

**EARLY WARNING REPORT UNDER
NATIONAL INSTRUMENT 62-103**

1. Name and address of the offeror:

Noront Muketei Minerals Ltd. ("**Noront Muketei**")
110 Yonge Street
Suite 400
Toronto, ON
M5C 1T4

Noront Muketei is the successor by amalgamation of 9201955 Canada Inc. and is a wholly-owned subsidiary of Noront Resources Ltd. ("**Noront**").

2. Name of reporting issuer with respect to which this report is filed:

KWG Resources Inc. ("**KWG**")

3. Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

On April 28, 2015, 9201955 Canada Inc. acquired 111,733,215 common shares of KWG (the "**Purchased Shares**"), which were previously held by Cliffs Greene B.V., in connection with a broader transaction pursuant to which 9201955 Canada Inc. acquired certain other assets from affiliates of Cliffs Greene B.V. (collectively, the "**Transaction**").

On April 29, 2015, 9201955 Canada Inc. amalgamated with its wholly-owned subsidiary 9129561 Canada Inc. to form Noront Muketei. The Purchased Shares became held by Noront Muketei as successor by amalgamation as of April 29, 2015.

The Purchased Shares represent approximately 13.8% of the issued and outstanding common shares of KWG.

A news release announcing the completion of the Transaction was issued by Noront on April 28, 2015 through the facilities of Canada Newswire and filed on the System for Electronic Document Analysis and Retrieval. A news release announcing the completion of the acquisition of the Purchased Shares was issued by Noront on April 30, 2015 through the facilities of Canada Newswire and filed on the System for Electronic Document Analysis and Retrieval.

4. Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the news release:

Noront Muketei owns and Noront beneficially owns a total of 111,733,215 common shares of KWG, representing approximately 13.8% of the issued and outstanding common shares of KWG.

5. **Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in question 3 over which:**

- (i) **the offeror, either alone or together with any joint actors, has ownership and control:**

See Item 4.

- (ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:**

Not applicable.

- (iii) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:**

Not applicable.

6. (a) **Name of the market in which the transaction or occurrence that gave rise to the news release took place:**

The Purchased Shares were acquired by way of a private agreement and not through the facilities of any stock exchange or any other marketplace.

- (b) **The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

The Purchased Shares were acquired by way of private agreement and the value of the consideration per Purchased Share is subject to confidentiality covenants.

7. **Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

Noront Muketei acquired the Purchased Shares for investment purposes. Noront Muketei may increase or decrease its ownership in KWG in the future, depending on, among other factors, market conditions and other factors relevant to Noront's investment decisions. Other than the Purchased Shares, Noront has no current intention to increase its beneficial ownership of, or control or direction over, additional securities of KWG.

8. **General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

Not applicable.

9. **Names of any joint actors in connection with the disclosure required by Appendix E to NI 62-103:**

Not applicable.

10. **In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:**

See Item 6(b) above. The consideration was paid in cash.

11. **If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of NI 61-103 in respect of the reporting issuer's securities:**

Not applicable.

12. **If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting the reliance:**

Not applicable.

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DATED this 30th day of April, 2015.

NORONT MUKETEI MINERALS LTD.

By: (signed) "Gregory Rieveley"
Gregory Rieveley
Chief Financial Officer

NORONT RESOURCES LTD.

By: (signed) "Gregory Rieveley"
Gregory Rieveley
Chief Financial Officer