

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

May 3, 2021

Item 3: News Release

A news release was issued and disseminated on May 4, 2021 through The Newswire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

Golden Cariboo Resources Ltd. Announced Mr. Glen C. Macdonald has resigned from the Company

Item 5: Full Description of Material Change

Golden Cariboo Resources Ltd. (the "Company") (TSX.V: GCC) announces Glen C. Macdonald has resigned as Director of the Company. The Company thanks Mr. Macdonald for his contributions during his time as Director and wishes him well in all future endeavors.

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:

Thomas Kennedy: (604) 682-2928
Email: tomkennedy@shaw.ca

Item 9: Date of Report

May 4, 2021