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

June 28, 2010

Item 3 News Release

date of dissemination – June 29, 2010
method of dissemination - Canada News Wire, Canada StockWatch, Market News and Kitco Metals

Item 4 Summary of Material Change

The Company is pleased to announce that it has entered into an Option Agreement allowing GWR to earn up to 100% interest in 81 mineral claims (plus 6 pending claims) totalling about 3,250 hectares (32.50 km^2) located approximately 80 km southeast of Quebec City in the Province of Quebec, Canada. GWR has also staked 32 adjoining claims, which are pending and when approved will become part of the Agreement.

Item 5 Full Description of Material Change

The Company is pleased to announce that it has entered into an Option Agreement allowing GWR to earn up to 100% interest in 81 mineral claims (plus 6 pending claims) totalling about 3,250 hectares (32.50 km^2) located approximately 80 km southeast of Quebec City in the Province of Quebec, Canada. GWR has also staked 32 adjoining claims, which are pending and when approved will become part of the Agreement.

The Option Agreement is over a 6 year term and calls for escalating cash payments, share issuances and exploration expenditures. To acquire 100% interest in the Property GWR must pay $310,000 cash, issue 1,575,000 common shares, and complete $4,000,000 in exploration expenditures subject to a 2% NSR royalty. Upon GWR exercising the option in full, a 2% NSR royalty interest is subject to an optional 0.5% buyback for $500,000 and a second optional 0.5% buyback for $500,000 thereby leaving the Optionor with a 1% NSR royalty interest.

Irvin Eisler, President of GWR, states: "*I am pleased to augment our exploration portfolio by adding this exciting new gold and gold-polymetallic (Au-Ag-Zn-Cu) property, located in one of the best jurisdictions in the world as rated by the Fraser Institute. The claim groups show strong potential to host gold mineralization and are located immediately along strike and adjacent to the Bellechasse Property held by Golden Hope Mines Limited, which has received significant attention in recent months. The Beauce region has experienced a recent renaissance with a staking rush occurring over the last numerous months reinforcing the gold potential of the belt.*"

Additional information about the Sainte Sabine Property will be provided after all Regulatory Approvals have been received. GWR looks forward to commencing exploration on the new property in the next few weeks.

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

June 29, 2010