

MATERIAL CHANGE REPORT

Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

GoldTrain Resources Inc.
#1801-180 Dundas Street West
Toronto, Ontario
Canada
M5G 1Z8

Telephone: (416) 595-5151
Facsimile: (416) 595-5959

Item 2. Date of Material Change

August 24, 2009

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

A new release was issued via Marketwire on August 24, 2009.

Item 4. Summary of Material Change

GoldTrain Resources Inc. announced the completion of Phase 1 of its Field Program on the Missinabie Property.

Item 5. Full Description of Material Change

GoldTrain Resources Inc. ("GoldTrain") announced that a Phase 1 detailed mapping and channel-sampling program have been completed on GoldTrain's Missinabie property. The field-work included ground-truthing several high priority induced-polarization targets as well as detailed mapping and channel-sampling on the D-vein. The surface exposure of the D-vein consists of a folded quartz vein that averages approximately 3 m in width along an exposed strike length of 80 m. The veining and associated mineralization obtains widths of greater than 6 m at the hinge of the fold. The detailed mapping provides GoldTrain with sufficient data to plan a minimum 1000 m diamond drill program which is expected to start as soon as GoldTrain's proposed flow-through private placement is completed. Prior to the drilling program, GoldTrain plans a second phase of additional channel-sampling along the D-Zone. Historical work including limited trenching has traced the D zone for a strike length of over 200 meters.

Samples from the first phase of the channel-sampling are currently being analyzed by ALS Chemex Laboratories in Vancouver, B.C. Assay results will be provided as soon as they are received from the lab and reviewed by GoldTrain personnel.

GoldTrain's Missinabie property consists of 5 unpatented Mining Claims totaling 1248 Ha located 3.5 km southeast of the past-producing Renabie Gold Mine. Historical gold production from the Renabie Mine was 1,100,000 ounces at an average grade of 0.20 oz/ton. Gold production summaries completed at the end of 2008 indicate that this represents approximately 45 % of all of the gold mined from the Wawa area. (*Atkinson, B.T., Pace, A., Woo, H., Wilson, A.C., Butorac, S. and Draper, D.M. 2009. Report of Activities 2008, Resident Geologist Program, Timmins Regional Resident Geologist*

Report: Timmins and Sault Ste. Marie Districts; Ontario Geological Survey, Open File Report 6235, 109p.)

Surface work was completed under the supervision of Joerg Kleinboeck, B.Sc., P.Geo, the company's Qualified Person as defined by National Instrument 43-101. Mr. Kleinboeck has reviewed and approved the scientific and technical content of this release.

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:

Brian Wright, President and Director
GoldTrain Resources Inc.
Tel: (705) 967-0216

Item 9. Date of Report

This report is dated as of the 24th day of August, 2009.