

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

GWR Resources Inc.
650 St. Annes Road, RR5
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Item 2 Date of Material Change

April 13, 2011

Item 3 News Release

date of dissemination – April 14, 2011
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Item 4 Summary of Material Change

The Company is pleased to report additional, encouraging assays, following completion of the highly successful Winter 2010-2011 Spout Lake Skarn Drilling Program at the Lac La Hache Porphyry/Skarn Cu-Au Property in central British Columbia.

Item 5 Full Description of Material Change

The Company is pleased to report additional, encouraging assays, following completion of the highly successful Winter 2010-2011 Spout Lake Skarn Drilling Program at the Lac La Hache Porphyry/Skarn Cu-Au Property in central British Columbia. New assays for 20 drill holes are tabulated below. Processing of the last-drilled cores will be completed April 16 and cut samples will be sent for analyses. Data compilation will continue during Spring break-up, to support completion of a National Instrument 43-101 Compliant Resource for the high grade, near-surface Spout Lake Skarn Zones. A full description of the Skarn Drilling Program, its rationale, drill plan maps, drill core photos, previously released assays and a NEW Presentation, are provided at www.gwrresources.com.

Background

The Lac La Hache Property has been episodically explored for both porphyry and skarn-style deposits, since the early 1970s. In the late 1980s, GWR acquired the property and has continued sporadic drilling convinced the abundant, strong surface showings of copper-gold bearing, potassically altered monzonitic intrusive rocks were indicative of a large hydrothermal, mineralizing system. New geophysical, geochemical surveys and geological information gathered in the mid-2000s supported new interpretation, leading to discovery/delineation of gold-rich copper porphyry zones in the Aurizon Central and Aurizon South "Supergold" Zone. Lessons learned there have been applied elsewhere within known and new areas, defining high probability porphyry targets we intend to test in the near future (2011-2012).

Following re-examination of all data in 2010 the Company announced a strategic shift, to closely examine the potential for early development of the Spout Lake Skarn zones, as a means to fund subsequent exploration of the potentially larger-tonnage porphyry zones. Historical, non-NI43-101-compliant resource estimates conducted in 1993 included only a portion of the North Skarn Zone (no other skarn zones were sufficiently drilled), indicating 595,000 tonnes grading 1.78% Cu, 0.12gpt Au and 51% Magnetite over a strike of 300m, locally to depths of 250m. To support new exploration, last summer GWR

completed a high resolution ground magnetometer survey, clearly defining the magnetite and strongly associated metals. Bedrock sampling based on magnetic responses produced high-grade samples, validating the magnetic patterns and providing samples used to determine positive metallurgical properties of the ore-grade material. An initial drill program of 4500m commenced in Nov. 2010 to support close-spaced drilling (collars centered at 20m and 25m spacing for South and North Zones, respectively) of the upper 100m within the core of the magnetic anomalies. However several expansions to 16,000m and addition of a second drilling rig resulted from continued, positive results, including extension of ore-grades beyond the magnetic highs within the South Skarn Zone.

Current Status

A total of 143 drill holes (15,462.1 m) have been completed during 102 days of drilling within the Spout Lake Skarns since the Program commenced November 23, 2010. While assays remain pending for many holes, results have already exceeded our expectations, as indicated by the last several News Releases (see www.gwrresources.com) and the several strong intersections tabulated below. Although resource statements are clearly premature at this time the Company's in-house calculations suggest the figure may be 40 times greater than the historical figure, and drilling remains open.

Once all assays have been received and analysed, an initial NI43-101 compliant Spout Lake Skarns copper-magnetite-gold-silver resource estimate will be conducted by SRK Consulting. This will enable us to demonstrate the potential profitability of mining the Skarn deposits: a bulk sampling permit will be applied for as soon as the data analysis has been completed.

Peach Lake Skarns: New Data, New potential

The success of our Spout Lake magnetite-copper-gold-silver exploration program has been largely due to high correlation of magnetite with the other metals and, our ability to map the magnetite directly using mag surveys. For this reason GWR has just completed a second, larger ground magnetic survey targeting a much longer magnetic trend located in the Peach Lake area (the North Zone at Spout Lake measures 400m along strike; the Peach Lake airborne magnetic anomaly trends over 3000m). Results of this new, detailed ground survey have been received, confirming strong magnetic responses (see images of these new anomalies in the Presentation at www.gwrresources.com). Comparison of the relative magnetic amplitudes of the two skarn areas (Peach and Spout) using airborne data shows they are similar.

