

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Golden Sunset Trail Inc. (the "Corporation")
1038 Barton Street
Stoney Creek, Ontario L8E 5H3

2. Date of Material Change

April 3, 2006

3. News Release

A press release was disseminated on April 3, 2006 via CCN Mathews.

4. Summary of Material Change

The Corporation announces that it has terminated the lock-up agreement dated July 25, 2005, as amended (the "Agreement"), pursuant to which it had conditionally agreed to make an offer to purchase Inoventiv (Canada) Corp. on the basis that certain conditions set out in the Agreement were not met.

5. Full Description of Material Change

The Corporation announces that it has terminated the lock-up agreement dated July 25, 2005, as amended (the "Agreement"), pursuant to which it had conditionally agreed to make an offer to purchase Inoventiv (Canada) Corp. on the basis that certain conditions set out in the Agreement were not met.

Golden Sunset is of the opinion that it has adequate funds to pursue other Qualifying Transaction opportunities. As a result, Golden Sunset will resume its process of identifying and evaluating businesses and assets with a view to completing a potential Qualifying Transaction.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. **Executive Officer**

The name and business number of the executive officer of Golden Sunset Trail Inc. who is knowledgeable about the material change and this report is:

Daniel J. Donn- President & CEO
Telephone: (905) 643-8762

9. **Date of Report**

April 4, 2006