GOLDEN CARIBOO RESOURCES LTD.
Form 51 -102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the six months March 31, 2012

1.1 The following discussion and analysis of the operations, results, and financial position of the Company for the six months ended March 31, 2012 should be read in conjunction with the financial statements of Golden Cariboo Resources Ltd. (the "Company") for the period ended December 31, 2011 and the related Notes. The effective date of this report is May 30, 2012. All dollar amounts herein are expressed in Canadian Dollars.

Financial results are now being prepared and reported in accordance with International Financial Reporting Standards ("IFRS"). As a result, accounting policies, presentation, financial statement captions and terminology used in this discussion and analysis differ from that used in previous financial reporting. Further details on the transition to IFRS are included in the Changes in Accounting Policies section beginning on page 6 and in note 14 on the Financial Statements.

Additional information, including our Annual Financial Statements for the year ended September 30, 2011, is available on SEDAR at www.sedar.com.

1.2 Business Overview

Historically the Company's principal business activity has been the exploration and development of mineral properties. The Company has been in the process of exploring and developing its resource properties and has not yet determined whether its resource properties contain reserves that are economically recoverable. The recoverability of amounts shown for resource properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development, confirmation of the Company's interest in the underlying properties and upon future profitable production or sufficient proceeds from the disposition of its resource properties.

The Company is investigating new exploration opportunities and mineral exploration would be carried out on properties identified by management of the Company as having favorable exploration potential. Interests in such properties are acquired in various ways. The Company, through its own efforts, can stake mineral claims or acquire exploration permits. In other cases the Company can acquire interests in mineral properties from third parties. An acquisition from a third party would typically be made either as an outright purchase (with payment of cash and/or shares) or by way of an option agreement, which requires the Company to make specific option payments and to incur a specific amount of exploration and development expenditures. Once having incurred the specified exploration expenditures, the parties would enter into a joint venture requiring each party to contribute towards future exploration and development costs, based on its percentage interest in the property, or suffer dilution of its interest.

The Company advances its projects to varying degrees by prospecting, mapping, geophysics and drilling. Once a property is determined to have limited exploration potential, the property is abandoned or sold. In cases where exploration work on the property reaches a stage where the expense and risk of further exploration and development are too high, the Company may seek a third party to earn an interest by furthering development. Optioning a property to a third party allows the Company to retain an interest in further exploration and development while limiting its obligation to commit large amounts of capital to any one project. The resource exploration business is high risk and most exploration projects will not become mines or producing wells.

1.3 Selected Annual Information

The following are highlights of financial data on the Company for the most recently completed three financial years:

	2011	2010	2009 (Restated)
Net Income (Loss)	$71,637	$689,622	$345,944
Income/(Loss) per Share	$0.01	$0.10	$0.05
Total Assets	$1,850,777	$1,716,304	$1,068,285
Total Liabilities	$1,158,612	$963,251	$1,206,403
Working Capital (Deficiency)	$(1,141,488)	$(938,434)	$(1,174,166)

During the preparation of the financial statements for the year ended September 30, 2010, the Company determined that a future income tax recovery had been incorrectly presented in the financial statements for the year ended September 30, 2009.

As at September 30, 2009, the fair value of the Company's marketable securities designated as available-for-sale exceeded the tax basis of these investments by $413,333. These unrealized gains gave rise to a future income tax liability of $51,667. The Company had sufficient non-capital losses available to reduce this future income tax liability to zero. In accordance with CICA EIC 172, "Income Statement Presentation of a Tax Loss Carryforward Recognized Following an Unrealized Gain Recorded in Other Comprehensive Income", the reduction of the future income tax liability should have been recorded as a recovery in the statement of operations rather than as a recovery in other comprehensive income.

The financial statements for the year ended September 30, 2009 have accordingly been adjusted to increase the future tax recovery in the statement of operations and reduce comprehensive income by $51,667. The impact on basic and diluted gain per share is an increase of $0.01 per share.

Summary of restatement:

September 30, 2009	**As Previously Reported**	**Adjustment**	**As Restated**
Income tax recovery	$ -	$51,667	$51,667
Net income	$294,277	$51,667	$345,944
Unrealized gain on available-for-sale investment	$413,333	($51,667)	$361,666
Comprehensive income	$707,610	$ -	$707,610

1.4 Forward looking statements

The Management Discussion and Analysis is based on a review of the Company's operations, financial position and plans for the future based on facts and circumstances as of December 31, 2011. Except for historical information or statements of fact relating to the Company, certain information contained herein constitutes forward looking statements. Forward looking statements are based on the opinions, plans and estimates of management at the date the statements are made and are subject to a variety of risks, uncertainties and other factors that could cause the actual results to differ materially from those projected by such statements. The primary risk factors affecting the Company are discussed further under the heading "Risk Factors' below. The Company undertakes no obligation to update forwarding looking statements if circumstances or management's estimates, plans or opinions should change. The reader is cautioned not to place undue reliance on forwarding looking statements.

