

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

**Item 1. Reporting Issuer**

Bird River Resources Inc. (the "Issuer")  
1059 Selkirk Avenue  
Winnipeg, MB R2X 0C2

**Item 2. Date of Material Change**

November 20, 2012

**Item 3. News Release**

The Issuer disseminated a news release on November 20, 2012 using a major Canadian newswire service.

**Item 4. Summary of Material Change**

The Issuer announced the resignation of a member of its board of directors.

**Item 5. Full Description of Material Change**

The Issuer announced that the board of directors accepted the resignation of Gregory Barrows as a director. Due to other commitments, Mr. Barrows had decided not to stand for election to the board for the upcoming Annual Meeting to be held on January 17, 2013. The members of the board thank Mr. Barrows for his contributions during the past year and looks forward to his continued support as a shareholder. The nomination committee is reviewing potential candidates for nomination to the board which will be included in the Issuer's information circular now being prepared.

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

N/A

**Item 7. Omitted Information**

N/A

**Item 8. Senior Officer**

The following senior officer may be contacted with regard to this material change:

Nelson Shodine, President  
(204) 589-2848

The foregoing accurately discloses the material change referred to herein.

Dated this 20th day of November, 2012.

**Bird River Resources Inc.**

(signed)

Jon D. Bridgman  
Chief Financial Officer