

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

August 26, 2010

Item 3 News Release

date of dissemination – September 1, 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 discovery of new high-grade mineralization within the Spout Lake Skarn Zone area of the large Lac La Hache project, located in central British Columbia. New occurrences of massive magnetite-copper containing gold-silver and cobalt have been discovered during sampling of bedrock associated with strong magnetic anomalies on a recently completed, detailed ground magnetometer survey.

Item 5 Full Description of Material Change

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The new ground magnetic data clearly and accurately define bedrock concentrations of magnetite. Based on historical drilling dating back to the 1970s and as recently as 2005, two main zones were previously defined as the North and South Spout Lake Skarn Zones. The new ground magnetic survey (12.5 m stations along 25 m lines, each 800 m long) supports definition of additional, prospective areas labelled Southeast, Lake, West and Far West Zones.

The historical focus of the Spout Lake Skarn Zone exploration was primarily on the copper content with less interest in the magnetite, gold or silver. For that reason, it appears that some of the historical drilling targeted the edges or flanks of magnetic anomalies defined by early ground magnetic surveys, rather than the cores of the anomalies. This is especially valid within the South Zone, where patterns are less continuous than the more linear North Zone, but cover a larger anomalous area, extending approximately 250 m east-west and up to 400 m north-south.

A historical, non-43-101 compliant resource estimate for the North Zone was completed by GWR in 1993 (see Assessment Report 23251, available online at <http://aris.empr.gov.bc.ca/ArisReports/23251.pdf>), including 595,113 tonnes containing 50.5% magnetite, 1.79% copper and 0.12 gpt gold. The mineralization occurs within a

subvertical zone averaging 3.8 meters true thickness (reportedly varies from 2 to 12 m true width, although earlier estimates in the 1970s indicated true widths up to 50m). The drilled strike length of the North Zone included in the 1993 resource extends along a 400 m strike length. Faulted, offset extensions of the Zone in the western and eastern ends were not included. The general size and shape of the magnetic portions of the Zone is well reflected in the new ground magnetic data, open to depth and to the northwest.

Much of the entire surveyed area lies within very high amplitude magnetic total field responses, where contoured magnetic total field values range from 60,000 to over 78,000 nanoTeslas, some of the highest magnetic responses in British Columbia. However, recent follow-up prospecting has also uncovered bedrock exposures containing abundant malachite, azurite and visible fine to coarse chalcopyrite within non-magnetic and even low-magnetic response areas, suggesting there is mineralization lying outside and between the obvious magnetic highs.

The Company's recent follow-up to the new ground survey includes bedrock sampling of selected magnetic high anomalies. Twenty-three composite bedrock grab samples weighing up to 50 kg have been collected in well-documented sites and shipped for geochemical assays (copper, gold, silver and multi-element analyses). Multiple samples were also collected in person by qualified personnel of a mining company active in BC for independent evaluation of metallurgical properties. All samples collected contain massive magnetite (up to 80 percent estimated visually) with abundant disseminated chalcopyrite. The following partial geochemical assays have been received to date, confirming up to 3% copper and over half a gram of gold per ton within the magnetite rich samples:

NAD 83, Zone 10:	Easting	Northing	Zone	Au (g/t)	Cu (%)	Ag (g/t)
Site 1	611740	5761241	North Zone	0.45	3.05	12.8
Site 2	611684	5761279	North Zone	0.16	0.32	2.8
Site 3	611767	5761217	North Zone	0.13	0.63	4.8
Site 4	611835	5761171	North Zone	0.17	0.33	5.1
Site 5	611803	5760899	South Zone	0.23	0.34	3.4
Site 6	611830	5760964	South Zone	0.16	0.59	4.6
Site 7	611890	5760807	South Zone	0.53	1.83	9.2

GWR is excited about the new results within the Spout Lake Skarn area. All data is currently being compiled and re-interpreted. The Company looks forward to adding results from recently completed MMI surveys of the Skarn, to trenching and drilling in new and historically defined areas. GWR's objective in respect of the Spout Lake Skarn area of its large Lac La Hache project is to demonstrate the large economic potential represented by the contained magnetite, copper, gold, silver and possibly other metals. The Company recognizes the large economic potential of the Skarn-related Zones and has applied for a permit to support renewed exploration of the area. The Company's compilation will be presented to several interested mid-tier or major mining companies active within BC for consideration as a joint venture or other opportunity.

GWR maintains a quality assurance/quality control program that conforms to the requirements of National Instrument 43-101. Rob Shives, P. Geo., is the Qualified Person (as defined by NI43-101) who accepts responsibility for the technical content of this news release.

GWR is an active mineral exploration company currently exploring for gold and base metals on two properties within Canada. The Lac La Hache copper-gold porphyry project hosts multiple zones containing commercial grades of gold, copper, silver and magnetite. The project is located in British Columbia's prolific Quesnel Trough between producing mines at Imperial Metals' Mt. Polley Copper-Gold Mine and New Gold Inc.'s New Afton Copper-Gold project (Teck-Cominco's legendary Afton mine). The Lac La Hache project is well-served by rail, road and power infrastructure.

This material change report may contain "forward-looking statements". Readers are cautioned that any such statements are not guarantees of future performance and that actual development or results may vary materially from those in these "forward looking statements".

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

September 1, 2010