

MATERIAL CHANGE REPORT

PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

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

SGX Resources Inc. (the "Company")
Suite 212, 1661 Portage Avenue
Winnipeg, Manitoba R3J 3T7

2. **Date of Material Change:**

April 27, 2011

3. **News Release:**

The Company issued a press release regarding the material change on April 27, 2011.

4. **Summary of Material Change:**

On April 27, 2011, the Company issued 300,000 flow-through units (the "Flow-Through Units") at a price of \$0.30 per Flow-Through Unit and 1,200,000 non flow-through units ("Non Flow-Through Units") at a price of \$0.25 per Flow-Through Unit for aggregate gross proceeds of \$390,000. Each Flow-Through 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 common share purchase warrant (a "Warrant"). Each Non Flow-Through Unit was comprised of one regular common share of the Corporation and one Warrant. Each Warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.35 per share until the date that is two years from the date of issuance.

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:**

Hugh Wynne, Chief Executive Officer
Tel: (204) 772-9149

DATED at Winnipeg, Manitoba, this 27th day of April, 2011.

SGX RESOURCES INC.

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

SCHEDULE "A"

SGX Resources Inc. Announces Closing of Private Placement Offering of Units

Winnipeg, MB
April 27, 2011

Mr. Hugh Wynne, CEO of SGX Resources Inc. (the "Corporation"), a company listed on the TSX Venture Exchange under the symbol "SXR", today announced the closing of its previously announced private placement offering (the "Offering") of flow-through units ("Flow-Through Units") at a price of \$0.30 per Flow-Through Unit and non flow-through units ("Non Flow-Through Units") at a price of \$0.25 per Non Flow-Through Unit. At closing the Corporation issued 300,000 Flow-Through Units and 1,200,000 Non Flow-Through Units for aggregate gross proceeds of \$390,000. The net proceeds of the Offering will be used for continuing exploration on the Timmins gold properties of the Corporation.

Each Flow-Through 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 common share purchase warrant (a "Warrant"). Each Non Flow-Through Unit was comprised of one regular common share of the Corporation and one Warrant. Each Warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.35 per share until the date that is two years from the date of issuance. The securities issued pursuant to the Offering will be restricted from transfer for a period of four months and a day in accordance with applicable securities laws.

No finder's fee was paid in connection with the Offering. No broker warrants were issued in connection with the Offering.

The closing of the Offering is subject to the final approval of the TSX Venture Exchange.

For further information contact Hugh Wynne, Chief Executive Officer of SGX Resources Inc., at (204) 791-1723.

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.