FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

NATAN RESOURCES LTD. (the "**Company**")
Suite 2000 – 1177 West Hastings Street
Vancouver, British Columbia
V6E 2K3

Tel: 604-662-8183
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ITEM 2. DATE OF MATERIAL CHANGE

September 1, 2011

ITEM 3. NEWS RELEASE

Issued September 1, 2011 and distributed through the facilities of Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Further to its news releases dated September 1, 2011, the Company has signed a non-binding letter of intent which sets out the proposed terms and conditions of a transaction whereby the Company and United Media Partners Inc., doing business as Wantsa ("**Wantsa**"), will undertake a business combination. The transaction will take the form of a plan of arrangement under the *Business Corporations Act* (British Columbia) pursuant to which the Company will acquire all of the issued and outstanding shares of Wantsa in exchange for common shares of the Company. Upon completion of the transaction, Wantsa will become a wholly-owned subsidiary of the Company.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change

Please see attached news release.

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

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Brett Matich, Chief Executive Officer
Telephone: 604-662-8183

ITEM 9. DATE OF REPORT

DATED at Vancouver, British Columbia, this 1st day of September, 2011.

Natan Resources Ltd.

Suite 2000 – 1177 West Hastings Street, Vancouver, BC V6E 2K3
Phone: (604) 662-8183 / fax: (604) 602-1606

NEWS RELEASE

September 1, 2011 **TSX-V: NRL.P**

NATAN PROPOSES QUALIFYING TRANSACTION - ACQUISITION OF WANTSA

VANCOUVER, BRITISH COLUMBIA – Natan Resources Ltd. ("Natan" or the "Company") is pleased to announce that it has signed a non-binding letter of intent ("LOI") which sets out the proposed terms and conditions of a transaction whereby Natan and United Media Partners Inc., doing business as Wantsa ("Wantsa") will undertake a business combination. Wantsa, a private company incorporated in British Columbia, holds intellectual property which provides solutions and a technology platform for creating and distributing offers, coupons, incentives, and deals to online and mobile consumers.

The LOI is dated August 31, 2011 and is made between the Company, Wantsa, and the principal security holders of Wantsa, namely Caring Capital Corporation, David Strebinger and Donald Kirkwood (collectively, the "Principal Shareholders"). Messrs. Strebinger and Kirkwood are residents of British Columbia, and Caring Capital Corporation is a private company incorporated in British Columbia and controlled by David Strebinger. The Principal Shareholders collectively hold approximately 63% of the outstanding common shares of Wantsa.

Overview of Wantsa

Wantsa is out to revolutionize the online and mobile advertising industry. Wantsa has developed a proprietary "Deal Exchange technology platform" that can be licensed and private labelled by major online and mobile media powerhouses. The Wantsa Deal Exchange platform connects companies with deal inventory, with companies with large consumer distribution. Online and mobile publishers can access deal inventory that transacts right on their site, with them as the publisher, versus linking their consumers away to complete a transaction on competitors' sites. This "Deal Exchange" technology allows these organizations to take advantage of their existing advertiser relationships and their consumer distribution to better connect their consumers and advertisers through the use of searchable, localized, relevant deals on demand.

Unlike basic "Group Buying Daily Deal" email platforms, Wantsa's proprietary solutions are focused on helping major search, directory, map and mobile publishers better understand the WANTS of their consumer base and simply deliver relevant and meaningful deals that consumers want, when and how they want them. Wantsa is targeting the largest online and mobile media companies in the world and providing them with the technology, training, methodology and sales processes required to significantly grow their revenue and add new performance-based advertising solutions to their existing product offerings.

Wantsa is advancing to the agreement stage with many of the world's largest online publishers and has already completed agreements with a number of world class publishers in Canada, the United States and the United Kingdom. Most notably, Wantsa recently launched in the United Kingdom with Time Out, one of the world's largest publishers of "City and Entertainment Guide Books". Since launching in

London in May 2011, Time Out Deals has already successfully acquired over 150,000 United Kingdom subscribers. Time Out will be launching a deals platform in its New York location in the fourth quarter of this year with an ambitious roll out plan for additional cities over the coming months.

Wantsa has also recently added Metroland Media Group ("Metroland"), one of Canada's largest and most successful community newspaper consortiums, to the list of major publishers licensing the Wantsa technology platform. With over 104 community newspapers, countless advertising venues and numerous online and print distribution channels, Metroland is a perfect platform to showcase the full depth of Wantsa's technology capabilities to the Canadian marketplace. Among other properties, Metroland boasts owning the third largest daily deal site in Canada (WagJag), which trails only Groupon and Living Social in terms of its subscriber base. Metroland also owns the largest flyer and coupon company in Canada (save.ca, flyerland.ca, zip2save.com), a well-established online and print directory service in Ontario (Goldbook) and numerous other publishing and distribution channels focused on the Canadian market.

Wantsa also has an agreement with one of Chicago's largest newspaper conglomerates, the Chicago Sun Times. Wantsa's business plan is to continue to sign new contracts and agreements that will secure its future, grow its revenue and impact its advertising around the world.

