



**Golden
Cariboo
Resources Ltd.**

NOTICE OF CHANGE OF AUDITOR (“Notice”)

TO: BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION
NEX

At the request of Golden Cariboo Resources Ltd. (the “**Company**”) Davidson & Company LLP, Chartered Accountants, resigned as the Company’s auditor effective September 28, 2017. Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants, have been appointed as the Company’s successor auditors.

In accordance with National Instrument 51-102 (“NI 51-102”) we confirm that:

- (a) Davidson & Company LLP, Chartered Accountants, was asked to resign as auditor of the Company to facilitate the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants, of 1500 - 1140 West Pender Street, Vancouver, BC V6E 4G1;
- (b) Davidson & Company LLP, Chartered Accountants, has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for any period subsequent thereto for which an audit report was issued and preceding the date hereof;
- (c) The resignation of Davidson & Company LLP, Chartered Accountants and the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants as auditor of the Company were considered and approved by the Board of Directors of the Company;
- (d) There have been no reportable events, being “disagreements”, “consultations” or “unresolved issues” as those term as defined in in Part 4.11 of National Instrument 51-102; and
- (e) The Notice of Resignation, and the appointment of Davidson & Company LLP, Chartered Accountants, has been reviewed by the Audit Committee and the Board of Directors

GOLDEN CARIBOO RESOURCES LTD.

Per: “*Christopher P. Cherry*”

Christopher P. Cherry,
Chief Financial Officer