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
July 23, 2015

Press Release
A press release announcing the following material change was released on July 23 2015 in Vancouver, BC through the facilities of NewsFile and Stockwatch pursuant to 85(1) of the BC Securities Act.

Summary of Material Change
The Issuer reports that it has closed the first tranche of a non-brokered private placement that was previously announced on June 24, 2015 (the "Offering"). The closing consisted of the issuance of a total of 6,000,000 units (the "Units") at a price per of $0.05 per Unit for gross proceeds of $300,000. Each Unit consists of one flow-through common share and one warrant ("Warrant") with each Warrant entitling the holder to acquire one non-flow through common share at a price of $0.10 per share until July 23, 2017. Proceeds of the first tranche of the Offering will be used for exploration of the Company's 100% owned Lac La Hache Property in central British Columbia.

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 23rd day of July, 2015 in Vancouver, BC Canada

GWR RESOURCES INC.

"David Brett"

David Brett,
President & CEO

GWR Resources Inc.
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GWR Closes $300,000 First Tranche of Private Placement Exploration Program Underway

July 23, 2015. Vancouver, BC. David H. Brett, President & CEO, GWR Resources Inc. (the "Company," TSX Venture: GWQ) reports that the Company has closed the first tranche of a non-brokered private placement that was previously announced on June 24, 2015 (the "Offering"). The closing consisted of the issuance of a total of 6,000,000 units (the "Units") at a price per of $0.05 per Unit for gross proceeds of $300,000. Each Unit consists of one flow-through common share and one warrant ("Warrant") with each Warrant entitling the holder to acquire one non-flow through common share at a price of $0.10 per share until July 23, 2017. Proceeds of the first tranche of the Offering will be used for exploration of the Company's 100% owned Lac La Hache Property in central British Columbia.

"Exploration personnel have been arriving at the Company's exploration office in Lac La Hache over the past few weeks," said GWR CEO David Brett. "It's exciting to see the project revive and exploration on the ground resume."

VP Exploration Rob Shives stated: "We were pleased to see that our field vehicles, shop equipment and technical gear required so little to restore full functionality. I think this reflects excellent caretaking and the high quality of the solid, secure facility itself. We are now truly ready and excited to resume exploration"

As previously announced, the new summer 2015 Program includes grass-roots exploration and detailed drilling. Prospecting and geochemical sampling are now underway in relatively unexplored areas, as follow-up to encouraging new gold and molybdenum anomalies detected in 2012. The goal is to locate and evaluate possible bedrock sources of these metals.

Drilling will commence during the first week of August, to extend high-gold copper-gold-silver concentrations within the Aurizon Zone South (AZS) structure. Five or six angled holes will systematically test the near-vertical AZS structure in 25 m step-outs horizontally and vertically below high-grade mineralization in DDH AZS11-29 (8 meter core interval grading 3.6 % Cu, 3.4 g/t Au, 19 g/t Ag including 2.0 meters grading 9.3 % Cu, 8.4 g/t Au and 48.1 g/t Ag).

A map showing the location of the planned activity can be found at www.gwrresources.com

In connection with the closing of the first tranche of the Offering, the Company paid an aggregate amount of $24,000 in cash finder's fees and issued 480,000 non- transferable finder's warrants (the "Finder's Warrants") to an eligible arm's length finder. Each Finder's Warrant is exercisable into a common share at a price of $0.10 per share until July 23, 2017.

All securities issued under the Offering are subject to a 4-month hold period expiring on November 24, 2015.

The Company may complete a further closing of this non-brokered private placement on or before August 10, 2015, subject to TSX Venture Exchange approval.

About GWR Resources

GWR is a mineral exploration company exploring for gold and base metals in British Columbia's prolific Quesnel Trough. The Lac La Hache copper- gold porphyry/skarn magnetite- copper project hosts multiple zones of gold, copper, silver and magnetite. The project is located between producing mines at Imperial Metals' Mt. Polley Copper- Gold Mine and New Gold Inc.'s New Afton Copper- Gold project, adjacent to Woodjam Consolidated Copper, Gold Fields' Woodjam Project, and is well- served by rail, road and power infrastructure. Investors are encouraged to learn more about GWR and signup for news updates at www.gwrresources.com

The contents of the news release have been reviewed and approved by Rob Shives, P.Geo., VP Exploration to the company and a qualified person as defined in National Instrument 43-101.

GWR Resources Inc.
Per/

David Brett
President & CEO

For further information, please contact:
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