

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

GOLDEN SUNSET TRAIL INC. ("**Golden Sunset**" or the "**Corporation**")
91 Dorchester Drive
Grimsby, Ontario L3M 1B1

2. Date of Material Change

November 28, 2007

3. News Release

A press release was disseminated on November 28, 2007 via Marketwire.

4. Summary of Material Change

Golden Sunset provides financial and resource information relating to the lock up agreement ("Lock Up Agreement") dated April 5, 2007 between Golden Sunset and Brimstone Mining, Inc. ("Brimstone") and its shareholders, as announced on October 11, 2007. Pursuant to the Lock Up Agreement Golden Sunset will indirectly acquire all of the issued and outstanding voting common stock of Brimstone (the "Transaction"). The principal asset of Brimstone is real property containing a formerly producing gold mine in Madison County, Montana, USA (the "Mayflower Mine Property"). Golden Sunset, a capital pool company, intends that this Transaction will constitute the qualifying transaction of Golden Sunset pursuant to policy 2.4 of the TSX Venture Exchange. Golden Sunset also intends to appoint a new chief financial officer, Alan Lutyk, upon completion of the Transaction. Golden Sunset has received a waiver from the TSX Venture Exchange for the sponsorship requirement so that no sponsor is required to complete the qualifying transaction.

5. Full Description of Material Change

Golden Sunset announced on October 11, 2007 that it had entered into a Lock Up Agreement dated April 5, 2007 with Brimstone and its shareholders, pursuant to which Golden Sunset will indirectly acquire all of the issued and outstanding voting common stock of Brimstone. In addition to the information regarding the Transaction provided on October 11, 2007, Golden Sunset provides the following financial information, resource information and announces the intention to appoint a new chief financial officer upon completion of the Transaction.

FINANCIAL INFORMATION OF BRIMSTONE

The Brimstone financial information is summarized in the following table:

Selected Year- End Financial Information for Brimstone for the year ended April 30, 2007

Expenses	\$47,316
Current Assets	\$5,477

Total Assets	\$570,051
Current Liabilities	\$4,710
Shareholders' Equity	\$565,341
Deficit	\$4,461,302

Pro Forma financial information for Golden Sunset upon completion of the Transaction is summarized in the following table:

Selected Pro Forma Consolidated Financial Information as at June 30, 2007

Current Assets	\$942,631
Total Assets	\$3,917,092
Current Liabilities	\$74,577
Future Income Tax Liability	\$659,946
Shareholders' Equity	\$3,761,155
Deficit	\$598,479

MAYFLOWER MINE PROPERTY

Report

Mr. Allan R. Kirk, M.S. Geology and Senior Project Manager with Tetra Tech, Inc., and Mr. William R. Hansen, B.S. and M.S. Mining Engineer, PE (the "Authors"), the latter being a qualified person pursuant to National Instrument 43-101 ("NI 43-101") while both authors are experts in their field, have completed a Technical Report on the Mayflower Mine Property dated August 14, 2007 (the "NI 43-101 Technical Report").

Property and Ownership

The Mayflower Mine Property, including the formerly producing Mayflower and West Mayflower Mines, is located at the northern end of the Tobacco Root Mountains in Madison County, Montana. Brimstone owns 98.8 percent of historic Mayflower Mining Company and 96.8 percent of West Mayflower Mining Company. There are neither outstanding land payments nor royalties on these properties. The Mayflower Property has no known environmental liabilities.

The properties controlled by Brimstone cover about 2.45 square miles (6.35 km²) or 1,570 acres (635 hectares). The land package includes 11 patented lode mining claims, 4 unpatented lode mining claims, approximately 20 acres of privately-owned fee land and various mineral and surface leases.

Geology and Mineralization

The Mayflower Mine Property is located at the northern edge of the Tobacco Root Mountains along the trend of the Clark Fault near its intersection with the Mayflower Fault. The Mayflower Mine Property deposits are moderately low temperature, structurally controlled, gold and silver telluride-bearing, epithermal vein/replacement deposits developed in the Meagher Formation (limestone) along the Clark Fault.

The Meagher Formation is the principal host for mineralization in the Mayflower Mine Property and the Meagher limestone typically varies from 75 to as much as 180 feet thick (25 to 60 m) consisting of three units: a lower, thickly-bedded, dark gray limestone; a middle, thin bedded, mottled blue-gray and rusty colored limestone; and an upper, massive light gray dolomitic limestone.