The Company's projections are estimates only based on management's assessment of facts at the time of the projections. Management believes these projections to be reasonable but actual results may differ.

1.5 RISK FACTORS RELATING TO MINERAL EXPLORATION INDUSTRY

There are many risk factors facing companies involved in the mineral exploration industry. Risk Management is an ongoing exercise upon which the Company spends a substantial amount of time. While it is not possible to eliminate all the risks inherent to the industry, the Company strives to manage these risks, to the greatest extent possible. The following risks are most applicable to the Company.

Industry and Mineral Exploration Risk

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that the Company's exploration efforts will be successful. At present, the Company's projects do not contain any proven or probable reserves. Success in establishing reserves is a result of a number of factors, including the quality of the project itself. Substantial expenditures are required to establish reserves or resources through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Because of these uncertainties, no assurance can be given that planned exploration programs will result in the establishment of mineral resources or reserves.

The Company may be subject to risks which could not reasonably be predicted in advance. Events such as labour disputes, environmental issues, natural disasters or estimation errors are prime examples of industry related risks. The Company attempts to balance this risk through insurance programs where required and ongoing risk assessments conducted by its technical team.

Commodity Prices

The Company is in the business of metals exploration and as such, its prospects are largely dependent on movements in the price of various metals. Prices fluctuate on a daily basis and are affected by a number of factors well beyond the control of the Company. The mineral exploration industry in general is a competitive market and there is no assurance that, even if commercial quantities of proven and probable reserves are discovered, a profitable market may exist. Due to the current grassroots nature of its operations, the Company does not enter into price hedging programs.

Environmental

Exploration projects or operations are subject to the environmental laws and applicable regulations of the jurisdiction in which the Company operates. Environmental standards continue to evolve and the trend is to a longer, more complete and rigid process. The Company reviews environmental matters on an ongoing basis. If and when appropriate, the Company will make appropriate provisions in its financial statements for any potential environmental liability.

Title of Assets

Although the Company conducts title reviews in accordance with industry practice prior to any purchase of resource assets, such reviews do not guarantee that an unforeseen defect in the chain on title will not arise and defeat our title to the purchased assets. If such a defect were to occur, our entitlement to the production from such purchased assets could be jeopardized.

Competition

The Company engages in the highly competitive resource exploration industry. The Company competes directly and indirectly with major and independent resource companies in its exploration for and development of desirable resource properties. Many companies and individuals are engaged in this business, and the industry is not dominated by any single competitor or a small number of competitors. Many of such competitors have substantially greater financial, technical, sales, marketing and other resources, as well as greater historical market acceptance than does the Company. The Company will compete with numerous industry participants for the acquisition of land and rights to prospects, and for the equipment and labor required to operate and develop such prospects. Competition could materially and adversely affect the Company's business, operating results and financial condition. Such competitive disadvantages could adversely affect the Company's ability to participate in projects with favorable rates of return.

Financing

Historically, the Company has raised funds through equity financing and the exercise of options and warrants to fund its operations. The market price of natural resources is highly speculative and volatile. Instability in prices may affect the interest in resource properties and the development of and production from such properties. This may adversely affect the Company's ability to raise capital to acquire and explore resource properties.

1.6 **Results of Operations for the six months ended March 31, 2012**

The review of results should be read in conjunction with the financial statements of the Company for the six months ended March 31, 2012 and 2011.

The Company reports a net loss of $171,206 for the period ended March 31, 2012 or $0.02 per share as compared to a loss of $99,837 for the period ended March 31, 2011 or $0.01 per share.

The loss was due a future income tax of $123,077. Overall administrative costs were decreased during the period ended March 31, 2012 compared to March 31, 2011. Amortization was $Nil (2011: $3,058), Professional fees were $12,618 (2011: $23,778), Salaries and Benefits were $13,958 (2011:27,819) and rent was $2,198 (2011:9,690). Public relations and advertising expenses were $2,957 (2011: $2,245). Transfer agent and filing fees were $3,951 (2011:9,569). There were no explorations costs during the periods ended March 31, 2012 and 2011. The Company has no investor relations contracts in place at this time.

