BC FORM 51-102F3

MATERIAL CHANGE REPORT

REPORTING ISSUER
GWR Resources Inc.
733 – 510 W. Hastings Street
Vancouver, BC V6B 1L8

DATE OF MATERIAL CHANGE
April 29, 2015

Press Release
A press release announcing the following material change was released on April 29, 2015 in Vancouver, BC through the facilities of News File and Stockwatch pursuant to 85(1) of the BC Securities Act.

Summary of Material Change
The Issuer reports that John K. Brown has decided to step down from the board of directors of the Company effective immediately, to focus on his many other business, family and community interests. New directors Robert W. Gordon and Jeremy P. Wiebe have simultaneously been appointed to the board, who join existing directors David Brett, Dale Riemer, and Rolf Van Driesum, who has taken on the role of Chair.

Full Description of Material Change
See attached News Release

Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102
The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102

Omitted Information
There have been no omissions to this report.

Executive Officer
David H. Brett
(604) 682-2421

DATED this 29th day of April, 2015 in Vancouver, BC Canada

PACIFIC BAY MINERALS LTD.

"David Brett"

David Brett,
President & CEO

GWR Resources Inc.
733 – 510 W. Hastings Street
Vancouver, BC, V6B 1L8
Phone: 604-682-2421

GWR CHAIR JOHN BROWN STEPS DOWN, NEW DIRECTORS GORDON & WIEBE APPOINTED

For Immediate Release. April 29, 2015. Vancouver, BC. David H. Brett, President & CEO, GWR Resources Inc. (the "Company," TSX Venture: GWQ) reports that after years of faithful service to the Company, John K. Brown has decided to step down from the board of directors of GWR, effective immediately, to focus on his many other business, family and community interests. New directors Robert W. Gordon and Jeremy P. Wiebe have simultaneously been appointed to the board, who join existing directors David Brett, Dale Riemer, and Rolf Van Driesum, who has taken on the role of Chair.

"The board of GWR is tremendously appreciative of John Brown's work on the GWR board and we wish him all the very best in the coming years," said GWR President & CEO David Brett.

"GWR is now in very capable hands and I wish GWR every success in developing the Lac La Hache project," said outgoing GWR Chair John Brown.

Robert ("Bob") Gordon brings a wealth of experience to GWR. His background includes his current role as General Counsel and Corporate Secretary of oil and gas technology and services company Zedi, a company he has been with since 1992. Bob holds a Bachelor of Law degree from the University of Alberta and has served on numerous boards including 20 years on Trinity Western University board of Governors, which he chaired for 6 years. Bob also currently serves as a director of Blackbridge Corp.

Jeremy Wiebe brings significant business experience to GWR. Mr. Wiebe has worked in corporate development with engineering, product-based and industrial equipment companies. At Mainland Machinery, Mr. Wiebe oversees Business Development with global engineering, mining, energy, and other industrial sector clients. He also has a business advisory practice helping companies develop strategic partnerships for market expansion and capital investment. Mr. Wiebe has a BA and MA from Trinity Western University, previously completed PhD coursework at McGill University, and taught Business Ethics and International Development at the undergraduate level.

"I'm confident in our board's ability to realize GWR's vision of advancing the Company's flagship Lac La Hache project through advanced exploration and beyond," said GWR President and CEO David Brett. "GWR is poised to drive new value for shareholders."

GWR Resources Ltd.
Per/

David Brett, MBA
President, CEO & Director