FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

GoldON Resources Ltd. (the "Company")
Suite 416, 108 – 800 Kelly Road
Victoria, BC, V9B 6J9

Item 2: Date of Material Change

October 15, 2014

Item 3: News Release

A news release was issued October 15, 2014 at Victoria, British Columbia and was disseminated by FSCWire.

Item 4: Summary of Material Change

The Company has negotiated a shares-for-debt settlement with four creditors.

Item 5: Full Description of Material Change

The Company has negotiated a shares-for-debt settlement with four creditors. The Company will, subject to regulatory acceptance, issue 1,257,600 common shares at a deemed price of $0.05 per share in settlement of $62,880.00 of debt. The issued shares are subject to a four-month hold period.

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 15th day of October, 2014.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CPA, CGA