MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 Name and Address of Company

Wilton Resources Inc. (the "**Company**")
1404 Joliet Avenue S.W.
Calgary, Alberta T2T 1S2

Item 2 Date of Material Change

The material change occurred on October 28, 2011.

Item 3 News Release

The Company issued a press release relating to the material change described herein on October 28, 2011, through Marketwire.

Item 4 Summary of Material Change

The Company announced the completion of it's previously announced Qualifying Transaction, as such term is defined by the TSX Venture Exchange, in which the Company purchased a 75% non-operating interest in an oil and gas property located in Monitor, Alberta from Cascade Resources Inc. for a purchase price of $825,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, please refer to the press release of the Company dated October 28, 2011, attached hereto as Schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The name and business number of an executive officer of the Company who is knowledgeable about the material changes and this report is:

Richard G. Anderson
Chief Executive Officer and Corporate Secretary
(403) 619.6609

Item 9 Date of Report

This report is dated October 31, 2011.

SCHEDULE "A"

PRESS RELEASE

Wilton Resources Inc. Announces Completion of Qualifying Transaction

Calgary, Alberta, October 28, 2011 – Wilton Resources Inc. (the "**Corporation**") (TSXV: "WIL.P") is pleased to announce that it has completed the purchase of a 75% non-operating interest in a certain oil and gas property (the "**Property**") of Cascade Resources Inc. ("**Cascade**") located in Monitor, Alberta (the "**Acquisition**") constituting its qualifying transaction (the "**Qualifying Transaction**") under the applicable policies of the TSX Venture Exchange (the "**TSX-V**") (see the press releases of the Corporation dated October 13^{th} and October 19^{th} and the Corporation's filing statement dated October 19, 2011 (the "**Filing Statement**"), all as filed on the Corporation's SEDAR profile, for further details). Pursuant to the terms of the Acquisition, which was negotiated at arm's length, the Corporation purchased, on industry standard terms and conditions, a 75% non-operating interest in the Property, and all wells and tangibles associated with such interest for an aggregate purchase price of $825,000. The purchase price was paid through the issuance of 1,076,923 common shares ("**Common Shares**") of the Corporation to Cascade at a deemed price of $0.65 per Common Share, with the remaining $125,000 paid in cash by way of a deposit which was released from escrow on closing of the Acquisition. The Common Shares are subject to a hold period expiring on February 29, 2012.

Assuming that all TSX-V conditions are satisfied, it is expected that the Corporation will be reinstated for trading under the stock symbol "WIL" on or about November 1, 2011.

Following completion of the Qualifying Transaction, the board of directors (the "**Board**") of the Corporation consists of Richard G. Anderson, Stuart B. McDowall, Darryl J. Raymaker, Allen F. Emes and Roy MacLaren. The officers of the Corporation are:

Richard G. Anderson	-	Chief Executive Officer and Corporate Secretary
Kenneth Rutherford	-	Chief Financial Officer
Gerald W. Welsh	-	President and Chief Operating Officer
Emmanuel Malterre	-	Vice President, Exploration

Summaries of the biographies for all of the directors and executive management of the Corporation are set out in the Filing Statement available for review under the Corporation's SEDAR profile at www.sedar.com.

The Board wishes to confirm the corporate strategy going forward. The business plan of the Corporation was and continues to be the investment and acquisition of large international oil and gas assets and to engage in international exploration and development. The Board has reviewed a number of potential international projects, but has not entered into any agreements in principal with respect to those projects. Upon completion of the Acquisition, the Corporation will continue to pursue its international oil and gas acquisition strategy.

For further information please contact:

Wilton Resources Inc.
Richard G. Anderson
Chief Executive Officer and Corporate Secretary
(403) 619.6609

FORWARD-LOOKING INFORMATION

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Corporation's current beliefs or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this press release contains forward-looking information relating to the satisfaction of the issuance of the final exchange bulletin in respect of the Qualifying Transaction, the listing of the Common Shares and the ongoing nature of the Corporation's business. The final exchange bulletin will not be issued if the TSX-V determines that the Corporation has not met the conditions set out in the TSX-V's conditional approval letter. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Corporation. The material factors and assumptions include the ability of the Corporation to meet the conditions for listing of the TSX-V and that the continuation of the Corporation's current business strategy remains in the best interest of the Corporation. The Corporation cautions the reader that the above list of risk factors is not exhaustive. The forward-looking information contained in this release is made as of the date hereof and the Corporation is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Due to the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.