Wantsa's Deal Exchange platform is not limited to companies like Groupon or Living Social; the platform is open to every deal company with inventory and every publisher looking to deliver relevant deals to their end consumers. Search companies like Yahoo!, Google and BING are looking to deliver deal solutions that are relevant and meaningful to consumers, which is what Wantsa's Deal Exchange is designed to deliver. Wantsa plans to continue to expand its global presence and currently has offices in Canada, the United States and the United Kingdom. Wantsa's website is www.wantsa.com.

Financial information on Wantsa is not available at this time.

Details of the Transaction

The transaction ("Transaction") between Natan and Wantsa will take the form of a plan of arrangement under the *Business Corporations Act* (British Columbia) pursuant to which Natan will acquire, from the Principal Shareholders and the other shareholders of Wantsa, all of the issued and outstanding shares of Wantsa in exchange for common shares of Natan. The plan of arrangement must be approved by the shareholders of Wantsa at a special shareholder meeting to be called in connection with the Transaction and by the Supreme Court of British Columbia.

Upon completion of the Transaction, Wantsa will become a wholly-owned subsidiary of Natan. The Transaction is expected to be treated as a reverse take-over within the meaning of applicable Canadian securities laws. The material terms of the LOI include:

(a) Prior to completion of the Transaction, Natan will consolidate (the "Consolidation") its outstanding share capital on a five (5) old shares for one (1) new share basis. Based on Natan's current outstanding shares totalling 13,592,001, Natan would have 2,718,400 shares outstanding immediately after giving effect to the Consolidation.

(b) Natan will issue to the Wantsa shareholders up to an aggregate of 13,323,486 post-Consolidation common shares in exchange for all of the issued and outstanding common shares of Wantsa, subject to certain existing convertible securities in Wantsa being exercised or cancelled prior to the closing of the Transaction. Natan shares will be exchanged for Wantsa shares under the Transaction on a 1 for 1 basis.

(c) As a condition to the closing of the Transaction, Natan must complete, concurrently with the closing of the Transaction, a private placement (the "Offering") of a minimum of 3,000,000 common shares of Natan at a price of $1.75 per share (on a post-Consolidation basis) to raise proceeds of at least $5,250,000. The proceeds from the Offering will be used to launch and support a number of Wantsa's major publishing partners, expand the Wantsa technology platform with global transaction capabilities and for general working capital purposes.

(d) Upon execution of the LOI, Natan has provided to Wantsa the sum of $25,000 as a non-interest bearing advance, to be used by Wantsa to preserve assets, including retaining key employees and consultants that are critical to the development and success of the Wantsa brand. The advance is refundable to Natan in the event Natan determines to cancel the Transaction as a result of its due diligence investigations being unsatisfactory, or if the Transaction does not complete in the time and in the manner contemplated in the LOI or the Definitive Agreement (as defined below), unless such failure to complete is the result of a breach by Natan of any of its obligations under the LOI or such Definitive Agreement.

(e) Natan and Wantsa will begin promptly to negotiate in good faith a mutually satisfactory definitive agreement (the "Definitive Agreement") to reflect the Transaction.

(f) Natan and Wantsa have agreed to use their reasonable efforts to complete due diligence and enter into a Definitive Agreement on or before September 30, 2011. To assist in this process, Natan will obtain a valuation opinion from a recognized independent valuation consultant.

(g) Upon execution of the Definitive Agreement, Natan will, subject to receipt of all necessary approvals from the TSX Venture Exchange (the "Exchange"), provide to Wantsa the sum of $225,000 as a non-interest bearing secured loan, to be used by Wantsa for continued operating expenses required to support and grow the number of publishers integrated with Wantsa's technology platform as well as to retain key employees and consultants. The advance will be repayable to Natan in the same circumstances as the $25,000 advance described under item (d) above.

(h) Natan and Wantsa have agreed to not accept, solicit, initiate or encourage proposals or offers from any other party relating to the acquisition or disposition of all or any part of its issued or unissued shares or assets, unless the LOI is terminated. This is a binding provision of the LOI.

(i) The LOI may be terminated by a party as a result of unsatisfactory due diligence results or if the Definitive Agreement is not entered into by September 30, 2011.

Completion of the Transaction is subject to various conditions, including:

(a) receipt of all necessary regulatory (including the Exchange), shareholder, court and third party approvals, consents and authorizations in relation to the Transaction;

(b) completion by Natan of its due diligence investigations on Wantsa;

(c) completion of the Consolidation, subject to receipt of necessary shareholder approval which Natan plans to obtain through written consents of shareholders holding over 50% of Natan's outstanding shares;

(d) completion of the Offering;

(e) receipt of a valuation and fairness opinion in respect of the Transaction that is satisfactory to Natan, which opinion has not been subsequently withdrawn; and

(f) all options, warrants, rights or convertible securities to acquire common shares of Wantsa having been exercised or cancelled.

As part of the Transaction, certain shareholders of Natan will transfer within escrow 400,000 post-Consolidation common shares of Natan to principals of the resulting issuer at and for the price of $0.50 per share.

The proposed Transaction will constitute the Company's "Qualifying Transaction" under the policies of the Exchange. Upon completion of the Transaction, the resulting issuer will be a Tier 2 technology issuer on the Exchange.

