

**MATERIAL CHANGE REPORT**  
Form 51-102F3  
Section 7.1 of National Instrument 51-102

**Item 1 Name and Address of Company**

GoldTrain Resources Inc.  
199 Bay Street, Suite 2200  
Toronto, Ontario Canada M5L 1G4

**Item 2 Date of Material Change**

April 29, 2016

**Item 3 News Release**

A news release was issued via Stockwatch on April 28, 2016.

**Item 4 Summary of Material Change**

GoldTrain Resources Inc. ("**GoldTrain**" or the "**Corporation**") (**CSE: GT**) announced the consolidation of its common shares effective at the end of the day on Friday, April 29, 2016.

**Item 5 Full Description of Material Change**

The Corporation announced that its board of directors has determined that the ratio for the proposed share consolidation approved at its shareholders meeting held on December 29, 2015 was set at one (1) post-consolidation share for every twenty (20) pre-consolidation shares. The share consolidation became effective at the end of the day on Friday, April 29, 2016.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51 -1 02**

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:  
Frank Smeenk, Chief Executive Officer and interim Chief Financial Officer 416-642-3575

**Item 9 Date of Report**

This report is dated as of the 4<sup>th</sup> day of May, 2016.