

CSE FORM 2A
AMENDED AND
RESTATED LISTING
STATEMENT
(the "Listing Statement")

GOLDEN CARIBOO RESOURCES LTD.
(the "Issuer")

December 7, 2023



This Listing Statement is intended to provide full, true and plain disclosure about the Issuer. It is not, and is not to be construed as, a prospectus. It has not been reviewed by a securities regulatory authority and no securities are being sold or qualified for distribution by the filing of this Listing Statement.

TABLE OF CONTENTS

GENERAL MATTERS	4
CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION	4
DOCUMENTS INCORPORATED BY REFERENCE	6
GLOSSARY OF TERMS	9
TABLE OF CONCORDANCE	11
HISTORY	13
USE OF PROCEEDS	13
DIVIDENDS OR DISTRIBUTIONS	13
DESCRIPTION OF THE SECURITIES DISTRIBUTED	13
COMMON SHARES	13
WARRANTS	14
OPTIONS	14
CONSOLIDATED CAPITALIZATION	14
OPTIONS TO PURCHASE SECURITIES	14
TRADING PRICE AND VOLUME	14
DIRECTORS AND EXECUTIVE OFFICERS	15
NAME, OCCUPATION AND SECURITY HOLDINGS	15
SHARE OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS	17
CONFLICTS OF INTEREST	19
PROMOTERS	19
LEGAL PROCEEDINGS AND REGULATORY ACTIONS	20
LEGAL PROCEEDINGS	20
REGULATORY ACTIONS	20
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	20
AUDITORS, TRANSFER AGENT AND REGISTRARS	20
TRANSFER AGENT AND REGISTRAR	20
AUDITOR	20
EXPERTS	21
NAMES OF EXPERTS	21
INTEREST OF EXPERTS	21
MATERIAL CONTRACTS	21
OTHER MATERIAL FACTS	21
SCHEDULE "A"	22
PUBLIC FLOAT AND DISTRIBUTION TABLES	22
PUBLIC SECURITYHOLDERS (REGISTERED)	23
PUBLIC SECURITYHOLDERS (BENEFICIAL)	23

NON-PUBLIC SECURITYHOLDERS (REGISTERED) 24

GENERAL MATTERS

The Company: References in this Listing Statement to "*the Company*" or "*GCC*" refer to Golden Cariboo Resources Ltd.

Glossary of Terms: See "*Glossary of Terms*" below for the meaning assigned to certain capitalized terms in this Listing Statement.

Currency: In this Listing Statement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to \$ are to Canadian dollars.

IFRS: For reporting purposes, the Company prepares its financial statements in Canadian dollars and in conformity with International Financial Reporting Standards.

Date of Information: Except as otherwise indicated in this Listing Statement, all information disclosed in this Listing Statement is as of date of this Listing Statement, or as known to the Company, as of the date of this Listing Statement.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

This Listing Statement contains "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation. The forward-looking statements herein are made as of the date of this Listing Statement only, and the Company does not assume any obligation to update or revise them to reflect new information, estimates or opinions, future events or results or otherwise, except as required by applicable law. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budgets", "scheduled", "estimates", "forecasts", "predicts", "projects", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. These forward-looking statements include, among other things, statements relating to: expectations, strategies and plans, including the Company's proposed expenditures for exploration work on its properties, including the Quesnelle Gold Quartz Mine Property, and general and administrative expenses; the results of future exploration work and the estimated timelines for same; the timing, receipt and maintenance of approvals, licenses and permits from applicable government, regulatory or administrative bodies; expectations generally about the Company's business plan and its ability to raise further capital for corporate purposes and further exploration; future financial or operating performance and condition of the Company and its business, operations and properties; environmental, health and safety regulations affecting the mineral exploration industry; competitive conditions; expectations respecting executive compensation; involvement and impact of Indigenous land claims and NGOs; staffing of exploration activities and access to services and supplies at its properties; the impact of the Russia-Ukrainian war, the impact of climate change; capital and operating expenditures; and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable.

Although the forward-looking information in this Listing Statement reflects management's current beliefs about the prospects of the Company based on information currently available to

management and on what management believes to be reasonable assumptions, there is no certainty that the actual results achieved will be consistent with such forward-looking information. Forward-looking information is not a guarantee of future performance and by its nature is based on assumptions and involves significant known and unknown risks, uncertainties and other factors which may cause actual results, performance, achievements, industry results, prospects and opportunities of the Company in future periods to be materially different from those expressed or implied by the forward-looking information provided in this Listing Statement. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking information prove incorrect, then any such change could cause actual results, performance or achievements to differ materially from the anticipated results expressed or implied in the forward-looking information set out in this Listing Statement.

