# 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 November 4, 2013.

**Item 3 News Release**

The Corporation issued a press release relating to the material change described herein on November 4, 2013, through Marketwire.

**Item 4 Summary of Material Change**

The Company announced the closing of its first tranche ($900,000) of its private placement of convertible unsecured debentures which bear interest at a rate of 7.5% per annum, are convertible into common shares and have a maturity date of November 4, 2015.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Corporation closed the first tranche ($900,000) of its private placement (the "**Offering**") of convertible unsecured debentures (the "**Debentures**"). The Debentures bear simple interest at a rate of 7.5% per annum payable quarterly in arrears and will mature two years after the date of issue. At the option of the holders of the Debentures, the Debentures will be convertible at any time up to the time of maturity into common shares of the Corporation ("**Common Shares**") at a deemed issue price of $1.00 during the first year of the term of the Debentures, which will be increased to $1.25 during the second year of the term of the Debentures.

If at any time during the second year of the term of the Debentures, the average closing trading price per Common Share for a period of twenty (20) consecutive trading days, is equal to or greater than $1.50, the Corporation will have the right, at its option, upon providing fifteen (15) days' notice in writing to the holders of the Debentures, to convert the Debentures into Common Shares at the second year conversion price of $1.25 per Common Share.

In connection with the Offering, the Corporation paid Macquarie Private Wealth Inc. (the "**Finder**") a finder's fee consisting of a cash payment equal to 7.5% of the gross proceeds raised from applicable subscriptions in the Offering and issued finder's warrants equal to 7.5% of the gross proceeds raised from applicable subscriptions in the Offering ("**Finder's Warrants**"). Each Finder's Warrant entitles the holder to acquire one Common Share at a price of $1.00 for a period of two years from the closing date of the Offering.

The Offering is subject to receipt of all necessary regulatory approvals, including the final approval of the TSX Venture Exchange. The Debentures and the underlying securities, as applicable, will be subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities legislation.

All of the proceeds of the Debentures will be used for general working capital purposes of the Corporation.

### 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
Chief Executive Officer
(403) 619-6609

## Item 9 Date of Report

This report is dated November 6, 2013.