Interim MD&A – Quarterly Highlights (the "Quarterly Highlights")
For the three and six month periods ended June 30, 2018

Dated: August 10, 2018

INTRODUCTION

The following Management's Discussion & Analysis – Quarterly Highlights ("Quarterly Highlights") of GoldTrain Resources Inc. (the "Company" or "GoldTrain") has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2017. This Quarterly Highlights does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This Quarterly Highlights has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with Annual MD&A, the audited financial statements of the Company for the years ended December 31, 2017 and 2016 and the unaudited interim financial statements for the three and six month periods ended June 30, 2018 and 2017, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three and six month periods ended June 30, 2018 and 2017 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at August 10, 2018 unless otherwise indicated.

The unaudited interim financial statements for the three and six month periods ended June 30, 2018, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

External auditors, appointed by the shareholders, have not audited or reviewed the unaudited interim financial statements for the three and six month periods ended June 30, 2018 and 2017 and did not perform the tests deemed necessary to enable them to express an opinion on the unaudited interim financial statements.

For the purposes of preparing this Quarterly Highlights, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of GoldTrain's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedar.com*.*

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Quarterly Highlights includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. In the event that the Company is able to acquire a suitable mining property, such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of resource or reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks); the risk of commodity price and foreign exchange rate fluctuations; the ability of GoldTrain to fund the capital and operating expenses necessary to achieve the business objectives of GoldTrain; the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities; as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this Quarterly Highlights are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

CORPORATE OVERVIEW AND OUTLOOK

GoldTrain is a junior exploration company engaged in exploration for mineral deposits in the Northern Ontario region of Canada. The Company continues to focus on the Missinabie and Nudulama properties and continues to consider expanding these properties or adding new properties to its portfolio – see “Proposed Transaction” below. The Company is in the early exploration stage with respect to all of its properties. The Company has not presently determined whether any of its mineral rights contain mineral reserves that are economically recoverable. The Company’s common shares are listed on the Canadian Securities Exchange (the “CSE”) under the symbol GT.

PROPOSED TRANSACTION

On November 20, 2017, the Company entered into a binding letter agreement and in July 2018 signed an amalgamation agreement with Idaho Champion Gold Mines Ltd. ("Idaho Champion"), a private issuer based in Ontario, relating to a reverse takeover transaction (the "Transaction"), pursuant to which the Company proposes to acquire all of the issued and outstanding securities of Idaho Champion by way of a three-cornered amalgamation, pursuant to which a wholly-owned Ontario-incorporated subsidiary of the Company will amalgamate with Idaho Champion, with the resulting amalgamated company being a wholly-owned subsidiary of GoldTrain. GoldTrain will continue as the parent corporation (the "Resulting Company"). Concurrently with the closing of the Transaction, the Resulting Company expects to change its name to "Idaho Champion Gold Mines Canada Inc." or another name acceptable to Idaho Champion, the Company and any regulatory authorities having jurisdiction. It is anticipated that the Resulting Company will continue to list its shares on the Canadian Securities Exchange (the "CSE") following completion of the Transaction.

It is anticipated that, on completion of all of the various parts of the Transaction, the current GoldTrain shareholders will hold 982,918 shares of the Resulting Company (representing between 3.4% and 2.6% of the outstanding shares), certain GoldTrain creditors will hold between 698,943 and 1,016,987 shares of the Resulting Company (representing between 2.4% and 2.7% of the outstanding shares), the current Idaho Champion shareholders will hold 27,042,000 shares of the Resulting Company (representing between 94.2% and 71.9% of the outstanding shares), additional subscribers in the Idaho Champion Private Placement (described below) will hold up to 3,558,000 shares of the Resulting Company (representing up to 9.5% of the outstanding shares), subscribers in the GoldTrain Private Placement (described below) will hold up to 1,012,500 shares of the Resulting Company (representing up to 2.7% of the outstanding shares), and an arms' length vendor of certain additional mining claims in Idaho will hold up to 4,000,000 shares of the Resulting Company (representing up to 10.6% of the outstanding shares).

