

FORM 51-102F3

Securities Act

Material Change Report Under Section 7.1 of NI 51-102

ITEM 1 Name and Address of Company

Soleil Capital Corp. (the "**Corporation**")
301 – 1665 Ellis Street
Kelowna, BC V1Y 2B3

ITEM 2 Date of Material Change

November 17, 2017

ITEM 3 News Release

A news release announcing the material change was disseminated on November 20, 2017, through CNW Group and through SEDAR. A copy of the news release is attached to this report as Schedule "A".

ITEM 4 Summary of Material Changes

The Corporation announced that it has entered into an amalgamation agreement dated November 17, 2017 with Goldplay Exploration Ltd. ("**Goldplay**") in respect of an arm's length business combination proposed to be completed by way of amalgamation (the "**Proposed Transaction**"). The Corporation intends that the Proposed Transaction will constitute its Qualifying Transaction, as such term is defined in the policies of the TSX Venture Exchange (the "**Exchange**"). Upon completion of the Proposed Transaction, the Corporation expects that the Resulting Issuer will be named Goldplay Exploration Ltd. and will be listed as a Tier 2 Mining Issuer on the Exchange.

In connection with the Proposed Transaction, Goldplay will complete a private placement financing for minimum gross proceeds of \$500,000 and up to maximum gross proceeds of \$1,500,000, (the "**Concurrent Financing**"). It is currently anticipated that the Concurrent Financing will be conducted by way of a subscription receipt offering to be closed prior to the effective date of the amalgamation whereby Goldplay will sell and issue subscription receipts at a price of \$0.30 per subscription receipt, and whereby immediately prior to the amalgamation being effected, each subscription receipt will automatically convert, at no additional cost to the holder, to one post-consolidated Goldplay common share, which, in turn, at the effective time of the amalgamation, will be exchanged for a common share of the resulting issuer on a 1:1 basis. (The end result being that investors receive common shares of the resulting issuer at a deemed price of \$0.30/share.) The proceeds raised will be used to fund the costs associated with

completing the Proposed Transaction, exploration on the resulting issuer's properties and for general working capital.

ITEM 5 Full Description of Material Change

See news release attached as Schedule "A". The news release was previously filed under the Corporation's SEDAR profile located at www.sedar.com.

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

This material change report is not being filed on a confidential basis.

ITEM 7 Omitted Information

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

ITEM 8 Executive Officer

The name and telephone number of the director of the Company who is knowledgeable about the material change and the material change report is:

Michael G. Thomson, President, Chief Executive Officer, Chief Financial Officer and Director, Tel: (604) 312-4777

ITEM 9 Date of Report

November 21, 2017.

Forward looking information

Please refer to the disclaimer regarding forward-looking information in the attached Schedule "A".

SCHEDULE "A"
NEWS RELEASE

(see attached)

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES**

**SOLEIL CAPITAL CORP. PROCEEDING WITH QT – ENTERS INTO AMALGAMATION AGREEMENT WITH
GOLDPLAY EXPLORATION**

November 20, 2017, Calgary, Alberta: Soleil Capital Corp. (TSX.V: SOLE.P - the “**Company**” or “**Soleil**”), a capital pool company (a “**CPC**”), is pleased to announce that further to its press release of September 21, 2017, it has entered into an amalgamation agreement dated November 17, 2017 (the “**Agreement**”) with Goldplay Exploration Ltd. (“**Goldplay**”) in respect of an arm’s length business combination transaction (the “**Proposed Transaction**”). Goldplay is a private mineral exploration company incorporated under the laws of British Columbia and active in gold exploration in the Rosario Gold District, Sinaloa, Mexico (the “**Rosario District**”).

The purpose of the Proposed Transaction is the creation of a public, TSX Venture Exchange-listed, Mexico-focused, precious metals exploration company utilizing Goldplay's mineral exploration strategy and experience related to the Rosario District. The working capital of the combined entity (the “**Resulting Issuer**”), upon successful closing of the Proposed Transaction will be approximately \$1,507,504 (assuming completion of the minimum Concurrent Financing (as described below)) or \$2,507,504 (assuming completion of the maximum Concurrent Financing), sufficient to support Goldplay's current 12 month exploration strategy, and the ongoing evaluation of new opportunities.

