

FORM 51-102F3 / Material Change Report

Item 1 — Name and Address of Company

Sunset Cove Mining Inc. (the “Company”)
1155 bl. René-Lévesque W. Suite 2500
Montreal, QC H3B 2K4

Item 2 — Date of Material Change

The material changes took place on December 31, 2016.

Item 3 — News Release

News releases were distributed on December 31, 2015 through Newsfile Corp.

Item 4 — Summary of Material Change

Company closed a private placement of 85,312,996 common shares on a flow-through basis at a price of \$0.005 which had been conditionally accepted by the TSX Venture Exchange (the “Exchange”).

This private placement was conducted in reliance upon the Exchange’s Notice to Issuers dated April 7, 2014. A Discretionary Waiver of the minimum of \$ 0.05 has been granted, as the Company will be conducting a 10:1 consolidation. The Company was granted a Partial Revocation Order dated December 23, 2015 from the British Columbia Securities Commission in order to proceed with the closing.

The Exchange also granted conditional acceptance for the payment of finder’s fees to First Republic Capital Corp. in the amount of \$42,656.50 and 8,531,299 non-transferable warrants each exercisable at a price of \$ 0.005 per share for a 24-month period. The common shares and the Agent’s Warrants and the underlying shares are subject to a hold-period until May 1, 2016.

The proceeds will be used to cover the costs necessary to bring its continuous disclosure obligations up to date and to allow for the lifting of the cease-trade order against the Company, as well as for eligible flow-through expenses.

Item 5 — Full Description of Material Change

A full description of the material change is referenced under item 4.

Item 6 — Reliance on Subsection 7.1 (2) of National Instrument 51-102 - N/A

Item 7 — Omitted Information

No information has been omitted in respect of the material change.

Item 8 — Executive Officer

Lorne Woods, President
Sunset Cove Mining Inc.
Tel: 877 234-0692; ext. 250

Item 9 — Date of Report

January 6, 2016

Press Release

January 01, 2016

Sunset Cove Mining Closes Flow Through Private Placement

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December 31, 2015, Montreal, QC. – Sunset Cove Mining (TSX-V:SSM) (“Sunset Cove” or the “Company”) announces that the Company’s private placement of 85,312,996 common shares on a flow-through basis at a price of \$0.005 has been conditionally accepted by the TSX Venture Exchange (the “Exchange”) and the Company has proceeded to close this private placement.

This private placement is being conducted in reliance upon the Exchange’s Notice to Issuers dated April 7, 2014. A Discretionary Waiver of the minimum of \$ 0.05 has been granted, as the Company will be conducting a 10:1 consolidation. The Company was granted a Partial Revocation Order dated December 23, 2015 from the British Columbia Securities Commission in order to proceed with the closing.

The Exchange has also granted conditional acceptance for the payment of finder’s fees to First Republic Capital Corp. in the amount of \$42,656.50 and 8,531,299 non-transferable warrants each exercisable at a price of \$ 0.005 per share for a 24-month period. The common shares and the Agent’s Warrants and the underlying shares are subject to a hold-period until May 1, 2016.

Sunset Cove’s mission is to acquire and advance high potential mining prospects located in North America for the benefit of its shareholders. For more information visit the website at www.sunsetcovemining.com.

FOR FURTHER INFORMATION:

Lorne Woods, President
1-877-234-0692

Forward-Looking Statement: Some statements in this news release contain forward-looking information that involves inherent risk and uncertainty affecting the business of Sunset Cove Mining. Actual results may differ materially from those currently anticipated in such statements. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.