



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19e étage
20, rue queen ouest
Toronto ON M5H 3S8

RECEIPT

GWR Global Water Resources Corp.

This is the receipt of the **Ontario Securities Commission** for the **Amended and Restated Preliminary Long Form Prospectus** dated **November 1, 2010** (the amended preliminary prospectus) amending and restating the **Preliminary Long Form Prospectus** of the above Issuer dated **October 18, 2010**.

The amended preliminary prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Nunavut and Northwest Territories**. A receipt for the amended preliminary prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

November 2, 2010

Leslie Byberg

Leslie Byberg
Director, Corporate Finance

SEDAR Project # 1646204