLD

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PRESS RELEASE **TSX:HRG**

HIGH RIVER GOLD CONSIDERING THE SPIN OUT OF THE PROGNOZ SILVER PROJECT

Toronto, October 3, 2007 – On December 4, 2006, High River Gold Mines Ltd. (**"High River"** or **the "Company"**) announced that the Strategic Review Committee (the "Committee") of the Board of Directors had been commissioned with the task of evaluating corporate reorganization alternatives that could achieve full recognition of the value of High River's collective assets in its share price.

The Committee engaged the services of Cormark Securities Inc. ("Cormark"). Cormark completed their review of High River's assets and, on June 15th, 2007, provided their recommendations with respect to strategic alternatives available to the Company to enhance shareholder value.

Cormark evaluated the following alternatives:

a) Retain all assets in High River (Status Quo)

b) Retain all "gold" assets in High River and spin out the Prognoz "silver" Project

c) Split the assets by geography and create:

  1) a West African "gold" Company, and

  2) a Russian "gold/silver" Company

d) Sell the Company's Russian assets

Having established five important attributes of successful public companies, Cormark expects High River's relative position on a number of these attributes to improve in the near term. With the successful development of the two new gold mines, Taparko-Bouroum and Berezitovy, Cormark expects the equity market to reward the Company with a higher trading price for the Company's shares through an increasing premium as the Company continues to deliver on its business plan and reduce execution risk. Based on these expectations, Cormark recommended either alternative (a) or alternative (b).

High River has made excellent progress on the two key activities in its 2007 business plan, achieving commercial production status at both the Taparko-Bouroum Gold Mine in Burkina Faso and the Berezitovy Gold Mine in Russia. Taparko-Bouroum achieved commercial production on September 24th, and Berezitovy is scheduled to achieve commercial production in the last half of November.

High River's Board of Directors reviewed the recommendations from Cormark and is leaning toward alternative (b), the spinning out of the Prognoz Silver Project, especially if the spin-out vehicle were to hold 100% of the Project. While being an excellent asset on a standalone basis, the silver asset is non-core to High River and is currently ascribed little value by the market. If a pure silver vehicle were to be created, which held 100% of the Prognoz Project, it could add significant value to the High River shareholder.

The Prognoz Silver Project is a world-class silver asset and as a spin-out into a new company would be expected to receive a premium valuation. Currently OJSC Buryatzoloto ("Buryatzoloto"), owned 85% by High River, has a 50% direct interest in the company holding the license to the Prognoz Silver Project and is the project operator. A company holding 100% of Prognoz would potentially hold one of the largest and one of the highest grade pure silver projects in the world. High River would benefit from the market valuation of its share position in the spin-out company.

High River has already started to organize for the implementation of this initiative.

Background

During 2006, Buryatzoloto acquired a 50% interest in and operatorship of the Prognoz Silver Project ("Prognoz"), situated in the Republic of Sakha (Yakutia) of the Russian Federation. This 56 square kilometre property hosts over 30 epithermal veins which, on average, are: 2 to 4 metres wide, several kilometres long, and several hundred metres deep. Based on extensive historical work prior to acquisition, consisting of 89 diamond drill holes (17,805 metres) and 317 trenches (17,756 metres), the Prognoz Silver Project has a historical resource estimate using the Russian Classification System (non Canadian National Instrument NI 43-101 compliant) as follows:

	Tonnes (t)	Grade (g/t)	Contained Silver (oz)
Historical C2 Reserves	4,989,000	875.5	141,000,000
Historical P1 Resource	2,346,399	708.3	53,000,000

The above estimates are based on only two (Glavnoye and Boloto) of the more than 30 veins on the Prognoz property.

> *These estimates have been calculated according to standard Russian industry practice and do not conform to the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) standards and definitions for resource estimates, as set out in Canadian National Instrument 43-101 ("NI 43-101"). These estimates should not be relied upon until fully confirmed by a NI 43-101 compliant independently estimated resource calculation.*

Fill-in Drilling for NI 43-101 Resource Estimate

- Fill-in drilling began in May 2006, shortly after the acquisition of Prognoz, and has been continuing virtually unabated since that time. During 2006, a total of 85 core holes were drilled. In 2007 to the end of June, an additional 177 core holes were completed. Currently five drill rigs are operational on the property. Results of the drilling show continuous mineralization and economic grade-thicknesses. The average grade-thickness of all core hole assays received to-date is 92% of the comparable historical value, showing excellent correlation to historical results.
- MICON International Ltd. ("MICON") visited the property in June 2007, and is currently calculating a Canadian National Instrument 43-101 compliant interim resource estimate for the property. The MICON report is expected to be completed by mid-November 2007.

Other Activity

- Two bulk samples, totalling 17 tonnes, have been shipped to laboratories for metallurgical testing.
- Construction of an access road to the property has begun.
- Buryatzoloto has negotiated a contract with the IRGIREDMET laboratory in Irkutsk to alleviate the significant backlog of assay results from Prognoz. This well-equipped and highly regarded assay and metallurgical laboratory began processing 5,000 samples per month for the 4 month period beginning August 1, 2007.

About High River

High River is bringing two new open-pit gold mines into production this year, the Taparko-Bouroum Gold Mine in Burkina Faso (September) and the Berezitovy Gold Mine in Russia (4th quarter). Annual gold production from Taparko-Bouroum is planned at 100,000 ounces for the first 12 months increasing to over 140,000 ounces in the third year of operation, and annual production from Berezitovy is expected to exceed 100,000 ounces. Combined with gold production from High River's 85%-owned Russian subsidiary, OJSC Buryatzoloto, High River's attributable unhedged gold production is expected to be approximately 175,000 ounces in 2007, and to exceed 300,000 ounces in 2008. In addition, the Company has two advanced exploration projects, the Bissa Gold Project in Burkina Faso and the world-class Prognoz Silver Project in Russia. These projects are expected to significantly add to the Company's production profile in the future.

For more information: Dan Hrushewsky – Vice President, Investor Relations
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Forward Looking Statements - This press release contains forward-looking statements based on current expectations. These forward-looking statements entail various risks and uncertainties that could cause actual results to differ materially from those reflected. Risk and uncertainties about the Company’s business are more fully discussed in the Management‘s Discussion and Analysis published in the Company’s Annual Report and in the Annual Information Form.