

STINTON EXPLORATION LTD.

**Form 51-102F3
Material Change Report**

Item 1. Name and Address of Company

Stinton Exploration Ltd.
102 – 295 Broadway Avenue
Winnipeg, Manitoba R3C 0R9

Item 2. Date of Material Change

February 20, 2013

Item 3. News Release

A news release dated February 20, 2013, in respect of the material change was issued by the Company and filed on SEDAR

Item 4. Summary of Material Change

The Company announced the cancellation of its Initial Public Offering

Item 5. Full Description of Material Change

On February 20, 2013 the Company announced the cancellation of its Initial Public Offering.

On November 23, 2012 the Company filed a Long Form Prospectus in Alberta, Manitoba and Ontario. The 90 day offering period expired on February 20, 2013. During the offering period the Company was unable to achieve investor interest to meet the 'Minimum Offering' level as specified in the Prospectus.

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**

Wayne Stebbe, President and Chief Executive Officer, (204) 947-1582

Item 9. **Date of Report**

February 20, 2013