

FORM 7
MONTHLY PROGRESS REPORT

Name of CNSX Issuer: **GoldTrain Resources Inc.** (the "Issuer").

Trading Symbol: **GT**

Number of Outstanding Listed Securities: **58,977,813**

Date: **April 1, 2014**

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNSX.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNSX Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

- 1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

The Issuer continued to assess exploration programs at its mineral properties in Ontario and to consider strategic initiatives regarding management, properties and financings.

- 2. Provide a general overview and discussion of the activities of management.

In March, the board of directors and management assisted with the developments described in Section 1 above. Management also continued to evaluate such business development strategies.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

Not applicable.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

Not applicable.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

Richard Sutcliffe signed an agreement to become the Issuer's Executive Chairman and Chief Executive Officer, subject to completion of certain conditions. Dr. Sutcliffe is a professional geologist with 30 years of experience in mineral exploration and mining projects, including executive management and director positions with publicly traded mineral exploration and mining companies. He has led numerous exploration projects, from discovery and resource estimates, through to PEA, prefeasibility and feasibility studies, and mine operations. He has experience in property acquisition, equity and debt financing, and mergers and acquisitions.

Joseph Li signed an agreement to become the Issuer's President and Chief Financial Officer, subject to completion of certain conditions. Mr. Li is a Certified General Accountant and was the general manager, corporate secretary and a director of both Prophecy Coal Corp. (a TSX listed resource company) and Wellgreen Platinum Ltd. (a TSXV listed resource company) until November 2012. From being an investor in publicly traded companies for over 20 years and a senior auditor at the B.C. Ministry of Finance for 13 years, he has a deep understanding of various organizations and their structures, processes, strengths and weaknesses.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

Not applicable.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

The Issuer signed an agreement to acquire properties in Hawkins and Walls Townships, Ontario from Pavey Ark Minerals Inc., a company controlled by Richard Sutcliffe, for \$50,000 payable by issuing 2,500,000 common shares of the Issuer at a deemed price of \$0.02 per share, subject to due diligence investigations, any necessary regulatory approvals and other standard conditions in transactions of this nature. On completion of the transaction, the vendor will retain a 2% net smelter returns royalty on the property, one half of which may be purchased by the Issuer for \$1,000,000 to reduce the royalty to 1% of the net smelter returns.

The Hawkins Property is comprised of four contiguous staked claims (58 units) covering 928 ha. The Walls Property is one staked claim (16 units) covering 256 ha. The properties were selected based on targeting potential Hemlo style deposits associated with regional deformation zones west of the Kapuskasing structure.

8. Describe the acquisition of new customers or loss of customers.

Not applicable.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

Not applicable.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

Not applicable.

11. Report on any labour disputes and resolutions of those disputes if applicable.

Not applicable.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

Not applicable.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

On March 3, 2014, the Issuer closed a shares-for-debt transaction whereby the Issuer issued 9,555,202 common shares at a deemed price of \$0.02 per share to *bona fide* creditors in exchange for the settlement of \$191,104 in debt.

14. Provide details of any securities issued and options or warrants granted.

See paragraph 13 above for shares issued to settle debt.

As well, as part of its restructuring, the Issuer also proposed a non-brokered private placement (the "Offering") of up to 20,000,000 units at a price of

\$0.015 per unit (each a “Unit). Each Unit will be comprised of one common share of the Issuer (each a “Common Share”) and one transferable share purchase warrant (each a “Warrant”), each Warrant entitling the holder to purchase one Common Share at a price of \$0.05 within one year after closing, or \$0.06 more than one year but within two years after closing, or \$0.10 thereafter until three years after closing, subject to certain acceleration provisions. The gross proceeds to the Issuer from the sale of the Units will be used for exploration work on the Issuer’s properties in Canada and for general working capital purposes.

The Issuer has agreed with one of its creditors to defer payment of amounts owed by converting \$175,000 of accounts payable into long-term debt represented by interest-free promissory notes (i) maturing on June 30, 2015, (ii) extendible for one-year by the Company in certain circumstances, (iii) subject to acceleration of the maturity date on any change of control or other fundamental change in respect of the Company, and (iv) convertible in tranches of \$25,000 each into units at \$0.05 per unit with each unit being comprised of one common share of the Issuer and one whole warrant exercisable to purchase one common share of the Issuer for \$0.10 within 3 years from the date of the promissory note.

15. Provide details of any loans to or by Related Persons.

Not applicable.

16. Provide details of any changes in directors, officers or committee members.

Not applicable.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer’s market(s) or political/regulatory trends.

The Issuer will remain subject to general market trends that impact the junior resource sector, including the ability of junior resource companies to obtain financing.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated April 1, 2014.

Carl McGill
Name of Director or Senior Officer
Signed: "Carl McGill"
Signature
Director
Official Capacity

Issuer Details Name of Issuer GOLDTRAIN RESOURCES INC.	For Month End March 31, 2014	Date of Report YY/MM/D 2014/04/01
Issuer Address Suite 1801, 180 DUNDAS STREET WEST		
City/Province/Postal Code TORONTO, ONTARIO M5G 1Z8	Issuer Fax No. (416) 595-5959	Issuer Telephone No. 416-595-5151
Contact Name Carl McGill	Contact Position Director	Contact Telephone No. (416) 278-8406
Contact Email Address cmcgill@carlislegold.com	Web Site Address www.goldtrain.ca	