

MATERIAL CHANGE REPORT

PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

1. **Name and Address of Company:**

SGX Resources Inc. (the "Company")
646 Erin Street
Winnipeg, MB R3G 2V9

2. **Date of Material Change:**

March 30, 2012

3. **News Release:**

The Company issued a press release regarding the material change on March 30, 2012.

4. **Summary of Material Change:**

On March 30, 2012, the Company issued 11,948,050 flow-through units (the "FT Units") at a price of \$0.55 per Flow-Through Unit and 10,960,000 non flow-through units ("HD Units") at a price of \$0.50 per FT Unit for aggregate gross proceeds of \$12,051,427. Each FT Unit was comprised of one common share of the Corporation issued as a "flow-through share" within the meaning of the *Income Tax Act* (Canada) and one half of one common share purchase warrant (a "FT Warrant"). Each HD Unit was comprised of one regular common share of the Corporation and one half of one warrant (a "HD Warrant"). Each FT Warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.65 per share until the date that is two years from the date of issuance. Each HD Warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.60 per share until the date that is two years from the date of issuance.

San Gold Corporation, a control person of the Company, purchased 2,000,000 HD Units pursuant to the offering. This transaction is exempt from the formal valuation and shareholder approval requirements of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* because the fair market value of the HD Units issued to San Gold Corporation does not exceed 25% of the market capitalization of the Company.

5. **Full Description Of Material Change:**

See attached Schedule "A".

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not Applicable.

7. **Omitted Information:**

Not Applicable.

8. **Executive Officer:**

Dale Ginn, President and Chief Executive Officer

Tel: (204) 772-9149

DATED at Winnipeg, Manitoba, this 30th day of March, 2012.

SGX RESOURCES INC.

Per: *"Gary McDonald"*
Gary McDonald, Chief Financial
Officer

SCHEDULE "A"

**PRESS RELEASE
FOR IMMEDIATE RELEASE
March 30, 2012**

SGX Announces Closing of \$12 Million Private Placement

Funds to Advance Timmins South Exploration Programs

Dale Ginn, President and CEO of SGX Resources Inc. (Winnipeg, Manitoba) (TSX-V: SXR) (the "Company") is pleased to announce that it has closed its private placement offering (the "Offering") with a syndicate of agents led by Primary Capital Inc. and including Scotiabank, M Partners Inc., and Stonecap Securities Inc. (collectively the "Agents") of units (the "HD Units") and flow-through units (the "FT Units") of the Company for aggregate gross proceeds of \$12,051,427 (Twelve Million Fifty One Thousand Four Hundred Twenty Seven Dollars).

The HD Units consist of one common share ("Common Share") and one half of one common share purchase warrant of the Company ("HD Warrant") with each whole HD Warrant exercisable into one Common Share at a price of \$0.60 for a period of 24 months following the closing. The FT Units consist of one flow-through common share ("FT Common Share") and one half of one non-flow-through common share purchase warrant of the Company ("FT Warrant") with each whole FT Warrant exercisable into one Common Share at a price of \$0.65 for a period of 24 months following the closing.

All securities issued are subject to a hold period of four months and a day from the date of issuance in accordance with applicable securities laws.

The gross proceeds from the sale of the FT Units shall be used for Canadian exploration expenses and the net proceeds from the sale of the HD Units shall be used for general working capital purposes.

These securities being offered have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold in the United States or to, or for the benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from registration requirements. This release does not constitute an offer for sale of securities in the United States.

For further information contact Dale Ginn at 204-794-5818, Investor Relations at 1-888-749-4621 or visit <http://www.sgxresources.com>

NOTE: The information in this release may contain forward-looking information under applicable securities laws. This forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied in the forward-looking information.

Neither the 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 the contents of this News Release.

THIS PRESS RELEASE IS NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.