

**Form 51-102F3**  
***MATERIAL CHANGE REPORT***

**Item 1      Name and Address of Company**

Stratton Resources Inc.  
600 – 1199 West Hastings Street  
Vancouver, BC, V6E 3T5  
(the “Company” or “Stratton”)

**Item 2      Date of Material Change**

August 30, 2016.

**Item 3      News Release**

On August 30, 2016, the Company disseminated a news release via newswire services.

**Item 4      Summary of Material Change**

The Company announced that it has completed its previously announced non-brokered private placement for gross proceeds of CAD\$7,000,000 by issuing 20,000,000 common shares of the Company at a price of CAD\$0.35 per share.

**Item 5      Full Description of Material Change**

**5.1          Full Description of Material Change**

Stratton Resources Inc. completed a non-brokered private placement for CAD\$7,000,000, previously announced on August 12, 2016. The placement consisted of 20,000,000 common shares of the Company at a price of CAD\$0.35 per share (the “Offering”). The shares sold under the Offering are subject to a four-month hold period. No commissions or brokerage fees were paid on the Offering. The Company intends to use the net proceeds for mineral property acquisitions and general corporate purposes.

**5.2          Disclosure for Restructuring Transactions**

Not applicable.

**Item 6      Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not Applicable.

**Item 8            Executive Officer**

Shawn Wallace, Chief Executive Officer  
Tel. No. 778-729-0600

**Item 9            Date of Report**

September 8, 2016