MATERIAL CHANGE REPORT

Form 51-102F3

Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

Hall Train Entertainment Inc.
25 Edilcan Drive, Unit 5
Concord, Ontario
Canada
L4K 3S4

Telephone: (905) 760-8527
Facsimile: (905) 760-0161

Item 2. Date of Material Change

January 9, 2009

Item 3. News Release (including date and method of dissemination)

A new release was issued via Marketwire on January 9, 2009.

Item 4. Summary of Material Change

Hall Train Entertainment Inc. announced the signing of a letter of intent dated January 8, 2009 with Goldwright Explorations Inc. for the potential combination of Hall Train and Goldwright pursuant to a reverse-take-over transaction by amalgamating into a new corporation to be named Gold Hall Resources Inc.

Item 5. Full Description of Material Change

Hall Train Entertainment Inc. (TSX-V:YHT) ("Hall Train") announced the signing of a letter of intent dated January 8, 2009 (the "Letter of Intent") with Goldwright Explorations Inc. ("Goldwright"), an arms-length party, for the potential combination of Hall Train and Goldwright pursuant to a reverse-take-over ("RTO") transaction by amalgamating (the "Amalgamation") into a new corporation (the "Amalgamated Company") to be named Gold Hall Resources Inc., if available or such other name as Hall Train and Goldwright may agree, all subject to all necessary regulatory and shareholder approval. The Letter of Intent updates and formally adopts on behalf of the Company a proposal letter signed by a shareholder of the Company on December 20, 2006 to work toward the RTO on substantially similar terms.

Hall Train is the subject of cease trade orders in Alberta (issued August 15, 2003) and British Columbia (issued September 11, 2003) (the "CTOs"). Trading on the TSX Venture Exchange ("TSXV") was suspended on May 16, 2003 and the shares were delisted on June 20, 2003. Hall Train has applied to the Alberta Securities Commission and the British Columbia Securities Commission to revoke the CTOs and to the TSXV for a re-listing of the Amalgamated Company's shares.

About the Reverse-Take-Over

The proposed Amalgamation represents an important step in the ongoing efforts of Hall Train to reorganize and regularize its affairs and revitalize its business by returning to active mineral exploration activities in Canada. For Goldwright, it represents an opportunity to access the capital markets to pursue its mineral exploration activities.

Following completion of the amalgamation, the Amalgamated Company will engage in the mineral exploration and development business in Canada, the primary activity of Goldwright for the past ten years. The primary business objective of the Amalgamated Company will be to explore and develop mineral rights in northern Ontario currently owned by Goldwright and also to acquire, explore and develop other mineral rights and properties.

Hall Train currently has 38,360,862 shares outstanding. It is proposed that, following receipt of all necessary regulatory and shareholder approvals, holders of Hall Train shares (other than dissenting shareholders) will receive one (1) share of the Amalgamated Company plus one-quarter (1/4) Amalgamated Company warrant for each fifteen (15) Hall Train shares held by them. Similarly, it is proposed that holders of Goldwright shares (other than dissenting shareholders) will receive one (1) share of the Amalgamated Company and one-quarter (1/4) Amalgamated Company warrant for each one (1) Goldwright share held by them. It is proposed that each such warrant will entitle the holder to purchase one common share of the Amalgamated Company for $0.12 within 45 days after the later of revocation of the CTOs or the Amalgamation.

The Amalgamated Company will assume all of the debts and obligations of Hall Train and of Goldwright. It is proposed that the Amalgamated Company will issue (or its predecessors will issue securities convertible into) approximately 3,150,000 Amalgamated Company shares and 3,150,000 Class B warrants to settle payment for certain legal services, finder’s fees, bonuses and loans (each Class B warrant would entitle the holder to purchase one common share of the Amalgamated Company for $0.12 within two years after the Amalgamation). The Amalgamated Company will assume the new Hall Train stock option plan for directors, officers, employees and consultants of the Amalgamated Company.

It is proposed that the number of directors of the Amalgamated Company will initially be fixed at five (5) and the directors will be authorized to set the number of directors from time to time between the minimum and maximum, with the following directors of Hall Train and Goldwright becoming directors of Amalgamated Company: Paul Ankcorn, Johnny Irish, Donald A. Sheldon, Frank Smeenk and Brian Wright. It is also proposed that the President and CEO be Brian Wright and the CFO be John Scura, C.A.

