# 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**

September 28, 2016

**Item 3: News Release**

A news release was issued September 29, 2016 at Victoria, British Columbia and was disseminated by FSCwire.

**Item 4: Summary of Material Change**

The Company has entered into a definitive agreement with Trelawney Mining and Exploration Inc. to sell a 100% interest in the Company's Swayze Gold project mining claims.

**Item 5: Full Description of Material Change**

The Company has entered into a definitive agreement with Trelawney Mining and Exploration Inc. ("Trelawney") to sell a 100% interest in the Company's Swayze Gold project mining claims, which are located in the District of Sudbury in northeastern Ontario and include the Chester, Mollie River and Neville-Potier claim blocks (the "Swayze Claims").

Under the terms of the agreement, the Company will receive $300,000 cash, forgiveness of the $125,000 promissory note issued by it to Trelawney, and assignment of Trelawney's 1,170,544 Company shares. In addition, if a storage facility or pond of any nature is constructed on the Swayze Claims for the purpose of storage of tailings derived from Trelawney's Cote Gold Project, Trelawney will pay to the Company an additional $800,000.

As Trelawney holds more than 10% of the Company's outstanding shares, it is considered to be a related party under TSX Venture Exchange Policy 5.9. Trelawney has no representatives on the Company's Board of Directors and, upon analysis and discussion of the options available, the Company's independent Board unanimously determined that the transaction is in the best interests of the Company and that the consideration to be received is fair. TSX Venture Exchange Policy 5.9 requires majority of minority shareholder approval of related party transactions and, therefore, the transaction is conditional on such approval. Management intends to seek approval of the transaction at the Company's annual general meeting scheduled for November 8, 2016 and, if such shareholders do approve the proposed transaction, it is expected that the transaction will close shortly thereafter, subject to the receipt by Trelawney and the Company of deliverables customary for a transaction of this nature.

Assuming completion of the transaction, the Company's cash holdings will immediately increase by $300,000, its debt will decrease by $125,000 and the number of its outstanding shares will decrease by 1,170,544 shares, or approximately 11.7%. Following completion, Trelawney will own no shares of the Company.

**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 29th day of September, 2016.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CPA, CGA