

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Sunset Pacific Petroleum Ltd. ("Sunset")
Suite 704 – 938 Howe Street
Vancouver, BC V6Z 1N9

Item 2. **Date of Material Change**

February 24, 2020

Item 3. **News Release**

A News Release dated and issued February 24, 2020 at Vancouver, British Columbia, through Canada Stockwatch and SEDAR.

Item 4. **Summary of Material Change**

Sunset Pacific CEO announces internal investigation and corporate restructuring.

Item 5. **Full Description of Material Change**

See news release, a copy of which is attached hereto.

Item 6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

Belkacem Aissaoui, CEO & Director
Telephone: +212.689.850.904

Item 9. **Date of Report**

February 26, 2020.

SUNSET PACIFIC PETROLEUM LTD.

Suite 704 – 938 Howe Street

Vancouver, BC V6Z 1N9

Tel: (604) 369 9113

NEWS RELEASE

SUNSET PACIFIC CEO ANNOUNCES INTERNAL INVESTIGATION AND CORPORATE RESTRUCTURING

Vancouver, BC-February 24, 2020 –Sunset Pacific Petroleum Ltd. (the “Company”) (TSX-V: SPK) wishes to announce an internal investigation and planned corporate restructuring led by it’s chief executive officer, Mr. Belkacem Aissaoui. Since joining the Company as a director and chief executive officer in the Spring of 2019, Mr. Aissaoui has become aware of undue influence and improper activities by Mr. Thomas Jackie Wilson (“Tom Wilson” aka “John Smith”) and Mr. Robert John Palkowski (“Robert Palkowski”). Some but not all of these activities include receiving funds from some of the Company shareholders into a company named Canadian Escrow Company Ltd which is controlled by Robert Palkowski and then disbursing these funds to individuals and entities working with the Company without the knowledge or approval of the Company’s chief executive officer, Mr Aissaoui. Additionally in the middle of 2019 after Mr. Aissaoui joined the Company, Tom Wilson opened a bank account in the name of the Sunset Pacific Petroleum Ltd. at the CIBC main Vancouver branch improperly and without the knowledge or consent of Mr. Aissaoui and with only one director Mr. Dennis Luk, as a signing authority which is against the Company corporate bylaws. Mr. Wilson then added his common law partner Ms. Maureen Attwell who had no relationship with the Company at the time as the second signing authority on this account and proceeded to receive investor funds and write out cheques without the knowledge or approval of Mr. Aissaoui. Ms. Attwell was subsequently appointed as director after the fact at the Company's annual general meeting on December 27, 2019. These activities along with many others led Mr. Aissaoui to launch a serious internal investigation and stop all activities of Mr. Wilson and Mr. Palkowski with the Company. The Company confirms that these two individuals do not represent the Company in any way as of the date of this press release. The Company will undergo a complete restructuring before proceeding to secure projects and related investment. We will be providing evidence and outcomes of our internal investigation to the relevant authorities and will keep all of our stakeholders informed in due course.

ON BEHALF OF THE BOARD

“Belkacem Aissaoui”

Belkacem Aissaoui
CEO & Director

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This news release may contain forward-looking statements. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Actual results could differ materially because of factors discussed in the Company’s management discussion and analysis filed with applicable Canadian securities regulators, which can be found under the Company’s profile on www.sedar.com. The Company does not assume any obligation to update any forward-looking statements.