

**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**

April 7, 2011

**Item 3: News Release**

A news release was issued and disseminated on April 7, 2011 through Market News Publishing Inc. and Stockwatch and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announces a non-brokered private placement of units at a price of \$0.35 per unit to raise up to \$300,000. Completion of the private placement is subject to the approval of the TSX Venture Exchange.

**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**

April 7, 2011

## SCHEDULE A

### WIND RIVER ENERGY CORP.

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

### WIND RIVER ANNOUNCES PRIVATE PLACEMENT AT \$0.35 PER UNIT

April 7, 2011 – Vancouver, B.C.

TSX-V: WVR

**Vancouver, BC – Wind River Energy Corp.** (the “Company”) announces pursuant to a price reservation form filed on March 11, 2011, that it proposes to raise up to \$300,000 through a non-brokered private placement of units at a price of \$0.35 per unit. Each unit consists of one common share and one whole common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at a price of \$0.46 per share until the earlier of the day (i) that is one year from the date of issuance of the warrant, and (ii) in the event that the price of the common shares closes at or above \$0.70 per share for one trading day (“Trading Day”), 30 days from the date on which notice is sent by the Company to the holder to indicate that the expiration date of the warrant has been accelerated. The Company may issue the notice on or before 20 calendar days from the Trading Day. Completion of the private placement is subject to the approval of the TSX Venture Exchange.

For further information, please contact:

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

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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 \$300,000, (b) the private placement will be on a non-brokered basis, (c) the private placement will be of units at a price of \$0.35 per unit, each unit consisting of one common share and one common share purchase warrant, (d) each warrant will entitle the holder to purchase one common share of the Company at a price of \$0.46 per share on the earlier of the day (i) which is one year from the date of issuance of the warrant, and (ii) in the event that the price of the common shares closes at or above \$0.70 per share for one trading day (“Trading Day”), 30 days from the date on which notice is sent by the Company. 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.