

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

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

Trading Symbol: KWG .

Date: December 9, 2015 .

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 845,147,718 .

Date of News Release Announcing Private Placement: December 9, 2015 .

Closing Market Price on Day Preceding the Issuance of the News Release: last trade on December 8 - \$0.02

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations-hip to Issuer (2)
Maureen O'Mahoney 8 Ottawa Street Toronto, ON M4T 2B6	1,130,000	\$0.02		2.24 NI45-106	2,333,000	Dec. 8	Arm's length

RBL Communications Inc. 10933 Jane Street Vaughan, ON L6A 1S1	141,250	\$0.02		2.24 NI45-106	1,045,250	Dec. 8	Arm's length
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(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$25,425

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other.

For online awareness, marketing and branding services and production of a documentary on KWG Ring of Fire

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

5. Description of securities to be issued:
 - (a) Class common shares
 - (b) Number 1,271,250
 - (c) Price per security \$0.02
 - (d) Voting rights one vote per common share

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: N/A
 - (a) Number _____
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____
 - (c) Exercise price _____
 - (d) Expiry date _____

7. Provide the following information if debt securities are to be issued: N/A
 - (a) Aggregate principal amount _____
 - (b) Maturity date _____
 - (c) Interest rate _____
 - (d) Conversion terms _____

- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): **N/A**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). _____ .
11. State whether the private placement will result in a change of control.
- No change of control _____
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral

Instrument 45-102. Yes

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Option to acquire 80% interest in Bold Venture's interest in chromite minerals identified and a 20% interest in non-chromite minerals in the mining claims hosting the Black Horse chromite occurrence held by Fancamp Exploration Ltd.
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: Option Agreement dated March 1, 2013 between Bold Ventures Inc. and the Issuer. Pursuant to the Option Agreement, the Issuer and Bold have an option to acquire from Fancamp Exploration Ltd. ("Fancamp") its interest in the mining claims hosting the Black Horse chromite occurrence. The Issuer will fund 100% of the exploration programs operated by Bold to enable Bold to earn the interest (100%) under its option agreement with Fancamp. For the funding, KWG will earn an 80% interest in Bold's interest in chromite minerals identified and a 20% interest in non-chromite minerals.

The parties have agreed to extend for one year all obligations and dates under the various agreements between them. As consideration for the extensions, the Issuer issued 25 million common shares from its treasury to Fancamp, at a deemed value of \$500,000, of which \$300,000 will be credited as a reduction of the exploration expenditures under the agreements. Under the original terms, the Issuer and Bold were required to incur exploration expenditures of \$8 million to earn a 50% interest in the Koper Lake Project. KWG has completed all but approximately \$2.2 million of that obligation. That amount will now be reduced to approximately \$1.9 million and KWG has until September 30, 2016 to complete the expenditures and acquire 80% of Bold's interest in the chromite resources of the Black Horse chromite deposit. Should KWG not make the expenditures by September 30, 2016, Bold has until March 31, 2017 to complete the aggregate expenditures of \$7.7 million to earn a 50% interest in the property from Fancamp.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: \$1,500,000 .

- (b) Cash: \$300,000 .
- (c) Securities (including options, warrants etc.) and dollar value: _____
Common shares: 10,000,000 (\$500,000) and 35,000,000
(\$700,000); 25,000,000 (\$500,000) .
- (d) Other: _____ .
- (e) Expiry date of options, warrants, etc. if any: _____ .
- (f) Exercise price of options, warrants, etc. if any: _____ .
- (g) Work commitments: \$8,000,000 .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

At arm's length

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Fancamp Exploration Ltd. 7290 Gray Avenue Burnaby, BC V5J 3Z2	25,000,000 common shares	\$0.02		2.12	70,000,000	Arm's length

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Due diligence review to confirm
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
- (b) Cash _____
- (c) Securities _____
- (d) Other _____
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

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 Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not 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 9 Notice of Private Placement is true.

Dated December 9, 2015.

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

Luce L. Saint-Pierre
Signature

Corporate Secretary
Official Capacity