

**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**

February 1, 2011

**Item 3: News Release**

A news release was issued and disseminated on February 1, 2011 through Market News and Stockwatch and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announces that it is in the process of making an application with the British Columbia Securities Commission and other applicable securities regulators under National Instrument 12-203 Cease Trade Orders for Continuous Disclosure Defaults requesting that a management cease trade order be imposed in respect of its late filing of its audited financial statements for its fiscal year ended September 30, 2010.

**Item 5: Full Description of Material Change**

See attached news release.

**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**

February 1, 2011

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

**WIND RIVER ANNOUNCES APPLICATION FOR MANAGEMENT CEASE TRADE ORDER**

**February 1, 2011– Vancouver, B.C.**

**TSX-V: WVR**

**Vancouver, BC – Wind River Energy Corp.** (the “Company”) announces that it did not file its audited financial statements for its fiscal year ended September 30, 2010 (the “Annual Financial Statements”) and its management’s discussion and analysis relating thereto (collectively, the “Required Filings”) by the prescribed deadline of January 28, 2011.

The delay in filing the Required Filings resulted from accounting complexities.

The Company is making every effort to file the Required Filings in a timely fashion and expects to file the Required Filings by February 3, 2011.

The Company is in the process of making an application with the British Columbia Securities Commission (“BCSC”) and other applicable securities regulators under National Instrument 12-203 Cease Trade Orders for Continuous Disclosure Defaults (“National Policy 12-203”) requesting that a management cease trade order (an “MCTO”) be imposed in respect of this late filing. There is no guarantee that an MCTO will be granted. If an MCTO is granted, an MCTO will prohibit the chief executive officer, the chief financial officer, and possibly the directors, other officers and other insiders of the Company from trading in securities of the Company for so long as the Required Filings are not filed. The issuance of an MCTO does not generally affect the ability of persons who are not directors, officers or other insiders to trade in the Company’s securities.

The Company confirms that it will satisfy the provisions of the alternative information guidelines under National Policy 12-203 by issuing bi-weekly default status reports in the form of news releases so long as it remains in default of the filing requirements set out above.

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) will file the Required Filings by February 3, 2011, (b) the issuance of an MCTO will not affect the ability of persons who are not directors, officers or other insiders to trade in the Company's securities and (c) that it will satisfy the provisions of the alternative information guidelines under National Policy 12-203 by issuing bi-weekly default status reports in the form of news releases so long as it remains in default of the filing requirements set out above. 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.