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 M5G 1Z8
Telephone: (416) 595-5151
Facsimile: (416) 595-5959

Item 2. Date of Material Change

January 20, 2010

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

A new release was issued via Marketwire on January 20, 2010.

Item 4. Summary of Material Change

GoldTrain Resources Inc. ("**GoldTrain**") announced (i) that it entered into an agreement to acquire a 100% interest in a mining claim in Leeson Township; (ii) the appointment of Joerg Kleinboeck, P.Geo., as Vice President, Exploration; and (iii) the granting of options to various officers, directors and consultants pursuant to GoldTrain's stock option plan.

Item 5. Full Description of Material Change

GoldTrain announced that it has entered into an agreement to acquire a 100% interest in a 96 hectare mining claim in Leeson Township located east-southeast of the former Renabie Gold Mine and in proximity to GoldTrain's other claims in the Missinabie area of north-central Ontario.

GoldTrain has agreed to pay $10,000 in cash over 20 months and issue 350,000 shares to the arm's-length vendors. The vendors will retain a 3% net smelter returns royalty, two thirds of which can be purchased for $2,000,000.

GoldTrain is also pleased to announce the appointment of Joerg Kleinboeck, P.Geo., as Vice President, Exploration. Mr. Kleinboeck is a graduate of Laurentian University in Sudbury, receiving a B.Sc. in Geology in 2000, and is a member of the Association of Professional Geoscientists of Ontario. Over the past 10 years Mr. Kleinboeck has worked for a number of mineral exploration companies with exploration projects in northern Ontario, most recently as Vice President, Exploration of Fletcher Nickel Inc.

GoldTrain also announces the granting of stock options to various officers, directors and consultants pursuant to GoldTrain's stock option plan. Options on 1,700,000 shares were granted, each with an exercise price of $0.12 and a term of five years.

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 with respect to the material change referred to herein may be made to:
Brian Wright, President
GoldTrain Resources Inc., Tel: (705) 967-0216

Item 9. Date of Report

This report is dated as of the 21st day of January, 2010.