FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Golden Sunset Trail Inc. (the "Corporation" or "Golden Sunset")
91 Dorchester Drive
Grimsby, ON L8E 1B1

2. **Date of Material Change**

December 13, 2007

3. **News Release**

A press release was disseminated on December 14, 2007, via Marketwire.

4. **Summary of Material Change**

The Corporation announced that it has completed the previously announced indirect acquisition of all of the issued and outstanding securities of Brimstone Mining, Inc. ("Brimstone") from Brimstone's previous shareholders ("Brimstone Shareholders").

5. **Full Description of Material Change**

Golden Sunet is pleased to announce that it has completed the previously announced indirect acquisition of all of the issued and outstanding securities of Brimstone from the Brimstone Shareholders. The acquisition of Brimstone (the "Transaction") constitutes the "Qualifying Transaction" of Golden Sunset, as such term is defined by Policy 2.4 of the TSX Venture Exchange Inc. the ("Exchange"). The business of Golden Sunset will be in the mineral resources industry as it will conduct the business formerly carried on by Brimstone.

Pursuant to the Transaction, Golden Sunset incorporated a Montana subsidiary, Golden Sunset Trail Montana Inc. ("GST Montana"). GST Montana acquired all of the issued and outstanding securities of Brimstone from the Brimstone Shareholders in consideration of US$300,000 and 1,310 GST Montana voting common shares (the "Exchange Shares") issued at a deemed price of C$1,500 per share, representing aggregate consideration of C$2,265,000 (based on US dollar exchange rate of US$1.00 = C$1.00). The Exchange Shares will be exchangeable at the option of the holder for common shares of Golden Sunset ("GST Common Shares") on the basis of 10,000 GST Common Shares for one GST Montana Common Share, however, such exchange may only occur if the total number of GST Common Shares issuable pursuant to the Exchange Shares is less than 50% of the total number of GST Common Shares issued and outstanding at the time of the exchange.

Private Placement

Concurrent with the closing of the Transaction, Golden Sunset completed a non-brokered private placement ("Private Placement") of 7,492,370 GST Common Shares at the price of $0.15 per share for gross proceeds of $1,123,855. The proceeds of the Private Placement will be used to fund the cash consideration of the Transaction and for working capital.

Management of Resulting Issuer

David Rovig, a former principal of Brimstone, has been appointed to the Board of Directors of Golden Sunset, such that the board is currently comprised of Daniel Donn, Lynn Patrick, Ian Carwardine and David Rovig.

Alan Lutyk has been appointed as Chief Financial Officer of Golden Sunset and Daniel Kenney has resigned as Corporate Secretary.

Stock Options

Golden Sunset has granted a total of 554,000 incentive stock options ("Stock Options") on closing of the Transaction, subject to the approval of the Exchange, to the directors and officers of Golden Sunset. The Stock Options have an exercise price of $0.15 and expiry five years from the date of the grant.

For further information regarding the Transaction please refer to Golden Sunset's press releases dated October 11, 2007 and November 28, 2007 and the filing statement dated November 23, 2007, available on SEDAR at www.sedar.com.

Trading of the GST Common Shares will remained halted on the TSX Venture Exchange until such time as the TSX Venture Exchange has provided their final approval for the 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, President, CEO and Director of the Corporation
Telephone: (905) 945-3999
E-mail: danieldonn@cogeco.ca

9. **Date of Report**

December 17, 2007