

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

November 7, 2012

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

A new release was issued via Stockwatch on November 7, 2012

Item 4. Summary of Material Change

GoldTrain Resources Inc. (**CNSX: GT**) ("**GoldTrain**") announced that it has entered into a sale agreement (the "**Sale Agreement**") with Brian Wright (the "**Purchaser**") for the purchase by the Purchaser of all of GoldTrain's 75% interest in the Janes Property and 100% interest in the Clement Property (the "**Purchased Assets**").

Item 5. Full Description of Material Change

GoldTrain announced that it has entered into a Sale Agreement with the Purchaser for the purchase by the Purchaser of all of GoldTrain's 75% interest in the Purchased Assets.

Under the terms of the Agreement, approximately \$90,000 will be spent by the Purchaser on geological and other exploration work on GoldTrain's Nudulama, D-Vein and other Missinabie properties by December 31, 2012, for which the Purchaser (and other service providers arranged by the Purchaser) will be paid half of such expenditures in cash and half in common shares of GoldTrain (or such larger portion in cash at the discretion of GoldTrain). The Sale Agreement is anticipated to be completed on January 23, 2013.

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 8th day of November, 2012.