

Form 51-102F3 AMENDED

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

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

June 17, 2014

Item 3 News Release

The news release was disseminated through the facilities of CNW Group on June 10, 2014.

Item 4 Summary of Material Change

The Company issued 201,845 common shares.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company issued 201,785 shares at \$0.07 to AGORACOM Inc. for the third payment under the shares for services contract announced November 7, 2013.

All shares issued 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

September 4, 2014

PRESS RELEASE

No. 187

KWG

Symbol on TSX Venture Exchange: **KWG**
Shares issued and outstanding: **777,512,273**

**KWG ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO CONVENE
JUNE 30, 2014**

Montreal, Canada—June 10, 2014—**KWG Resources Inc.** (TSXV:KWG) has postponed until June 30, 2014 the convening of its Annual and Special Meeting of Shareholders at 11:00 a.m. (local time) at Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario, (the “Meeting”).

The purposes of the Meeting are described in the Notice of Annual and Special Meeting of Shareholders mailed earlier to shareholders and available on SEDAR at www.sedar.com. The Notice of Meeting sets out a number of matters that shareholders are being asked to vote on, including two proposed changes to KWG’s Articles of Incorporation. The date for shareholders who wish to dissent from the proposed changes to send in the notice of dissent is now June 27, 2014, being the last business day before the Meeting.

The Company’s Board of Directors determined that this additional time to solicit proxies could enable the passing of these special resolutions by the required two-thirds of the number of shares voting.

Issuance of shares: KWG will issue 201,785 common shares at \$0.07 to AGORACOM Inc. for the third payment under the shares for services contract announced November 7, 2013. All shares issued will have a hold period of four months.

About KWG: KWG has a 30% interest in the Big Daddy chromite deposit and the right to earn 80% of the Black Horse chromite where resources are being defined. KWG has also acquired interests in provisional patents including a method for the direct reduction of chromite to metalized iron and chrome using natural gas. KWG also owns 100% of Canada Chrome Corporation which has staked claims and conducted a \$15 million surveying and soil testing program for the engineering and construction of a railroad to the Ring of Fire from Exton, Ontario.

For further information, please contact:

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

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