With respect to the forward-looking statements information contained in this Listing Statement, although the Company believes that the expectations and assumptions on which the forward-looking information are based are reasonable, undue reliance should not be placed on the statements containing forward-looking information, because no assurance can be given that they will prove to be correct. Since statements containing forward-looking information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks which include, but are not limited to risks related to general business, economic, competitive, political and social uncertainties; risks related to the effects of the Russia-Ukraine war; risks related to climate change; operational risks in exploration, development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the actual results of current exploration activities and actual results of reclamation activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, changes in labour costs and other costs and expenses or equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and commodity prices. This list is not exhaustive. A large number of factors could affect the assumptions on which statements about forward looking information are made in this Listing Statement or the underlying assumptions. A discussion of the factors that could cause actual results to differ significantly from the forward-looking information given in this Listing Statement is set out under the heading "*Risk Factors*". Forward-looking information is based on certain assumptions that the Company believes are reasonable, including that the Company will be able to carry on exploration and development activities as anticipated; required approvals, licenses and permits for its proposed exploration program on its properties will be obtained; sufficient working capital will be available for exploration and the Company's general operations; the current price of and demand for commodities will be sustained or will improve, the supply of commodities will remain stable, that the general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and the Company will not experience any material labour dispute, accident, or failure of plant or equipment and such other assumptions and factors as set out herein. See "*Risk Factors*".

Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in the forward-looking information in this Listing Statement, there may be other factors and risks that cause actions, events or results that have not been anticipated. **There can be no assurance that the forward-looking information in this Listing Statement will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The factors discussed in this section should therefore be weighed carefully and readers should not place undue reliance on the forward-looking information provided in this Listing Statement. Forward-looking information contained in this Listing Statement is expressly qualified in its entirety by the foregoing cautionary statements and speak only as of the date of this Listing Statement. Except as required under applicable laws, the Company assumes no obligation to update or revise such information to reflect new events or circumstances. Neither the Company nor any of its representatives make any representation or warranty, express or implied, as to the accuracy, sufficiency or completeness of the information in this Listing Statement.**

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of the Company, filed with the various securities commissions or similar authorities in Canada, are specifically incorporated by reference into, and form an integral part of, this Listing Statement, provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contained in this Listing Statement or in any other subsequently filed document that is also incorporated by reference in this Listing Statement:

1. the audited consolidated financial statements of the Company as at and for the year ended September 30, 2022, together with the notes thereto and the auditor's report thereon dated January 26, 2023 (filed on SEDAR+: January 27, 2023) (the "**Annual Financial Statements**");
2. the management's discussion and analysis of the financial condition and results of operations of the Company as at and for the year ended September 30, 2022 (filed on SEDAR+: January 27, 2023) (the "**Annual MD&A**");
3. the management prepared (unaudited) interim financial statements of the Company as at and for the three month period ended December 31, 2022 (filed on SEDAR+: February 28, 2023) (the "**Q1 Financial Statements**");
4. the management's discussion and analysis of the financial condition and results of operations of the Company as at and for the three month period ended December 31, 2022 (filed on SEDAR+: February 28, 2023) (the "**Q1 MD&A**");
5. the management prepared (unaudited) interim financial statements of the Company as at and for the six month period ended March 31, 2023 (filed on SEDAR+: May 24, 2023) (the "**Q2 Financial Statements**");
6. the management's discussion and analysis of the financial condition and results of operations of the Company as at and for the six month period ended March 31, 2023 (filed

on SEDAR+: May 24, 2023) (the “**Q2 MD&A**”);

7. the management prepared (unaudited) interim financial statements of the Company as at and for the nine month period ended June 30, 2023 (filed on SEDAR+: August 14, 2023) (the “**Q3 Financial Statements**”);
8. the management’s discussion and analysis of the financial condition and results of operations of the Company as at and for the nine month period ended June 30, 2023 (filed on SEDAR+: August 14, 2023) (the “**Q3 MD&A**”);

(the documents referred to in paragraphs 1 – 8 above are collectively referred to as the “**Financial Disclosure Documents**”);

