

EARLY WARNING REPORT

Pursuant to National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues

1. *Name and Address of the offeror.*

James Frances Gerard Callaghan
15th Floor - 675 West Hastings Street
Vancouver, BC V6B 1N2

2. *The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.*

On November 13, 2009, James Frances Gerard Callaghan ("**Callaghan**") held either directly or indirectly or had control or direction over 565,783 common shares and 161,739 options of Golden Cariboo Resources Ltd. ("**GCC**"), representing 10.03% of the 7,247,708 outstanding common shares of GCC on that date assuming the exercise of options.

Prior to November 13, 2009, Callaghan held either directly or indirectly or had control or direction over 557,783 common shares and 161,739 options of GCC, representing 9.93% of the 7,247,708 outstanding common shares of GCC on that date assuming the exercise of options.

From November 14, 2009 through January 26, 2010, Callaghan acquired an additional 2.01 % of the outstanding common shares of GCC. On January 26, 2010, Callaghan held either directly or indirectly or had control or direction over, 709,783 common shares and 161,739 options of GCC, representing 12.02% of the 7,247,708 outstanding common shares of GCC on that date assuming the exercise of options.

On February 21, 2010 the 161,739 options held by Callaghan expired. At which time Callaghan held either directly or indirectly or had control or direction over 751,283 common shares of GCC, representing 10.60% of the 7,085,969 outstanding common shares of GCC.

On February 15, 2011 Callaghan was granted 428,597 stock options at a price of \$0.285, to purchase additional common shares in the capital of GCC up until February 15, 2016. Assuming exercise of the 428,597 stock options, Callaghan held either directly or indirectly, or had control or direction over 17.43% of GCC. Taking into account this new grant of options, Callaghan acquired an additional 6.83% of the outstanding common shares of GCC.

Prior to February 15, 2011 Callaghan had acquired an additional 1.84% of the outstanding common shares of GCC. As at February 14, 2011 Callaghan held either directly or indirectly or had control or direction over 881,498 common shares of GCC, representing 12.44% of the 7,085,969 outstanding common shares of GCC.

From February 16, 2011 through May 13, 2011, Callaghan acquired a further 140,000 common shares of GCC. After issuance of the 140,000 common shares, Callaghan held either directly or indirectly, or had control or direction over 14.42% of the outstanding common shares of GCC. Assuming exercise of the 428,597 stock options, Callaghan's total holdings held either directly or indirectly, or over which he had control or direction over were 19.30%.

Mr. Callaghan inadvertently granted himself more than the 5% of the issued and outstanding share capital of GCC at the time of the grant allowed under the stock option plan and in order to correct this error has since relinquished 74,300 stock options of GCC.

Currently, Callaghan directly holds 599,373 common shares of GCC and 75,100 shares under his RRSP. Callaghan also has control or direction over 85,300 common shares of GCC in the name of his wife, Elaine Callaghan and 13,175 under his wife's RRSP (although he disclaims any beneficial interest in such shares). Callaghan also has control or direction over 248,550 common shares of GCC held in Standard Drilling & Engineering Ltd. ("**Standard**"). Callaghan is the President, Secretary and a director of Standard and owns 100% of the outstanding shares of Standard. All of the common shares held directly or indirectly by Callaghan or over which he has control or direction represent 14.42% of the outstanding common shares of GCC. Assuming the exercise of the remaining 354,297 options, Callaghan would hold a total of 1,375,795 shares of the then 7,440,266 shares outstanding of GCC, being 18.49%.

3. *The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.*

As at August 2, 2011, GCC had 7,085,969 common shares outstanding, of which Callaghan owned directly or indirectly or, exercised control or direction over 1,021,498 common shares. Callaghan also held 354,297 options, representing 18.49% of the outstanding common shares of GCC, assuming the exercise of Callaghan's stock options.

4. *The designation and number or principal amount of securities and percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:*

- (a) *the offeror, either alone or together with any joint actors, has ownership and control:*

Refer to item 3 above.

- (b) *the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:*

Not applicable.

- (c) *the offeror, either alone or together with any joint actors, has exclusive or shares control but does not have ownership:*

Not applicable.

5. *Market where the transaction or occurrence took place.*

TSX Venture Exchange.

6. *The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.*

Not applicable.

7. *The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.*

Subject to the availability of securities exemptions, price, the general state of the capital markets and the financial condition of GCC from time to time, Callaghan may purchase or sell securities of GCC.

8. *The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:*

Not applicable.

9. *The names of any joint actors in connection with the disclosure required by this report:*

Not applicable.

10. *In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror.*

428,597 stock options were issued to Mr. Callaghan on February 15, 2011 at a price of \$0.285 of which 74,300 options were subsequently relinquished to the Company.

11. *If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

12. *If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.*

Not applicable.

Dated the 2nd day of August, 2011



James Frances Gerard Callaghan