1.7 **Summary of Quarterly Results**

	IFRS						Canadian GAAP	
Quarter Ended	31-Mar-12	31-Dec-11	30-Sep-11	30-Jun-11	31-Mar-11	31-Dec-10	30-Sep-10	30-Jun-10
Gain(Loss) before extraordinary items	$ (67,415)	$ (103,791)	$ 359,367	$ (187,893)	$ (51,555)	$ (48,282)	$ 145,811	$ 580,288
Basic and diluted earnings (loss) per share	(0.01)	(0.01)	0.06	(0.03)	(0.01)	(0.01)	0.02	0.08
Net Gain(loss)	$ (67,415)	$ (103,791)	$ 359,367	$ (187,893)	$ (51,555)	$ (48,282)	$ 145,811	$ 580,288

A review of the last eight quarters indicate that operating gains and losses fluctuate on a quarterly basis due to the timing of option grants as well as fourth quarters having reflected adjustments for new accounting policies and audit adjustments.

1.8 **Mineral Property and Disposition**

The Company had a land package, either owned or under option, located in the Cariboo Mining Division, in east-central British Columbia. The Company's tenure consists of three non-contiguous mineral tenure blocks in close proximity. The main block extends from the town of Barkerville, BC southeast approximately 28 km towards Cariboo Lake (the main block is approximately 17 km wide (east-west) at its widest point). The other two blocks (the "Wendle" and "Elk Mountain") lie approximately 5 km NNE of Barkerville and SW of Barkerville respectively. The Company's mineral tenure covers a total area of just over 25,000 hectares.

During December 2008, the Company entered into an asset sale agreement with Barkerville Gold Mines Ltd.("BGM"), (Formerly International Wayside Gold Mines Ltd.), a related party by common directors. The Company agreed to sell its interest in the Cariboo Properties located near Barkerville, BC. The terms of the agreement are as follows:

(i) Cash payment of $600,000 on the closing date of BGM's purchases of the Company's interest in the Cariboo Properties (the "Closing Date") (paid);

(ii) Issuance of $600,000 worth of BGM's common shares on the Closing Date at a deemed price per share equal to the closing price of such shares on the TSX Venture Exchange on the day preceding the date of issuance of such shares (paid);

(iii) Issuance of $600,000 worth of BGM's common shares on the first anniversary of the Closing Date at a deemed price per share equal to the closing price of such shares on the TSX Venture Exchange on the day preceding the date of issuance of such shares (paid); and

(iv) Issuance of $500,000 worth of BGM's common shares on the second anniversary of the Closing Date at a deemed price per share equal to the closing price of such shares on the TSX Venture Exchange on the day preceding the date of issuance of such shares.

During the year ended September 30, 2010, the Company entered into a letter agreement with BGM whereby BGM agreed to pay $50,000 cash as an advance on the outstanding balance of the purchase price payable per (iv) of the terms of the asset sale agreement above. The parties agree that following payment of the $50,000 from BGM to the Company, the outstanding balance would be reduced to $450,000 which was paid by the issuance of shares on the second anniversary of the closing date at a deemed price per share equal to the closing price of such shares on the TSX Venture Exchange on the day preceding the date of issuance of such shares.

Pursuant to the policies of the TSX Venture Exchange, the board of directors of GCC retained Bruce McKnight to prepare a fairness opinion on the value of the company's interests in the Cariboo gold project. Mr. McKnight confirms that he is free from current and/or potential conflicts of interest in preparing the fairness opinion. He has no direct or indirect, past or current interests in the corporation or BGM or their securities, nor does he expect to acquire or receive such interests, securities or benefits in future.

Mr. McKnight has concluded that BGM's total payment to the corporation of $2.3 million for the property is fair and reasonable, from a financial point of view. The corporation and BGM share two common directors and officers: J. Frank Callaghan and Andrew Rees. These two directors have disclosed their interest in this transaction and abstained from any decisions regarding this transaction

The board of directors excluding Mr. Callaghan and Mr. Rees has reviewed Mr. McKnight's fairness opinion and all documentation in connection with this transaction, and believes it to be in the best interests of the corporation to complete the disposition of the corporation's interest in the Cariboo gold project.

The disposition of the corporation's interest in the Cariboo gold project to BGM is a related-party transaction. In accordance with the policies of the TSX-V and the Business Corporations Act (B.C.), the disposition has been approved by a special majority (66-2/3 per cent) of the minority shareholders of the corporation at the corporation's annual and special general meeting.

