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

January 24, 2017

Item 3: News Release

A news release was issued January 24, 2017 at Victoria, British Columbia and was disseminated by FSCwire.

Item 4: Summary of Material Change

The Company has entered into a definitive agreement to sell its Pickle Lake mining claims to First Mining Finance Corp.

Item 5: Full Description of Material Change

The Company has entered into a definitive agreement to sell its Pickle Lake mining claims to First Mining Finance Corp. ("First Mining).

Pursuant to the asset purchase agreement, the Company has agreed to sell a 100% interest in its five (5) unpatented mining claims located near Pickle Lake, Ontario in exchange for 200,000 shares of First Mining. The deemed value of the transaction is approximately $168,000 and was based on the 5-day volume weighted average price of First Mining's shares. The First Mining shares will be subject to a statutory resale restriction in Canada for a four-month period from completion of the transaction.

The transaction is subject to the receipt of applicable regulatory approvals by First Mining and the satisfaction of certain other closing conditions customary in transactions of this nature. The Company and First Mining expect to complete the transaction by January 31, 2017.

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 24th day of January, 2017.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CPA, CGA