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

Item 1. Name and Address of Corporation

Wilton Resources Inc.
1404 Joliet Avenue SW
Calgary, Alberta
T2T 1S2

Item 2. Date of Material Change

August 8, 2017

Item 3. News Release

A press release was disseminated on August 8, 2017 via Marketwired.

Item 4. Summary of Material Change

Wilton Resources Inc. (the "**Corporation**") successfully completed the closing of its previously announced non-brokered private placement ("**Private Placement**") whereby the Corporation issued 5,000,000 units ("**Units**") of the Corporation at a purchase price of $0.80 per Unit for gross proceeds of $4,000,000.

Item 5. 5.1 Full Description of Material Change

The Corporation issued 5,000,000 Units at a purchase price of $0.80 per Unit for gross proceeds of $4,000,000. 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 $1.20.

The Corporation paid an aggregate finder's fee of $240,000 to a certain arm's length finder for placing the Units under the Private Placement equal to 6% of the gross proceeds raised from applicable subscriptions under the Private Placement and issued 300,000 finder's warrants ("**Finder's Warrants**") equal to 6% of the Units sold under the Private Placement. Each Finder's Warrant entitles the holder to acquire one additional Common Share at a price of $0.80 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, working capital and to satisfy outstanding obligations of the Corporation in relation to identifying and acquiring international oil and gas interests.
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 "intend", "may", "will", "expect", 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 principal use of the proceeds

of 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 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 Material Change Report 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
President and Chief Executive Officer
Telephone: (403) 619-6609

Item 9. Date of Report

August 11, 2017