9. the management information circular of the Company dated February 22, 2023, filed in connection with the annual general meeting of shareholders of the Company held on March 29, 2023 (the “**2023 AGM Circular**”) (filed on SEDAR+: March 3, 2023);
10. NI 43-101 Technical Report dated April 29, 2022, on the Quesnelle Gold Quartz Mine Property, Hixon, British Columbia (the “**Technical Report**”) (filed on SEDAR+: February 16, 2023); and
11. the news releases (collectively, the “**News Releases**”) filed on SEDAR+ on the following dates with the following titles:
 - (a) September 5, 2023: Golden Cariboo Cancels Private Placement;
 - (b) August 8, 2023: Golden Cariboo Private Placement Extension;
 - (c) June 21, 2023: Golden Cariboo completes infill sampling program at the Quesnelle Gold Quartz Mine Property;
 - (d) June 14, 2023: Golden Cariboo Drilling Identifies Multiple Semi Massive Sulphide and Replacement Ore Zones in Previously Unexplored Areas;
 - (e) June 12, 2023: Golden Cariboo Announces \$750,000 Private Placement;
 - (f) June 6, 2023: Golden Cariboo Correlates Known Gold Mineralization to 1.8km Long Geophysical Anomaly;
 - (g) May 23, 2023: Golden Cariboo Seeks Approval to Significantly Expand Exploration Activities at Quesnelle Gold Quartz Mine Property;
 - (h) May 18, 2023: Trenching Results from New Discovery by Golden Cariboo Resources Ltd.;
 - (i) May 9, 2023: 2023 Drill Program Commences at Quesnelle Gold Quartz Mine Property;

- (j) April 25, 2023: Golden Cariboo Drills 22.3m Intercept in Maiden Diamond Drilling Program;
- (k) April 20, 2023: Golden Cariboo Resources Ltd Announces Engagement of Winning Media;
- (l) April 19, 2023: Golden Cariboo Resources Ltd to Present at the Sequire Investor Summit in Puerto Rico;
- (m) April 4, 2023: Golden Cariboo Mobilizes to Quesnelle Gold Quartz Mine Property Near Hixon, BC;
- (n) April 3, 2023: Options Granted;
- (o) March 23, 2023: Golden Cariboo Closes \$500,000 Private Placement;
- (p) March 3, 2023: Golden Cariboo Acquires Claims Within the Area of Osisko Development's Cariboo Gold Project and Announces \$500,000 Private Placement;
- (q) February 23, 2022: GOLDEN CARIBOO RESOURCES LTD. Files NI 43-101 Technical Report;
- (r) November 2, 2022: Audit Committee;
- (s) October 31, 2022: Appointment of Director; and
- (t) October 27, 2022: Ten Meter Vein Zone Intersected in Drilling at Quesnelle Gold Quartz Mine Property.

The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Listing Statement and the documents incorporated or deemed to be incorporated by reference herein.

Any statement contained in this Listing Statement or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded, for the purposes of this Listing Statement, to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Listing Statement.

GLOSSARY OF TERMS

“**2023 AGM Circular**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Annual Financial Statements**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Annual MD&A**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**BCBCA**” means the *Business Corporations Act* (British Columbia) including the regulations thereunder, as amended.

“**Board**” or “**Board of Directors**” means the board of directors of the Company.

“**CEO**” means chief executive officer.

“**CFO**” means chief financial officer.

“**company**” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“**Company**” or “**GCC**” means Golden Cariboo Resources Ltd., a company incorporated under the BCBCA.

“**CSE**” means the Canadian Securities Exchange.

“**Financial Disclosure Documents**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Listing Statement**” means this amended and restated listing statement dated as of the date on the cover page, and includes any appendices, schedules or attachments hereto.

“**News Releases**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**person**” means a company or individual.

“**Q1 Financial Statements**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Q1 MD&A**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Q2 Financial Statements**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Q2 MD&A**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Q3 Financial Statements**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Q3 MD&A**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**SEDAR+**” means System for Electronic Document Analysis and Retrieval, having a website located at www.sedarplus.ca.

“**Shareholder**” means a holder of Shares.

“**Shares**” means the common shares in the capital of the Company and “**Share**” means any one of them.

“**TSXV**” means the TSX Venture Exchange.

