

**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

September 23, 2009

Item 3 News Release

A news release was issued on September 23, 2009 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 resignation of Stephen Polakoff as a Director of the Company effective September 23, 2009 due to the demands of his other business interests. Mr. Polakoff joined the board of directors in September 2008.

Item 5 Full Description of Material Change

Refer to attached press release for further details.

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

Andrei Maslov, Chief Financial Officer, 011 7 495 981 0910

Item 9 Date of Report

September 24, 2009.

HIGH RIVER GOLD MINES LTD.

By: *"Andrei Maslov"*

Andrei Maslov
Chief Financial Officer

HRG



HIGH RIVER GOLD

High River Gold Mines Ltd.

155 University Avenue, Suite 1700

Toronto, Ontario M5H 3B7

Tel: (416) 947 1440 • Fax: (416) 360 0010

Email: info@hrg.ca • Web site: www.hrg.ca

PRESS RELEASE

TSX:HRG

HIGH RIVER GOLD ANNOUNCES CHANGE TO THE BOARD OF DIRECTORS

Toronto, September 23, 2009 - High River Gold Mines Ltd. ("High River" or the "Company") announces the resignation of Stephen Polakoff as a Director of the Company effective September 23, 2009 due to the demands of his other business interests. Mr. Polakoff joined the board of directors in September 2008. Management and the board of directors of High River thank Mr. Polakoff for his service as a director.

About High River

High River is a gold company with interests in producing mines and advanced exploration projects in Burkina Faso and Russia.

For more information:

Igor Klimanov, Manager, Business Development

High River Gold Mines Ltd.

Tel: 011 7 495 981 0910 ext. 6678

Email: info@hrg.ca • Web site: www.hrg.ca