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

April 16, 2008

Item 3 News Release

A news release was issued on April 16, 2008 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 the appointment of Mr. Michael D. Kelly, P. Eng., as the Company's new Executive Vice President and Chief Operating Officer, effective June 2nd, 2008.

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**

April 16, 2008.

HIGH RIVER GOLD MINES LTD.

By: ______________________________
David Mosher
President

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PRESS RELEASE **TSX:HRG**

HIGH RIVER GOLD ANNOUNCES NEW CHIEF OPERATING OFFICER

Toronto, April 16, 2008 - High River Gold Mines Ltd. ("High River" or the "Company") is extremely pleased to announce the appointment of Michael D. Kelly, P. Eng. as the Company's new Executive Vice President and Chief Operating Officer, effective June 2nd, 2008.

Mr. Kelly has worked in the mining industry for 33 years and brings diverse operating experience in large and small mining projects including both open pit and underground operations. Mr. Kelly has been Vice President of Operations at the Rio Tinto Diavik Diamond Mines since June 2006 where he was responsible for all mining, processing and support activities at the 10,000 tonnes per day operation, comprised of two open pits and an underground operation. He previously held senior operating management positions with Inco Ltd., and the Kinross Gold Corp.- High River Gold Mines Ltd. Joint Venture.

Mr. Kelly graduated from Queen's University with a Master of Science in 1983 and a Bachelor of Science, Mining Engineering, in 1982.

David Mosher, President and CEO of High River commented: "I got to know Mike when he was first Mine Superintendent, then promoted to General Manager, of the New Britannia Gold Mine in Manitoba, a Kinross-High River joint venture. His operating performance and management skills are exemplary. He led the New Britannia mine team to five Ryan Safety Awards over the mine's ten year life, won the Ryan National Safety Award with Inco Ltd. and recently won the Western Canada Regional Ryan Safety Award for 2007 at Diavik."

High River management is thrilled to have Mike join our team and bring his operations expertise at this important juncture in the Company's evolution to a mid-tier gold mining company. Mike's personal operating philosophy is maximizing production, and minimizing cost while maintaining safety and sustainable development as core values. Mike brings the skills required to take High River successfully to the next level.

About High River

High River is an unhedged gold company with producing mines, mines under development and advanced exploration projects in Burkina Faso and Russia. High River is bringing two new open-pit gold mines into production. The Taparko-Bouroum Gold Mine in Burkina Faso achieved commercial production in October 2007, and the Berezitovy Gold Mine in Russia is expected to achieve commercial production in Q2 2008. Annual gold production from Taparko-

Bouroum is planned at 100,000 ounces increasing to a rate of approximately 140,000 ounces by mid-year 2009 and expected to exceed 100,000 ounces at Berezitovy. Attributable 2008 gold production is planned to be approximately 80,000 ounces from Taparko-Bouroum and approximately 75,000 ounces for Berezitovy. Combined with gold production from two underground mines in Russia, Zun-Holba and Irokinda, High River's attributable unhedged gold production is expected to total approximately 280,000 ounces in 2008. In addition, the Company has three advanced exploration projects, the Bissa Gold Project in Burkina Faso, the world-class Prognoz Silver Project in Russia and the Chaya Nickel Project in Russia. These projects are expected to significantly add to shareholder value in the future.

For more information: Dan Hrushewsky, Vice President Investor Relations
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