# FORM 51-102F3 MATERIAL CHANGE REPORT

## 1. Name and Address of Company:

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

## 2. **Date of Material Change:**

May 27, 2014

#### 3. News Release:

The Company disseminated a press release regarding the material change on May 27, 2014 and subsequently filed it on SEDAR.

#### 4. Summary of Material Change:

On May 27, 2014, the Company issued 6,351,000 common shares of the Company in satisfaction of \$317,550 owing by the Company to San Gold Corporation.

## 5. Full Description Of Material Change:

See attached Schedule "A".

## 6. Reliance on subsection 7.1(2) 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

#### 9. **Date of Report:**

DATED at Winnipeg, Manitoba, this 27<sup>th</sup> day of May, 2014.

#### SGX RESOURCES INC.

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

#### **SCHEDULE "A"**

PRESS RELEASE FOR IMMEDIATE RELEASE May 27, 2014

SGX Resources Inc. Announces Completion of Shares for Debt Transaction

Dale Ginn, President and CEO of SGX Resources Inc. (Winnipeg, Manitoba) (TSX-V: SXR) (the "Company") is pleased to announce that pursuant to a debt settlement agreement between the Company and San Gold Corporation ("San Gold"), the Company has issued 6,351,000 common shares of the Company ("Common Shares") at a deemed price of \$0.05 per Common Share in full payment of \$317,550 owing by the Company to San Gold. As a result of this transaction, San Gold now holds 43,047,256 Common Shares, representing approximately 32.1% of the issued and outstanding Common Shares of the Company.

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.

This transaction is a "related party transaction" for the purposes of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on an exemption from the minority approval and formal valuation requirements of MI 61-101 due to the fact that the value of the transaction does not represent greater than 25% of the market capitalization of the Company.

For further information contact Dale Ginn, President and CEO at (204) 794-5818, Investor Relations at 1-888-749-4621 or visit <a href="http://www.sgxresources.com">http://www.sgxresources.com</a>. A copy of this press release will be made available on the Company's website and will be filed with SEDAR.

NOTE: The information in this press 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 press release.

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