Soleil intends that the Proposed Transaction will constitute its Qualifying Transaction, as such term is defined in the policies of the TSX Venture Exchange (the “**Exchange**”). Upon completion of the Proposed Transaction, the Company expects that the Resulting Issuer will be named Goldplay Exploration Ltd. and will be listed as a Tier 2 Mining Issuer on the Exchange.

Summary of the Qualifying Transaction

The Agreement contemplates Soleil and Goldplay undertaking an arm's length business combination by way of an amalgamation (the “**Amalgamation**”) pursuant to the provisions of the *Business Corporations Act* (British Columbia). Goldplay proposes to complete a Concurrent Financing for gross proceeds of a minimum \$500,000 and up to a maximum \$1,500,000 (refer to section entitled “*Proposed Concurrent Financing*” below). As a result of the Proposed Transaction, the current shareholders of Goldplay would own a majority of the issued and outstanding common shares of the Resulting Issuer (the “**Resulting Issuer Shares**”).

The Agreement contemplates that the common shares in the capital of Soleil (the “**Soleil Shares**”) outstanding immediately prior to the effective time of the Amalgamation will be consolidated on a 2 (old) for 1 (new) basis. The Agreement further contemplates that the common shares in the capital of Goldplay (the “**Goldplay Shares**”) outstanding immediately prior to the effective time of the Amalgamation (not including any Goldplay Shares issuable pursuant to the Concurrent Financing) are expected to be consolidated such that post-consolidation there will be 15,833,333 Goldplay Shares then

issued (being a 1 (old) for approximately 0.677747234 (new) basis). Upon completion of the Amalgamation:

- (i) former holders of Soleil Shares are anticipated to hold, in the aggregate, 6,200,000 Resulting Issuer Shares representing approximately 26.2% of the outstanding Resulting Issuer Shares assuming completion of the minimum Concurrent Financing (or 22.9% assuming completion of the maximum Concurrent Financing);
- (ii) former holders of Goldplay Shares (not including subscribers under the Concurrent Financing) are expected to hold, in the aggregate, 15,833,333 Resulting Issuer Shares, representing approximately 66.8% of the outstanding Resulting Issuer Shares assuming completion of the minimum Concurrent Financing (or 58.6% assuming completion of the maximum Concurrent Financing); and
- (iii) investors under the minimum Concurrent Financing will hold, in the aggregate, 1,666,667 Resulting Issuer Shares, representing approximately 7% of the outstanding Resulting Issuer Shares, whereas investors under the maximum Concurrent Financing will hold, in the aggregate, 5,000,000 Resulting Issuer Shares, representing approximately 18.5% of the outstanding Resulting Issuer Shares.

As a result of the Amalgamation, Soleil will effectively acquire Goldplay through the issuance of 15,833,333 Resulting Issuer Shares at a deemed price of \$0.30 per Resulting Issuer Share for aggregate deemed consideration of \$4,750,000, exclusive of the Resulting Issuer Shares issuable on conversion of Goldplay securities issued pursuant to the Concurrent Financing.

The Agreement contemplates that each share purchase warrant and option of Soleil outstanding immediately prior to the completion of the Proposed Transaction will be consolidated and thereafter converted into securities of the Resulting Issuer on the same basis as the Soleil Shares and each Goldplay share purchase warrant outstanding immediately prior to the completion of the Proposed Transaction will be consolidated and thereafter converted into securities of the Resulting Issuer on the same basis as the Goldplay Shares.

In accordance with the terms of the Agreement, with the exception of incentive stock options granted to the Canadian Cancer Society and to Michael Thomson (who will be a director of the Resulting Issuer), holders of options to purchase Soleil Shares will agree to amend the terms of their options to provide that such options shall expire 90 days following the completion of the Proposed Transaction.

The Amalgamation must be approved by not less than 66^{2/3}% of the votes cast at the meeting (the “**Soleil Meeting**”) of shareholders of Soleil (“**Soleil Shareholders**”) and the meeting (the “**Goldplay Meeting**”) of shareholders of Goldplay (“**Goldplay Shareholders**”), each of which will be held to consider, among other things, the Amalgamation. It is expected that each of the Soleil Meeting and the

Goldplay Meeting will be held in early 2018 (First Quarter) and that a joint management information circular (the "**Circular**") will be provided to Soleil Shareholders and Goldplay Shareholders in due course.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions that are standard for a transaction of this nature, including but not limited to (i) the completion of the minimum \$500,000 Concurrent Financing; (ii) the approval of the Amalgamation Agreement by each of the Soleil Shareholders and the Goldplay Shareholders, (iii) receipt of all requisite regulatory, stock exchange, court or governmental authorizations and consents, including the Exchange; and (iv) the completion of satisfactory due diligence by each of the parties. As part of the Proposed Transaction, the directors, officers and major shareholders of Goldplay and Soleil have entered into voting support agreements whereby they will agree to vote their Goldplay Shares and Soleil Shares, respectively, in favour of the Amalgamation at the Goldplay Meeting and the Soleil Meeting, respectively. There can be no assurance that the Proposed Transaction will be completed on the terms proposed above or at all.

