

**GREAT WESTERN MINERALS GROUP LTD.**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Reporting Issuer:**

Great Western Minerals Group Ltd. (“**GWMG**” or the “**Corporation**”)  
201B – 2121 Airport Drive  
Saskatoon, Saskatchewan S7L 6W5  
Telephone: (306) 659-4500

**2. Date of Material Change:**

June 20, 2014.

**3. News Release:**

A news release was disseminated on June 20, 2014 via Marketwired.

**4. Summary of Material Change:**

The Corporation announced that its National Instrument 43-101 compliant technical report, containing the results of the feasibility study and reserve estimate for the Steenkampskraal Project, was filed and is available under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

**5. Full Description of Material Change**

**5.1 Full Description of Material Change:**

On June 20, 2014 the Corporation filed on SEDAR the final results of the feasibility study and reserve estimate for the Steenkampskraal Project in South Africa.

The report entitled “*National Instrument 43-101 Independent Technical Report on the Results of a Feasibility Study for the Steenkampskraal Rare Earth Element Project in the Western Cape, South Africa for Great Western Minerals Group Ltd.*” is dated and effective as of June 20, 2014. The feasibility study was prepared by Venmyn Deloitte (Pty) Ltd under the supervision of the following Qualified Persons: Mr. Andrew Neil Clay, M.Sc. (Geol.), M.Sc. (Min. Eng.), Dip. Bus. M., Pr Sci Nat, MSAIMM, FAusIMM, FGSSA, MAIMA, M.Inst.D., AAPG; Ms. Fiona Harper, BSc (Hons), Pr.Sci.Nat, MSAIMM, MGSSA and Mr. Andrew de Klerk, BSc (Hons)(Geol), G.D.E., MGGSA, Pr.Sci.Nat.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

**6. Reliance on Subsection 7.1(2) of National Instrument 51-102:**

Not Applicable.

**7. Omitted Information:**

No material information has been omitted from this report.

**8. Executive Officer:**

For further information, please contact Mr. Tom Mair at (306) 659-4500.

**9. Date of Report:**

June 30, 2014.