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

May 22, 2019

Item 3: News Release

A news release was issued May 28, 2019 at Victoria, British Columbia and was disseminated by Accesswire.

Item 4: Summary of Material Change

The Company has signed a Definitive Agreement with Great Bear Resources Ltd., wherein the Company has the option to earn an initial 60% interest and a subsequent 100% interest in Great Bear's West Madsen gold property.

Item 5: Full Description of Material Change

The Company has signed a Definitive Agreement with Great Bear Resources Ltd., wherein the Company has the option to earn an initial 60% interest and a subsequent 100% interest in Great Bear's West Madsen gold property.

The Property is comprised of two contiguous claim blocks (Block "A" and "B"), each roughly six kilometers (km) by three km in size for a total area of 3,860 hectares, and is a newly identified geological continuity of the greenstone belt within the Balmer and Confederation assemblages. Block A is contiguous with Pure Gold's Madsen Project, which is host to the historical Madsen and Starratt Olsen gold mines; and where Pure Gold recently completed a Feasibility Study on the Madsen deposit and a Preliminary Economic Assessment on the Fork, Russett South and Wedge deposits.

In order to earn an initial 60% interest in the Property, the Company must:

(a) incur minimum Exploration Expenditures on the Property, as follows:

- (I) $100,000 on or before the first anniversary of the Definitive Agreement;
- (II) a cumulative total of not less than $350,000 on or before the second anniversary of the Definitive Agreement; and
- (III) a cumulative total of not less than $750,000 on or before the third anniversary of the Definitive Agreement; and

(b) pay cash to Great Bear as follows:

- (I) $50,000 within 10 days of signing a Definitive Agreement;
- (II) $50,000 on or before the date that is 10 days after the first anniversary of the Definitive Agreement; and
- (III) $75,000 on or before the date that is 10 days after the second anniversary of the Definitive Agreement; and

(c) issue common shares of the Company to Great Bear as follows:

- (I) 250,000 Shares within 10 days of signing the Definitive Agreement;
- (II) 250,000 Shares on or before the date that is 10 days after the first anniversary of the Definitive Agreement; and
- (III) 375,000 Shares on or before the date that is 10 days after the second anniversary of the Definitive Agreement.

In order to earn the remaining 40% interest, for a total of 100% interest, the Company must:

(a) incur additional Exploration Expenditures on the Property of at least $750,000 on or before the fourth anniversary of the Definitive Agreement, and
(b) pay $500,000 cash or issue 500,000 Shares to Great Bear at the Company's election on or the date that is 15 days after the third anniversary of the Definitive Agreement.

Great Bear will retain a 2.5% Net Smelter Return royalty after the Company completes the initial 60% earn-in. The Company shall have the right to buy back 1% of the Royalty for $500,000 at any time prior to a production decision being made on all or part of the Property.

R. Bob Singh, P. Geo, an independent qualified person as defined in National Instrument 43-101, has reviewed and approved the technical contents herein.

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 28th day of May, 2019.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CPA, CGA