

EARLY WARNING REPORT

Section 111 of the Securities Act (British Columbia)

Section 176 of the Securities Act (Alberta)

National Instrument 62-103

1. Name and address of the offeror:

Donald A. Sheldon (the "Offeror")
#1801-180 Dundas Street West
Toronto, Ontario M5G 1Z8

2. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstances:

The Offeror, through Suite 1800 Management Ltd, a company controlled by the Offeror, acquired 2,000,000 common shares and 2,000,000 warrants (each warrant entitles the holder to purchase one common share for \$0.10 on or before April 29, 2013).

3. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the report:

The Offeror now owns or controls the following securities of GoldTrain Resources Inc. ("GoldTrain"):

- (i) an aggregate of 6,169,945 shares of GoldTrain representing 19.22% of the issued and outstanding common shares; and
- (ii) an aggregate of 3,227,151 warrants of GoldTrain representing 32.68% of the issued and outstanding warrants; and
- (iii) options on an aggregate of 250,000 common shares of GoldTrain representing 13.2% of the outstanding options granted under GoldTrain's stock option plan.

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the securities of the class of securities referred to in paragraph 3 over which:

- (a) the offeror, either alone or together with any joint actors, has ownership and control:

- (i) an aggregate of 6,169,945 shares of GoldTrain representing 19.22% of the issued and outstanding common shares; and
- (ii) an aggregate of 3,227,151 warrants of GoldTrain representing 32.68% of the issued and outstanding warrants; and
- (iii) options on an aggregate of 250,000 common shares of GoldTrain representing 13.2% of the outstanding options granted under GoldTrain's stock option plan.

(b) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor:

N/A

(c) the offeror, either alone or together with joint actors, has exclusive or shared control but does not have ownership:

- (i) an aggregate of 5,919,945 shares of GoldTrain representing 18.44% of the issued and outstanding common shares of GoldTrain; and
- (ii) an aggregate of 3,227,151 warrants of GoldTrain representing 32.68% of the issued and outstanding warrants.

5. The name of the market in which the transaction or occurrence that gave rise to the report took place:

N/A.

6. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to this report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:

The transaction was completed to settle a debt of the Issuer and strengthen its balance sheet. The securities held directly or indirectly in the Issuer as described above were acquired for investment purposes without any current intention to increase or decrease such holdings. The Offeror takes a long-term view of the investment and reserves the right to formulate other plans and take such actions with respect to the investment in the Issuer as may be determined from time to time.

7. The general nature and material terms of any agreement, other than lending arrangements, with respect to the securities entered into by the offeror or any joint actor, and the issuer of the securities or any other entity in connection with the transaction, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:

None.

8. The names of any joint actors in connection with the disclosure required by this report:

- (i) Suite 1800 Management Ltd.
- (ii) Second Sheldon Family Trust

9. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:

Suite 1800 Management Ltd. exchanged a debt of \$100,000 owed by the Issuer for 2,000,000 units at \$0.05 per unit. Each unit was comprised of one common share and one warrant.

10. If applicable, a description of any change in any material fact set out in a previous report filed by the entity under the early warning requirements in respect of the reporting issuer's securities:

N/A

11. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.

The issuance of the units was exempt under Sections 2.14 and 3.14 of National Instrument 45-106 "*Prospectus and Registration Exemptions*".

DATED this 3rd day of May, 2011.

By: Signed: "*Donald A. Sheldon*"

Donald A. Sheldon