FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Wind River Energy Corp. (the “Company”)
1040 – 609 Granville Street
Vancouver BC V7Y 1G5

Item 2: Date of Material Change

November 10, 2010

Item 3: News Release

A news release was issued and disseminated on November 10, 2010 through Market News and Stockwatch and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announces a brokered and non-brokered private placement of units at a price of $0.25 per unit to raise up to $3,000,000. Completion of the private placement is subject to the approval of the TSX Venture Exchange.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule “A” hereto, for a full description of the material change.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Paul Cox, Director at 604-689-0037

Item 9: Date of Report

November 10, 2010

Schedule "A"

WIND RIVER ENERGY CORP.
1040 – 609 Granville Street
Vancouver, BC V7Y 1G5
Tel: 604-689-0037

WIND RIVER ANNOUNCES PRIVATE PLACEMENT

November 10, 2010 – Vancouver, B.C. **TSX-V: WVR**

Vancouver, BC – Wind River Energy Corp. (the "Company") announces that it proposes to raise up to $3,000,000 through a brokered and non-brokered private placement of units at a price of $0.25 per unit. Each unit consists of one common share and one-half of one common share purchase warrant with each warrant entitling the holder to purchase one common share of the Company at a price of $0.35 per share on the earlier of the day (i) which is one year from the date of issuance of the warrant, and (ii) 20 calendar days following the date on which the stock price of the Company's common shares first closes at, or in excess of, $0.70 per share. Finders' fees or commission may be paid in connection with the placement in accordance with the policies of the TSX Venture Exchange. Completion of the private placement is subject to the approval of the TSX Venture Exchange.

For further information, please contact:

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Director
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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

FORWARD LOOKING INFORMATION

Certain information in this news release is forward-looking within the meaning of certain securities laws, and is subject to important risks, uncertainties and assumptions. This forward-looking information includes, among other things, information with respect to the Company's beliefs, plans, expectations, anticipations, estimates and intentions. The words "may", "could", "should", "would", "suspect", "outlook", "believe", "anticipate", "estimate", "expect", "intend", "plan", "target" and similar words and expressions are used to identify forward-looking information. The forward-looking information in this news release describes the Company's expectations as of the date of this news release and includes that: (a) the Company will raise up to $3,000,000, (b) the private placement will be on a brokered and non-brokered basis, (c) the private placement will be of units at a price of $0.25 per unit, each unit consisting of one common share and one-half of one common share purchase warrant, (d) each warrant will entitle the holder to purchase one common share of the Company at a price of $0.35 per share on the earlier of the day (i) which is one year from the date of issuance of the warrant, and (ii) 20 calendar days following the date on which the stock price of the Company's common shares first closes at, or in excess of $0.70 per share, and (e) finder's fees or commissions may be paid in connection with the private placement. The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. Material factors which could cause actual results or events to differ materially from a conclusion, forecast or projection in such forward-looking information include, among others, risks arising from general economic conditions and adverse industry events. The Company cautions that the foregoing list of material factors is not exhaustive. When relying on forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS NEWS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS NEWS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION ON AT ANY PARTICULAR TIME.