In order for the Company to address some outstanding liabilities and improve its financial condition, and subject to the completion of the Transaction: (i) a certain creditor (namely, Sheldon Huxtable Professional Corporation, a corporation controlled by Donald Sheldon, a director of the Company) has agreed to forgive approximately $342,327 of outstanding or accrued liabilities owed by the Company; and (ii) certain other creditors (namely, (a) Carl McGill, a director of the Company, and (b) The Second Sheldon Family Trust, a family trust the sole director of which is Donald Sheldon, a director of the Company) have agreed to convert approximately $167,747 of outstanding debt into common shares of the Company at a conversion rate of $0.08 per share, which was the last closing price of GoldTrain shares on the CSE on November 13, 2017, prior to a 'halt' to trading on the CSE as a result of the announcement on November 21, 2017 of the signing of a preliminary letter agreement in respect of the Transaction. The debt conversion is planned to be completed prior to implementation of the 1:3 share consolidation described below (thereby making the effective debt conversion price $0.24 per post-consolidation share). For details of these proposed related party transactions, see the Company's profile at *www.sedar.com*, including the Company's news release dated August 10, 2018.

Idaho Champion is currently pursuing completion of a private placement to a number of accredited investors and others permitted to purchase securities on a prospectus-exempt basis, seeking to raise up to US$2,500,000 (of which US$1,788,400 has been completed to date by issuing 8,942,000 Idaho Champion common shares) at US$0.20 per share (the "Idaho Champion Private Placement"). GoldTrain is currently pursuing completion of a private placement to a number of accredited investors and others permitted to purchase securities on a prospectus-exempt basis, seeking to raise up to an aggregate of $1,200,000 by issuing special warrants at a price of $0.24 per warrant, with each special warrant being exercisable, without additional consideration, into one common share of the Resulting Company (the "GoldTrain Private Placement") following implementation of the 1:3 share consolidation described below. As of this date, none of the GoldTrain Private Placement has been completed.

Immediately prior to completion of the Transaction, the Company proposes to consolidate its outstanding shares on a 1:3 basis (the "Share Consolidation") thereby reducing the number of outstanding shares to approximately 1,999,781 post-consolidation shares (such post-consolidation shares hereinafter referred to as "Resulting Company Shares").

On successful completion of the Transaction, Sheldon Executive Services Inc., a company controlled by a director of GoldTrain, will be issued, as compensation for services rendered in respect of the Transaction, 500,000 warrants of the Resulting Company, each such warrant entitling the holder to purchase one Resulting Company Share at a price of $0.50 at any time within five years after completion of the Transaction.

Idaho Champion agreed to lend the Company $100,000 (the "Interim Loan"), which was received by the Company in January 2018, to assist the Company to pay certain outstanding liabilities and some expenses to be incurred in respect of the Transaction. In the event that the Transaction is not completed, the Interim Loan will be released and forgiven by Idaho Champion as a break fee.

As at August 10, 2018, the Company is in the process of trying to close this Transaction.

OVERALL PERFORMANCE

The Company has no revenues, so its ability to ensure continuing operations is dependent upon its ability to obtain necessary financing to complete the acquisition and development of potential mining properties.

The net loss and comprehensive loss for the six months ended June 30, 2018 was $119,501 ($0.04 per share) as compared to $20,930 ($0.01 per share) for the six months ended June 30, 2017. Net loss for the period is consistent with prior periods as expected, except for an increase in professional and consulting fees of $99,565 to $110,461 (2017 - $10,896) related to legal fees in regards to the Transaction.

The net loss and comprehensive loss for the three months ended June 30, 2017 was $63,997 ($0.02 per share) as compared to $10,238 ($0.00 per share) for the three months ended June 30, 2017. Net loss for the period is consistent with prior periods as expected, except for an increase in professional and consulting fees of $56,910 to $61,910 (2017 - $5,000) related to legal fees in regards to the Transaction..

