

FORM 51-102F3

Material Change Report

Item 1: Name and Address of Company

WPC RESOURCES INC.
Suite 202 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

December 1, 2014

Item 3: News Release

December 1, 2014, at Vancouver, BC, Canada.

Item 4: Summary of Material Change

WPC Resources Inc. reports on changes to the Board of Directors.

Item 5: Full Description of Material Change

See attached news release.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A.

Item 7: Omitted Information

None.

Item 8: Executive Officer

W.K.C. Clarke, Chairman & CEO
Tel: (604)685-1144

Item 9: Date of Report

January 9, 2015



Issued and Outstanding: 52,957,304 Common Shares

December 1, 2014

WPC RESOURCES CHANGE TO BOARD OF DIRECTORS

Vancouver, British Columbia – WPC Resources Inc. (the “Company” or “WPC”) reports that Mr. Bruce Hamilton, CA, is retiring as a director of the Company effective December 1, 2014. Bruce has served as a valued member on the Board since 2007. We are pleased that he will be continuing to contribute as an advisor to the Board, and Management, as part of the Company’s Advisory Board. The Board would like to thank Mr. Hamilton for his invaluable contribution to the Company over the past years.

WPC also reports that Mr. Ian Graham has joined the Board of Directors, effective December 1, 2014. Ian is an accomplished mining professional with over 20 years of experience in the development and exploration of mineral deposits, mostly gained with major mining companies Rio Tinto and Anglo American. As Chief Geologist with the Project Generation Group at Rio Tinto, Mr. Graham was involved with evaluation and pre-development work on several projects in Canada, and abroad, including the Diavik Diamond Mine in the Northwest Territories, Canada.

At Diavik, Ian was responsible for development of the Feasibility Study resource via delineation and large diameter drilling and underground bulk sampling. He remained a resource advisor through mine commissioning and initial production. He subsequently managed several Canadian diamond arctic exploration programs for Rio Tinto Exploration. Ian is a proponent of Arctic development through the establishment of high ore-value mining ventures.

Recently, Ian worked with Western Potash Corp. to advance their Milestone Project through Feasibility in preparation for partnership development. He is a founder and the former President of Discovery Harbour Resources Corp. (TSX-V: DHR), is an independent director of Commerce Resources Corp. (TSX-V: CCE) and a director of Montan Capital Corp. (TSX-V: MO.P). Mr. Graham resides in Vancouver and is a former chair of the University of British Columbia's Mineral Deposit Research Unit. Ian graduated from the University of Natal (now Kwa-Zulu Natal) in Durban, South Africa with a B.Sc. in Geology and Applied Geology (1984) and B.Sc. (Hons) in Geology (1985).

About WPC Resources Inc.

WPC is a Vancouver, BC-based gold exploration company focused on mineral exploration and development. The Company has recently acquired a 100% interest in the 8,000 ha Hood River property in Nunavut and entered into an agreement to earn up to an 80% interest in the advanced Ulu gold project and adjacent prospects from Elgin Mining Inc. These properties contiguously cover more than 9,000 ha of the High Lake greenstone belt that is well known for hosting high-grade gold occurrences. The Company is listed on the TSX-V with the trading symbol: **WPQ**.

For additional information, please contact:

W.K. Crichy Clarke Chairman of the Board and CEO

Telephone: (604) 685-1144

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This news release contains certain "forward-looking information" within the meaning of Canadian securities laws. Actual results may differ materially from those indicated by such forward-looking information. All information included herein, other than statements of historical fact, including, without limitation, information regarding future production, is considered forward-looking information and involves various risks and uncertainties. There can be no assurance that the forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the Policies of the TSX-Venture Exchange) accepts responsibility for the adequacy or accuracy of this Release.