Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

SUNSET COVE MINING INC., formerly NUMINE RESOURCES LTD. (the "**Issuer**")
1575 Kamloops Street
Vancouver, BC V5K 3W1

Telephone: (604) 251-6320

Item 2 Date of Material Change

December 3, 2010

Item 3 News Release

News release dated December 3, 2010 was disseminated in Vancouver, British Columbia via Stockwatch.

Item 4 Summary of Material Change

The Issuer announces that its Qualifying Transaction (the "QT") involving the acquisition of all the issued and outstanding securities of Sunset Cove Mining Inc. ("Sunset Cove") closed December 3, 2010.

Item 5 Full Description of Material Change

The Issuer, a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the "Exchange"), is pleased to announce that its Qualifying Transaction (the "QT") involving the acquisition of all the issued and outstanding securities of Sunset Cove Mining Inc. ("Sunset Cove") closed today. Sunset Cove is a junior exploration and development company that holds an option to acquire a 90% interest in the Carolay Poylmetallic Silver Property (the "Carolay Property"), located 320 km east of Trujillo in Peru. Further information about Sunset Cove and the Carolay Property is included in Numine's Filing Statement dated November 15, 2010.

Pursuant to the QT and in exchange for obtaining all of the issued and outstanding securities of Sunset Cove, Numine issued the following securities to former Sunset Cove security holders: 24,150,001 common shares, 16,150,000 warrants, and 165,000 options. As consideration for each of their efforts in completing the QT, the Issuer issued 500,000 common shares to each of Varshney Capital Corp. and Clifford B. Mah (through his holding company, 567868 B.C. Ltd.).

The following individuals were appointed to the Issuer's board of directors: Lorne Woods, Marc Blais, Jason Mychasiw, and Stephen Roebuck. Jerry Bella, Frank Lang and Leif Smither have resigned as directors and officers of the Issuer following completion of the Transaction. Navin Varshney has resigned as President and Chief Executive Officer but will continue to serve as a director of the Issuer. The board has appointed Mr. Woods as President and Chief Executive Officer, Mr. Blais as Chief

Operating Officer, Jacques Arsenault as Chief Financial Officer, and Alain Blais as Vice President, Geology.

Concurrent with the closing of the QT, Sunset Cove completed a non-brokered private placement (the "Concurrent Financing") for gross proceeds of $1,038,010. Pursuant to the transaction agreement entered into by the parties dated October 12, 2010 (as described in the Issuer's Filing Statement dated November 15, 2010), the Sunset Cove securities issued under the Concurrent Financing were converted into equivalent securities of Numine on a one-for-one basis. Each unit was priced at $0.20 and consisted of one common share and one-half of one warrant, each whole warrant entitling the holder to acquire one additional common share at an exercise price of $0.25 expiring 18 months from the date of issue. The Issuer issued 28,000 compensation warrants to third-parties who assisted in the financing entitling the holders to acquire units at an exercise price of $0.20 per unit (each such unit having the same terms as the units placed in the Concurrent Financing). Proceeds from the Concurrent Financing will be used for working capital and future exploration activities on the Carolay Property.

The Issuer anticipates receiving its Final Exchange Bulletin from the Exchange in respect of the closing of the QT within the next week, at which time its common shares will resume trading on the Exchange under the symbol "SSM", and it will no longer be considered a Capital Pool Company. The Issuer has also changed its name to "Sunset Cove Mining Inc."

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Mr. Lorne Woods
President
Telephone: (877) 234-0692, ext 250

Mr. Navin Varshney
Director
Telephone: (604) 251-6320

Item 9 Date of Report

December 6, 2010