

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

October 3, 2011

Item 3: News Release

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

Item 4: Summary of Material Changes

The Company announced that it has granted incentive stock options to purchase a total of 1,000,000 common shares at an exercise price of \$0.35 per share to certain of its directors, officers and consultants in accordance with the provisions of its stock option plan and subject to the approval of the TSX Venture Exchange. Pursuant to this plan, the Company is authorized to grant an aggregate of up to 10% of its issued and outstanding common shares on a rolling basis.

Item 5: Full Description of Material Change

See press release attached as Schedule "A".

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

October 3, 2011

SCHEDULE "A"

WIND RIVER ENERGY CORP.

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

WIND RIVER GRANTS INCENTIVE STOCK OPTIONS

October 3, 2011 – Vancouver, B.C.

TSX-V: WVR

Vancouver, BC – Wind River Energy Corp. (the "Company") announces that it has granted incentive stock options to purchase a total of 1,000,000 common shares at an exercise price of \$0.35 per share to certain of its directors, officers and consultants in accordance with the provisions of its stock option plan and subject to the approval of the TSX Venture Exchange. Pursuant to this plan, the Company is authorized to grant an aggregate of up to 10% of its issued and outstanding common shares on a rolling basis.

About Wind River Energy Corp.:

Wind River is a natural gas and oil acquisition, exploration and development company with a focus in the Rocky Mountain region of the United States. At the present time it has oil & gas leases on three properties located in the Wind River Basin of Wyoming.

For further information, please contact:

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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. 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.