GWR is extremely encouraged by the new anomalies, and will conduct an aggressive follow-up program this summer, similar to the successful approach taken at Spout Lake. Additional drilling will also be conducted at Spout Lake Skarns to continue extension of both North and South Zones, to depth and laterally. **Expansion of the magnetite-copper-gold-silver resource within the property now appears certain.**

Spout Lake North Zone Assays

Hole	NAD 83 Zone 10		Az.	Dip	EOH (m)	Cu (%)	Au (gpt)	Ag (gpt)	Fe (%)	Length (m)	From (m)	To (m)
	E surveyed	N surveyed										
SL11-73	5761191	611796	40	-45	81.3	0.23	0.03	1.3	8.8	4.0	6.0	8.0
					and	0.22	0.02	1.2	12.2	2.0	22.0	24.0
SL11-75	5761180	611814	40	-45	60	0.47	0.07	2.8	13.7	2.0	8.0	10.0

					and	0.58	0.07	3.2	23.2	6.0	24.0	30.0
					and	1.08	0.10	5.0	30.0	2.0	34.0	36.0
SL11-79	5761141	611814	40	-60	151.5	0.77	0.30	4.0	6.7	12.0	11.3	23.3
					incl	2.10	0.35	9.1	8.3	4.0	17.3	21.3
					incl	3.14	0.60	12.8	11.6	2.0	19.3	21.3
					and	0.43	0.06	2.0	10.9	66.0	69.3	135.3
					incl	1.67	0.06	6.8	8.9	8.0	103.3	111.3
					incl	3.62	0.08	17.0	16.4	2.0	105.3	107.3
SL11-80	5761164	611866	40	-45	60	0.17	0.03	0.8	10.10	2.0	52.0	54.0
					and	0.18	0.02	0.8	11.0	2.0	58.0	60.0
SL11-92	5761147	611887	40	-45	78.3	0.43	0.12	2.3	18.7	42.0	18.0	60.0
					incl	0.49	0.15	2.2	27.8	2.0	20.0	22.0
					incl	1.10	0.20	5.2	30.7	10.0	32.0	42.0
					incl	1.74	0.23	8.2	19.0	2.0	32.0	34.0
					incl	0.10	0.04	0.8	29.6	4.0	56.0	60.0
SL11-93	5761125	611868	40	-60	139.3	0.33	0.05	2.2	13.2	2.0	80.0	82.0
					and	0.29	0.06	1.4	10.0	2.0	90.0	92.0
					and	0.56	0.18	3.2	21.1	36.0	100.0	136.0
					incl	1.57	0.51	11.6	34.1	6.0	108.0	114.0
					incl	2.45	1.22	15.4	40.0	2.0	110.0	112.0
SL11-94	5761109	611853	40	-60	200.3	0.23	0.03	1.0	8.0	2.0	136.5	138.5
					and	2.02	0.25	6.0	30.9	10.0	158.5	168.5
					incl	4.84	0.44	10.0	29.0	2.0	160.5	162.5
SL11-95	5761130	611904	40	-45	69.2	0.89	0.14	3.8	25.8	36.0	30.0	66.0
					incl	1.47	0.17	6.5	37.8	16.0	30.0	46.0
					incl	2.01	0.24	8.7	43.9	6.0	34.0	40.0
					incl	2.05	0.19	7.8	43.1	2.0	42.0	44.0
					and	0.58	0.09	2.2	17.8	14.0	52.0	66.0
					incl	1.58	0.28	5.6	30.6	2.0	64.0	66.0
SL11-96	5761109	611889	40	-60	163.7	0.49	0.15	2.3	15.2	36.0	100.0	136.0
					incl	0.85	0.20	3.3	23.3	16.0	102.0	118.0
					incl	1.60	0.28	6.0	46.3	4.0	112.0	116.0

