## KWG RESOURCES INC.

March 30, 2017

Canadian Securities Exchange 220 Bay Street, 9<sup>th</sup> Floor Toronto, Ontario M5J 2W4

Dear Sirs/Mesdames:

RE: KWG Resources Inc. (the "Issuer") – Receipt of Proceeds

The Issuer has completed a non-brokered private placement of 48,495,720 units (each, a "Unit") at a price of \$0.021 per Unit for aggregate gross proceeds of \$1,018,410.13, each Unit being comprised of one (1) subordinate voting share of the Issuer (a "Subordinate Voting Share") and one (1) warrant (a "Warrant"), each whole Warrant entitling the holder to purchase one Subordinate Voting Share for \$0.05 within 60 months after closing (the "Offering").

Pursuant to section 2.7(a) of CSE Policy 6 - Distributions, we confirm that the Issuer has received all consideration in relation to the Offering.

Yours very truly,

## KWG RESOURCES INC.

Signed: "Bruce Hodgman"	
Per:	
Bruce Hodgman, Vice-President	