

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 *Name and Address of Company*

Golden Cariboo Resources Ltd. (the “**Company**”)
P.O. Box 48778 Stn. Bentall Centre,
Vancouver, B.C. V7X 1A6

Item 2 *Date of Material Change*

August 11, 2015

Item 3 *News Release*

On August 12, 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 August 11, 2015 the Company held its Annual General Meeting (the “**AGM**”). The Company’s shareholders approved all the resolutions put before them at the AGM. Shareholders voted to set the number of directors at four; to elect Andrew H. Rees, Glen McDonald, Christopher P. Cherry and Thomas Kennedy as directors for the ensuing year; to reappoint BDO LLP as the Company’s auditors for the ensuing year and to authorized the directors to fix the auditor’s remuneration; and to approve the Company’s Stock Option Plan.

Subsequent to the AGM, the Board of Directors approved the appointment of Thomas Kennedy as a Chief Executive Officer and Christopher P. Cherry as Chief Financial Officer. The Company’s audit committee is comprised of Christopher P. Cherry, Glen MacDonald and Andrew H. Rees.

Item 5 *Full Description of Material Change*

5.1 Full Description of Material Change

Shareholders approved all the resolutions put before them at the Company’s AGM held on August 11, 2015. At the AGM shareholders voted to set the number of directors at four; to elect Andrew H. Rees, Glen McDonald, Christopher P. Cherry and Thomas Kennedy as directors for the ensuing year; to reappoint BDO LLP as the Company’s auditors for the ensuing year and to authorized the directors to fix the auditor’s remuneration; and to approve the Company’s Stock Option Plan. The stock option plan is subject to TSX Venture Exchange approval.

Subsequent to the AGM, the Board of Directors approved the appointment of Thomas Kennedy as a Chief Executive Officer and Christopher P. Cherry as Chief Financial Officer. The Company’s audit committee is comprised of Christopher P. Cherry, Glen MacDonald and Andrew H. Rees.

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

Christopher P. Cherry, Chief Financial Officer
Tel: 604-669-6463

Item 9 Date of Report

August 12, 2015