LIQUIDITY AND FINANCIAL CONDITION

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2018, the Company had a working capital deficiency of $734,531 (December 31, 2017 - $615,030), consisting of current assets of $5,268 (December 31, 2017 - $24) to settle current liabilities of $739,799 (December 31, 2017 - $615,054). The ability of the Company to continue to pursue its activities and continue as a going concern is dependent on its ability to secure additional equity or other financing, the accommodation of service providers and small loans from directors and shareholders. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

The Company currently is not able to internally finance on-going operating costs of its businesses over the long term and therefore will require additional financing by means of issuing share capital, advances from related parties, or other sources. The Company's ability to continue as a going concern is dependent upon financing arrangements for exploration activities and dependent on arrangements for services to the Company made by its directors and officers and other service providers without immediate compensation, as well as small loans from time to time from certain directors and significant shareholders. In addition, the Company will require additional financing in order to assist in the search, and, if warranted, acquisition of a business opportunity. There can be no certainty of the Company's ability to raise additional financing through private placements, advances or small loans from related parties, or other sources to fund these activities. Consequently the Company is subject to liquidity risks.

These financial statements have been prepared in accordance with accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and the Company's financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

For the six month period ended June 30, 2018, the Company had an opening cash balance of $24 (Year ended December 31, 2017 - $21). The cash balance increased by $5,244 (Year ended December 31, 2017 – $3) mainly from a transaction advance of $100,000 (Year ended December 31, 2017 – $Nil) and small loans from related parties of $Nil (Year ended December 31, 2017 – $31,710) offset by repayment of small loans from related parties of $52,570 (Year ended December 31, 2017 – $Nil) and operating loss of $119,501 for the six month period ended June 30, 2018 (Year ended December 31, 2017 - $63,651).

As at June 30, 2018, the Company had a working capital deficiency of $734,531 (December 31, 2017 – $615,030), had not yet achieved profitable operations, had accumulated losses of $3,175,398 (December 31, 2017 - $3,055,897 and expects to incur further losses in the development of its business, all of which casts significant doubt upon the Company's ability to continue as a going concern.

MINERAL PROPERTIES

Some mineral properties which GoldTrain owns are those formerly owned by Goldwright Explorations Inc. In addition, in 2010 GoldTrain acquired or entered into agreements to acquire some additional claims adjoining or close to its Missinabie Property and in 2011 acquired the Nudulama Property.

GoldTrain has focused on mineral exploration in Northern Ontario. The 100% owned Brackin

Gold Property (also known as the “Missinabie”) now consists of 7 claims of which 6 are contiguous (covering approximately 1,142 hectares) in Brackin and Leeson Townships, Sault Ste Marie Mining Division, Ontario located 100 km northeast of Wawa, Ontario. In 2011, the Company acquired a 100% interest in 11 patented and 11 leased claims in Leeson Township (Nudulama Property) approximately 85 kilometers northeast of Wawa, Ontario. The patented claims are adjacent to the Missinabie Property. GoldTrain had previously acquired 2 additional staked claims (25 units covering approximately 400 hectares) adjoining the Nudulama property to the north.

The Company intends to focus on the Missinabie and Nudulama Properties and to consider expanding these properties or adding new properties to its portfolio. See “Proposed Transaction” above.

Technical reports prepared in accordance with National Instrument 43-101 have been prepared for the Brackin Gold Property and may be found on the Company’s site on SEDAR at www.SEDAR.com.

(a) Exploration activities

Missinabie Property: In the summer of 2009, the Company undertook a channel-sampling program on its 100% owned Missinabie Property. A total of 14 samples were taken, the highlights of which are as follows:

