

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **Name and Address of Company**

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

2. **Date of Material Change**

August 15, 2014.

3. **News Release**

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Marketwired, Toronto, Ontario on August 18, 2014.

4. **Summary of Material Change**

The material change is described in the Company's news release attached hereto as Schedule "A", which news release is incorporated herein.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

No information other than that provided in Item 4 above is presently available.

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 and this report.

Luce L. Saint-Pierre
Corporate Secretary
(514) 866-6001 ext 230

9. **Date of Report**

August 20, 2014

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PRESS RELEASE

No. 199

KWG

Symbol on TSX Venture Exchange: KWG
Shares issued and outstanding: 777,842,468

KWG ANNOUNCES OFFERING TO RAISE BETWEEN \$4 MILLION TO \$10 MILLION

Toronto, Canada, August 18, 2014 KWG Resources Inc. ("**KWG**" or the "**Corporation**") is pleased to announce that it has filed a preliminary short form prospectus (the "**Preliminary Prospectus**") and has obtained a receipt from the securities regulatory authorities in the provinces of British Columbia, Ontario and Quebec in connection with a marketed offering (the "**Offering**") of Units (as defined below) and Flow-Through Shares (as defined below) to be made in the provinces of British Columbia and Ontario.

Pursuant to the Offering, the Corporation is targeting to raise minimum aggregate gross proceeds of \$4 million (the "**Minimum Offering**") and maximum aggregate gross proceeds of \$10 million. The net proceeds of the Offering will be used to: (1) continue the development and commercialization of the new methods of production of chromium iron alloys from chromite ore and of production of low carbon chromium iron alloys (the "**New Production Methods**"); (2) conduct a drilling program at the Fishtrap Lake project; (3) continue the Corporation's exploration program at the Koper Lake project; and (4) augment the Corporation's working capital.

Secutor Capital Management Corporation (the "**Agent**") has been appointed as exclusive lead agent for the Offering. The Corporation and the Agent have not yet entered into an agency agreement.

Each unit (a "**Unit**") is comprised of three non "flow-through" common shares of KWG (each an "**Offered Common Share**") and two non "flow-through" common share purchase warrants (each an "**Offered Warrant**") at a price of \$0.165 per Unit (the "**Unit Offering Price**"). Each Offered Warrant will entitle the holder to purchase one non "flow-through" common share of KWG (a "**Warrant Share**") until the date that is 24 months following the closing of the Offering at a price of \$0.10 per Warrant Share.

In addition, the Offering includes common shares of KWG, which will each qualify as a "flow-through share" (each, a "**Flow-Through Share**") within the meaning of the *Income Tax Act* (Canada) at a price of \$0.055 per Flow-Through Share (the "**Flow-Through Offering Price**").

In connection with the Offering, the Corporation will grant to the Agent an option (the "**Over-Allotment Option**") to sell, as agent, additional Flow-Through Shares (the "**Additional Flow-Through Shares**"), equal to not more than 15% of the number of Flow-Through Shares sold pursuant to the Maximum Offering, at the Flow-Through Offering Price and to purchase additional Units (the "**Additional Units**"), equal to not more than 15% of the number of Units sold pursuant to the Maximum Offering, at the Unit Offering Price to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option in respect of the Additional Flow-Through Shares will expire concurrently with the closing of the Offering. The Over-Allotment Option in respect of the Additional Units may be exercised at any time up to 30 days following the closing of the Offering.

Closing of the Offering is subject to certain conditions including, but not limited to, achievement of the Minimum Offering, the execution of a definitive agency agreement between the Corporation and the Agent and the receipt of all necessary approvals, including the approval of the applicable securities regulatory authorities and the TSX Venture Exchange.

The Preliminary Prospectus is still subject to completion or amendment. A copy of the Preliminary Prospectus will be available electronically at www.sedar.com. There will not be any sale of or any acceptance of an offer to buy the securities until a receipt for the (final) prospectus has been issued. The material set forth herein is for informational purposes only and does not constitute an offer of securities for sale in the United States or any other jurisdiction in which such an offer or solicitation is unlawful. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or the laws of any state, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state laws. No public offering of securities will be made in the United States.

Contact Information:

KWG Resources Inc.

Bruce Hodgman, Vice-President
416-642-3575
info@kwgresources.com

Secutor Capital Management Corporation

Arie Papernick
Tel: (416) 847-1220

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward-Looking Statements: *This Press Release contains or refers to “forward-looking information” within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects”, “is expected”, “budget”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might”, “occur” or “be achieved”. All information, other than information regarding historical fact that addresses activities, events or developments that KWG believes, expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information contained in this Press Release is subject to a number of risks and uncertainties that may cause the actual results of KWG to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, KWG. Should one or more of these risks and uncertainties occur, such as: the actual results of current exploration programs; risks normally incidental to exploration and development of mineral properties; the uncertainty of mineral resources estimates; uncertainties in the interpretation of drill results; the possibility that future exploration, development or mining results will not be consistent with expectations; the grade and recovery of ore varying from estimates; the general risks associated with the mining industry; the Corporation’s inability to maintain its title to its assets; the Corporation’s inability to obtain, maintain, renew and/or extend required licenses, permits, authorizations and/or approvals from the appropriate regulatory authorities and other risks relating to the applicable regulatory framework; environmental damages and the cost of compliance with environmental regulations; environmental risks; adverse land claims from First Nations groups or other parties; lack of adequate infrastructure; a lack of support from the Ontario government and federal government for the development of the Ring of Fire area; the patents to be used to support the commercialization of the New Production Methods will not be granted; capital and operating costs varying significantly from estimates; slowing demand for ferrochrome products; adverse general market conditions; inflation; changes in exchange and interest rates; adverse changes in commodity prices; the impact of consolidation and rationalization in the steel industry; competition; risk that amendments to current laws, regulations and permits governing operations and activities of mining companies will have a material adverse impact the Corporation; the risk that the New Production Methods does not prove efficient or economical; intellectual property litigation; risks related to the tax treatment of the Flow-Through Shares; and, management’s discretion as to use of proceeds, or should assumptions underlying the forward-looking statements prove*

incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, or expected. KWG does not intend and do not assume any obligation to update these forward- looking statements, except as required by law. Readers are cautioned not to put undue reliance on such forward-looking statements.