

**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**

February 27, 2017.

**Item 3        News Release**

On February 27, 2017, 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\$13,195,000 by issuing 20,300,000 common shares of the Company at a price of CAD\$0.65 per share.

**Item 5        Full Description of Material Change**

**5.1            Full Description of Material Change**

Stratton Resources Inc. is pleased to announce that it has closed its previously announced non-brokered private placement of 20.3 million common shares at a price of CAD\$0.65 per share (the “Offering”). Gross proceeds under the Offering were CAD\$13,195,000. The Company intends to use the net proceeds for precious metal exploration on its projects in Newfoundland, further mineral property acquisitions and general corporate purposes. The shares under the Offering will be subject to a four-month hold period and will not be registered in the United States. A 5% commission was paid on certain amounts placed by brokers totalling \$377,026.

**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**

Michael Kosowan, President and Chief Executive Officer  
Tel. No. 778-729-0500

**Item 9            Date of Report**

March 9, 2017