

Form 51-102F3

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(1) OF
NATIONAL INSTRUMENT 51-102 AND SECTION 5.2 OF
MULTILATERAL INSTRUMENT 61-101**

Item 1 Name and Address of Company

KWG Resources Inc. (the “Company”)
600 de Maisonneuve West
Suite 2750
Montreal, QC H3A 3J2

Item 2 Date of Material Change

December 9, 2013

Item 3 News Release

The news release was disseminated through the facilities of CNW Group on December 5, 2013.

Item 4 Summary of Material Change

The Company issued 282,500 shares at \$0.05 to AGORACOM Inc for the first payment under the shares for services contract (the “Contract”) announced November 7, 2013.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Pursuant to the terms of the Contract with AGORACOM, the Company issued \$12,500+HST in common shares after the first month of services. The shares have a hold period of four months.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted.

Item 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 and this report.

Luce L. Saint-Pierre
Corporate Secretary
(514) 866.6001 ext. 230

Item 9 Date of Report

December 19, 2013