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

September 2, 2010

Item 3 News Release

date of dissemination – September 2, 2010
method of dissemination - Canada News Wire, Canada StockWatch, Market News and Kitco Metals

Item 4 Summary of Material Change

The Company has negotiated a commercially reasonable efforts private placement with Canaccord Genuity Corp. of up to 4,666,667 units at a price of 15 cents per unit and up to 4,375,000 flow-through units at a price of 16 cents per flow-through unit for total gross proceeds of up to $1.4 million.

Item 5 Full Description of Material Change

The Company has negotiated a commercially reasonable efforts private placement with Canaccord Genuity Corp. of up to 4,666,667 units at a price of 15 cents per unit and up to 4,375,000 flow-through units at a price of 16 cents per flow-through unit for total gross proceeds of up to $1.4 million.

Each unit will consist of one common share and one non-transferable common share purchase warrant. Each unit warrant will entitle the holder to purchase one additional common share for eighteen months from the date of closing at a price of 25 cents. Each flow-through unit will consist of one flow-through common share and one non-transferable common share purchase warrant. Each flow-through unit warrant will entitle the holder to purchase one additional common share for twelve months from the date of closing at a price of 25 cents.

The Company also intends to grant the agent an overallotment option to solicit any combination of units and flow-through units to raise additional gross proceeds of up to $140,000, exercisable 48 hours prior to closing.

The funds raised from the issuance of the flow-through units shall be used for ongoing exploration on the Company's Lac La Hache property located in British Columbia and the Company’s Saint Sabine property located in Quebec. Funds raised from the issuance of units will be for general working capital.

Closing of the private placement is anticipated to occur on or before September 30, 2010, and is subject to the receipt of applicable regulatory approvals including approval of the TSX Venture Exchange. The securities issued will be subject to a standard four-month hold period.

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 3, 2010