FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

August 28, 2018

Item 3: News Release

A news release was issued August 29, 2018 at Victoria, British Columbia and was disseminated by FSCwire.

Item 4: Summary of Material Change

The Company has entered into a purchase agreement to acquire the right to earn a 100% interest in the Kir Vit gold project from Teck Resources Limited. In conjunction with the purchase, the Company will also undertake a non-brokered private placement of up to 4,000,000 units at a price of $0.15 per unit.

Item 5: Full Description of Material Change

The Company has entered into a purchase agreement to acquire the right to earn a 100% interest in the Kir Vit gold project (the "Project") from Teck Resources Limited ("Teck"). Located near the Ontario-Quebec border in McVittie Township, the Project consists of 19 claims covering 1,274 hectares in two non-contiguous blocks.

The latest work on the Project completed by Teck included soil and rock sampling in 2016/17 which outlined the footprint of a large hydrothermal system containing both gold and pathfinder elements (Bi, W, Mo). The work also included ground IP and magnetic geophysical surveys that show strong anomalies at depth under known surface Au-anomalies. This limited work focused on the eastern claim block and identified two primary drill targets (Porphyry Trend and Conglomerate Trend).

"The Kir Vit project is an exciting exploration opportunity in a world-class gold mining region where accessibility and infrastructure are excellent," said Michael Romanik, President of GoldON. "The Project runs along the Larder Lake-Cadillac Deformation Zone, which has historically produced over 24 million ounces of gold from the Matachewan, Kirkland Lake, Larder Lake, Noranda, Cadillac, Milartic and Val d'Or Gold Camps."

Under the terms of the purchase agreement, GoldON will acquire Teck's option (the "Underlying Option") to purchase the Project for the following consideration: $200,000 upon closing; $200,000 on the first anniversary of the closing; shares of GoldON equal to 9.9% of the company's issued capital at closing; and upon exercising the Underlying Option, a 1% net smelter returns royalty, half of which may be repurchased for $2,000,000. Subject to exercising the Underlying Option, GoldON will also pay three milestone payments totaling $7,000,000 upon completion of the first preliminary economic assessment, the first pre-feasibility study, and the commencement of mine construction. Closing will occur within 60 days following the date of the agreement and is subject to TSX Venture Exchange acceptance of the transaction described herein, completion of an equity financing of not less than $500,000, and other conditions typical of transactions of this nature.

In conjunction with the purchase, GoldON will also undertake a non-brokered private placement of up to 4,000,000 units at a price of $0.15 per unit. Each unit will consist of one common share and one warrant. Each warrant will, in turn, entitle the holder to purchase an additional common share at a price of $0.25 for a period of two years following completion of the financing. This financing is integral to GoldON's acquisition of the Kir Vit Project and the proceeds will be used for its acquisition and exploration. GoldON may pay cash finders' fees of up to 6% of the subscription proceeds and up to 6% in the form of finders' warrants in respect of the financing. The financing is subject to TSX Venture Exchange acceptance.

In addition to the payments to Teck to purchase the Underlying Option, GoldON can exercise the Underlying Option and acquire 100% of the Kir Vit Project by paying to the underlying owners a total of $430,000 over the next 18 months and granting the underlying owners a 2% net smelter returns royalty. GoldON may repurchase one-half of this royalty for $1,000,000.

R. Bob Singh, P.Geo, an independent qualified person as defined in National Instrument 43-101, has reviewed and approved the technical contents of this news release on behalf 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 August, 2018.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CPA, CGA