

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Golden Cariboo Resources Ltd. (the “Company”)
Suite 804 – 750 West Pender Street
Vancouver BC V6C 2T7

Item 2: Date of Material Change

December 23, 2020

Item 3: News Release

A news release was issued and disseminated on December 30, 2020 through the thenewswire.ca and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

Golden Cariboo Resources Ltd. (the “Company”) (TSX.V: GCC) is pleased to announce that Mr. Laurence A. Smoliak has been appointed Director of the Company.

Item 5: Full Description of Material Change

Golden Cariboo Resources Ltd. (the “Company”) (TSX.V: GCC) is pleased to announce that Mr. Laurence A. Smoliak has been appointed Director of the Company.

Mr. Smoliak is a Chartered Public Accountant (Chartered Accountant and Certified Management Accountant) with over 40 years experience in public practice and industry. He has broad experience in finance and management, international business experience and has held senior management positions in private and public companies. Mr. Smoliak graduated from the University of British Columbia with a Bachelor of Commerce Degree in Accounting and Management Information Systems. After university he spent five years with the Chartered Accounting firm Thorne Riddell (later merged to be KPMG) working in the areas of auditing, taxation and business valuations. He then set up and operated his own successful public accounting practice.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

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Item 9: Date of Report

December 31, 2020