Subject to regulatory approval, on January 18, 2012, the Company entered into an option agreement with Golden Valley Mines Ltd. and Integra Gold Corp. in respect of a portfolio consisting of twelve properties located in the Abitibi Greenstone Belt.

Under the Agreement the Company can acquire a 70% interest in certain properties (the "GZZ Option") located in the Abitibi Greenstone Belt of northwestern Québec and northeastern Ontario (the "GZZ Properties") held by Golden Valley.

Subject to net smelter return royalty interests and advance royalty interests in favour of the original vendors (one of which is a director and officer of Golden Valley), the Company can acquire a 70% interest in certain properties located in the Abitibi Greenstone Belt of northwestern Québec (the "GZZ-I Option"); these properties are subject to a 30% interest held by Integra pursuant to a joint venture agreement between Integra and Golden Valley (the "GZZ-I Properties").. Golden Valley will be operator during the option phase.

In order to maintain in force the Option the Company has to:

(i) Issue to Golden Valley 9.9% of Company's issued share capital (the "Share Interest");
(ii) Incur expenditures in an aggregate amount of $4,500,000 over a 5 year period (the "Expenditures") to be allocated between the GZZ Properties and the GZZ-I Properties as the Company may determine provided that no more than $4,000,000 of the Expenditures shall be incurred with respect to the GZZ Properties and at least $500,000 of the Expenditures shall be incurred with respect to the GZZ-I Properties; and
(iii) Reimburse Golden Valley for all costs related to the preparation of any technical reports. Golden Valley has the right, but not the obligation to participate in future financings of the Company in order to maintain its Share Interest.

Upon the GZZ Option being exercised, Golden Valley shall retain a 30% free carried interest to production in respect of the GZZ Properties. Upon the GZZ-I Option being exercised, Golden Valley and Integra shall retain a combined 30% free carried interest to production (22.5% Golden Valley/7.5% Integra).

1.9 Oil and Gas Properties

Currently the Company is pursuing new opportunities for oil and gas properties.

1.10 Liquidity and Capital Resources

Historically, the Company has raised funds through equity financing and the exercise of options and warrants to fund its operations. The Company has a working capital deficiency of $1,208,387 at March 31, 2012 as compared to a deficiency of $1,141,488 at September 30, 2011. The Company is expecting to use the proceeds from the sale of its mineral properties for general working capital purposes during the year. Additional funding will be required from brokered or non-brokered private placements, or from the advancing of funds from related parties and directors depending on the future direction of the Company.

1.11 Share Capital

(a) Common Shares

The Company is authorized to issue an unlimited number of common shares, issuable in serious.

The holders of common shares are entitled to dividends which are declared from time to time, entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

	Number of Shares	Amount
Balance October 1, 2010, September 30, 2011and March 31, 2012	7,085,969	$ 10,227,559

(b) Escrow Shares

At March 31, 2012, a total of 6,250 (2010 – 6,250) of the issued and outstanding shares are held in escrow and may not be released without the consent of the regulatory authorities.

(c) Options

During the year ended September 30, 2011, the Company granted 708,597 incentive stock options to directors, officers and consultants of the Company to purchase an aggregate of 708,597 common shares in the capital stock of the Company.

The following is a summary of changes in options from October 1, 2010 to March 31, 2012:

	March 31, 2012		September 30, 2011	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of period	708,597	$0.285	-	-
Granted	-	-	708,597	$0.285
Expired	-	-	-	-
Exercised	-	-	-	-
Balance, end of period	708,597	$0.285	708,597	$0.285

(d) Share purchase warrants:

During the period ended March 31, 2012, the Company did not grant any share purchase warrants.

There are no share purchase warrants outstanding at March 31, 2012, September 30, 2011 and 2010.

1.12 Off- balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

1.13 Related Party Transactions

Transactions with related parties are incurred in the normal course of business and are measured at the carrying amount. Related party transactions have been listed below, unless they have been disclosed elsewhere in the financial statements.

a) Summary of the amount charged and Key Management Compensation

	Note		**March 31, 2012**		March 31, 2011
Management Fees	(i)	$	**30,000**	$	30,000
Salaries and Wages		$	**13,958**	$	27,819
Rent		$	**2,198**	$	4,690

(i) The Company has entered into a management agreement with the Company's president whereby the Company agreed to pay a management fee of $5,000 per month until the agreement is terminated. The agreement can be terminated by providing two months notice.

b) Receivable and Payable

	March 31, 2012	September 31, 2011
Due from companies with common directors	$ -	$ -
Due to directors	$ 211,664	$ 176,000
Due to companies with common directors	$ 483,951	$ 481,296
	$ 695,615	$ 657,296

These amounts are unsecured and non-interest bearing.

c) Prepaid expenses

As at March 31, 2012, included in prepaid expenses is $2,000 (2011 - $2,000) for rent to a company with a common director.