About Goldwright Explorations Inc.

Goldwright was incorporated by Articles of Incorporation filed under the *Canada Business Corporations Act* as a private corporation on March 17, 1997. Its Articles were amended on December 22, 2000 to delete the private company share restrictions. Goldwright’s head office is located at 487 Bouchard Street, Sudbury, Ontario, P3E 2K8, Canada.

Goldwright is a Canadian private company focused on mineral exploration in Northern Ontario with a recommended work program on each of the Chiniguchi River Property in

Janes Township, Sudbury Mining District, Ontario and the Brackin Gold Property in Brackin and Leeson Townships, Sault Ste. Marie Mining Division, Ontario.

Goldwright Share Capital and Significant Shareholders of Goldwright

The share capital of Goldwright consists of an unlimited number of common shares, of which a total of 10,729,766 Goldwright shares have been issued and are outstanding.

There are currently no shareholders of Goldwright who own or exercise control over, directly or indirectly, more than 10% of the outstanding voting securities of Goldwright. The directors and officers of Goldwright own or control, directly or indirectly, in the aggregate 1,751,600 Goldwright shares representing approximately 16.32% of the issued and outstanding common shares of Goldwright.

Directors and Senior Management of the Amalgamated Company

The proposed members of management and the Board of the Amalgamated Company and their brief biographies are as follows:

Paul R. Ankcorn, proposed President, Chief Executive Officer and Director. Mr. Ankcorn commenced his career in accounting with Gulf Canada from 1979 to 1986. Since then, he has been actively involved in the mining industry in various positions including treasurer, vice-president of finance, chief financial officer and president. In aggregate total, Mr. Ankcorn has served as an officer or director in approximately 25 public companies during the past 20 years. He has been a Director, President and Chief Executive Officer of Goldwright Explorations Inc., and has been an officer or director of numerous mineral exploration companies, including currently being a Director of Eloro Resources Ltd., and a Director, President and Chief Financial Officer of Richmond Minerals Inc.

Johnny Irish, proposed Director. Mr. Irish has been an independent business consultant since May 17, 2003; prior thereto from 1996 to May 13, 2003, he was the Vice President Operations at Hall Train and has been Hall Train's President, Chief Executive Officer since April 2008 and its Chief Financial Officer since August 2008.

John Scura, proposed Chief Financial Officer, has been a chartered accountant since December 1989, and has practiced as a sole proprietor since January 1993. He has been a director of Hall Train since April 2008 and was the chief financial officer of Hall Train from April to August 2008.

Donald A. Sheldon, proposed Director. Mr. Sheldon is a mining securities lawyer with Sheldon Huxtable Professional Corporation and has been practising corporate and commercial law for over 30 years. He has been a director of Hall Train since April 2008. He is also the President and a Director of MetalCORP Limited, a mineral exploration company whose shares are listed on the TSXV, and is or has been a director and/or officer of several other public corporations on Canadian Exchanges. Mr. Sheldon has a B.A.Sc., M.A.Sc., LL.B. and P.Eng., and is licensed to practise law in Ontario and Alberta.

Frank C. Smeenk, proposed Director. Mr. Smeenk is currently Chief Executive Officer of Fletcher Nickel Inc. and President and Director of KWG Resources Inc., and has worked in the resource industry since 1987 as an officer and a director of numerous public companies. He earned his B.A. and LL.B. from the University of Western Ontario and was admitted to the Law Society of Upper Canada in 1976.

Brian Wright, proposed President, Chief Executive Officer and Director. Mr. Wright has been a prospector, contractor and consultant in the mineral exploration industry for more than 25 years. Mr. Wright is the President and Chief Executive Officer of Goldwright. Mr. Wright has been the President and Chief Operating Officer of Goldwright at various times since March 1997.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Johnny Irish
President, Chief Executive Officer and Chief Financial Officer
Tel (905) 760-8527

Item 9. Date of Report

This report is dated as of the 9th day of January, 2009.