

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: KWG

Date: December 31, 2015

### 1. New Options Granted:

Date of Grant: \_\_\_\_\_

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Cynthia Thomas	director	yes	1,000,000	0.05	12-30-20	3,000,000
Thomas Pladsen	director	yes	500,000	0.05	12-30-20	1,500,000
Frank Smeenk	Officer & director	yes	4,000,000	0.05	12-30-20	5,389,000
Luce Saint-Pierre	officer	yes	2,500,000	0.05	12-30-20	3,140,000
Douglas M Flett	director	yes	1,000,000	0.05	12-30-20	3,185,000
Donald Sheldon	director	yes	500,000	0.05	12-30-20	3,500,000
Bruce Hodgman	employee	yes	1,000,000	0.05	12-30-20	3,350,000
Ted Masters	officer	yes	1,000,000	0.05	12-30-20	4,700,000
Maurice Lavigne	Officer	yes	1,000,000	0.05	12-30-20	4,700,000
Sarah Smeenk	consultant	no	500,000	0.05	12-30-20	750,000
Maureen O'Mahoney	consultant	no	500,000	0.05	12-30-20	1,000,000

Total Number of optioned shares proposed for acceptance: 13,500,000 .

**2. Other Presently Outstanding Options: See attached**

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date

(1) Set out number of optioned shares for each grant with different terms.

**3. Additional Information**

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. Not required
- (b) State the date of the news release announcing the grant of options.
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 871,418,968
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. 0.099
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. 791,896
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. \$0.02
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. N/A

#### 4. 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.
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 the Exchange 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 Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated December 31, 2015.

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

Luce L. Saint-Pierre  
Signature

Corporate Secretary  
Official Capacity

Name	Date		Price	Balance
	Granted	Expiry		09/09/2015
<b>Frank Smeenk</b>	08-26-2015	08-26-2020	0,050	5 389 000
	08-04-2014	08-04-2019	0,100	500 000
	09-mai-13	09-mai-18	0,100	1 111 000
	14-03-2012	14-03-2017	0,100	600 000
<b>Total</b>				7 600 000
<b>Luce Saint-Pierre</b>	08-26-2015	08-26-2020	0.05	3 140 000
	08-04-2014	08-04-2019	0.10	600 000
	09-mai-13	43229,000	0.10	760 000
<b>Total</b>				4 500 000
<b>Douglas M Flett</b>	08-26-2015	08-26-2020	0.05	3 185 000
	08-04-2014	08-04-2019	0,100	500 000
	09-mai-13	09-mai-18	0,100	1 715 000
	14-03-2012	14-03-2017	0,100	600 000
<b>Total</b>				6 000 000
<b>Guy Laberge</b>	09-mai-13	09-mai-18	0,100	2 000 000
<b>Bruce Hodgman</b>	26-08-2015	26-08-2020	0.05	3 350 000
	08-04-2014	08-04-2019	0,100	600 000
	09-mai-13	09-mai-18	0,100	1 050 000
<b>Total</b>				5 000 000
<b>Bruce Reid</b>	14-03-2012	14-03-2017	0,100	600 000
<b>Ted Masters</b>	26-08-2015	26-08-2020	0.05	4 700 000
	08-04-2014	08-04-2019	0,100	600 000
	09-mai-13	09-mai-18	0,100	700 000
<b>Total</b>				6 000 000
<b>Maurice Lavigne</b>	26-08-2015	26-08-2020	0.05	4 700 000
	08-04-2014	08-04-2019	0,100	600 000
	09-mai-13	09-mai-18	0,100	700 000
<b>Total</b>				6 000 000
<b>Sarah Smeenk</b>	26-08-2015	26-08-2020	0.05	750 000
	09-mai-13	09-mai-18	0,100	1 250 000
<b>Total</b>				2 000 000
<b>Rene Galipeau</b>	11-mars-24	16-mars-24	0,115	750 000
	14-03-2012	14-03-2017	0,100	1 600 000
<b>Total</b>				2 350 000

<b>Cynthia Thomas</b>	26-08-2015	26-06-2020	0,050	3 000 000
	08-04-2014	08-04-2019	0,100	500 000
	09-mai-13	09-mai-18	0,100	1 150 000
	14-03-2012	14-03-2017	0,100	600 000
	24-03-2011	24-03-2016	0,115	750 000
<b>Total</b>				6 000 000
<b>Maureen O'Mahoney</b>	26-08-2015	26-06-2020	0,050	1 000 000
	09-mai-13	09-mai-18	0,100	500 000
<b>Total</b>				1 500 000
<b>Sheila Willis</b>	24-03-2011	24-03-2016	0,115	1 000 000
<b>Cameron Clark</b>	26-08-2015	26-08-2020	0.05	500 000
	23-03-2011	23-03-2016	0,115	1 000 000
<b>Total</b>				1 500 000
<b>T Okimaw-H</b>	18-11-2011	18-11-2016	0,100	500 000
<b>Mark Parrish</b>	18-11-2011	18-11-2016	0,100	300 000
<b>Thomas Pladsen</b>	26-08-2015	26-06-2020	0,050	1 500 000
	08-04-2014	08-04-2019	0,100	500 000
	09-mai-13	09-mai-18	0,100	1 400 000
	14-03-2012	14-03-2017	0,100	3 100 000
<b>Total</b>				6 500 000
<b>Sean Marriott</b>	26-08-2015	26-06-2020	0,050	3 000 000
	08-04-2014	08-04-2019	0,100	1 000 000
<b>Total</b>				4 000 000
<b>Donald Sheldon</b>	26-08-2015	26-08-2020	0.05	3 500 000
	08-04-2014	08-04-2019	0,100	3 000 000
<b>Total</b>				6 500 000
<b>Stuart Kiff</b>	26-08-2015	26-08-2020	0.05	500 000
<b>Craig Brockwell</b>	26-08-2015	26-08-2020	0.05	500 000
<b>Bart Ludkowski</b>	26-08-2015	26-08-2020	0.05	500 000
<b>Rody Lazar</b>	26-08-2015	26-08-2020	0.05	500 000
<b>Russel Martel</b>	26-08-2015	26-08-2020	0.05	1 000 000