

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 2, 2011

Item 3: News Release

A news release was issued and disseminated on February 3, 2011 through Market News and Stockwatch and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announces it has withdrawn its application with the British Columbia Securities Commission and other applicable securities regulators for a management cease trade order (an "MCTO.")

The Company has withdrawn the MCTO application because it has now filed its audited financial statements for its fiscal year ended September 30, 2010 and its management's discussion and analysis relating thereto.

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 3, 2011

WIND RIVER ENERGY CORP.

1040 – 609 Granville Street
Vancouver, BC V7Y 1G5
Tel: 604-689-0037

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

February 3, 2011 – Vancouver, B.C.

TSX-V: WVR

Vancouver, BC – Wind River Energy Corp. (the “Company”) announces that it has withdrawn its application with the British Columbia Securities Commission and other applicable securities regulators for a management cease trade order (an “MCTO.”)

The Company has withdrawn the MCTO application because it has now filed its audited financial statements for its fiscal year ended September 30, 2010 and its management’s discussion and analysis relating thereto.

For further information, please contact:

Paul Cox,
Director
Wind River Energy Corp.
1040-609 Granville Street
Vancouver, BC V7Y 1G5

T: (604) 689-0037
F: (604) 926-5806
E: paulcox@pilotagecc.com

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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 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.