FORM 51–102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Wangton Capital Corp.
908 – 925 W. Georgia St. Vancouver, BC V6C 3L2

Item 2 Date of Material Change

January 25, 2016

Item 3 News Release

Wangton Capital Corp. (the "Company") issued its press release on January 25, 2016 through the facilities of TheNewsWire.

Item 4 Summary of Material Change

The Company closed the first tranche of a non-brokered private placement consisting of the sale of 4,391,733 common shares at a price of $0.15 per common shares for gross proceeds of $658,759.96. Mr. Robert Naso has resigned from the Board of Directors. Messrs. Mr. Jerry S. Grafstein, Q.C. and Mr. Cyrus Driver have been appointed to the Board of Directors effective January 25, 2016.

Item 5 Full Description of Material Change
WANGTON CAPITAL CORP. COMPLETES FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT AND ANNOUNCES CHANGES TO BOARD OF DIRECTORS

VANCOUVER, BC – January 25, 2016 – Wangton Capital Corp. ("**Wangton**" or the "**Company**") (WT.H:NEX) is pleased to announce that further to its news releases dated November 27, 2015 and October 20, 2015, the Company has closed the first tranche of its previously announced non-brokered private placement offering of common shares (the "**Offering**"). The first tranche closing consisted of the sale of 4,391,733 common shares at a price of $0.15 per common share for gross proceeds of $658,759.96.

In connection with the Offering, the Company has paid cash commissions in the aggregate amount of $8,925.

The Company expects to close a second and final tranche of the Offering in the coming weeks.

All securities issued in connection with the Offering will be subject to a statutory hold period ending on May 26, 2016 in accordance with applicable securities legislation. The net proceeds from the Offering will be used by the Company for potential acquisitions and general working capital.

The Company expects to resume trading on NEX at the opening of the market on Wednesday, January 27, 2016.

In addition, the Company announces the resignation of Robert Naso from the Board of Directors of the Company effective January 25, 2016. The Company thanks Mr. Naso for his time and efforts during the duration of his directorship and wishes him well in future endeavours. Furthermore, the Company is pleased to announce that Jerry Grafstein, Q.C. and Cyrus Driver have been appointed to the Board of Directors effective January 25, 2016.

The Hon. Jerry S. Grafstein, Q.C. has wide-ranging legal and business experience in all aspects of media. Mr. Grafstein was a co-founder of a range of media companies, focusing on broadcasting, cable, communications, and publication enterprises in Canada, the USA, the UK and South America, which included Canbras Communications Corporation (which became Brazil's third largest cable MSO and was listed on the Toronto Stock Exchange) and CUC Broadcasting Limited (Canada's fifth largest cable MSO before it was acquired by Shaw Communications in 1995). He recently co-founded on-line news sites from Canada, USA, Brazil, China, Russia, Africa, UK, Europe and the Mideast. Mr. Grafstein was appointed to the Senate of Canada in 1984 and has served on all Senate Committees, including the Foreign Affairs and the Legal and Constitutional Affairs Committees. He served as Chairman of the Senate Banking, Trade and Commerce Committees. While in the Senate, Mr. Grafstein was a long serving Co-Chair of the Canada-United States Inter-Parliamentary Group, and a long serving senior officer of the Organization for Security and Co-Operation in Europe Parliamentary Assembly (OSCE PA). He retired from the Senate on January 1, 2010. Mr. Grafstein continues his law practice in corporate finance and communication law and as counsel emeritus to Minden Gross LLP in Toronto and remains active in the local affairs in Toronto and currently serves as a director for several TSX Venture Exchange listed companies.

Cyrus Driver is a chartered accountant. He was a founding partner in the firm of Driver Anderson since its inception in 1981, and he is currently a partner with Davidson and Company LLP after merging with them in 2002. While providing general public accounting services to a wide range of clients, Mr. Driver specializes in servicing the TSX Venture Exchange listed companies, including both preparing and auditing financial statements. Mr. Driver currently serves as a director and/or Chief Financial Officer of several TSX Venture Exchange companies, and he has an understanding of accounting principles, including the context of estimates, accruals and reserves, and has regularly reviewed internal controls and procedures for financial reporting.

For additional information contact: Moe Dilon, Chairman, President & CEO, 778 989 4999

About Wangton Capital Corp.

The Corporation is a NEX Company under the policies of the TSX Venture Exchange whose principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash.

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 Statements

This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include regulatory actions, market prices, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

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

n/a

Item 7 Omitted Information

n/a

Item 8 Executive Officer

To obtain further information, contact Moe Dilon, President & CEO, 778 989 4999

Item 9 Date of Report

January 29, 2016