FORM 51–102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Wangton Capital Corp.
Suite 1500, 1055 West Georgia Street
Vancouver, BC, V6E 4N7

Item 2 Date of Material Change

September 20, 2024

Item 3 News Release

The Company issued a news release on September 20,2024 through the services of Stockwatch and Bay Street and filed with the applicable securities regulatory authorities.

Item 4 Summary of Material Change

Wangton Capital Corp. ("**Wangton**" or the "**Company**") (NEX: WT.H) announces, further to its news releases of December 14, 2021, March 14, 2022, August 23, 2022, April 6, 2023 and September 25, 2023, that it will no longer be pursuing its proposed qualifying transaction (the "**Proposed Transaction**") with Kalmarna Limited ("**Tonisity**"). The parties have mutually agreed to terminate the non-binding letter of intent previously announced.

In connection with the Proposed Transaction, Wangton advanced $25,000 in respect of retainer fees to an investment bank assisting the parties in pursuing financing. The $25,000 advance is non-refundable except in limited circumstances, including the successful completion by Tonisity of a financing with the investment bank.

Item 5 Full Description of Material Change

A full description of the Material Change is attached as "Schedule A"

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 Tag Gill, President & CEO

(604) 765-4794

Item 9 Date of Report September 26, 2024

Schedule "A"

WANGTON ANNOUNCES TERMINATION OF PROPOSED QUALIFYING TRANSACTION

Vancouver, British Columbia (September 20, 2024) – Wangton Capital Corp. ("**Wangton**" or the "**Company**") (NEX: WT.H) announces, further to its news releases of December 14, 2021, March 14, 2022, August 23, 2022, April 6, 2023 and September 25, 2023, that it will no longer be pursuing its proposed qualifying transaction (the "**Proposed Transaction**") with Kalmarna Limited ("**Tonisity**"). The parties have mutually agreed to terminate the non-binding letter of intent previously announced.

In connection with the Proposed Transaction, Wangton advanced $25,000 in respect of retainer fees to an investment bank assisting the parties in pursuing financing. The $25,000 advance is non-refundable except in limited circumstances, including the successful completion by Tonisity of a financing with the investment bank.

The Company continues to actively evaluate business opportunities to determine the focus of its future business and to complete a qualifying transaction.

About Wangton Capital Corp.

Wangton is a capital pool company listed on the NEX board of the TSX Venture Exchange (the "**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.

ON BEHALF OF THE BOARD

"Tagdeer Gill"

CEO and Director
Phone: 604.765.4794

The Exchange has neither approved nor disapproved the contents of this press release.

Neither the Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.

This release includes forward-looking statements. Such statements are based on the current expectations of management. The forward-looking events and circumstances discussed in this release may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting the companies, including risks regarding economic factors and the equity markets generally. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and Wangton undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as may be required by applicable law.