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

June 9, 2009

Item 3 News Release

A news release was issued on June 9, 2009 through the facilities of Marketwire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Board of High River Gold Mines Ltd. ("High River" or the "Company") updated the market on its previously announced discussions with OAO Severstal ("Severstal") concerning Severstal's proposal to make a cash offer to minority shareholders in High River. On June 9, 2009, following receipt of an improved proposal from Severstal, the Special Committee of independent directors recommended to the Board of High River that High River negotiate a support agreement with Severstal, pursuant to which Severstal would offer to acquire all of the outstanding common shares ("Shares") of High River for cash at a price of $0.22 per Share (the "Offer"). The Offer will be subject to certain conditions, including negotiation and execution of the support agreement and all ancillary documentation. The recommendation of the Special Committee follows the preparation of a formal valuation of High River conducted in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). In connection with the Offer, High River and Severstal have also agreed to complete a private placement (the "Private Placement"). Subject to the approval of the Toronto Stock Exchange, Severstal will acquire 59,019,367 Shares (representing approximately 10% of the 590,193,673 currently outstanding Shares) at a price of $0.18 per Share for proceeds of approximately $10.6 million. The proceeds will be used by High River to pay approximately US$5.2 million of the US$10 million debt repayment being made on June 12, 2009 by its 84.94%-owned subsidiary OJSC Buryatzoloto ("Buryatzoloto") and for general corporate purposes.

Item 5 Full Description of Material Change

The Board of High River Gold Mines Ltd. ("High River" or the "Company") updated the market on its previously announced discussions with OAO Severstal ("Severstal") concerning Severstal's proposal to make a cash offer to minority shareholders in High River. On June 9, 2009, following receipt of an improved proposal from Severstal, the Special Committee of independent directors recommended to the Board of High River that High River negotiate a support agreement with Severstal, pursuant to which Severstal would offer to acquire all of the outstanding common shares ("Shares") of High River for cash at a price of $0.22 per Share (the "Offer"). The Offer is a 13% premium to High River's 20-day volume weighted average price and a 33% premium to the 20-day volume weighed average price ending May 21, 2009, the day before the announcement of Severstal's previous offer. The Offer will be subject to certain conditions, including negotiation and execution of the support agreement and all ancillary documentation. The recommendation of the Special Committee follows the preparation of a formal valuation of High River conducted in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101").

In connection with the Offer, High River and Severstal have also agreed to complete a private placement (the "Private Placement"). Subject to the approval of the Toronto Stock Exchange, Severstal will acquire 59,019,367 Shares (representing approximately 10% of the 590,193,673 currently outstanding Shares) at a price of $0.18 per Share for proceeds of approximately $10.6 million. The proceeds will be used by High River to pay approximately US$5.2 million of the US$10 million debt repayment being made on June 12, 2009 by its 84.94%-owned subsidiary OJSC Buryatzoloto ("Buryatzoloto") and for general corporate purposes. The Private Placement is expected to close promptly following the receipt of regulatory approval, and the Shares issued pursuant to the Private Placement will be subject to a statutory four month hold period. Following closing of the Private Placement, Severstal will control 371,790,498 Shares representing approximately 57.3% of the Shares. In order to facilitate such payment, Severstal has provided Buryatzoloto with a short-term loan, repayable in ten days from the proceeds of the Private Placement.

The Special Committee believes that the combination of the Offer and the Private Placement allows High River to address its immediate liquidity concerns while allowing shareholders an option to tender their shares at a price per share that falls within the formal valuation range prepared by an independent appraiser.

High River is not required to obtain a formal valuation or seek minority approval under MI 61-101 in connection with the Private Placement because the Shares to be issued pursuant to the Private Placement represent less than 25% of High River's market capitalization and therefore High River is exempt from such requirements in accordance with Section 5.5(a) and Section 5.7(1)(a) of MI 61-101. High River filed this material change report as soon as practicable after issuing the press release on June 9, 2009. This material change report was filed fewer than 21 days before the closing of the Private Placement. The timing of this material change report is, in High River's view, both necessary and reasonable because the terms were recommended by the Special Committee and approved by High River's Board on June 9, 2009 and High River requires immediate funding to address its critical solvency concerns, including the US$10 million payment by Buryatzoloto on June 12, 2009.

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

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Steven Poad, Chief Financial Officer, (416) 947-1440.

Item 9 Date of Report

June 11, 2009.