

This is the form of a material change report required under section 85 (1) of the *Securities Act* and section 151 of the *Securities Rules*.

**BC FORM 53-901F
(Previously Form 27)**

Securities Act

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

Uranium Power Corp. 3rd Floor – Bellevue Centre 235 – 15th Street, West Vancouver, British Columbia V7T 2X1

Item 2: Date of Material Change

November 5, 2007

Item 3: Press Release

November 5, 2007

Item 4: Summary of Material Change

Uranium Power Corp. Announces Acquisition of East Shirley Basin Project, Wyoming

Item 5: Full Description of Material Change

Vancouver - Uranium Power Corp. (“Uranium Power” “UPC”) (UPC-TSX.V) is pleased to announce that it acquired a 100% interest in over 600 lode mining claims, located on BLM land in Carbon and Albany counties, Wyoming. The claims were acquired directly by staking.

The area staked lies between known mineralization in the Jurassic and Cretaceous formations underlying the Eocene Wind River formation. This zone is located to the south and east of the Shirley Basin uranium district, which has been a substantial producer in the past. It is believed that this newly acquired land represents an extension of the same zone that hosted these former producers. The property is believed to have the potential to host several deposits containing significant resources. Work completed in the early 1990’s on the Bootheel deposit, located immediately to the southeast of UPC’s claims, by Cameco Corp. indicates that these deposits may well be suitable for in situ recovery of uranium.

The area was selected after a thorough reinterpretation of old mapping in the area which identified several regional redox fronts. Known uranium mineralization immediately to the north and south of these claims is located where paleochannels introduced uranium in solution, draining off the Laramie Range, and intersected the regional redox fronts. The new interpretation has identified at least four previously unidentified channels, which will be the primary focus of future exploration on the property. Drilling in the area by Mobil Oil Corporation in the 1970’s intersected anomalous uranium associated with these channels.

Chris M. Healey, P.Geol, is the Qualified Person responsible for the technical content contained in this release.

Chris Healey, President, UPC commented “With these properties being adjacent to properties with reported historical estimates of uranium concentration, along with our in-house reinterpretation of old data, we are confident that this area has excellent potential for new discoveries.”

Item 6: Reliance on section 85 (2) of the Act

N/A

Item 7: Omitted Information

N/A

Item 8: Senior Officers

Chris Healy - Director/President
Bev Funston- Secretary

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, British Columbia this 5th day of November 2007.

“Chris Healy”

Chris Healy, Director