

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

Item 1: Name and Address of Issuer

WINDFIRE CAPITAL CORP. (the "Company")("Windfire")
Suite 2000 – 1177 West Hastings Street
Vancouver, BC V6E 2K3
(604) 669-2191

Item 2: Date of Material Change

September 10, 2012

Item 3: Date of news Release

The news release was issued on September 10, 2012 through Canada Stockwatch, Market News and other dissemination services.

Item 4: Summary of Material Change:

The Company announced that Richard Macey has resigned as a Director effective September 6, 2012. In his place, Keith Anderson has been appointed to the Board of Directors of the Company.

The Company would also like to report the grant of 315,000 incentive stock options to certain directors, officers, employees and consultants of the Company at a price of \$0.25 per common share, exercisable for a 5 year period.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See Attached News Releases.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6: Reliance on Section 7.1 of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There is no omitted information

Item 8: Executive Officer

Brian Morrison, CFO and Director
604-669-2191

Statement of Executive Officer

The foregoing accurately discloses the material change referred to herein

Dated at Vancouver, BC this 13th day of September, 2012.

"Brian Morrison"

**Name: Brian Morrison,
CFO and Director**



TSX-V: WIF

September 10, 2012

APPOINTMENT OF NEW DIRECTOR

Windfire Capital Corp. (WIF: TSX-V) (the "Company"), wishes to announce that Richard Macey has resigned as a Director effective September 6, 2012. In his place, Keith Anderson has been appointed to the Board of Directors of the Company.

Keith Anderson

Mr. Anderson currently acts as President, CEO and Director of NY85 Capital Inc. (TSX-V: NY) and is a Director of Weststar Resources Corp (TSX-V: WER). He has over 20 years experience in the brokerage community as a Senior Investment Advisor at Canaccord Genuity. Throughout his career as an Investment Advisor, he was primarily focused on small-cap venture companies in the natural resources sector. After two decades, Mr. Anderson has acquired extensive knowledge in the structuring and financing of junior resource companies and has developed strong industry relationships with mining executives and investors from around the world.

The Company would also like to report the grant of 315,000 incentive stock options to certain directors, officers, employees and consultants of the Company at a price of \$0.25 per common share, exercisable for a 5 year period.

To find out more about Windfire Capital Corp., please contact investor relations at 604-669-2191 or e-mail info@windfirecapital.com. You may also visit the website at www.windfirecapital.com

Windfire Capital Corp.

“Clive Massey”

President and CEO

“The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release”.

Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially. The Company will not update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by the Company.