

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

April 20, 2011

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

A new release was issued via Stockwatch on April 20, 2011.

Item 4. Summary of Material Change

GoldTrain Resources Inc. announced closing of its previously announced non-brokered private placement.

Item 5. Full Description of Material Change

GoldTrain Resources Inc. (CNSX: GT) ("GoldTrain") announced the closing of its previously announced non-brokered private placement (the "**Offering**") (*see news release dated April 18, 2011*). Pursuant to the Offering, the Corporation raised \$162,000 by issuing 3,240,000 units at a price of \$0.05 per unit (each a "**Unit**"). Each Unit is comprised of one common share of the Corporation (each a "**Common Share**") and one transferable common share purchase warrant (each a "**Warrant**"), each Warrant entitling the holder to purchase one Common Share at a price of \$0.10 per share at any time within 2 years after the issuance of the Units.

The gross proceeds to GoldTrain from the sale of the Units will be used for exploration work on GoldTrain's properties in Canada and for general working capital purposes.

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:
Brian Wright, President, Chief Executive Officer and Director
GoldTrain Resources Inc., Tel: (705) 967-0216

Item 9. Date of Report

This report is dated as of the 28th day of April, 2011.