

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

WPC Resources Inc.
202 – 750 Pender Street
Vancouver, BC V6C 2T7

Item 2 Date of Material Change

October 22, 2014

Item 3 News Release

The news release dated October 22, 2014 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Stephen Wilkinson, President

Item 9 Date of Report

October 27, 2014

WPC RESOURCES FILES NI43-101 REPORT FOR HOOD RIVER PROPERTY AND REPORTS FIRST SURFACE SAMPLING RESULTS

Vancouver, British Columbia – WPC Resources Inc. (the “Company” or “WPC”) is pleased to report that it has completed a technical report (the “Report”) prepared in compliance (or accordance) with NI 43-101 for its 100%-owned Hood River Property in Nunavut. The Report prepared by Mr. Paul Cowley, P.Geo, and entitled “Technical Report on the Hood River Property, Nunavut, Canada”, summarizes the property attributes including its geology and exploration history. The report is available on SEDAR. Most notably, nine of 22 known gold zones and two base metal occurrences within the Property are described in detail. Verification samples taken by the Report’s author during the 2014 exploration program reported gold assays of up to 57.1 grams per ton (“g/t Au”: note 1 g/t Au is equivalent to 1 ppm Au). The full list of the verification sample results is as follows:

SAMPLE OCCURRENCE	SAMPLE NUMBER	SAMPLE TYPE	SAMPLE WIDTH (m)	Au g/t
North Penthouse	14BTH-01	Grab		3.84
Spent	14BTH-02	Grab		0.87
South Penthouse	14BTH-03	Grab		0.91
North Penthouse	14BTH-04	Grab		2.05
Blackridge	14BTH-05	Chip	0.5	7.44
Blackridge	14BTH-06	Grab		10.95
North Fold Nose	14BTH-07	Grab		57.10
North Fold Nose	14BTH-08	Grab		5.33

The Company also reports that it has undertaken and completed its 2014 field program on the Hood River project and the Ulu gold property in which WPC is earning up to an 80% interest. During that program, field personnel consisting of five geologists plus support staff operated from the Ulu camp with access to the properties provided by helicopter and by fixed wing aircraft using the camp’s 1.2 km long airstrip.

Through the course of the field work, a total of 8 gold occurrences on the Hood River property were examined and sampled to assess targets for the 2015 drill program. To date, the Company has received the results of more than 100 samples from the Blackridge, Crown and the newly discovered Cowley showings of the Hood River project. Each sample was analysed for 37 elements including gold (Au), silver (Ag), copper (Cu), zinc (Zn) and lead (Pb). Highlights of the field work and geochemical results by showing as received to date are:

Crown Showing

The Crown Showing is located in the south-central part of the Hood River property, adjacent to and on the eastern contact of the “peanut-shaped” leucogranite. It is comprised of five mineralized zones of silicified sedimentary and volcanic rock units that occur over an 800m strike length and reported historical widths of up to 6.0m. The five zones are known as the Crown Main, “B”, East, West and Fold.

The Crown Main showing is centrally located between the West and B zones. It outcrops as a silicified, foliated, banded basaltic tuff, containing up to 2% very fine-grained arsenopyrite. Part of the mineralized occurrence was found to widen dramatically and is exposed over an area

measuring approximately 50m wide and 30m long. The mineralization strikes under a small lake at the north end and is buried beneath gravels to the south so the full extent of this wide zone is yet to be defined.

SAMPLE OCCURRENCE	SAMPLE NUMBER	SAMPLE TYPE	SAMPLE WIDTH (m)	Au ppm	Ag ppm
CROWN "B"	R461037	Grab		4.84	0.8
CROWN "B"	R461297	Grab		2.67	0.5
CROWN EAST ZONE	R461117	Chip	1.50	3.02	0.5
CROWN EAST ZONE	R461119	Chip	1.00	10.45	3.0
CROWN MAIN	R461213	Channel	1.00	2.20	1.2
CROWN MAIN	R461214	Channel	1.00	2.33	0.3
CROWN MAIN	R461215	Channel	1.00	4.86	1.6
CROWN MAIN	R461216	Channel	1.00	5.73	1.6
CROWN MAIN	R461223	Channel	1.00	2.13	1.1
CROWN MAIN	R461224	Channel	1.00	2.11	1.0
CROWN MAIN	R461232	Channel	1.00	6.10	2.8
CROWN MAIN	R461233	Channel	1.00	3.32	0.8
CROWN MAIN	R461023	Grab		2.26	0.7
CROWN MAIN	R461114	Grab		6.94	1.0
CROWN MAIN	R461458	Grab		4.18	2.0

