GOLDEN SUN CAPITAL INC.

Form 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Reporting Issuer:**

   Golden Sun Capital Inc. (**Golden Sun** or the **Company**)
   c/o Norton Rose Canada LLP
   3700, 400 Third Avenue S.W.
   Calgary, Alberta T2P 4H2

2. **Date of Material Change:**

   March 11, 2015

3. **News Release:**

   On March 11, 2015, a press release relating to the material change was issued and disseminated through the services of Marketwired.

4. **Summary of Material Change:**

   The Company announced that the letter of intent dated July 15, 2014, between Golden Sun and a private oil and gas company with international operations has been terminated.

5. **Full Description of Material Change:**

   The Company announced that the letter of intent dated July 15, 2014, between Golden Sun and a private oil and gas company with international operations (**PrivateCo**), with respect to the proposed business combination of Golden Sun and PrivateCo which was intended to serve as Golden Sun's Qualifying Transaction under the policies of the TSX Venture Exchange (as previously announced by news release on July 18, 2015), has been terminated by mutual agreement of the parties.

   The Company will continue to seek the successful completion of a Qualifying Transaction and the reinstatement of trading of its common shares on the NEX board of the TSX Venture Exchange.

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

   Not applicable.

7. **Omitted Information:**

   None.

8. **Executive Officer:**

   Christopher M. Wolfenberg
   President and Chief Executive Officer
   Phone: (403) 267-8222
   Email: wolfenberg@hotmail.com

9. **Date of Report:**

   March 12, 2015