

**NOTICE DECLARING INTENTION TO BE QUALIFIED
UNDER NATIONAL INSTRUMENT 44-101 SHORT FORM PROSPECTUS
DISTRIBUTIONS (“NI 44-101”)**

TO: Autorité des marchés financiers
British Columbia Securities Commission
Alberta Securities Commission
Manitoba Securities Commission
Nova Scotia Securities Commission
Ontario Securities Commission

KWG Resources Inc. (the “**Issuer**”) intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer’s intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

Dated this 26th day of March, 2014.

KWG Resources Inc.

Per: “Luce Saint-Pierre”
Name: Luce Saint-Pierre
Title: Corporate Secretary