Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

GWR Resources Inc.
650 St. Annes Road, RR5
Armstrong, BC V0E 1B5

Item 2 Date of Material Change

May 6, 2008

Item 3 News Release

date of dissemination – May 6, 2008
method of dissemination - Canada News Wire, Canada StockWatch, Market News, and Kitco Metals

Item 4 Summary of Material Change

The Company announces that it has granted incentive stock options to its officers, directors, employees, and consultants which allow the purchase of 1,380,000 common shares on or before May 6, 2013 at a price of $1.30 per share (being the last closing price). These options have been granted pursuant to GWR's Stock Option Plan, which was approved by GWR's shareholders at its last Annual General Meeting.

Item 5 Full Description of Material Change

The Company announces that it has granted incentive stock options to its officers, directors, employees, and consultants which allow the purchase of 1,380,000 common shares on or before May 6, 2013 at a price of $1.30 per share (being the last closing price). These options have been granted pursuant to GWR's Stock Option Plan, which was approved by GWR's shareholders at its last Annual General Meeting.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Irvin Eisler, President
250-546-8048

Item 9 Date of Report

May 7, 2008