FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

GoldON Resources Ltd., formerly Newcastle Minerals Ltd. (the “Company”)
Suite 416, 108 – 800 Kelly Road
Victoria, BC, V9B 6J9

Item 2: Date of Material Change

March 27, 2013

Item 3: News Release

A news release was issued March 28, 2013 at Victoria, British Columbia and was disseminated by FSCwire.

Item 4: Summary of Material Change

The Company completed its previously announced private placement of 3,500,000 non-flow-through units at a price of $0.10 per unit and 1,500,000 flow-through shares at a price of $0.10 per share on March 27, 2013.

Item 5: Full Description of Material Change

The Company completed its previously announced private placement of 3,500,000 non-flow-through units at a price of $0.10 per unit and 1,500,000 flow-through shares at a price of $0.10 per share on March 27, 2013.

Each non-flow-through unit consists of one common share and one warrant, with each warrant entitling the holder to purchase an additional common share at a price of $0.15 during the first year following the closing date and $0.20 during the second year following the closing date.

The Company paid finders’ fees totaling $21,200 and 212,000 broker warrants in respect of the offering. Each broker warrant entitles the holder to purchase a common share of the Company at a price of $0.15 during the first year and $0.20 during the second year following the closing date.

All securities issued in connection with this offering are subject to a 4-month hold period expiring July 28, 2013.

Participants in the offering included a subsidiary of IAMGOLD Corp., who purchased 1,500,000 units to raise their stake in the Company to 13.6% (18.4% on a partially diluted basis); and FronTier Consulting Ltd., who purchased 750,000 units and who the Company retained for investor relations services earlier this month.

Item 6: Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7: Omitted Information

Not applicable

Item 8: Executive Officer

Michael Romanik, President and Chief Executive Officer
Telephone (204) 726-0151

DATED AT Victoria, British Columbia this 28th day of March, 2013.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CGA