

**MATERIAL CHANGE REPORT
Form 51-102F3**

Item 1 **Name and Address of Company**

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

Item 2 **Date of Material Change**

The material change occurred on May 3, 2012.

Item 3 **News Release**

The Corporation issued a press release relating to the material change described herein on May 10, 2012, through Marketwire.

Item 4 **Summary of Material Change**

The Corporation announced that it has successfully completed it's non-brokered private placement.

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 Corporation dated May 10, 2012, 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 Corporation who is knowledgeable about the material changes and this report is:

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

Item 9 **Date of Report**

This report is dated May 14, 2012.

SCHEDULE "A"

WILTON RESOURCES INC.

Press Release

Wilton Resources Inc. Announces Private Placement

Calgary, Alberta, May 10, 2012 – Wilton Resources Inc. ("**Wilton**" or the "**Corporation**") (TSXV: "WIL") is pleased to announce that, further to its press release dated April 30, 2012, it has successfully completed its previously announced non-brokered private placement (the "**Private Placement**").

Pursuant to the Private Placement, the Corporation issued 500,000 units of the Corporation ("**Units**") at a purchase price of \$1.00 per Unit for gross proceeds of \$500,000. Each Unit consists of one (1) common share in the capital of the Corporation ("**Common Share**") and one (1) common share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to purchase an additional Common Share for a period of twenty-four (24) months from the date of issuance at an exercise price of \$1.25 per Common Share. If at any time prior to the expiry of the Warrants the trading price of the Common Shares exceeds \$1.25 for a period of twenty (20) consecutive trading days, the Corporation may provide notice (the "**Notice**") to the holders of the Warrants that the Warrants will expire twenty (20) days after the date of the Notice.

The Corporation received conditional approval of the Private Placement from the TSX Venture Exchange on May 3, 2012. The Common Shares are subject to a hold period under applicable securities laws until September 4, 2012.

The Corporation paid an aggregate finder's fee of \$15,000 to certain arm's length finders in consideration for placing 500,000 Units under the Private Placement.

The Corporation intends to use the net proceeds of the Private Placement to fund its general corporate purposes and its corporate strategy of investing in and acquiring large international oil and gas assets.

For Further Information Please Contact:

Wilton Resources Inc.

Richard G. Anderson
President and Chief Executive Officer
(403) 619-6609

Additional information regarding Wilton Resources Inc. is available on www.sedar.com.

FORWARD-LOOKING INFORMATION

This news release contains forward-looking information which is not comprised of historical facts. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information in this news release includes statements with respect to the Corporation's use of proceeds from the Private Placement. The intended use of proceeds might change if the board of directors of the Corporation determines that it would be in the best interests of the Corporation to deploy the proceeds for some other purpose. Undue reliance should not be placed on such forward-looking information, which only applies as of the date of this news release, and no assurance can be given that such events will occur. The Corporation disclaims any intention or

obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

Neither 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.

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