

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*

November 6, 2015

Item 3 *News Release*

On November 10, 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*

The Company announced that effective November 6, 2015 Davidson & Company LLP, Chartered Accountants have been appointed as the Company’s auditor until the next annual general meeting of the Company.

Item 5 *Full Description of Material Change*

5.1 Full Description of Material Change

Effective November 6, 2015 Davidson & Company LLP, Chartered Accountants have been appointed as the Company’s auditor until the next annual general meeting of the Company. Davidson & Company LLP replaces BDO Canada LLP as the Company’s Auditor.

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. Chery, Chief Financial Officer
Tel: 604-669-6463

Item 9 Date of Report

November 10, 2015