

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Ressources KWG Inc./KWG Resources Inc.
Suite 2730
600 de Maisonneuve Boulevard West
Montréal, Québec H3A 3J2

2. **Date of Material Change**

March 2, 2012

3. **News Release**

A news release attached announcing the material change was released through CNW Group at Toronto, Ontario on February 29, 2012.

4. **Summary of Material Change**

KWG acquired 49 unpatented claims from INV Metals Inc. in consideration of 3 million treasury units each comprised of one share and one 5-year warrant exercisable at \$0.12.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

KWG acquired 49 unpatented claims from INV Metals Inc. in consideration of 3 million treasury units each comprised of one share and one 5-year warrant exercisable at \$0.12. The claims are located south of McFaulds Lake and the Ring of Fire and complete an important section of the railway corridor staked by KWG subsidiary Canada Chrome Corporation.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change in this report.

Luce L. Saint-Pierre
Corporate Secretary
514-866-6001 #230

9. **Date of Report**

March 7, 2012