

**CERTIFIED EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF KWG RESOURCES INC.
HELD ON APRIL 8, 2014**

“WHEREAS the Audit Committee reviewed the Consolidated Annual Financial Statements of the Corporation for the years ended December 2013 and 2012 (“Financial Statements”) and the Management Discussion and Analysis for 2013 (“MD&A”);

AND WHEREAS the Audit Committee recommends the approval of the Financial Statements and the MD&A by the Board;

NOW THEREFORE BE IT RESOLVED THAT:

1. **THAT** the Financial Statements and the MD&A are hereby approved;
 2. **THAT** Douglas Flett and Frank Smeenck are directed to sign the Consolidated Balance Sheets that form part of the Financial Statements as proof of their approval by the Board of directors; and
 3. **THAT** the distribution of the Financial Statements and the MD&A to the shareholders of the Corporation and their filing with the regulatory authorities are hereby approved.
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I, the undersigned, **LUCE L. SAINT-PIERRE**, Secretary of **KWG RESOURCES INC.**, hereby certify that the foregoing is a true copy of the resolutions adopted by the Board of Directors of **KWG RESOURCES INC.** at a meeting held on April 8, 2014 and confirm that these resolutions are still in full force and effect, without any modification.

Signed at Montréal, Province of Québec, this 10th day of April 2014

Luce L. Saint-Pierre