Cowley Showing

The newly discovered Cowley Zone is a northeast oriented, 1.0m to 3.35m wide, +12m long sub-vertical zone expressed in outcrop and boulder train of highly silicified mafic volcanic unit containing 5 to 15% disseminated arsenopyrite and gold values typically ranging between 1.00 and 2.83 ppm Au with 2 grab samples returning exceptional values of 12.4 ppm Au and 37.1 ppm Au. The zone trends to the northeast under cover.

Blackridge Showing

The Blackridge showing occurs in the southern part of the Property, just east of the leucogranite. The mineralization reports over a strike length of 750m and sampling has returned historical results of up to 21.58 grams per tonne ("ppm") Au over a 1.0 metre ("m") width in a continuous chip sample. This season's sampling confirmed the gold mineralization with four grab samples returning 4.63 ppm Au, 4.84 ppm Au, 7.44 ppm Au and 10.95 ppm Au.

Stephen Wilkinson, WPC's President commented; "With about 1/3 of the results reported thus far, we are pleased to see the confirmation of the widespread and high-grade gold mineralization on the Hood River project. We anticipate reporting on the remainder of the results over the next two weeks on the other Hood River gold zones and the Ulu property sampling. In addition, we are planning on assaying those samples which had geochemical values in excess of 2 ppm Au."

Qualified Person and NI 43-101 Disclosure

Mr. Bruce E. Goad, P.Geo, B.Sc. (Hon.), M.Sc., has reviewed and approved the technical contents of this news release. Mr. Goad is a qualified person as described by National Instrument 43-101.

Quality Assurance and Quality Control Procedures & Protocols

WPC Resources maintained a rigorous quality control program with respect to the acquisition, preparation, shipping, analysis and checking of all samples and data from the property. Each sample was shipped from the property in a secured numbered/tagged plastic sample bag that was subsequently sealed with other samples within a standard rice bag. The rice bag was then labeled, and secured with a numbered tamper-proof seal. The samples arrived and were prepared in the ALS Minerals Yellowknife preparation lab and subsequently were shipped to ALS Minerals of Vancouver, B.C., for analysis. ALS Minerals is an accredited laboratory. ALS Minerals employed a program of QA/QC by the insertion of standards and blanks into the sample stream. WPC Resources relied on ALS Minerals for the running of duplicate samples. As part of a comprehensive QA/QC program, WPC Resources also inserted standard and blank samples into the sample stream at source. One standard was inserted into the sample stream in each group of 20 samples; in addition, one blank was also inserted into each group of 20 samples.

On site quality control as carried out by WPC Resources employees was under the supervision of Bruce Goad.

About WPC Resources Inc.

WPC is Vancouver, British Columbia-based gold exploration company focused on mineral exploration and development. The Company has recently entered into agreements to acquire a 100% interest in the 8,000 ha Hood River property in Nunavut and to earn up to an 80% interest in the advanced Ulu gold project and adjacent prospects from Elgin Mining Inc. These properties contiguously cover more than 9,000 ha of the High Lake greenstone belt that is well known for hosting high-grade gold occurrences. The Company is listed on the TSX-V with the trading symbol: **WPQ**.

For additional information, please contact:

Stephen Wilkinson, President

Telephone: (604) 685-1144

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This news release contains certain "forward-looking information" within the meaning of Canadian securities laws. Actual results may differ materially from those indicated by such forward-looking information. All information included herein, other than statements of historical fact, including, without limitation, information regarding future production, is considered forward-looking information and involves various risks and uncertainties. There can be no assurance that the forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the Policies of the TSX-Venture Exchange) accepts responsibility for the adequacy or accuracy of this Release.