TABLE OF CONCORDANCE

Information Required by Form 2A Listing Statement	Disclosure Document	Page #
Corporate Structure (Name, address and incorporation)	Annual Financial Statements	7
Describe the Business (Describe the Business)	Annual MD&A	2
Describe the Business (History)	See below	See below
Describe the Business (Issuers with mineral projects)	Technical Report	All
Use of Proceeds (Junior issuers)	Form 5A - Annual Summary	6
Use of Proceeds (Principal Purposes)	Form 5A - Annual Summary	6
Use of Proceeds (Business objectives and milestones)	Form 5A - Annual Summary	6
Use of Proceeds (Unallocated funds in trust or escrow)	See below	See below
Dividends or distributions	See below	See below
Management's Discussion and Analysis	Annual MD&A	1
Management's Discussion and Analysis (Disclosure of outstanding security data)	Annual MD&A	5
Management's Discussion and Analysis (More recent financial information)	Annual MD&A	All
Management's Discussion and Analysis (Additional disclosure for venture issuers or IPO venture issuers without significant revenue)	Annual MD&A	7
Description of the Securities Distributed (Equity securities)	See below	See below
Consolidated Capitalization	See below	See below
Options to Purchase Securities	See below	See below
Prior Sales	Annual Financial Statements Q1 Financial Statements Q2 Financial Statements Q3 Financial Statements	13 Item 6 Share Capital
Prior Sales (Trading price and volume)	See below	See below
Principal Securityholders and Selling Securityholders	2023 AGM Circular	5
Directors and Executive Officers (Name, occupation and security holding)	See below	See below
Directors and Executive Officers (Cease trade orders, bankruptcies, penalties or sanctions)	See below	See below
Directors and Executive Officers (Conflicts of Interest)	See below	See below

Executive Compensation Disclosure	2023 AGM Circular	8
Indebtedness of Directors and Executive Officers (Aggregate Indebtedness)	2023 AGM Circular	14
Indebtedness of Directors and Executive Officers (Indebtedness of directors and executive officers under securities purchase and other programs)	2023 AGM Circular	14
Audit Committees and Corporate Governance (audit committees)	2023 AGM Circular	Schedule "A" - 1
Audit Committees and Corporate Governance (corporate governance)	2023 AGM Circular	Schedule "A" - 1
Risk Factors	Annual MD&A and Q3 MD&A	4 (Annual MD&A) & 5 (Q3 MD&A)
Promoters	See below	See below
Legal Proceedings and Regulatory Actions	See below	See below
Interests of Management and Others in Material Transactions	2023 AGM Circular	15
Auditors, Transfer Agents and Registrars (auditors)	See below	See below
Auditors, Transfer Agents and Registrars (Transfer agents, registrars, trustees or other agents)	See below	See below
Material Contracts	See below	See below
Experts (Names of Experts)	See below	See below
Experts (Interest of Experts)	See below	See below
Financial Statement Disclosure for Issuers (Annual financial statements)	Annual financial statements	4
Financial Statement Disclosure for Issuers (Interim financial report)	Q3 Financial Statements	3

HISTORY

A description of the Company's business development over the last completed financial year is set out in the Financial Disclosure Documents filed on SEDAR+ (see "*Documents Incorporated by Reference*" above).

USE OF PROCEEDS

The Company is not raising any funds in conjunction with the Listing. Accordingly, there are no proceeds. See the CSE Form 5A – Annual Summary for the Company's intended use of its available funds as of the date hereof. During the next 12 months, the Company intends to raise additional funds through equity financing(s). Any unallocated proceeds will be used for the future development of the Quenelle Gold Quartz Mine Property as well as for general working capital purposes.

DIVIDENDS OR DISTRIBUTIONS

The Company has not declared nor paid any dividends on its Shares over the least completed financial year. Subject to restrictions in the BCBCA relating to solvency, there are no restrictions in the Company's articles or elsewhere which would prevent the Company from paying dividends. However, there are no plans to pay any dividends in the foreseeable future as the Company intends to retain its cash to finance its exploration activities. Any decisions to pay dividends in cash or, otherwise in the future will be made at the discretion of the Board and will depend on the availability of distributable earnings and the operating results and the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends can be given by the Company.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Company is authorized to issue an unlimited number of Shares, of which 43,534,013 are issued and outstanding as of the date of this Listing Statement as fully paid and non-assessable.

