

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

CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Stinton Exploration Ltd. (the “Company” or “Stinton”)
1400-444 St. Mary Avenue
Winnipeg, Manitoba R3C 3T1

Item 2 Date of Material Change

September 2, 2015

Item 3 News Release

The information pertaining to this material change was disseminated in a news release on September 2, 2015 via FSCwire.

Item 4 Summary of Material Change

Stinton entered into an amalgamation agreement with ICESoft Technologies Canada Corp. (“ICESoft”) and 9425420 Canada Inc. (“Subco”), a wholly-owned subsidiary of Stinton (the “Agreement”), wherein ICESoft and Subco will amalgamate (the “Amalgamation”) and continue as one corporation (“Amalco”) that is a wholly-owned subsidiary of Stinton carrying on the business of ICESoft following the Amalgamation.

Item 5 Full Description of Material Change

1. The Amalgamation

Pursuant to the Agreement, upon Amalgamation, each ICESoft shareholder will receive 160 Stinton common shares in exchange for each ICESoft common share held, at a deemed price of \$0.0125 per Stinton common share. Each issued and outstanding ICESoft warrant and option will also be exchanged for warrants and options of Stinton on a 160 for 1 basis, at a deemed price of \$0.0125 per share.

Upon completion of the Amalgamation, the current ICESoft shareholders and the current Stinton shareholders shall own all of the issued and outstanding securities of Amalco.

Closing of the Amalgamation is subject to certain conditions, including approval of the shareholders of ICESoft at a meeting of the ICESoft shareholders to be held on September 22, 2015.

A copy of the news release is attached hereto as Schedule “A”.

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

This does not apply.

Item 7 Omitted Information

The Company has not omitted any information.

Item 8 Executive Officer

Wayne Stebbe
Chief Executive Officer
(204) 809-0535

Item 9 Date of Report

This report is dated September 2, 2015.

Stinton Exploration Ltd.

1400-444 St. Mary Avenue
Winnipeg, Manitoba
R3C 3T1

NEWS RELEASE

**STINTON EXPLORATION LTD. ENTERS INTO AMALGAMATION AGREEMENT WITH
ICESOFT TECHNOLOGIES CANADA CORP.**

Stinton Exploration Ltd. (the “**Company**”) is pleased to announce that, further to its news release of June 11, 2015, it has entered into an amalgamation agreement (the “**Agreement**”) with 9425420 Canada Inc. (“**Subco**”), a wholly-owned subsidiary of the Company, and ICESoft Technologies Canada Corp. (“**ICESoft**”) pursuant to which the Company will acquire the business and assets of ICESoft. Under the terms of the Agreement, ICESoft and Subco will amalgamate (the “**Amalgamation**”) and continue as one corporation (“**Amalco**”) that is a wholly-owned subsidiary of the Company, which will carry on the business of ICESoft following the Amalgamation.

Pursuant to the Agreement, each issued and outstanding ICESoft share, warrant, and option will be exchanged for shares, warrants, and options of the Company on a 160 for 1 basis, at a deemed price of CAD \$0.0125 per share. ICESoft is currently undertaking a financing of units at CAD\$2.00 per unit, each unit consisting of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable until December 31, 2017, at a price of not less than CAD\$2.40 per share. The Company has been advised that, to date, ICESoft has raised approximately CAD\$100,000 and will continue to raise funds up until the closing of the Amalgamation.

Closing of the Amalgamation (“**Closing**”) is subject to certain conditions, including approval of the shareholders of ICESoft at a meeting of the ICESoft shareholders to be held on September 22, 2015. At Closing, Stinton expects to issue approximately 507,760,000 common shares to ICESoft shareholders, assuming that ICESoft completes its unit financing for gross proceeds of \$250,000.

In connection with the Agreement, certain directors of the Company (the “**Lenders**”) have agreed to convert their outstanding loans to the Company into common shares of Stinton. The Lenders, collectively, will receive Stinton common shares with a value of USD\$102,600 less 1.1 times the amount of accounts payable not covered by the working capital of the Company at Closing. The final value of shares to be issued to the lenders will depend on the \$USD - \$CAD exchange rate and the amount of the additional costs the Company incurs prior to Closing. Due to the change in the exchange rate since the signing of the letter of intent dated May 31, 2015, the Lenders are expected to receive 80% - 90% of the value of their loans.

Also in connection with the Agreement, the Company is expected to enter into an agreement with Mr. Bill Hood, pursuant to which the Company will, concurrently with the Closing, transfer its 25% interest in the Buffalo Nickel back to Mr. Hood in return for the cancellation of 320,000 shares of Stinton held by Mr. Hood.

Shortly after the Closing, Stinton intends to call a shareholders’ meeting, at which it is expected that shareholders will be asked to approve, among other items, a share consolidation, a name change, a stock option plan and a change in auditor to ICESoft’s current auditor.

Upon Closing of the Amalgamation, Messrs. David Gurvey, Eric Hinton, Keith Sinclair and Wayne Stebbe will resign as directors and officers of the Company. Mr. Mark Francis will remain a director of the Company and Messrs. Brian McKinney, Derrick Hunter and Bruce Derrick will be appointed as directors of the Company. In addition, Messrs. Francis and McKinney will be appointed as directors of

Amalco.

About ICEsoft Technologies Canada Corp.:

ICEsoft is a software as a service (“SaaS”) company with approximately USD\$2 million in 2014 revenues, some 3.6 million shares outstanding on a fully diluted basis, and a new software which it is preparing to launch. ICEsoft’s current software, which is available as freeware with a pay to use version, is used by some 150,000 developers, 20,000 companies, and some 400 paying customers.

For more information, please contact:

Wayne Stebbe, Chief Executive Officer

Tel: 204.809.0535

Email: stinton_wls@shaw.ca

Forward-Looking Information Advisory

This press release contains “forward-looking information”, which is disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action. In particular, the forward-looking information in this press release includes information regarding satisfaction of conditions precedent and the completion of the Amalgamation; Stinton’s proposed changes after the Amalgamation; and Amalco’s business. Actual results may vary from the forward-looking information in this press release. Material risk factors that could cause actual results to differ materially from the forward-looking information include failure to receive ICEsoft shareholder approval of the Amalgamation or, if approval is obtained, the directors of ICEsoft or Stinton elect not to proceed with the Amalgamation; failure to receive Stinton shareholder approval of the proposed name change, share consolidation, change of auditor, and stock option plan; and the Company not realizing its business objectives after the Amalgamation. The material factors or assumptions that were used to develop the forward-looking information in this press release include the parties being able to satisfy the conditions precedent to the Amalgamation; Stinton effecting the proposed name change, share consolidation, change of auditor, and adoption of a stock option plan; and Amalco achieving its business objectives. The Company’s views regarding possible events, conditions or financial performance may change. However, the Company does not intend to update the forward-looking information in this press release, except as required by applicable securities legislation.