

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 *Name and Address of Company*

Golden Cariboo Resources Ltd. (the “**Company**”)
610 - 1100 Melville Street
Vancouver, BC V6E 4A6

Item 2 *Date of Material Change*

February 20, 2015

Item 3 *News Release*

On February 23, 2015 a press release was disseminated to the TSX Venture Exchange and through various other approved public media and was also filed on SEDAR with the securities commissions of British Columbia and Alberta

Item 4 *Summary of Material Change*

On February 20, 2015 Mr. Christopher P. Cherry was appointed as Chief Financial Officer (“CFO”). Mr. Cherry replaced Mr. Minaz Dhanani as CFO.

Item 5 *Full Description of Material Change*

5.1 Full Description of Material Change

On February 20, 2015 Mr. Christopher P. Cherry was appointed as CFO. Mr. Cherry has over 14 years of corporate accounting and audit experience. Mr. Cherry has extensive corporate experience and has held senior level positions for several public mining companies including Director, Chief Financial Officer, and Secretary. Mr. Cherry has been a Chartered Accountant since February 2009 and a Certified General Accountant since 2004. In his former experience as an auditor, he held positions with KPMG and Davidson and Co. LLP in Vancouver, where he gained experience as an auditor for junior public companies, and an IPO specialist. Mr. Cherry replaces Mr. Minaz Dhanani as CFO.

5.2 Disclosure of Restructuring Transaction

Not applicable.

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

Not applicable.

Item 7 *Omitted Information*

Not Applicable.

Item 8 Executive Officer

J. Frank Callaghan, President and Chief Executive Officer
Tel: 604-669-6463

Item 9 Date of Report

February 24, 2015