

**WILTON RESOURCES INC.
MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address of Corporation

Wilton Resources Inc.
1900, 520 – 3rd Ave SW
Calgary, Alberta T2P 0R3

Item 2. Date of Material Change

Closing of first tranche of Private Placement

November 4, 2015

Closing of second tranche of Private Placement

November 13, 2015

Item 3. News Release

Closing of first tranche of Private Placement

A press release was disseminated on November 4, 2015 via Marketwired.

Closing of second tranche of Private Placement

A press release was disseminated on November 13, 2015 via Marketwired.

Item 4. Summary of Material Change

Wilton Resources Inc. (the “**Corporation**”) successfully completed the first and second tranche closing of its previously announced non-brokered private placement (“**Private Placement**”) whereby the Corporation issued 550,000 units (“**Units**”) of the Corporation at a purchase price of \$0.40 per Unit for gross proceeds of \$220,000.

Item 5. 5.1 Full Description of Material Change

Closing of first tranche of Private Placement

In connection with the first tranche closing of the Private Placement on November 4, 2015, the Corporation issued 400,000 Units of the Corporation at a purchase price of \$0.40 per Unit for gross proceeds of \$160,000. Each Unit consists of one common share in the capital of the Corporation (“**Common Share**”) and one common share purchase warrant (“**Warrant**”). Each Warrant entitles the holder to purchase one Common Share for a period of 24 months from the date of issuance at an exercise price of \$0.60. 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 21 consecutive trading days, the Corporation may provide notice to the holders of the Warrants that the Warrants will expire 21 days after the date of the notice.

The Corporation paid an aggregate finder's fee of \$8,400 to certain arm's length finders for placing the Units under the first tranche of the Private Placement and issued 21,000 finder's warrants ("**Finder's Warrants**") equal to 7% of the gross proceeds raised from applicable subscriptions in the first tranche of the Private Placement. Each Finder's Warrant entitles the holder to acquire one additional Common Share at a price of \$0.75 for a period of 24 months from the closing date of the Private Placement.

Closing of second tranche of Private Placement

In connection with the closing of second tranche of the Private Placement on November 13, 2015, the Corporation issued 150,000 Units of the Corporation at a purchase price of \$0.40 per Unit for gross proceeds of \$60,000. Each Unit consists of one Common Share and one Warrant. Each Warrant entitles the holder to purchase one Common Share for a period of 24 months from the date of issuance at an exercise price of \$0.60. 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 21 consecutive trading days, the Corporation may provide notice to the holders of the Warrants that the Warrants will expire 21 days after the date of the notice.

The Corporation paid an aggregate finder's fee of \$4,200 to certain arm's length finders for placing the Units under the second tranche of the Private Placement and issued 10,500 finder's warrants ("**Finder's Warrants**") equal to 7% of the gross proceeds raised from applicable subscriptions in the second tranche of the Private Placement. Each Finder's Warrant entitles the holder to acquire one additional Common Share at a price of \$0.75 for a period of 24 months from the closing date of the Private Placement.

The net proceeds of the Private Placement will be used by the Corporation for general corporate purposes and future working capital. All securities issued under the Private Placement will be subject to a statutory four month hold period from the date of issue.

FORWARD-LOOKING INFORMATION

Certain statements contained in this material change report 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 material change report contains forward-looking information with respect to the Corporation's use of net proceeds from the Private Placement. 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 facts and assumptions include obtaining final approval of the TSX Venture Exchange of the proposed Private Placement and the intended use of proceeds remaining in the best interests 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.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Section 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 the executive officer of the Company who is knowledgeable about the material change and this report is:

Wilton Resources Inc.
Richard G. Anderson
Chief Executive Officer
Telephone: (403) 619-6609

Item 9. Date of Report

November 13, 2015