

MATERIAL CHANGE REPORT

Form 51-102F3

Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

GoldTrain Resources Inc.
#1801-180 Dundas Street West
Toronto, Ontario M5G 1Z8
Telephone: (416) 595-5151
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Item 2. Date of Material Change

March 29, 2012

Item 3. News Release (including date and method of dissemination)

A new release was issued via Stockwatch on March 29, 2012

Item 4. Summary of Material Change

GoldTrain Resources Inc. ("**GoldTrain**" or the "**Corporation**") announced an update on recent and current exploration activities

Item 5. Full Description of Material Change

GoldTrain announced an update on recent and current exploration activities.

Drilling Commenced on the Nudulama Property

An initial Phase 1 diamond drilling program of up to 2,000 meters has commenced on the Nudulama property. The program is designed to verify historical results obtained from previous operators of the property.

The property has a historical resource of 422,000 tons at an average grade of 0.13 oz Au/ton containing approximately 54,000 contained ounces of gold above the 650 foot level (Tenoga Consultants Inc. 1988). This historical resource estimate pre-dates NI 43-101 and, accordingly, is non-compliant with the requirements of NI 43-101 and, therefore, cannot be relied upon. A qualified person, as defined in NI-43-101, has not performed sufficient work on the Nudulama Property to classify the historical resource estimate as mineral resource or mineral reserve. GoldTrain is not treating the historical resource estimate as a current mineral resource or mineral reserve.

Channel sampling of the footwall was conducted by GT in 2010. Assays of up to 5.96 g/t Au were received from barren wall rock. These assays are encouraging as it demonstrates the potential for the property to host large bulk tonnage gold mineralization adjacent to the Nudulama mine stratigraphy.

To date, drill holes NU12-01 through to NU12-05 have been completed, logged, and sent to Agat Laboratories for assaying.

The drill program is being managed by Joerg Kleinboeck, P.Geo, the company's Vice President of Exploration.

Phase 1 Diamond Drilling Results from the Clement Property

A total of 564.5 m in 5 drill holes were completed in late 2011. The drill program was designed to test several airborne EM conductors. Massive sulphides consisting of pyrrhotite and pyrite were intersected in several of the holes. Although no significant base metal assays were reported, an anomalous gold intersection grading 0.37 g/t Au over 10.0 m with up to 2.98 g/t Au over 0.5 m and 1.06 g/t Au over 0.5 m was intersected in CL11-03.

Phase 3 Diamond Drilling Results from the Chiniguchi River Property

A total of 570.7 m in 4 drill holes were completed in late 2011. The drill program was designed to test several down hole induced polarization targets as well as a step out hole to the west of the main zone (Jackie Rastall Prospect). No significant assays were reported.

Quality Control / Quality Assurance

The company has implemented a quality assurance and quality control program to ensure that the sampling and analysis of all samples is conducted in accordance with the best possible practices.

Joerg Kleinboeck, Vice President of Exploration is the designated Qualified Person as defined by National Instrument 43-101, and has approved the technical content of this press release.

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

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Mr. Carl McGill
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Mr. Brian Wright
President & Chief Operating Officer
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Item 9. Date of Report

This report is dated as of the 30th day of March, 2012.