

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
Facsimile: (416) 595-5959

Item 2. Date of Material Change

May 30, 2012

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

A new release was issued via Stockwatch on May 30, 2012

Item 4. Summary of Material Change

GoldTrain Resources Inc. (**CNSX: GT**) ("**GoldTrain**" or the "**Corporation**") announced an update on its 100% owned Missinabie Project.

Item 5. Full Description of Material Change

GoldTrain announced an update on its 100% owned Missinabie Project.

During the month of March, 2012, GoldTrain completed 10 diamond drill holes totaling 1907.9 metres in the Nudulama area.

GoldTrain has received the final results for drill holes NU12-07 through to NU12-10. These holes were drilled on the Nudulama claims in the area of the historical resource.

DDH	From (m)	To (m)	Length (m)	Gold (g/t)
NU-12-07	171.2	173	1.8	2.395
including	172.2	173	0.8	4.745
NU-12-07	179	183	4	0.860
NU-12-07	199.6	200.4	0.8	2.920
NU-12-08	144.3	161.5	17.2	1.320
including	151.5	152.5	1	6.750
including	156.5	161.5	5	1.604
NU-12-09	171.5	188	16.5	0.748
including	177.5	182.4	4.9	1.105
NU-12-09	194.5	195.3	0.8	1.190
NU-12-10	85	105.5	20.5	1.287
including	86.8	89.5	2.7	2.109
including	94.5	98	3.5	3.336

The Nudulama claims host an 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.

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.

Qualified Person

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 news 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
Chief Executive Officer
Tel: (416) 278-8406
E-mail: carl.mcgill@goldtrain.ca
Web: www.goldtrain.ca

Mr. Brian Wright
President & Chief Operating Officer
Tel: (705) 853-1747
E-mail: brian.wright@goldtrain.ca
Web: www.goldtrain.ca

Item 9. Date of Report

This report is dated as of the 31st day of May, 2012.