The clay alteration and silicification associated with the vein/replacement-type ore bodies occurs in a steep vertical zone which can be traced within the Meagher along the Clark Fault over a strike length of 2,700 feet (825 m), with the width of the altered zone being 50 to 60 feet (15 to 18m) and a vertical extension of as much as 2,300 feet (700 m).

There are two main parallel ore zones on the Mayflower Mine Property. The historically mined and recently identified vein/replacement type deposits are vertically stacked and pod-like and range in width from 100 to 300 feet (30 to 92m) in the plane of the fault, with demonstrated vertical continuity from hundreds to over 1,000 feet (300m) in height. Thickness of the vein/replacement mineralization at right angles to the fault ranges from 2 to as much as 22 feet (0.6 to 6.7m).

Mineralization appears to be most abundant in altered carbonates relatively unaffected by silica additions, as either veining or limestone and breccia clast replacements. Mineralization may also occur in: quartz stringers, silicified limestone, limey shale, lenses or veins of quartz, brecciated masses of quartz with quartz cement, in shaley limestone or dolomite.

Previous Exploration

The Mayflower Mine Property was operated intermittently from 1896 to 1961. Brimstone acquired the property in 1996 and spent over US\$4.9 million on mine rehabilitation, development work, equipment and exploration drilling from 1996-1999. Brimstone spent approximately \$305,000 completing the drilling and exploration programs in 1997-1998. They completed 16,565.5 feet (5,049 m) of underground diamond drilling in 51 holes, including 10,619.5 feet (3,237 m) of drilling in 28 holes in the Western Deposit Zone and 5,946 feet (1,812.6 m) of drilling in 23 holes targeting the Eastern Deposit Zone.

Brimstone drill hole samples were all collected from core largely for irregular intervals based on lithology and nature of visible mineralization for assay. Samples were also collected for 30-50 feet (9 to 15 m) intervals above and below visibly mineralized areas in all holes based on lithology, with a maximum sampling thickness of 5-feet (1.52 m), for analysis by semi-quantitative methods.

With respect to drilling, measured mineral resources were calculated using the polygonal method with polygon boundaries extending halfway to the next adjacent hole, where present, and mineral resources boundaries for polygons extending 20 feet (6 m) beyond the marginal or perimeter holes. Because of the steeply dipping vein/replacement type mineralization associated with the fault zone, no attempt was made to drill the eastern deposit zone on a specific drill hole grid spacing. However, the average drill hole spacing in the plane of mineralized fault for all adjacent holes used to calculate the polygonal resources was 43 feet.

Mineral resource estimates calculated for the purpose of the Technical Report are considered current resources as of the date of the Technical Report, effective August 14, 2007. A summary

of mineral resources in the measured and inferred categories are shown in Schedule "A" attached hereto.

Exploration Program and Budget

The many significant gold and silver intercepts demonstrated high-grade mineralization over mineable widths. The results of the underground drilling indicate a zone of measured mineral resources that is open, both to the east and west adjacent to, and beneath the existing workings and reported drilling intercepts. It is important to note that in 1998, Brimstone proposed a stepwise program for ongoing exploration and development of the Mayflower Mine Property which was shelved due to the low price of gold at the time.

Golden Sunset proposes to modify this plan slightly and implement it under its management and ownership of the Mayflower Mine Property (the "Work Program"). The Work Program calls for exploration for parallel high-grade mineralized zones and testing of outlying exploration targets as well as development work to exploit the measured mineral resources identified at depth beneath the Eastern Deposit Zone.

Golden Sunset will approach the outlined exploration and development of the Mayflower Property in separate phases. Subsequent phases will be identified as the Work Program is implemented. It has been recommended that Golden Sunset adopt the recommended Work Program defining preliminary project tasks required to initiate surface exploration and reach a significant initial decision point to either:

1. Drive and explore an extension of the 600-foot level, or
2. To completely dewater the mine and sink the shaft to the 1900-foot level to mine measured mineral resources.

