FORM 51–102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Wangton Capital Corp
145 – 925 W. Hastings St.
Vancouver, BC V6C 3L2

Item 2 Date of Material Change

September 5, 2017

Item 3 News Release

A news release was issued by the Company through newswire services on September 5, 2017.

Item 4 Summary of Material Change

Wangton Capital Corp. entered into a letter of intent dated September 1, 2017 with Balkan Minerals Limited ("**Balkan**") and its sole beneficial shareholder, Dr. Radomir Vukcevic, with respect to the proposed acquisition by Wangton (the "**Transaction**") of all the shares of Balkan's wholly-owned subsidiary TAOR d.o.o, (**"TAOR")**, a Serbian company. Under the terms of the Transaction, Wangton will acquire all of the issued and outstanding shares of TAOR (the "**TAOR Shares**"). The aggregate consideration for the TAOR Shares will be 8,000,000 common shares of Wangton ("**Common Shares**") issued on closing and up to an additional 17,000,000 Common Shares on meeting certain milestones.

Completion of the Transaction is subject to a number of conditions, including, but not limited to satisfactory due diligence and execution of a definitive agreement. There can be no assurance that the Transaction will be completed as proposed or at all.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached

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

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

Item 9 Date of Report

September 18, 2017

NEWS RELEASE **WT.H:NEX**

WANGTON CAPITAL CORP. ANNOUNCES LETTER OF INTENT TO ACQUIRE BALKAN MINERALS SUBSIDIARY, TAOR D.O.O.

TAOR HOLDS TWO GEOLOGICAL EXPLORATION LICENSES IN SERBIA

VANCOUVER, BC – September 5, 2017 – Wangton Capital Corp. ("**Wangton**" or the "**Company**") (WT.H:NEX) is pleased to announce that it has entered into a letter of intent dated September 1, 2017 with Balkan Minerals Limited ("**Balkan**") and its sole beneficial shareholder, Dr. Radomir Vukcevic, with respect to the proposed acquisition by Wangton (the "**Transaction**") of all the shares of Balkan's wholly-owned subsidiary TAOR d.o.o, ("**TAOR")**, a Serbian company.
Under the terms of the Transaction, Wangton will acquire all of the issued and outstanding shares of TAOR (the "**TAOR Shares**"). The aggregate consideration for the TAOR Shares will be 8,000,000 common shares of Wangton ("**Common Shares**") issued on closing and up to an additional 17,000,000 Common Shares on meeting certain milestones.

Completion of the Transaction is subject to a number of conditions, including, but not limited to satisfactory due diligence and execution of a definitive agreement. There can be no assurance that the Transaction will be completed as proposed or at all.

About Balkan Minerals Limited and TAOR d.o.o.

Balkan's wholly owned subsidiary, TAOR, holds two geological exploration licenses from the Ministry of Mining and Energy of the Republic of Serbia. The two exploration Properties cover approximately 100 square kilometres and are located in the vicinity of the historical mining area of Raska, (the "**Properties**"). Both properties are supported by power, water, railway, roads and have access to a skilled workforce.

Dr.Vukcevic, Balkan's beneficial owner, has a distinguished 35-year career in creating and developing engineering, technical and equipment solutions for the international mining industry. He holds a PhD in metallurgy from the Technical University of Clausthal, Germany, and a bachelor and master's degree in metallurgy; and, has many industrial patents for mining-related technologies. Dr. Vukcevic has taught metallurgy at a number of universities where he was associate professor and professor at RMIT University in Melbourne, Witwatersrand University in Johannesburg and the University of Western Australia in Perth. Dr. Vukcevic's work history is diverse, as in the number of senior international positions he has held including: General Manager, Large Equipment and Construction Materials, with Alcoa World Alumina in Melbourne, Perth, and Pittsburgh; General Manager, Equipment, at Murrin Murrin, one of the world's largest nickel laterite and cobalt processing facilities owned by Anaconda (Anglo American/Glencore), where Dr. Vukcevic was hired to resolve major design flaws which he did successfully during a three year tenure at the facility; CEO/Principal, Mineral Processing and Marketing, with Australia Ltd.; and Chairman of the Supervisory board of the Niksic Steel Mill a specialty steel plant in Montenegro.

Background of the Serbian Properties:

The exploration history of the Properties began in the 1960s, when exploration and drilling programs were conducted initially by agencies of the Government of Yugoslavia, and subsequently by a number of private mining companies but were interrupted in 2011. The historical data from previous exploration programs on the Properties shows not only the presence of primarily hydrothermal mineralization of lead and zinc localized in veins, with other associated metals such as gold, silver and copper, but also widespread occurrences of epithermal gold and silver mineralization. The most recent exploration from an adjacent property by others in 2016, confirmed assumptions that porphyry mineralization is localized below already known Pb-Zn hydrothermal veins, although readers are cautioned that neither Wangton or TAOR has independently verified the exploration information with respect to such adjacent property and the mineralization is not necessary indicative of the mineralization on the Properties.

Krizevak, and Sastavci, two formerly producing lead zinc mines previously opened and operated by the Yugoslav Government, are surrounded by, but not included in, TAOR's exploration license areas. TAOR has submitted applications to the Ministry of Mining and Energy to resume exploration and production at these mines. There is no certainty that these licenses will be issued.

Trepca, one of Europe's largest lead, zinc and associated metals smelters is about 40km from the properties.

Wangton has not conducted any work on the Properties to verify the exploration information on the Properties nor has it received as of this date, any geological technical report prepared in accordance with National Instrument 43-101.

The technical contents of this news release were approved by Slobodanka Lazarev, P. Geo, MSc. a "qualified person" as defined by National Instrument 43-101 ("**NI 43-101**").

Mining in Serbia

Serbia, located in South East Europe, has a long tradition of mining since antiquity; mining is a significant contributor to its economy. It has been a significant producer of gold, copper, lead, and zinc. Numerous North American mining companies including Freeport McMoran, Rio Tinto and Nevsun operate in Serbia. The country hosts some 250 mining and 110 exploration fields.

Serbia enacted investor friendly mining laws in 2015, and has since attracted significant foreign direct investment in the mining, and natural resources sectors.

About Wangton Capital Corp.

Wangton is a Capital Pool Company listed on the NEX board of the TSX Venture Exchange whose principal business has been reviewing opportunities with the view of completing a Qualifying Transaction. The Company has no assets other than a minimum amount of working capital.

Additional Information

In accordance with TSX Venture Exchange ("**Exchange**") policies, trading in the Common Shares of the Company will remain halted pending the satisfaction of all applicable requirements of the Exchange. There can be no assurance that trading in the Common Shares of the Company will resume prior to the completion of the Transaction.

Further details concerning the Transaction, TAOR, the Company and the resulting issuer, including details on the proposed management and board of the resulting issuer, financial information of TAOR, details of the concurrent financing, and the specific terms of the Transaction and performance milestones, will be provided in a subsequent news release to be filed by Wangton in connection with the Transaction once available.

The Transaction will not constitute a "Non-Arm's Length Qualifying Transaction" as such term is defined under the policies of the Exchange and the Transaction is not expected to be subject to shareholder approval.

Sponsorship of a Qualifying Transaction is required by the Exchange unless exempt in accordance with Exchange policies. The Company will be applying for an exemption from sponsorship requirements;
however, there is no assurance that the Company will obtain this exemption.

For further information please contact:

Moe Dilon, Chairman, President & CEO, 778-989-4999

To receive news from Wangton Capital Corp. Email: sandy@ircapital.com

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSX Venture 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.*

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, including statements in respect of the proposed terms and completion of the Transaction. 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.