Subject to satisfaction or waiver of the conditions precedent referred to herein and in the Agreement, Soleil and Goldplay anticipate the Proposed Transaction will be completed on or before February 15, 2018.

Each of Soleil and Goldplay will bear their own costs in respect of the Proposed Transaction.

Proposed Concurrent Financing

Prior to or concurrent with completion of the Proposed Transaction, Goldplay will complete a private placement financing for minimum gross proceeds of \$500,000 and up to maximum gross proceeds of \$1,500,000, (the "**Concurrent Financing**"). It is currently anticipated that the Concurrent Financing will be conducted by way of a subscription receipt offering to be closed prior to the effective date of the Amalgamation whereby Goldplay will sell and issue subscription receipts at a price of \$0.30 per subscription receipt, and whereby immediately prior to the Amalgamation being effected, each subscription receipt will automatically convert, at no additional cost to the holder, to one post-consolidated Goldplay Share, which, in turn, at the effective time of the Amalgamation, will be exchanged for a Resulting Issuer Share on a 1:1 basis. (The end result being that investors receive Resulting Issuer Shares at a deemed price of \$0.30/share.) The proceeds raised will be used to fund the costs associated with completing the Proposed Transaction, exploration on the Resulting Issuer's properties and for general working capital.

Goldplay has entered into an engagement letter with M Partners Inc. ("**M Partners**") pursuant to which M Partners has agreed to act as lead agent, on a best efforts basis, in connection with the Concurrent Financing,. M Partners may syndicate the offering to selling group members in its sole discretion. On closing, M Partners will receive a cash commission equal to 7% of the aggregate gross proceeds received from the Concurrent Financing (or 3% of the aggregate gross proceeds received from investors on Goldplay's President's List) and compensation warrants equal to 7% of the number of subscription receipts issued to investors who are not on Goldplay's President's List, each of which compensation

warrant will entitle the holder thereof to purchase one common share of the Resulting Issuer for two years at an exercise price of \$0.30/share.

All securities issued pursuant to the Concurrent Financing will be subject to a hold period of four months and one day.

Sponsorship of the Qualifying Transaction

Sponsorship of a "Qualifying Transaction" of a CPC is required by the Exchange unless exempt therefrom in accordance with the Exchange's policies. Given the size and nature of the Proposed Transaction, including the amount of the Concurrent Financing, and given that the Concurrent Financing is an agency offering, Soleil intends to apply for an exemption from the sponsorship requirements pursuant to the policies of the Exchange. If the exemption is not granted by the Exchange, then Soleil would be required to engage a sponsor.

Trading Halt

At the Company's request, trading in the Soleil's Shares was halted on September 21, 2017. Trading is expected to remain halted until, at the earliest, the completion or termination of the Proposed Transaction.

The Resulting Issuer

Assuming completion of a minimum \$500,000 Concurrent Financing, it is estimated that there will be approximately 23,700,000 Resulting Issuer Shares issued and outstanding immediately following closing of the Proposed Transaction (25,931,505 Resulting Issuer Shares on a fully-diluted basis), with:

- (i) former Soleil Shareholders holding approximately 26.2% of such Resulting Issuer Shares (28.2% Resulting Issuer Shares on a fully-diluted basis);
- (ii) former Goldplay Shareholders (not including subscribers under the Concurrent Financing) holding approximately 66.8% of such Resulting Issuer Shares (65.3% Resulting Issuer Shares on a fully-diluted basis); and
- (iii) subscribers under the minimum Concurrent Financing holding approximately 7% of such Resulting Issuer Shares (6.4% Resulting Issuer Shares on a fully-diluted basis).