Golden Sunset could also decide at this decision point to proceed with both of these options. This program consists of:

1. Project start-up tasks (staffing, land holdings and road work) and shallow near surface exploration (soil sampling, geophysical and surface drill testing); and
2. Mining tasks required to re-open the underground workings with all preparation work completed to begin to rehabilitation of the 600-foot level.

The Work Program cost is estimated to be \$510,650, and it is estimated that the program will require about four months to implement. Golden Sunset has sufficient funds to complete the Work Program.

Work Program Phase I with Required Funding		
Major Tasks	Specific Tasks	Estimated Cost
Start-up / Geophysics/ Surface Drilling	Administration	\$87,000
	Land Holdings	\$16,000
	Road Work	\$10,000

Work Program Phase I with Required Funding		
Major Tasks	Specific Tasks	Estimated Cost
	Geophysics /Surface Drilling / Soils	\$95,500
Mining Tasks / Prep to Explore 600-level	Land Application System / Permit	\$ 9,300
	Mobilization	\$74,400
	Plant Set-up (electricity, compressor pumps)	\$46,500
	Shaft Repair / Inspect	\$15,500
	Dewater to 700 Level	\$51,450
	Rehab 600-level shaft station and cross-cut to mineralized structure	\$105,000
	TOTAL	\$510,650

It is estimated that the start-up, geophysics and surface drilling of the Work Program will be completed in early 2008. It is estimated that the mining tasks and the preparation to explore 600-foot level of the Work Program will be completed in mid 2008.

Quality Assurance Program

With respect to Brimstone's underground core drilling sampling program, appropriate sample preparation methods and quality control measures, were employed before shipping samples to analytical laboratories as described in the NI 43-101 Technical Report. None of the samples collected for Brimstone's drilling were prepared or processed by an employee, officer, director or associate of Brimstone or Golden Sunset.

In the opinion of the Authors, the samples were collected, processed and analyzed using accepted industry practices. Sample security was maintained from the point of shipment to the laboratories. There is no reason to suspect that the samples collected and analyzed would not be representative of the rock/deposit drilled.

With regard to measured mineral resources there was no lower ore grade cut off used in the Technical Report, however, the lowest gold grade used within the polygons for resource estimates was 0.236 ounces per ton of gold ("opt Au"). High-grade gold values were not cut to any arbitrary value for the resource calculations; it was assumed that this is therefore a high-grade deposit with locally very high concentrations of gold and that measured assay values should not be cut.

With regard to inferred mineral resources the grade of high-grade inferred mineral resource was estimated at 3.0 opt Au, slightly less than the average grade of the assay data from the drill samples from measured mineral resources. The grade of low grade inferred mineral resources were estimated at 1.5 opt Au, approximately one half of the average assay data from drill samples from measured mineral resources.

Mineral resource estimates were calculated using the polygonal method, with polygon boundaries being extended half way to the next adjacent hole, where present. The mineral resource boundary for polygons was extended 6 metres beyond marginal or perimeter holes.

Analytical work was conducted by two different laboratories: Mt. Powell Labs of Deer Lodge, Montana and ALS Chemex Laboratories of Vancouver, B.C. All samples analyzed by the Mt. Powell lab were subsequently analyzed by ALS Chemex. ALS Chemex has attained ISO 9001:2000 registration at its Vancouver, B.C. laboratory. In addition, the ALS Chemex Vancouver laboratory is accredited to ISO 17025 by Standards Council of Canada for a number of specific test procedures including fire assay Au by AA, ICP and gravimetric finish, multi-element ICP and AA Assays for Ag, Cu, Pb, and Zn. This accreditation provides specific assessment of the laboratories' analytical competence for the analytical techniques listed in their scope of accreditation. The ALS Chemex Vancouver laboratory is currently accredited by the Standards Council of Canada, as Accredited Laboratory 579, and conforms with the requirements of CAN-P-1579 and CAN-P-4E (ISO/IEC 17025:2005). The Mt. Powell laboratory at Deer Lodge, Montana is no longer in business and its accreditation at the time of performing the assays for the Mayflower Mine is unknown.

Mr. Kirk has had an ample and unrestricted opportunity to review any and all data available in the both the historical records and more recent Brimstone files in order to verify the quality and accuracy of the data, appropriateness of data/sample collection, analytical procedures, and data interpretation. In addition, Mr. Kirk served as the Project Geologist and General Manager for Brimstone during exploration and development activities at the Mayflower Mine and adjacent properties from 1996 through 1999. This work included all aspects of the underground drilling program (geologic logging, sample collection, analytical procedure oversight, and data interpretation).