The proposed Transaction will not constitute a Non-Arm's Length Qualifying Transaction within the meaning of Exchange policies and, as a result, will not be subject to approval by the shareholders of the Company (other than approval of shareholders to the Consolidation as indicated above).

A sponsor has not been retained in connection with the Transaction, and the Company will be seeking a waiver of the sponsorship requirement by the Exchange in connection with the Offering, which the Company anticipates will be on a brokered basis.

Following successful negotiation of the Definitive Agreement, the closing of the Transaction is expected to occur on or before January 31, 2012, subject to receipt of all necessary shareholder and regulatory approvals.

A finder's fee (the "Finder's Fee") of up to the maximum percentage allowed by the Exchange is payable upon completion of the Transaction to an arm's length third party, subject to acceptance by the Exchange. It is anticipated that this Finder's Fee will be paid in common shares of Natan.

Trading in the shares of the Company has been and will remain halted until completion of the Transaction or the filing of acceptance documentation with the Exchange in accordance with Exchange policy requirements.

The Resulting Issuer

Upon completion of the Transaction, Wantsa will be a wholly-owned subsidiary of Natan, which will change its name to a new name as mutually agreed by Natan and Wantsa and subject to applicable approvals of the Exchange and corporate law. All references to the "resulting issuer" in this news release are to Natan on a post-Transaction basis.

The names and backgrounds of all persons who will be insiders of the resulting issuer are set forth below.

David Strebinger, Chief Executive Officer and Director

David is the founder of Wantsa and has vast experience in the online marketing, technology and mobile industries. In 2000 he founded Infinity One Financial, a corporate development and investor relations firm that focused on technology companies in developing online marketing and lead generation strategies. In 2002 he sold Infinity One to Vancouver based Jupiter Capital Ventures, of which he was President until 2005. He then founded Caring Capital Corporation which focused on funding and developing technology companies. David was educated at the University of British Colombia in Canada.

Donald Kirkwood, Chairman and Director

Donald was educated in the United Kingdom, graduating with a Bachelor's degree in Engineering and Management from the University of Birmingham. He has worked in sales and project management for both a major oil company and a major consulting firm. In 1995 he co-founded the Axon Group, a management consulting company previously listed on the London Stock Exchange, and served on its board of directors as COO. Axon was acquired by HCL, India's leading IT and Technology Company, in 2008 for $700 million USD.

Sean McGrath, Chief Financial Officer and Corporate Secretary

Sean has a Bachelor of Commerce (Honours) degree from Memorial University of Newfoundland, and has achieved both CPA and CGA accounting designations. He has extensive experience in finance, accounting and administration of public companies, particularly in the mineral resources sector. He has been the Chief Financial Officer of a number of Exchange-listed corporations, and he is currently the CFO of Natan and Abenteuer Resources Corp.

Joel Schuster, Director

Joel is a graduate of the University of Toronto with degrees in political science and law, and is a member of the bar in British Columbia and Massachusetts. He has practiced law for over a decade, and has represented numerous companies in Canada and the United States in connection with initial public offerings, takeovers, private placements, company maintenance, corporate governance, public disclosure requirements, and the acquisition and disposition of key assets. He is also the vice president and corporate secretary of three Exchange-listed corporations, and his experience provides the resulting issuer with legal and managerial experience in its efforts to commercialize its business.

Rob Whittle, Chief Marketing Strategist

From 1998 to 2008 Rob was the National President of DDB Canada (formerly Palmer Jarvis DDB), a Canadian advertising agency. With thirty years of media, marketing and major brand development, he is particularly skilled at analyzing go-to-market strategies and the structural implications of such strategies for the client. In addition, he is skilled in the areas of new web-based media and social media. In 2010 Rob joined the Wantsa executive body as the Chief Marketing Strategist in an effort to set the company's foundation for significant global growth in the online and mobile advertising sector. After co-ordinating a strong operational structure and marketing foundation upon which the Wantsa can build, Rob moved into an ongoing consulting and advisory capacity for the Company. Currently, Rob serves as an advisory board member and helps to drive Wantsa's marketing and growth strategy as it pertains to online and mobile advertising and the advertising industry in general.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

On Behalf of the Board,

"Brett Matich"

Brett Matich
CEO and Director

For more information contact:
Brett Matich at (604) 662-8183.

Neither the 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.

Forward-Looking Information Cautionary Statement

This news release contains forward-looking statements relating to the Transaction and the Offering, including the receipt of all necessary regulatory approvals, satisfaction of all other closing conditions in connection with all such transactions and other statements that are not historical facts. Readers are cautioned not to place undue reliance on forward looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements.

These assumptions, risks and uncertainties include, among other things: the risk that Natan and Wantsa will not receive necessary shareholder, regulatory and third party approvals, in order to complete the Transaction as contemplated; risks relating to the state of the economy in general and capital markets in particular; as well as investor interest in the business and future prospects of Natan and Wantsa.

The forward-looking statements contained in this press release are made as of the date of this press release. Except as required by law, Natan disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, Natan undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.