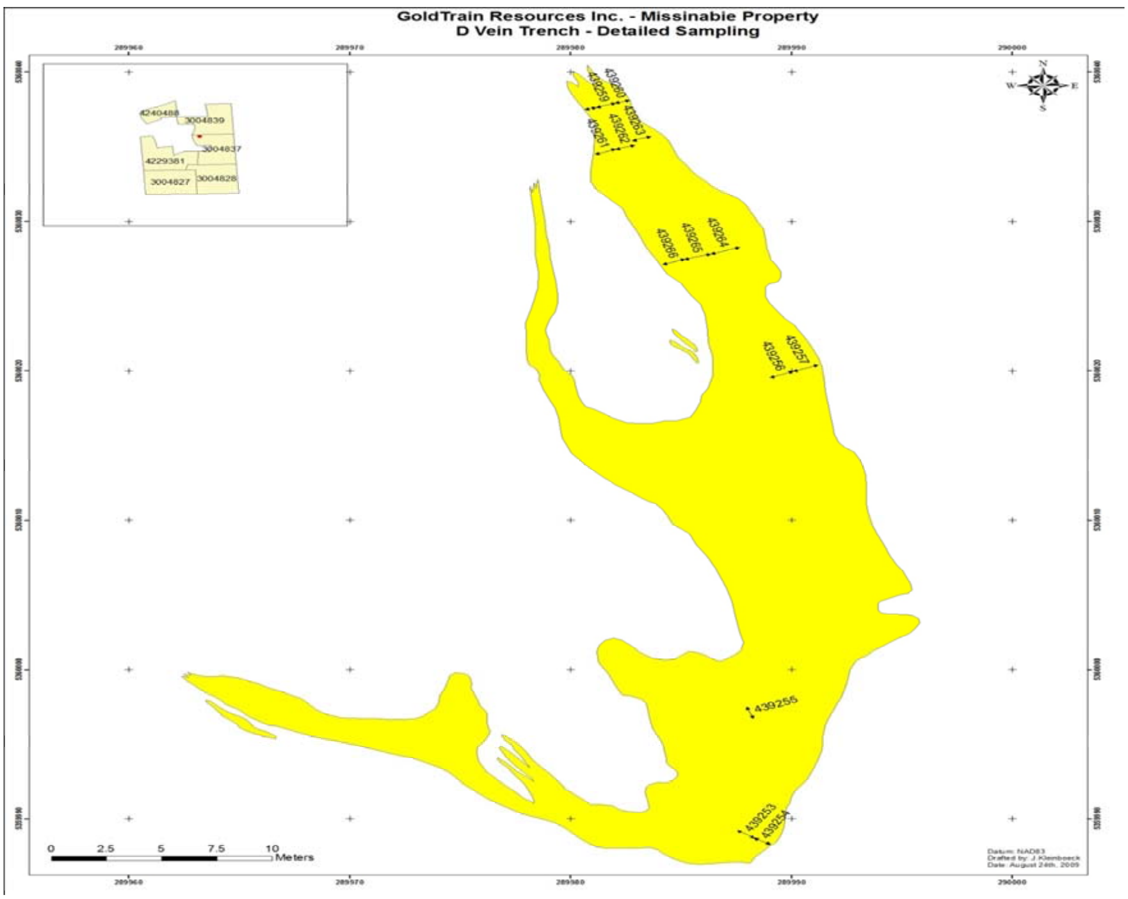
1. 21.6 grams per tonne gold (“g/t Au”) over a channel length of 2.0 metres (“m”) (Samples 439253 and 439254)
2. 10.59 g/t Au over a channel length of 3.00 m including 27.9 g/t Au over 1.0 m (Samples 439258, 439259 and 439260)
3. 9.82 g/t Au over a channel length of 0.65 m (Sample 439255)
4. 5.69 g/t Au over a channel length of 2.0 m including 10.85 g/t Au over 1 m (Samples 439256 and 439257)
5. 2.11 g/t Au over a channel length of 3.0 m including 5.04 g/t Au over 1 m (Samples 429261, 429262 and 429263)
6. 0.65 g/t Au over a channel length of 3.0 m including 0.9 g/t Au over 1 m (Samples 439264, 439265 and 439266)

All samples returned significant gold values ranging from a low of 0.27 g/t Au to a high of 27.9 g/t Au. The sample locations are shown in map set out below and the recent mapping has demonstrated that there is considerable potential to expand the widths of high grade values particularly in the hinge zone and along the limbs. The surface exposure of the D-vein consists of a folded quartz vein that averages approximately 3 m in width along an exposed strike length of 80 m. The veining and associated mineralization obtains widths of greater than 6 m at the hinge of the fold.

The complete results of the channel sampling program are shown in the table below.

