

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

January 22 and January 27, 2015

Item 3 News Release

The news release was disseminated through the facilities of CNW Group on January 21, 2015.

Item 4 Summary of Material Change

On January 22, 2015 the Company issued 141,250 common shares for the final payment under the shares for services contract (the “Contract”) announced November 7, 2013.

On January 27, 2015, the Company issued 180,080 common shares for the first payment under a service agreement (the “Agreement”) announced January 21, 2015.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On January 22, 2015, the Company issued 141,250 common shares at \$0.05 to AGORACOM Inc. for the fifth and last payment under the Contract announced November 7, 2013. The common shares issued have a hold period of four months.

On January 27, 2015, pursuant to terms the Agreement between the Company and RBL Communications, the Company issued 180,800 shares at \$0.05 to RBL for the first payment of services. The common 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

January 30, 2015

PRESS RELEASE

No. 206

KWG

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

KWG RESOURCES RETAINS RBL COMMUNICATIONS INC. TO COMMENCE AN ONLINE MARKETING PROGRAM

Toronto, Canada, January 21, 2015 - **KWG Resources Inc. (TSX-V: KWG; Frankfurt: KW6)** ("KWG") is pleased to announce that it has retained the services of RBL Communications Inc. ("RBL") to implement and manage a complete online awareness and marketing program (the "Program").

Over the next 12 months, the Program will provide KWG with exposure on prominent Tier 1 Financial websites such as Kitco, Stockhouse, Seeking Alpha, Reuters and many others. Additionally, RBL will blueprint and develop a brand new KWG website featuring a responsive design, SEO framework and full social media integration. The Program is designed to significantly enhance KWG's online footprint and allow for near real-time distribution of news, updates, interviews, and media.

SHARES FOR SERVICES PROGRAM

KWG intends to issue shares for services to RBL in exchange for the online awareness, marketing and branding services (the "Services"). Pursuant to the terms of the Agreement, the company will be issuing \$8,000+HST in Shares after the first month, \$8,000+HST in shares after the first quarter, \$8,000+HST in shares after the second quarter, \$2,500+HST in shares after the third quarter and \$2,500+HST in shares after the fourth quarter. The number of Shares to be issued at the end of each quarter will be determined by using the closing price of the Shares of KWG on the TSX Venture Exchange on the first trading day of the month following each period for which the Advertising Services were provided by RBL. The term of the Agreement is 12 months and KWG expects the first issuance of Shares under this agreement to occur on or about February 1, 2015.

Issuance of shares to Agoracom: KWG will issue 141,250 common shares at \$0.05 to AGORACOM Inc. for the final 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 patent interests, 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.

About RBL: RBL (<http://rblcommunications.com>) is a leading full-service investor awareness provider specializing in the creation of responsive interaction with key

financial audiences, stakeholders and potential investors. Through fully-managed, fully-customized programs, RBL engages audiences to showcase your corporate footprint and generate the desired impact to the investment community.

For further information, please contact:
Bruce Hodgman, Vice-President
416-642-3575 • info@kwgresources.com

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