

GOLDEN CARIBOO RESOURCES LTD.

**P.O. Box 48778 Stn. Bentall Centre
Vancouver, BC V7X 1A6
Tel: 604 505-3739 / Fax: 604 492-1944**

February 3, 2017

VIA SEDAR

BC Securities Commission
Alberta Securities Commission

Dear Sirs/ Mesdames:

**Re: Re-filing of the MD&A for the year ended September 30, 2016 under SEDAR Project #
2579550; and 2579544.**

The MD&A for the year ended September 30, 2016 has been amended at the request of the BC Securities Commission to match the information in the audited annual financial statements include all of the selected annual information for each of the three most recently completed financial years as required under Item 1.3 of Form 51-102F1. New CEO and CFO certificates using Form 52-1092F1R have been prepared.

There are no other changes to the annual filing.

Thank you.

Yours truly,

Golden Cariboo Resources Ltd.

(signed) "Christopher P. Cherry"

Christopher P. Cherry
Chief Financial Officer