Mr. Kirk, in addition to being involved as a manager of the Brimstone drilling program, and Mr. Hansen have thoroughly reviewed Brimstone drilling data with respect to drill hole footage and hole orientation, mineralized drill hole intercept and apparent and true thickness data, and original assay certificates. Based on this review, the authors are confident in using the 1996-1998 drill hole data as a relevant, accurate, and reliable representation of geologic relations and the geometry and grade of mineralized rock as initially presented by Brimstone.

Appointment of Chief Financial Officer

Golden Sunset is pleased to announce that upon completion of the Transaction it intends to appoint Alan Lutyk as the Chief Financial Officer of Golden Sunset.

Mr. Lutyk received his Bachelor of Arts (Economics) from the University of Western Ontario in 1980 and his Masters of Business Administration from McMaster University in 1982. Mr. Lutyk became a Certified Management Accountant in 1989 and a Chartered Accountant in 1992. Mr. Lutyk is currently the Controller of Acculink Fence and Wire Inc., a position he has held since February 2006. Prior to that, Mr. Lutyk was the Chief Financial Officer of Leader Fan Industries Limited from January 2002 to March 2005 and the Manager Corporate Accounting of Dixie Electric Limited from January 1997 to December 2001. Mr. Lutyk has taught at Fairview College and also taught for the Society of Management Accountants of Ontario at McMaster University, Sheridan College. Mr. Lutyk has also operated his own private practice as Alan Lutyk, Chartered Accountant

Sponsorship

Golden Sunset has received a waiver by the Exchange from the sponsorship requirement so no sponsor will be retained regarding the Transaction.

Conditions Precedent

Completion of the Transaction is subject to a number of conditions, including but not limited to, completion of the Private Placement, the financial statements of Brimstone being prepared to the satisfaction of Golden Sunset and the Exchange, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange has not passed upon the merits of the proposed 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 Donn
(905) 945-3999

9. **Date of Report**

November 28, 2007

SCHEDULE A

MINERAL RESOURCE SUMMARY TABLE

Mineral Resource Summary, Mayflower Mine (East Zone)									
DRILL HOLE	TRUE THICKNESS (feet)	AREA (SFT)	VOLUME (CFT)	DENSITY (CFT/ton)	TONNAGE (tons)	GOLD GRADE (OPT)	SILVER GRADE (OPT)	CONTAINED GOLD (tr.oz.)	CONTAINED SILVER (tr.oz.)
MEASURED MINERAL RESOURCES									
DDH-1315	4.6	2,103	9,674	10.0	967	2.019	22.60	1,953	21,863
DDH-1316	1.8	1,713	3,083	10.0	308	0.431	4.87	133	1,502
MF 98-37	7.0	2,000	14,000	10.0	1,400	2.798	8.39	3,917	11,746
MF 98-38	1.8	2,268	4,082	10.0	408	9.600	28.20	3,919	11,512
MF 98-39	2.2	1,657	3,645	10.0	365	0.387	7.30	141	2,661
MF 98-41	1.1	910	1,001	10.0	100	0.456	7.96	46	797
MF 98-42	1.1	1,552	1,707	10.0	171	0.448	7.96	76	1,359
MF 98-43	3.6	1,815	6,534	10.0	653	1.200	38.42	784	25,104
TOTAL			43,727		4,373			10,970	76,543
WEIGHTED AVERAGE	3.1					2.509	17.50		
INFERRED MINERAL RESOURCES									
West Low Grade	1.6	4,250	6,800	10.0	680	1.500	7.00	1,020	4,760
East High Grade	4.6	4,350	20,010	10.0	2,001	3.000	20.00	6,003	40,020
East Low Grade	4.6	4,600	21,160	10.0	2,116	1.500	7.00	3,174	14,812
TOTAL			47,970		4,797			10,197	59,592
WEIGHTED AVERAGE	3.6					2.126	12.42		
ANOMALOUS HOLES									
MF 98-29						0.008	0.48		
MF 98-33						0.018	0.38		
MF 98-36						0.043	0.65		