

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**CONTENT OF MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Golden Cariboo Resources Ltd.. (the “Company” or “WellStar”)  
15<sup>th</sup> Floor – 675 West Hastings St.  
Vancouver, BC V6B1N2

**Item 2 Date of Material Change**

November 6, 2012

**Item 3 News Release**

The news release was disseminated via the services of Marketwire on November 6, 2012.

**Item 4 Summary of Material Change**

Golden Cariboo announced a non-brokered private placement (the “**Offering**”) of up to 6,000,000 units at a price of \$0.25 per unit (the “Units”) to raise up to an aggregate total of \$1,500,000 (the “Financing”).

**Item 5 Full Description of Material Change**

Golden Cariboo announced a non-brokered private placement (the “**Offering**”) of up to 6,000,000 units at a price of \$0.25 per unit (the “Units”) to raise up to an aggregate total of \$1,500,000 (the “Financing”). Each Unit consists of one common share in the equity of Golden Cariboo and one half of one share purchase warrant (the “Warrants”); each whole Warrant entitles the holder to purchase one additional common share (a “Share”) at a price of \$0.35 per Share for a period of one year from closing of the Financing. Proceeds of the Financing will be used for general working capital purposes. Finder’s fees may be payable in connection with the Financing. Closing of the Financing is subject to regulatory approval.

A copy of the news release is attached hereto as Schedule “A”.

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

This does not apply.

**Item 7 Omitted Information**

The Company has not omitted any information.

**Item 8 Executive Officer**

J. Frank Callaghan  
Chief Executive Officer  
604-669-6463

**Item 9 Date of Report**

This report is dated January 8, 2013

Schedule "A"  
News Release

(see next page)

# **Golden Cariboo Resources Ltd.**

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NEX  
Trading Symbol: "GCC.H"

Web: [www.theresourcegroup.ca](http://www.theresourcegroup.ca)

November 6, 2012

*Not for dissemination in the US or to US wire services.*

## **News Release 12-03**

### **GOLDEN CARIBOO ANNOUNCES PRIVATE PLACEMENT FINANCING**

**VANCOUVER, BC** – November 6, 2012 - (NEX: GCC.H) -- Golden Cariboo Resources Ltd. ("Golden Cariboo" or the "Company") announces a private placement financing of up to 6,000,000 units at a price of \$0.25 per unit (the "Units") to raise up to an aggregate total of \$1,500,000 (the "Financing"). Each Unit consists of one common share in the equity of Golden Cariboo and one half of one share purchase warrant (the "Warrants"); each whole Warrant entitles the holder to purchase one additional common share (a "Share") at a price of \$0.35 per Share for a period of one year from closing of the Financing. Proceeds of the Financing will be used for general working capital purposes. Finder's fees may be payable in connection with the Financing. Closing of the Financing is subject to regulatory approval.

#### **About Golden Cariboo Resources Ltd.**

The Company is an exploration and development mineral resource company focused on the identification of potential mineral exploration projects. The Company is listed on the NEX board of the TSX Venture Exchange under the symbol GCC.H. Additional information about the Company is available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

This news release has been prepared on behalf of the board of directors which takes full responsibility for its contents.

*"J. Frank Callaghan"*

J. Frank Callaghan  
President and CEO

*This News Release contains forward-looking statements. Forward-looking statements are statements which relate to future events and conditions and therefore involve inherent risks and uncertainties. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any future results expressed or implied by these forward-looking statements. These forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment. Except as required by applicable law, the Company does not intend to update any of the forward looking statements to conform these statements to actual results.*

*These securities have not and will not be registered under the United States Securities Act of 1933 or any state securities laws and may not be offered or sold in the United States or to a U.S. Person unless so registered, or an exemption from registration is available to be relied upon. This news release does not constitute an offer of securities for sale in the United States.*

*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.*