Assuming completion of a maximum \$1,500,000 Concurrent Financing, it is estimated that there will be approximately 27,033,333 Resulting Issuer Shares issued and outstanding immediately following closing of the Proposed Transaction (29,264,838 Resulting Issuer Shares on a fully-diluted basis), with:

- (i) former Soleil Shareholders holding approximately 22.9% of such Resulting Issuer Shares (25% Resulting Issuer Shares on a fully-diluted basis);
- (ii) former Goldplay Shareholders (not including subscribers under the Concurrent Financing) holding approximately 58.6% of such Resulting Issuer Shares (57.9% Resulting Issuer Shares on a fully-diluted basis); and
- (iii) subscribers under the maximum Concurrent Financing holding approximately 18.5% of such Resulting Issuer Shares (17.1% Resulting Issuer Shares on a fully-diluted basis).

Upon completion of the Proposed Transaction, it is anticipated that all of the existing directors and officers of Soleil, other than Michael Thomson, will resign and the management of the Resulting Issuer will include the persons identified below:

Marcio Fonseca – President, CEO and Director - Vancouver, BC

Mr. Fonseca, M.Sc., Diploma Imperial College -UK, Specialization in Economic Engineering, P.Geo, has more than 20 years' exploration, mining and financial industry experience. He was the former Division Director for Macquarie Bank – Metals and Energy. Mr. Fonseca has extensive experience in many jurisdictions through all phases of mineral asset development including senior and corporate development positions with Vale. Phelps Dodge and Echo Bay Mines in Latin America. Mr. Fonseca also has more than 10 years' experience in assessing/leading/ investing in natural resources business opportunities in Mexico. More recently Mr. Fonseca acted as VP Corp Development for SilverCrest Mines, where he had a key role in the CAD\$155M acquisition of SilverCrest Mines by First Majestic Silver Corp in Mexico.

Blaine Bailey – CFO - Vancouver, BC

Mr. Bailey, CPA, CGA, has more than 15 years' experience as a CFO for mineral exploration companies listed on the TSX, the TSXV Venture Exchange and the New York Stock Exchange (NYSE).

Yaron Conforti – Vice-President, Corporate Development - Toronto, ON

Mr. Conforti is the principal of Emmarentia Capital Corp., a private company engaged in principal investments and advisory services for venture-stage companies. Mr. Conforti specializes in capital raising, M&A and business development for private and public companies. He previously served in senior roles at Canadian investment banks and in CEO, CFO and corporate director roles for publicly traded companies in various sectors.

Heye Daun - Director – Cape Town, South Africa

Mr. Daun is currently the CEO and co-founder of Osino Resources Corp., a private gold development company with assets in Africa. He has more than 20 years experience with respected mining companies and financial groups. He was the former President and CEO of Ecuador & Copper Corp. until its CAD\$200m merger with Odin Mining and continues to serve as a Director of the resulting Lumina Gold Corp. He was the co-founder of Auryx Gold Corp., and co-led that company through its IPO, subsequent capital raising and project development to the CAD\$180 million sale to B2 Gold Corp. Prior to that, he worked with Nedbank Capital and Old Mutual Investment Group. The first 10 years of his career was spent with Rio Tinto, AngloGold and Goldfields, building and operating mines in Africa.

Darren Bahrey – Director - Vancouver, BC

Mr. Darren Bahrey, B.Sc., CEO founded Oro Mining Ltd in 2004, now Marlin Gold Mining Ltd., (formerly,) and served as its President from September 15, 2004 to November 30, 2011. Mr. Bahrey is a highly experienced exploration geologist, having spent over 20 years in the exploration business with junior and major mining companies, predominantly in South and Central America. Mr. Bahrey has experience in all aspects of exploration from generative to advanced projects, negotiations, and acquisitions. He played a key role in the discovery of the extension of the Trinidad Mine now being currently mined by Marlin Gold.

Michael "Mick" G. Thomson – Director - Calgary, AB

Mr. Thomson has over 30 years of experience in the securities industry, as a lawyer, regulator, investment banker, Vice President with two securities dealers and an entrepreneur. Mr. Thomson has been the President and principal of Independent Capital Partners Inc., a corporate finance consulting and advisory company since May, 1998. He is also a past independent director of the Lil'Wat Business Corporations, the business arm of the Mt. Currie (Pemberton) First Nations Band.

Mr. Thomson has experience as a lawyer, regulator (Vancouver Stock Exchange, Legal Counsel, Corporate Finance & Listings), and investment banker (Vice President at C.M. Oliver & Company Limited and Research Capital Corporation). He has been a serial entrepreneur and has been involved in the formation and financing of numerous companies listed on the TSX.V, including Capital Pool Companies.