Sample #	Vein	Length (m)	g/t Au	oz/t Au
439253	D-vein Hinge	1.00	22.6	0.66
439254	D-vein Hinge	1.00	20.6	0.60
439255	D-vein Hinge	0.65	9.82	0.29

Sample #	Vein	Length (m)	g/t Au	oz/t Au
439256	D-vein East Limb	1.00	10.85	0.32
439257	D-vein East Limb	1.00	0.53	0.02
439258	D-vein East Limb	1.00	27.9	0.81
439259	D-vein East Limb	1.00	1.08	0.03
439260	D-vein East Limb	1.00	2.79	0.08
439261	D-vein East Limb	1.00	1.01	0.03
439262	D-vein East Limb	1.00	5.04	0.15
439263	D-vein East Limb	1.00	0.27	0.01
439264	D-vein East Limb	1.00	0.9	0.03
439265	D-vein East Limb	1.00	0.47	0.01
439266	D-vein East Limb	1.00	0.59	0.02



In March 2010, the Company announced the assay results from its Phase 1 diamond-drilling program on its Missinabie Property. The program consisted of 623 m of drilling in four (4) drill holes along a strike length of approximately 200 m. The drill holes tested the “D vein” and “D structure” for near-surface mineralization to a maximum vertical depth of 125 m. The “D structure” is a north-south trending shear zone that is part of a larger system of north-south and east-west trending shear zones that host significant gold mineralization, most notably the former gold-producing Renabie Mine (historical production of 5,583,000 tons with an average grade of approximately 0.20 oz Au/ton).

Drill hole MI10-01 tested the "D Vein" where significant gold mineralization was encountered during a trenching and sampling program completed by GoldTrain (see press release dated September 9, 2009). Drill holes MI10-02 through MI10-04 tested the "D structure" over a strike length of 200 m; three holes encountered significant gold mineralization.

1. Drill hole MI10-03 intersected multiple zones including:
   - 24.80 m grading 0.56 g/t Au, including a higher grade interval within this zone grading 2.55 g/t Au over 2.20 m, and
   - 2.00 m grading 0.62 g/t Au.

2. Drill hole MI10-02 intersected multiple zones of gold mineralization including 3.40 m grading 1.09 g/t Au, 5.60 m grading 0.47 g/t Au, and 9.00 m grading 0.31 g/t Au.
3. Drill hole MI10-01 intersected 1.51 m grading 0.67 g/t Au.

Hole #	Easting	Northing	From	To	Interval (m)	Grade (g/t Au)
MI-01	289952	5360048	7.23	8.74	1.51	0.667
MI-02	289802	5360176	15.90	19.30	3.4	1.09
			26.60	32.20	5.6	0.47
			62.70	71.70	9	0.31
MI-03	289866	5360108	20.50	22.50	2	0.62
			33.40	58.20	24.8	0.56
	including		56.00	58.20	2.2	2.55
MI-04	289911	5360023			No significant values	

The Phase 1 program has successfully identified the presence of significant gold mineralization encountered at shallow depths. These results will help to identify and prioritize additional drill targets for a Phase 2 diamond drilling program. Those exploration activities led the Company to stake additional claims adjoining its original claim block.

In January 2012, GoldTrain received assay results from a recently completed channel sampling program on the Missinabie/Nudulama claims currently held by GoldTrain. Highlights include 2.12 g/t Au over a length of 8.8 meters (Samples 266857 to 266865) and 3.96 g/t Au over 1.3 meters (sample 266871). Some of the highest individual sample results occurred in massive Tonalite at the northern and southern edges of the exposed bedrock (samples 266857 and 266871 respectively) which leaves the width of gold bearing zone open for expansion.