Spout Lake South Zone Assays

Hole	NAD 83 Zone 10		Az.	Dip	EOH (m)	Cu (%)	Au (gpt)	Ag (gpt)	Fe (%)	Length (m)	From (m)	To (m)
	E surveyed	N surveyed										
SL11-85	5760702	611834	n/a	90	61	0.57	0.07	3.0	16.4	8.0	39.5	47.5
					incl	1.16	0.15	6.0	21.0	2.0	39.5	41.5
SL11-86	5760722	611834	n/a	90	64	0.25	0.05	1.7	7.3	2.0	6.3	8.3
					and	0.24	0.02	1.2	9.7	2.0	20.3	22.3
					and	0.25	0.08	1.7	10.3	28.0	34.3	62.3
					incl	0.91	0.12	4.9	21.7	4.0	34.3	38.3
SL11-	5760802	611816	n/a	90	61	0.25	0.05	1.3	13.5	16.0	2.0	18.0

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					incl	0.49	0.10	2.0	12.8	2.0	2.0	4.0
					incl	0.53	0.07	2.4	12.7	2.0	16.0	18.0
					and	0.26	0.05	1.3	11.3	6.0	22.0	28.0
					incl	0.43	0.07	2.2	14.1	2.0	22.0	24.0
					and	0.26	0.02	1.2	9.2	2.0	34.0	36.0
					and	0.28	0.12	2.4	12.1	2.0	40.0	42.0
SL11-89	5760822	611812	n/a	90	61	0.61	0.11	2.8	23.7	2.0	5.0	7.0
SL11-105	5760863	611991	n/a	90	88.4	0.27	0.08	1.1	12.4	28.0	31.0	59.0
					incl	0.44	0.07	1.6	19.8	10.0	31.0	41.0
					incl	0.91	0.09	2.8	23.6	2.0	39.0	41.0
					incl	0.57	0.09	2.0	12.4	2.0	49.0	51.0
					incl	0.40	0.03	1.6	11.0	2.0	57.0	59.0
SL11-110	5760884	611815	n/a	90	70.1	0.38	0.04	1.8	24.4	6.0	2.2	8.2
					incl	0.56	0.04	2.6	32.6	2.0	2.2	4.2
					and	0.27	0.02	1.5	13.2	6.0	22.2	28.2
					incl	0.58	0.03	2.8	18.9	2.0	26.2	28.2
SL11-121	5760924	611818	n/a	90	70.1	0.63	0.08	2.4	23.2	4.0	3.0	7.0
					incl	0.84	0.11	3.0	23.0	2.0	3.0	5.0
					and	0.49	0.08	2.5	12.2	6.0	19.0	25.0
					incl	0.91	0.10	4.6	12.9	2.0	21.0	23.0
					and	0.27	0.02	1.7	12.3	6.0	33.0	39.0
					incl	0.45	0.02	2.0	12.0	2.0	35.0	37.0
SL11-122	5760977	611837	n/a	90	496.5	0.37	0.02	2.2	18.7	2.0	4.0	6.0
					and	0.38	0.03	3.0	21.6	2.0	18.0	20.0
					and	0.50	0.02	3.0	12.1	2.0	30.0	32.0
SL11-123	5761014	611733	n/a	90	129.8	0.24	0.02	1.7	10.2	4.0	2.0	6.0
					and	0.29	0.02	1.2	6.3	4.0	47.0	51.0
SL11-125	5760872	611711	n/a	90	69.4	0.20	0.06	1.4	10.5	24.0	2.2	26.2
					incl	0.54	0.07	4.3	11.4	2.0	2.2	4.2
					incl	0.48	0.11	3.0	12.6	2.0	24.2	26.2
SL11-126	5760925	611795	n/a	90	61	0.47	0.08	2.1	14.9	20.0	3.0	23.0
					incl	0.90	0.10	4.1	19.6	8.0	15.0	23.0
					incl	1.14	0.11	5.8	20.7	2.0	19.0	21.0

Annual Kamloops Exploration Group (KEG) Conference: Another Success!

Response to the Company's corporate and core display booths and technical presentation at the KEG Conference has been positive, with over 300 samples of high grade skarn ores distributed to delegates who visited the displays (see photos on website). GWR is proud to sponsor this well-attended, exploration-focused meeting.

GWR Sainte Sabine Project

Work at GWR's Sainte Sabine, Quebec gold/polymetallic property continues with additional compilation and planning of the Summer/Fall Program. The new, detailed airborne multisensor (magnetic, radiometric, electromagnetic) survey completed last fall

provides an excellent framework for the ground information and will be used to locate specific areas for new soil geochemical surveys, trenching and possible drilling in the fall.

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.

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

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Item 9 Date of Report

April 19, 2011