1.14 **Proposed Transactions**

No disclosure necessary.

1.15 Critical Accounting Estimates

Mineral properties

Consistent with prior periods, mineral property acquisition costs include the cash consideration paid and the fair value of common shares issued on acquisition, based on the trading price of the shares on the date of the agreement to issue the shares.

Recoveries for option payments or shares received are recorded on receipt, as the payments or shares received under the agreement are made at the sole discretion of the optionee. Proceeds from the sale of minerals recovered during the exploration stage are recorded when title to the minerals passes, the proceeds are reasonably determinable and the collectability is assured.

Amounts shown for mineral properties represent costs incurred to date, less write-downs, and do not necessarily reflect present or future values.

Asset retirement obligations

The Company records a liability for the fair value of legal obligations associated with the retirement of mineral property assets. The liability is equal to the discounted fair value of the obligation in the period in which the asset is recorded with an equal offset to the carrying amount of the asset. The liability then accretes to its fair value with the passage of time and the accretion is recognized as an expense in the financial statements. The total amount of the asset retirement obligation is an estimate based on the Company's net ownership interest in all wells and facilities, the estimated costs to abandon and reclaim the wells and facilities and the estimated timing of the costs to be incurred in future periods. The total amount of the estimated cash flows required to settle the asset retirement obligation, the timing of those cash flows and the discount rate used to calculate the present value of those cash flows are all estimates subject to measurement uncertainty. Any change in these estimates would impact the asset retirement liability and the accretion expense.

Income taxes

The determination of income and other tax liabilities requires interpretation of complex laws and regulations. All tax filings are subject to audit and potential reassessment after the lapse of considerable time. In addition, the Company estimates when its temporary differences are expected to reverse and recognizes its tax assets and liabilities based on the legislated tax rate in those periods. Accordingly, the Company has provided a full valuation allowance on the future income tax assets as of July 31, 2009 and July 31, 2008 to reduce such future income tax assets to zero, as it is management’s belief that realization of such amounts is not considered more likely than not.

1.16 Recently Adopted Accounting Pronouncements

In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own generally accepted accounting principles. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of February 1, 2011 will require the restatement for comparative purposes of the amounts reported by the Company for the year ended January 31, 2011. The Company does not carry material amounts of Plant, Machinery and Equipment that could make an impact due to conversion to IFRS. A preliminary review does not show a significant impact on the Financial Statement due to conversion to IFRS. The Company does not expect a material financial reporting impact as a result of the transition to IFRS.

There was no material financial reporting impact to the Company’s financial statements as a result of the transition to IFRS. Note 12 to the Financial Statements includes additional detail on the financial statement and accounting effect of the transition to IFRS.

First time adoption

The Company’s adoption of IFRS required application of IFRS 1 which provides guidance for an entity’s initial adoption of IFRS. IFRS 1 generally requires that an entity apply all IFRS effective at the transition

date retrospectively, with specific mandatory exemptions and a limited number of optional exemptions. The following represent the optional exemptions that the Company has applied:

- Share-based payment transactions – IFRS 1 permits first-time adopters to not apply IFRS 2, *Share-based Payments*, to equity instruments that were granted on or before November 7, 2002, or equity instruments that were granted subsequent to November 7, 2002 and vested before the date of transition to IFRS. The Company has elected not to apply IFRS 2 to awards that vested prior to February 1, 2010.

1.17 Disclosure for Venture Issuers without Significant Revenue

The details of capitalized acquisition costs, expensed exploration and development costs and general and administrative costs are disclosed in the audited financial statements.

1.18 Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") and other key management personnel have conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures. The Company evaluated the design of its internal controls over financial reporting as defined in National Instrument 52- 109 for the period ended January 31, 2010 and based on this evaluation have determined these controls to be effective except as noted in the following paragraph.

This evaluation of the design of internal controls over financial reporting for the Company resulted in the identification of internal controls deficiencies which are not atypical for a company this size including lack of segregation of duties due to limited number of employees dealing with accounting and financial matters and insufficient in-house expertise to deal with complex accounting, reporting and taxation issues.

There have been no significant changes to the Company's internal controls over financial reporting in the period ended March 31, 2012.

Additional information relating to the Company is available on SEDAR at www.sedar.com