Complete channel sample results from the portal area are detailed in the Table below:

Sample Number	Grade g/t Au	Width (m)	Notes
266857	5.96	1.00	Massive Tonalite
266858	0.749	1.00	Massive Tonalite

Sample Number	Grade g/t Au	Width (m)	Notes
266859	1.26	0.80	Massive Tonalite
266860	0.866	1.20	Sheared Tonalite
266861	4.92	1.00	Sheared Tonalite
266862	0.234	1.30	Sheared Tonalite
266863	3.89	0.70	Massive Qtz. Vein
266864	1.095	1.00	Massive Qtz. Vein
266865	1.105	0.80	Massive Qtz. Vein
266866	0.046	1.20	Sheared Tonalite
266867	0.016	1.00	Sheared Tonalite
266868	0.005	1.50	Sheared Tonalite
266869	0.01	1.50	Sheared Tonalite
266870	0.481	1.50	Massive Tonalite
266871	3.96	1.30	Massive Tonalite

In September 2011, GoldTrain completed the purchase of a 100% interest in 11 patented claims in Leeson Township approximately 85 kilometers northeast of Wawa, Ontario (the "**Patented Claims**") from Lithium One Inc. (the "**Vendor**"). The Patented Claims are adjacent to the Renabie Mine Property and adjacent to GoldTrain's Missinabie Property.

As part of the same agreement, in December 2011 GoldTrain completed the purchase of 2 mining leases comprised of 11 leased claims, which are located a few kilometers north of the Patented Claims. The transfer of the leased claims was subject to the consent of the Ontario Ministry of Northern Development, Mines and Forestry. All required consents were obtained and the Leased Claims were transferred from the vendor to GoldTrain.

The Nudulama property acquired by GoldTrain is reported to have a historical resource of 369,000 tons at an average grade of 0.13 oz/t Au (47,000 contained ounces of gold). The east zone of the historic Nudulama property was already 100%-owned by GoldTrain and is reported to have a historic resource of 53,000 tons at an average grade of 0.13 oz/t Au (6,900 contained ounces of gold). This would give the combined properties a historical resource of 422,000 tons above the 650 feet level containing approximately 54,000 contained ounces of gold (Tenoga Consultants Inc. 1988). (*These historical resource estimates pre-dated NI 43-101 and, accordingly, are non-compliant with the requirements of NI 43-101 and, therefore, cannot be relied upon. A qualified person, as defined in NI-43-101, has not performed sufficient work on the Nudulama Property to classify the historical resource estimates as mineral resources or mineral reserves. GoldTrain is not treating the historical resource estimates as current mineral resources or mineral reserves.*).

The Nudulama property was developed during the 1947-1951 period at which time a shaft was sunk to the 1050-foot level. In 1985 to 1987, a ramp was developed down to the 150-foot level and approximately 85,000 tons of ore was shipped to Kidd Creek as smelter flux. The portal for the ramp and the shaft are situated on the claims currently held by GoldTrain while the underground workings are on both sets of claims – those currently held by GoldTrain and those acquired by GoldTrain from the vendor. There are five (5) levels developed down to the 725-foot level. The potential strike length is estimated to be in excess of 800 metres. There are reports that there are several other gold-bearing veins on the property including the Dulama No. 2 Vein which is reported to have a diamond drill intersection of approximately 39.6 metres (130 feet) with an average grade of 0.076 oz/t Au (39.6 metres of 2.6 g/t Au) (see http://www.geologyontario.mndm.gov.on.cagosportal/gos?command=mndmsearchdetails:mdi&uuid=MDI42B05NW00012).

Following acquisition of the Nudulama Property, GoldTrain designed an exploration program. During the month of March, 2012, GoldTrain completed 10 diamond drill holes totaling 1907.9 metres in the Nudulama area.

Of the ten drill holes completed, in April 2012 GoldTrain received assay results on the first six drill holes which are detailed below. The reported mineralized lengths represent core lengths. Drill hole NU12-01 targeted the projected plunge of the East Zone and returned trace to weakly anomalous gold values. Drill holes NU12-02 through to NU12-10 were completed on the Nudulama claims in the area of the historical resource.

DDH	From	To	Length (m)	Gold (g/t Au)
NU-12-02	65	67.3	2.3	1.075
including	66	66.6	0.6	2.320
NU-12-03	25.5	39.5	14	0.915
including	25.5	32.5	7	1.285
NU-12-04	64.8	81	16.2	1.225
including	68	71	3	5.500
NU-12-05	69.2	94	24.8	1.037
including	69.2	70	0.8	5.850
including	83	85	2	3.105
NU-12-06	42	60.8	18.8	2.148
including	42	42.6	0.6	2.997
including	46	57.4	11.4	2.661
including	55	57.4	2.4	4.899

In May 2012, GoldTrain received the final results for drill holes NU12-07 through to NU12-10. These holes were drilled on the Nudulama claims in the area of the historical resource.

