

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: KWG Resources Inc. (the "Issuer") .

Trading Symbol: KWG

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the CNSX Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions – **INCLUDED IN THE FINANCIAL STATEMENTS**

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient. **See note 16 to Interim Consolidated Financial Statements.**
- (b) A description of the transaction(s), including those for which no amount has been recorded. **See note 16 to Interim Consolidated Financial Statements.**
- (c) The recorded amount of the transactions classified by financial statement category. **See note 16 to Interim Consolidated Financial Statements.**
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto. **See note 16 to Interim Consolidated Financial Statements.**
- (e) Contractual obligations with Related Persons, separate from other contractual obligations. **N/A**
- (f) Contingencies involving Related Persons, separate from other contingencies. **N/A**

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Aug. 6	Common shares	Private placement	128,410	\$0.055	7,062.55	Payment of services		No

(b) summary of options granted during the period, N/A

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
Authorized - An unlimited number of common shares
- (b) number and recorded value for shares issued and outstanding,-
777,813,157 common shares – recorded value of \$27,383,180
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value,

**Outstanding warrants and compensation options as at September 30, 2014
(\$3,414,317)**

Number of warrants	Number of compensation options	Exercise price \$	Expiry date
2,200,000	-	0.15	April 2015
6,000,000	-	0.10	June 2016
21,000,000	-	0.15	August 2016
5,000,000	-	0.10	September 2016
4,760,000	-	0.10	October 2016
27,200,000	-	0.10	November 2016
-	332,000	0.05	November 2016
2,310,000	-	0.10	December 2016
200,000	-	0.10	January 2017
1,700,000	-	0.10	February 2017
1,000,000	-	0.10	March 2017
-	20,000	0.05	March 2017
3,000,000	-	0.12	March 2017
25,000,000	-	0.10	April 2019
99,370,000	352,000	0.11	

Options outstanding and exercisable as at June 30, 2014:

		Outstanding options	Exercisable options
Exercise price	Number of options	Average contractual life (in years)	
0.100	45,259,500	2.34	41,059,500
0.115	3,500,000	1.23	3,500,000
0.125	24,545,000	0.35	24,545,000
0.140	1,500,000	0.50	1,500,000
0.110	74,804,500	1.66	70,604,500

and

number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer. **N/A**

4. **List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Douglas M. Flett, Chairman and director
Frank C. Smeenk, President and CEO and director
Donald A. Sheldon, Director
Cynthia Thomas, Director
Thomas Pladsen, Director

Thomas E. Masters, CFO
Luce L. Saint-Pierre, Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated September 28, 2014 .

Luce L. Saint-Pierre
Name of Director or Senior Officer

(s) Luce L. Saint-Pierre
Signature

Corporate Secretary
Official Capacity

Issuer Details Name of Issuer KWG Resources Inc.	For Quarter Ended September 30	Date of Report YY/MM/D 2014/09/28
Issuer Address 2750 – 600 de Maisonneuve West		
City/Province/Postal Code Montréal, Quebec H2V 2V9	Issuer Fax No. 514-866-6193	Issuer Telephone No. 514-866-6001 ext. 230
Contact Name Luce L. Saint-Pierre	Contact Position Corporate Secretary	Contact Telephone No. 514-866-6001 ext. 230
Contact Email Address lsPierre@kwgresources.com	Web Site Address www/kwgresources.com	