

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 9, 2011

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

A new release was issued via Stockwatch on June 9, 2011.

Item 4. Summary of Material Change

GoldTrain Resources Inc. (CNSX: GT) ("**GoldTrain**") announced the closing of its previously announced units for debt placement (the "**Units for Debt Placement**") (see *news release dated June 8, 2011*).

Item 5. Full Description of Material Change

GoldTrain announced the closing of the Units for Debt Placement. 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 Corporation issued 7,000,000 Common Shares and 7,000,000 Warrants, in order to settle \$350,000 of debt owing by GoldTrain to KWG Resources Inc. All securities issued are subject to a four (4) month hold period.

Following the closing of the transaction contemplated herein, GoldTrain has a total of 41,555,948 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 10th day of June, 2011.