

FORM 62-103F1
REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Common shares (each, a “**Common Share**”)

GoldTrain Resources Inc. (the “**Issuer**”)
199 Bay Street, Suite 2200
Toronto, Ontario M5L 1G4

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.**

Donald Sheldon (the “**Acquiror**”)
199 Bay Street, Suite 2200
Toronto, Ontario M5L 1G4

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

Effective as of August 22, 2018, the Acquiror acquired ownership of or control over an aggregate of 1,844,332 common shares (the “**Common Shares**”) in the capital of the Issuer at a deemed price of \$0.08 per Common Share through conversion of an aggregate of \$148,146.58 of debt owed directly or indirectly by the Issuer to Mr. Sheldon (the “**Transaction**”).

- 2.3 State the names of any joint actors.**

The Second Sheldon Family Trust

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.**

Pursuant to the Transaction, the Acquiror acquired ownership of or control over 1,844,332 Common Share.

Prior to acquiring such Common Shares, the Acquiror owned or controlled 485,869

Common Shares representing approximately 16.48% of the issued and outstanding Common Shares.

As a result of the above-noted acquisition, the Acquiror now owns or controls 2,330,201 Common Shares representing approximately 45.46% of the issued and outstanding Common Shares.

3.2 State whether the acquiror acquired or disposed of ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The Acquiror acquired ownership of or control over 1,844,332 Common Shares.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

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

Following closing of the Transaction, the Acquiror, together with joint actors, now owns and controls 2,330,201 Common Shares representing approximately 45.46% of the issued and outstanding Common Shares.

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

Not applicable.

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

Prior closing of the Transaction, the Acquiror did not own but through The Second Sheldon Family Trust controlled 18,750 Common Shares representing approximately 0.64% of the issued and outstanding Common Shares and through Suite 1800 Management Ltd. controlled 467,119 Common Shares representing approximately 15.84% of the issued and outstanding Common Shares. Following closing of the

Transaction, the Acquiror does not own but through The Second Sheldon Family Trust and Suite 1800 Management Ltd. controls 2,307,701 Common Shares representing approximately 45.01% of the issued and outstanding Common Shares.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The deemed consideration paid per Common Share was \$0.08, an aggregate amount of \$148,146.58 of debt owed by the Issuer to the Acquiror and The Second Sheldon Family Trust being converted into 1,844,332 Common Shares by the Issuer through the Transaction which closed on August 22, 2018.

- 4.2 In the case of a transaction or other 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, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe**

the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Acquiror has no present intention of acquiring additional securities of the Issuer. Depending upon his evaluation of the business, prospects and financial condition of the Issuer, the market for the Issuer's securities, general economic and tax conditions and other factors, the Acquiror may acquire more or sell some or all of his securities of the Issuer.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer.

Describe the material terms of any agreements, arrangements, commitments or

understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Sheldon Executive Services Inc., a private corporation controlled by the Acquiror, has an agreement to receive as an advisory fee from the Issuer 500,000 warrants on successful completion of the proposed reverse take-over transaction between the Issuer and Idaho Champion Gold Mines Ltd. Each such warrant will entitle the holder to purchase one post-consolidation common share of the Issuer at any time within five years after the date of issuance of such warrants.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

The transaction was a private placement of securities from treasury pursuant to the prospectus exemption provided in section 2.14 – *Securities for Debt* of National Instrument 45-106 – *Prospectus Exemptions*.

Item 9 – Certification

I, as the Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 23rd day of August, 2018.

Signed: “Donald Sheldon”

Donald Sheldon