Mr. Thomson is currently a director of Soleil Capital Corp. (TSXV: SOLE.P), VR Resources Ltd. (TSXV: VRR), Solegear Bioplastic Technologies Inc. (TSXV: SGB) and Metropolitan Energy Corp. (NEX: MOE.H).

Alan Friedman – Director - Toronto, Canada

Mr. Friedman is currently the President, Co-founder and a director of Osino resources, a private gold company with assets in Africa. Mr. Friedman is an African-trained lawyer and a public markets entrepreneur. Mr. Friedman has been involved with North American public markets for more than 15

years, taking on an integral role in acquisitions, financings and going-public transaction for numerous resource companies listed on the TSX, TSX Venture Exchange and AIM. Mr. Friedman is a co-founder and director of Eco (Atlantic) Oil and Gas Ltd. (TSXV: EOG) and Auryx Gold Corp. (TOVP: APH). He is also a director of Canada-Southern-African Chamber of Business.

Gino DeMichele – Director - Calgary, Alberta

Mr. DeMichele is the President and CEO of a private merchant banking and trading operation. He has been engaged in global and domestic financial markets with 25 years of corporate finance and M&A expertise. During his incumbencies as vice president and investment advisor, he managed assets in excess of CAD\$250 million and was consistently recognized as a top investment advisor nationally and with Macquarie Private Wealth Inc. Mr. DeMichele has led, structured and financed dozens of public and private deals spanning the last 22 years, a number of which exceeded \$500 million in market cap.

Laura Diaz – Director – Mexico City, Mexico

Ms. Diaz, LLB, is a Mexican national and a partner of DBR Lawyers. She has over 22 years' experience as legal counsel for multiple public exploration and mining companies in Mexico, including mid size Canadian mining companies operating in Mexico.

About Soleil Capital Corp.

Soleil is a CPC that completed its initial public offering of \$1,000,000 (gross proceeds) and obtained a listing on the Exchange in January 2017 (trading symbol: "SOLE.P"). Prior to entering into the letter of intent which superseded the Agreement, Soleil did not carry on any active business activity other than reviewing potential transactions that would qualify as Soleil's Qualifying Transaction.

About Goldplay Resources Ltd.

All information in this Press Release relating to Goldplay is the sole responsibility of Goldplay. Management of Soleil has not independently reviewed this disclosure nor has Soleil's management hired any third party consultants or contractors to verify such information.

Goldplay was incorporated on November 8, 2012, under the *Business Corporations Act* (British Columbia). Goldplay's principal business is mineral exploration. The head office of Goldplay is located at 250 University Ave., Suite 238, Toronto, Ontario M5H 3E5.

Goldplay is a junior exploration company focused on the Rosario Gold District, Sinaloa, Mexico. The Rosario District is a historical gold and silver district that includes the multi-million ounce historic high grade Au-Ag Rosario Mine, which reportedly operated for 250 years. Goldplay's team has over 10 years experience in the Rosario District, leading to previous successful discoveries.

Pursuant to an assignment of rights agreement (the “**Assignment Agreement**”) dated September 25, 2013 as amended December 6, 2016, Goldplay’s wholly-owned subsidiary, Goldplay de Mexico S.A de CV (“**Goldplay Mexico**”), acquired a 100% interest in a 264 sq km exploration area in the Rosario District from Grupo Promotor Minero S.A de C.V. Located within this exploration area is the 37 sq km El Habal Property (the “**Qualifying Property**”). Pursuant to the Assignment Agreement, Goldplay Mexico has agreed to pay net smelter return (“**NSR**”) royalties in an aggregate amount of up to 2.5% to three parties, with rights to purchase up to an aggregate of 1.5% from two of the parties at a purchase price of US\$1,000,000 per 0.5% NSR.

Goldplay has completed an initial surface exploration program on the Qualifying Property comprised of detailed geological mapping and surface sampling (trenching) in a 2 km long, 500 m wide zone underlain by a large low sulphidation epithermal system. As a result of this initial exploration program, Goldplay has identified several exploration targets. The Resulting Issuer anticipates spending approximately CDN\$456,810 on a Phase I exploration program, and if merited, an additional \$537,500 on a Phase II exploration program, on the Qualifying Property, (such amounts and the exact nature of the exploration programs to be confirmed in a technical report prepared in accordance with National Instrument 43-101 (“**NI 43-101**”) that Goldplay has commissioned.)