DDH	From (m)	To (m)	Length (m)	Gold (g/t Au)
NU-12-07	171.2	173	1.8	2.395
including	172.2	173	0.8	4.745
NU-12-07	179	183	4	0.860
NU-12-07	199.6	200.4	0.8	2.920
NU-12-08	**144.3**	**161.5**	**17.2**	**1.320**
including	151.5	152.5	1	6.750
including	156.5	161.5	5	1.604
NU-12-09	**171.5**	**188**	**16.5**	**0.748**
including	177.5	182.4	4.9	1.105
NU-12-09	194.5	195.3	0.8	1.190

NU-12-10	**85**	**105.5**	**20.5**	**1.287**
including	86.8	89.5	2.7	2.109
including	94.5	98	3.5	3.336

RELATED PARTY TRANSACTIONS

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

Certain corporate entities and consultants that are related to the Company's officers and directors or persons holding more than 10% of the issued and outstanding shares of the Company provide consulting and other services to the Company. All transactions were conducted in the normal course of operations and are measured at the exchange amounts, which is the amount of consideration established and agreed to by the related parties and are as follows:

During the six month period ended June 30, 2018, the Company was charged or accrued $102,000 (2017 - $3,000) for legal fees by a law firm of which a partner of the law firm is a director and indirect significant shareholder owning more than 10% of the outstanding shares of the Company.

Included in trade and other payables as at June 30, 2018 is $489,000 (December 31, 2017 - $323,000) owing to current key management, directors and related parties. In addition, included in trade and other payables at June 30, 2018 is $Nil (December 31, 2017 - $22,000) owing to a former director and $Nil (December 31, 2017 - $28,000) to a significant shareholder owning more than 10% of the Company.

In February 2014, the Company agreed with one of its creditors and significant shareholders to defer payment of amounts owed by converting $175,000 of accounts payable into long-term debt represented by interest-free convertible promissory notes (i) maturing on June 30, 2015 (extended to June 30, 2016), (ii) extendible for one year by the Company in certain circumstances (the right to extend was exercised), (iii) acceleration of the maturity date on any change of control or other fundamental change in respect of the Company, and (iv) convertible in tranches of $25,000 each into units at $1.00 per unit with each unit being comprised of one common share of the Company and one whole warrant exercisable to purchase one common share of the Company for $2.00 within 3 years from the date of the convertible promissory notes at the option of the holder. The maturity on this convertible promissory note has expired and is now due on demand.

In order for the Company to address some outstanding liabilities and improve its financial condition, and subject to the completion of the Transaction: (i) a certain creditor (namely, Sheldon Huxtable Professional Corporation, a corporation controlled by Donald Sheldon, a director of the Company) has agreed to forgive approximately $342,327 of outstanding or accrued liabilities owed by the Company; and (ii) certain other creditors (namely, (a) Carl McGill, a director of the Company, and (b) The Second Sheldon Family Trust, a family trust the sole director of which is Donald Sheldon, a director of the Company) have agreed to convert approximately $167,747 of outstanding debt into common shares of the Company at a conversion rate of $0.08 per share, which was the last closing price of GoldTrain shares on the

CSE on November 13, 2017, prior to a 'halt' to trading on the CSE as a result of the announcement on November 21, 2017 of the signing of a preliminary letter agreement in respect of the Transaction. The debt conversion is planned to be completed prior to implementation of the 1:3 share consolidation described below (thereby making the effective debt conversion price $0.24 per post-consolidation share). For details of these proposed related party transactions, see the Company's profile at *www.sedar.com*, including the Company's news release dated August 10, 2018.

RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk and Uncertainties" in the Company's Annual MD&A for the fiscal year ended December 31, 2017, available on SEDAR at www.sedar.com.

Dated this 10th day, of August, 2018.