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

November 6, 2014

Item 3: News Release

A news release was issued November 6, 2014 at Victoria, British Columbia and was disseminated by FSCWire.

Item 4: Summary of Material Change

The Company has negotiated, subject to regulatory acceptance, a non-brokered private placement of 1,500,000 non-flow-through units at a price of $0.05 per unit.

Item 5: Full Description of Material Change

The Company has negotiated, subject to regulatory acceptance, a non-brokered private placement of 1,500,000 non-flow-through units at a price of $0.05 per unit with qualified investors.

Each unit consists of one common share and one-quarter of one warrant. Each full warrant, in turn, entitles the holder to purchase an additional common share at a price of $0.05 during the 12 months following the closing of the offering.

The proceeds from the private placement will be used for general working capital.

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 10th day of November, 2014.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CPA, CGA