

# 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

June 8, 2011

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

A new release was issued via Stockwatch on June 8, 2011.

## Item 4. Summary of Material Change

GoldTrain Resources Inc. (CNSX: GT) ("**GoldTrain**") announced a proposed units for debt placement (the "**Units for Debt Placement**").

## Item 5. Full Description of Material Change

GoldTrain announced a proposed Units for Debt Placement at a price of \$0.05 per unit (each a "**Unit**"). Each Unit is comprised of one common share (each a "**Common Share**") and one transferable Common Share purchase warrant (each a "**Warrant**"). Each Warrant entitles the holder to purchase one Common Share for a price of \$0.10 per share at any time within two years from the closing date. The issuance of the Common Shares and Warrants will be completed pursuant to an agreement made between GoldTrain and KWG Resources Inc. (the "**Debt Settlement Agreement**"). Pursuant to the Debt Settlement Agreement, the Corporation will issue 7,000,000 Common Shares and 7,000,000 Warrants, in order to settle \$350,000 of debt owing by GoldTrain incurred through a series of loans from March 26 to April 6, 2011. All securities issued pursuant to the Debt Settlement Agreement will be subject to a four (4) month hold period.

Following the closing of the transaction contemplated herein, GoldTrain will have a total of 41,455,948 common shares issued and outstanding.

## 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, Chief Operating Officer and Director  
GoldTrain Resources Inc., Tel: (705) 967-0216

**Item 9. Date of Report**

This report is dated as of the 9<sup>th</sup> day of June, 2011.