Additional exploration concessions located adjacent to the Qualifying Property, and covering a total of 227 sq km, (the “**Additional Properties**”) are owned by Goldplay Mexico pursuant to the terms of the Assignment Agreement. Goldplay Mexico has agreed to pay net smelter returns in an aggregate amount of up to 1.0% on the Additional Properties. The Resulting Issuer does not currently propose to spend any material amount of funds on the Additional Properties.

A technical report that complies with NI 43-101 and the policies of the Exchange has been prepared for the Qualifying Property and has been filed with the Exchange for its review and acceptance. It is anticipated that the technical report will be filed on SEDAR under the Company’s profile in conjunction with the mailing of materials for the Soleil Meeting.

Goldplay has engaged Davidson & Company, Chartered Professional Accountants, Vancouver, B.C., to prepare audited financial statements for the fiscal years ended December 31, 2015 and 2016 and unaudited financial statements for the nine month period ended September 30, 2017. As of the date of this press release, the September 30, 2017 statements have not yet been completed. As at September 30, 2017, Goldplay has cash assets of approximately \$418,958 and liabilities of approximately \$36,555.

The following is a summary of certain audited financial information of Goldplay for the years ended December 31, 2016 and 2015.

	For the Year Ended Dec. 31, 2016	For the Year Ended Dec. 31, 2015
Income Statement Data		
Net sales or total revenues	\$nil	\$nil
Income from continuing operations	\$nil	\$nil
Total Expenses	\$168,301	\$156,384
Gain on settlement of accounts payable	\$66,283	--
Net Loss	\$102,018	\$156,384
	As at Dec. 31, 2016	As at Dec. 31, 2015
Balance Sheet Data		
Total Assets	\$142,620	\$18,283
Total Current Liabilities	\$157,116	\$168,861
Total Long Term Liabilities	\$nil	\$nil

Cautionary Note

As noted above, completion of the Proposed Transaction is subject to a number of conditions including, without limitation, approval of the Exchange, approval of the shareholders of Goldplay and Soleil and completion of the minimum \$500,000 Concurrent Financing. Where applicable, the Proposed Transaction cannot close until the required approvals have been obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the continuous disclosure document containing full, true and plain disclosure regarding the Proposed Transaction, required to be filed with the securities regulatory authorities having jurisdiction over the affairs of the Company, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. The trading in the securities of Soleil on the Exchange, if reinstated prior to completion of the Proposed Transaction, should be considered highly speculative.

ON BEHALF OF THE BOARD OF DIRECTORS:

Michael G. Thomson,
 President, Chief Executive Officer,
 Chief Financial Officer and Director
 For further information please contact:

Michael Thomson
Email: cpc.thomson@icloud.com
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Disclaimer for Forward-Looking Information

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect Soleil's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release include information relating to the business plans of Soleil, Goldplay, and the Resulting Issuer, the Concurrent Financing and the Proposed Transaction (including Exchange approval and the closing of the Proposed Transaction). Such statements and information reflect the current view of Soleil. Risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following risks:

- there is no assurance that the minimum Concurrent Financing will be completed or as to the actual offering price or gross proceeds to be raised in connection with the Concurrent Financing.
- there is no assurance that Soleil and Goldplay will obtain all requisite approvals for the Proposed Transaction, including the approval of the Soleil Shareholders and Goldplay Shareholders, or the approval of the Exchange for the Proposed Transaction (which may be conditional upon amendments to the terms of the Proposed Transaction);
- following completion of the Proposed Transaction, the Resulting Issuer may require additional financing from time to time in order to continue its operations. Financing may not be available when needed or on terms and conditions acceptable to the Resulting Issuer;
- new laws or regulations could adversely affect the Resulting Issuer's business and results of operations; and
- the stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance.

There are a number of important factors that could cause Soleil's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among

others: currency fluctuations; limited business history of Soleil; disruptions or changes in the credit or security markets; results of operation activities and development of projects; project cost overruns or unanticipated costs and expenses, fluctuations in commodity prices, and general market and industry conditions.

Soleil cautions that the foregoing list of material factors is not exhaustive. When relying on Soleil's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Soleil has assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF SOLEIL AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE SOLEIL MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

This press release is not an offer of the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Proposed 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 Inc. has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

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 press release.