

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

September 30, 2009

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

A new release was issued via Marketwire on October 1, 2009.

Item 4. Summary of Material Change

GoldTrain Resources Inc. ("GoldTrain") announced that 502,233 Class "A" Warrants were exercised directly and 1,948,354 Class "A" Warrants were exercised through the use of the over-subscription privilege, all for \$0.12 each, for gross proceeds of \$294,070.44. All remaining Class "A" Warrants expired at 4:30 p.m. (Toronto time) yesterday, September 30, 2009.

Item 5. Full Description of Material Change

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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 2nd day of October, 2009.