All of the Shares rank equally as to voting rights and the entitlement to dividends. Shareholders are entitled to receive notice of, and to attend and vote at, all meetings of the Shareholders of the Company and to receive all notices and other documents required to be sent to holders of Shares in accordance with the Company's articles, corporate law and any applicable stock exchange. On a poll, every Shareholder is entitled to one vote for each Share held.

Distribution in the form of dividends, if any, will be set by the Board. The Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking fund or purchase fund provisions.

Subject to the BCBCA and the rights of the Shareholders, the Board is authorized to issue additional Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further securityholder action.

Warrants

A description of the Company's warrants is set out in page 15 of the Q3 Financial Statements filed on SEDAR+ (see "Documents Incorporated by Reference" above).

Options

A description of the Company's warrants is set out in page 14 of the Q3 Financial Statements filed on SEDAR+ (see "Documents Incorporated by Reference" above).

CONSOLIDATED CAPITALIZATION

The following tables sets out the consolidated capitalization of the Company as at June 30, 2023, and as of the date of this Listing Statement. This table must be read in conjunction with the interim financial statements for the nine-month period ended June 30, 2023, and the accompanying notes and the management's discussion and analysis incorporated by reference in this Listing Statement.

Description of Security	Number Authorized to be Issued	Amount Outstanding as at June 30, 2023 (unaudited)	Amount Outstanding as of the date of this Listing Statement
Shares	Unlimited	43,534,013	43,534,013
Warrants	Unlimited	9,376,667 ⁽¹⁾	9,376,667 ⁽¹⁾
Options	10% of Shares	2,950,000 ⁽²⁾	1,550,000 ⁽³⁾

Notes:

- (1) Each Warrant is exercisable into one Share, with: (i) 4,166,667 Warrants being exercisable at a price of \$0.12 until August 19, 2024; and (ii) 5,210,000 Warrants being exercisable at a price of \$0.10 until March 29, 2026.
- (2) 1,400,000 Options were exercisable into Shares at a price of \$0.10 per Share until July 23, 2023; and 1,550,000 Options are exercisable into Shares at a price of \$0.10 per Share until April 23, 2026.
- (3) These Options are exercisable into Shares at a price of \$0.10 per Share until April 23, 2026.

OPTIONS TO PURCHASE SECURITIES

Optionee category	Number of Options	Exercise Price \$	Expiry Date
Directors (who are not executive officers)	400,000	0.10	April 2, 2026
Executive officers	50,000	0.10	April 2, 2026
Employees	Nil	Nil	Nil
Consultants	1,100,000	0.10	April 2, 2026
Total	1,550,000		

TRADING PRICE AND VOLUME

The Shares are listed and posted for trading on the TSXV under the trading symbol "GCC". The table set out below presents, on a monthly basis, the reported high and low sale prices (which are not necessarily the closing prices) and the aggregate volume of trading of the Shares on the TSXV for the periods noted:

Month	High (C\$)	Low (C\$)	Volume (# of Shares)
August 2022	\$0.045	\$0.040	98,800
September 2022	\$0.050	\$0.035	102,852
October 2022	\$0.085	\$0.035	138,999
November 2022	\$0.075	\$0.050	147,329
December 2022	\$0.065	\$0.050	61,064
January 2023	\$0.060	\$0.050	32,015
February 2023	\$0.060	\$0.050	51,789
March 2023	\$0.105	\$0.055	2,221,318
April 2023	\$0.100	\$0.075	473,143
May 2023	\$0.095	\$0.070	942,800
June 2023	\$0.085	\$0.050	704,823
July 2023	\$0.060	\$0.040	329,022
August 2023	\$0.050	\$0.030	520,000
September 2023	\$0.040	\$0.025	1,134,100
October 2023	\$0.035	\$0.025	766,066
November 2023	\$0.035	\$0.025	656,023
December 2023 ⁽¹⁾	\$0.06	\$0.04	266,264

Notes:

(1) December 1, 2023, to December 6, 2023.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, province and country of residence, position or offices held with the Company, and principal occupation within the preceding five years of each of the Company's directors and executive officers.

