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 23, 2019

Item 3: News Release

A news release was issued September 23, 2019 at Victoria, British Columbia and was disseminated by Accesswire.

Item 4: Summary of Material Change

The Company has arranged a non-brokered private placement of 800,000 flow-through units at a price of $0.65 per unit.

Item 5: Full Description of Material Change

The Company has arranged a non-brokered private placement of 800,000 flow-through units at a price of $0.65 per unit with qualified investors to raise $520,000 in gross proceeds. Each unit will consist of one flow-through share and one non-transferable share purchase warrant. Each warrant will entitle the holder to purchase one additional non-flow-through common share of the Company at a price of $1.00 per share for a period of two years from the closing date.

Completion of this financing is subject to TSX Venture Exchange acceptance. The Company may pay a finder's fee of up to 6% cash and 6% agent's warrants on subscription proceeds. All securities issued pursuant to this offering will have a hold period expiring four months after the closing date.

The Company will use the net proceeds of the financing to fund the forthcoming drilling program at its 100% owned Slate Falls gold-silver project; and Phase II fieldwork on the West Madsen gold project, an option/JV with Great Bear Resources.

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 23rd day of September, 2019.

GOLDON RESOURCES LTD.

Signed *"Glen Wallace"*

per Glen Wallace, MBA, CPA, CGA