

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ALBERTA SECURITIES COMMISSION

4th Floor 300 -5th Avenue S.W.
Calgary, Alberta T2P 3C4

Attention: Executive Director

- and to -

BRITISH COLUMBIA SECURITIES COMMISSION

PO Box 10142 Pacific Centre 701
West Georgia Street
Vancouver, British Columbia V7Y 1L2

Attention: Executive Director

- and to -

ONTARIO SECURITIES COMMISSION

Suite 1903, Box 5520 Queen Street West
Toronto, Ontario M5H 3S8

Attention: Executive Director

- and to -

TSX VENTURE EXCHANGE INC.

10th Floor, 300 - 5 Avenue SW
Calgary, Alberta T2P 3C4

Dear Sirs:

Re: Windfire Capital Corp. (the "Corporation") - Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

1. Reporting Issuer:

Windfire Capital Corp.
730, 1015 - 4th Street SW
Calgary, Alberta T2R 1J4
("Issuer" or "Corporation")

2. Date of Material Change:

April 5, 2011

3. News Release:

The Corporation issued a news release on or about April 5, 2011 through the facilities of Stockwatch, a copy of which has also been filed on SEDAR.

4. Summary of Material Change:

The Corporation announces the filing on SEDAR of a Filing Statement dated April 4, 2011.

5. Full Description of Material Change:

Please refer to the press release attached hereto as Schedule "A".

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

Not applicable.

7. Omitted Information:

No significant facts have been omitted by the report.

8. Executive Officer:

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

Gerrit Langejans, President and Chief Executive Officer: (403) 735-0770

Dated at Calgary, Alberta, this 5th day of April, 2011.

WINDFIRE CAPITAL CORP.

Per: (Signed) "Gerrit Langejans"
Gerrit Langejans

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE "A"

**WINDFIRE CAPITAL CORP. ANNOUNCES FILING
OF FILING STATEMENT ON SEDAR**

NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWS WIRES

Press Release

**For Immediate Release
Calgary, Alberta**

**April 5, 2011
Trading Symbol: "WIF.P"**

Calgary, Alberta - Mr. Gerrit Langejans, President of Windfire Capital Corp. (TSXV – "WIF.P") (the "Company" or "Windfire") is pleased to announce the filing on SEDAR of a Filing Statement dated April 4, 2011. The Filing Statement sets out the specifics of the transaction that the Company proposes to have constitute its "Qualifying Transaction" pursuant to the policies of the TSX Venture Exchange (the "Exchange"). The Exchange has conditionally approved the Qualifying Transaction that was originally announced via Stockwatch on March 17, 2011. The Company expects to close the proposed Qualifying Transaction on April 6, 2011. The filing statement is available on SEDAR at www.sedar.com.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a CPC should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact:

Windfire Capital Corp.
c/o 730, 1015 - 4th Street S.W.
Calgary, Alberta
Telephone: (403) 735-0770
Facsimile: (403) 735-0771
Mr. Gerrit Langejans, President
Email: gerry@windmillmechanical.com

Forward-Looking Statements

This press release may include forward-looking statements including opinions, assumptions, estimates and expectations of future results, cash flow and earnings. Forward-looking statements are subject to a wide range of risks and uncertainties and although the Corporation believes that the expectations represented by such forward-looking statements are reasonable; there can be no assurance that such expectations will be realized.