

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

Item 1. Reporting Issuer

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

Item 2. Date of Material Change

January 14, 2011

Item 3. News Release

The Issuer issued a news release on January 14, 2011 via Filing Services Canada, a copy of which is attached hereto as Schedule "A".

Item 4. Summary of Material Change

The Issuer has closed a non-brokered private placement of 999,667 common shares to arm's length accredited investors at a price of \$0.075 per share for gross proceeds of \$74,975.

Item 5. Full Description of Material Change

See attached news release dated January 14, 2011.

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 of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Nelson Shodine, President
(204) 589-2848

The foregoing accurately discloses the material change referred to herein.

Dated at Winnipeg, Manitoba, this 24th day of January, 2011.

Bird River Mines Inc.

"Nelson Shodine"

Nelson Shodine
President



Bird River Mines Inc.
1059 Selkirk Avenue – Winnipeg Manitoba R2X 0C2
www.birdrivermines.com

NEWS RELEASE

BIRD RIVER MINES INC. ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Winnipeg, Manitoba – January 14, 2011 - Bird River Mines Inc. (BDR-CNSX) ("BDR" or the "Company") is pleased to report that further to its news release dated December 14, 2010, it has closed a non-brokered private placement of 999,667 common shares to arm's length accredited investors at a price of \$0.075 per share for gross proceeds of \$74,975. As a result of the private placement, there are 10,470,225 common shares of Bird River Mines Inc. issued and outstanding.

Under applicable securities legislation and policies of the CNSX, the securities issued pursuant to the Offering will be subject to a four (4) month hold period.

About Bird River Mines Inc.

Bird River Mines Inc. is a Winnipeg, Manitoba based resource company currently engaged in oil and gas exploration in southwestern Manitoba. BDR presently holds a 5% gross interest in four producing oil wells, a bentonite industrial mineral property located near Miami, Manitoba and a net smelter royalty on a nickel-copper-platinum group metals property located on the Bird River Sill in southeast Manitoba. The Company's common shares are listed on the Canadian National Stock Exchange (CNSX) under the symbol BDR.

For further information, contact:

Nelson Shodine, President
Bird River Mines Inc.
Tel: 204-589-2848
email: shodine@mts.net

This news release shall not constitute an offer to sell or solicitation of an offer to buy the securities in any jurisdiction.

*Neither IIROC nor the CNSX accepts responsibility for the adequacy or accuracy of this release. **This press release is not for distribution to United States newswire services nor for dissemination in the United States.***

Except for statements of historical fact contained herein, the information in this news release may constitute "forward-looking information" within the meaning of Canadian securities law. Other than statements of historical fact, all statements are "Forward-Looking Statements", including the use of the proceeds from the Offering, that involve various known and unknown risks and uncertainties and other factors, such as market conditions. There can be no assurance that such statements will prove accurate. Results and future events could differ materially from those anticipated in such statements. Readers of this news release are cautioned not to place undue reliance on these "Forward-Looking Statements". Except as otherwise required by applicable securities statutes or regulation, the Company expressly disclaims any intent or obligation to update publicly forward-looking information, whether as a result of new information, future events or otherwise.