

**FORM 51 – 102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Golden Cariboo Resources Ltd.  
1500 – 675 West Hastings Street  
Vancouver, BC V6B 1N2

**2. Date of Material Change**

May 3, 2011

**3. News Release**

A press release dated May 2, 2011 was disseminated through Stockwatch and Market News and was filed via SEDAR on May 2, 2011.

**4. Summary of the Material Change**

Effective May 3, 2011 the Company's listing will transfer to NEX where its shares will be listed under the symbol "GCC.H".

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

Vancouver, BC – Golden Cariboo Resources Ltd. (the "Company") announces that, effective May 3, 2011 its listing will transfer to NEX, where its shares will be listed under the symbol "GCC.H". The Company does not currently meet all of the TSX Venture Exchange (the "Exchange") Continued Listing Requirements. There is no change in the Company's name or CUSIP number, and no consolidation of capital.

NEX is a separate board of TSX Venture Exchange. It provides a trading forum for listed companies that have failed to maintain compliance with the Exchange's ongoing listing standards.

ON BEHALF OF THE BOARD OF DIRECTORS

*"J. Frank Callaghan"*

J. Frank Callaghan  
President and CEO  
604-669-6463

*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.*

*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.*

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

N/A

**7. Omitted Information**

N/A

**8. Executive Officer**

Minaz Dhanani  
CFO  
Phone: (604) 669-6463  
Fax: (604) 669-3041

**9. Date of Report**

May 2, 2011