

This is the form of material change report required under section 85(1) of the Securities Act and section 151 of the Securities Rules.

**BC FORM 53-901F
(Previously Form 27)**

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

G W R RESOURCES INC.
5230 Lansdowne Road
Armstrong, B.C.
V0E 1B4

Item 2. Date of Material Change

January 21, 2003

Item 3. Press Release

January 24, 2003; Vancouver, B.C.

Item 4. Summary of Material Change

Further to the news release dated December 24, 2002, the Company announces that it is has fully placed the \$150,000 private placement and received the full proceeds. Closing is subject to the approval of the TSX Venture Exchange, and is anticipated to occur within the next week.

Item 5. Full Description of Material Change

Further to the news release dated December 24, 2002, the Company announces that it is has fully placed the \$150,000 private placement and received the full proceeds. Closing is subject to the approval of the TSX Venture Exchange, and is anticipated to occur within the next week.

Item 6. Reliance on section 85(2) of the Act

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officers**Irvin Eisler, President**

Tel: (250) 546-8048

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED this 24th day of January, 2003.*"Irvin Eisler"*

(signature)

Irvin Eisler

Name

President

Position

Vancouver, B.C.

Place of Declaration