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

December 10, 2014

Item 3: News Release

A news release was issued December 10, 2014 at Victoria, British Columbia and was disseminated by FSCWire.

Item 4: Summary of Material Change

The Company is arranging a non-brokered private placement financing of up to 3,000,000 non-flow-through units at a price of $0.05 per unit and 4,000,000 flow-through shares at a price of $0.05 per share.

Item 5: Full Description of Material Change

The Company is arranging a non-brokered private placement financing of up to 3,000,000 non-flow-through units at a price of $0.05 per unit (the "NFT Units") and 4,000,000 flow-through shares at a price of $0.05 per share. Each NFT Unit will consist of one common share and one warrant. Each warrant will entitle the holder to purchase an additional common share at a price of $0.07 for a period of two years from the closing date of the financing.

The proceeds from the financing will be used for diamond drilling to test gold, silver and VMS targets as outlined in the Company's new exploration model developed for its Slate Falls Property and for general working capital purposes.

The financing is subject to TSX Venture Exchange approval and open to qualified investors. The Company may pay cash finders' fees of up to 7% of the subscription proceeds, and 7% in the form of brokers' warrants in respect of the financing.

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 December, 2014.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CPA, CGA