Name, Position(s) held, and Province/State and Country of Residence	Director / Executive Officer Since	Principal Occupation	Share Ownership and %
Thomas Kennedy ⁽¹⁾ <i>CEO, Corporate Secretary & Director</i> Suite 804-750 W. Pender St., Vancouver, BC, V6C 2T7, Canada	CEO - August 11, 2015 Director - August 21, 2015 Corporate Secretary - May 5, 2016	CEO of Golden Cariboo Resources since August 2015 to present and Corporate Secretary since May 2016 to present; CEO of Engineer Gold Mines Ltd. from January 2018 to August 2022, CEO since March 2023 to present, COO since August 2022 to present, and Corporate Secretary since January 2018 to present; President and CEO of Klondike Silver Corp. since January 2015 to present; President, CEO, and Corporate Secretary of Mene Inc. from January 2015 to October 2018; CEO of Rift Valley Resources	373,000 0.86%

Name, Position(s) held, and Province/State and Country of Residence	Director / Executive Officer Since	Principal Occupation	Share Ownership and %
		Corp. since February 16, 2022 to present; CEO of Starr Peak Exploration Ltd. from July 2015 to June 2019, and Corporate Secretary from May 2016 to June 2019; and CEO of Blende Silver Corp. since August 2015 to present and Corporate Secretary since May 2016 to present.	
Dale Dobson <i>CFO</i> 604 – 1263 Barclay Street, Vancouver, BC, V6E 1H5, Canada	January 9, 2018	CFO of Amador Gold Corp. from February 2016 to October 2018; CFO of Starr Peak Exploration Ltd. from January 2018 to June 2019; CFO of Blende Silver Corporation since January 2019; and CFO of Engineer Gold Mines Ltd. since January 2019.	50,000 0.11%
Andrew H. Rees <i>Director</i> Suite 804-750 W. Pender St., Vancouver, BC, V6C 2T7, Canada	March 7, 2000	Engineer Gold Mines, President from July 2020 to August 2022.	1,000,000 2.30%
Laurence Smoliak ⁽¹⁾ <i>Director</i> 10051 – 141 Street, Surrey, BC, V3T 4P2, Canada	December 23, 2020	President and CEO of Prairie Star Resources Inc. 2018 to present; and CFO of Klondike Silver Corp. from December 2020 to August 2023.	Nil
Glen D. Harder ⁽¹⁾ <i>Director</i> 2352 Marine Drive, West Vancouver, BC, V7V 1K8, Canada	October 31, 2022	Corporate Lawyer at Caravel Law LLP.	Nil
Frank Callaghan <i>Proposed Director</i> Suite 804-750 W. Pender St., Vancouver, BC, V6C 2T7, Canada, Canada	Proposed Director	Founder and president of Standard Drilling & Engineering Ltd. since 1989 to present.	10,022,948 ⁽²⁾ 23.02%

Notes:

- (1) Thomas J. Kennedy, Laurence A. Smoliak and Glen D. Harder are members of the Audit Committee. Audit Committee members Mr. Smoliak and Mr. Harder are independent as defined in applicable securities regulations. Mr. Kennedy is not independent as he is an officer of the Company. Mr Smoliak is the Chair of the audit committee.
- (2) Of these Shares: (a) 2,452,843 Shares (5.63%) are held directly by Mr. Callaghan; (b) 89,580 Shares (0.21%) are held in an RRSP in the name of Mr. Callaghan; (c) 1,160,800 Shares (2.67%) are held indirectly through Mr. Callaghan's wife, Elaine Callaghan; (d) 71,175 Shares (0.16%) are held indirectly through Mr. Callaghan's wife's RRSP; and (e) 6,248,550 Shares (14.35%) are held indirectly through Standard Drilling & Engineering Ltd., a company the shares of which are wholly-owned by Mr. Callaghan.

- (3) The table below sets out the percentage of time that each of the directors and officers of the Company intend to devote to the business of the Company in order to effectively fulfil their duties:

Thomas Kennedy	25%
Andrew H. Rees	As much time as required to fulfill his obligations as a director
Glen D. Harder	5%
Laurence Smoliak	As much time as required to fulfill his obligations as a director
Frank Callaghan	30%
Dale Dobson	15%

The term of each director expires at the annual meeting of Shareholders following the date of his appointment or election. The term of office of the executive officers expires at the discretion of the Board.

Share Ownership by Directors and Executive Officers

As at the date of this Listing Statement, the directors and executive officers of the Company, as a group, beneficially own, control or direct, directly or indirectly, a total of 11,445,948 Shares representing 26.29% of the total issued and outstanding Shares.

Cease Trade Orders and Bankruptcies

Except as disclosed below, none of the proposed directors (or any of their personal holding companies) of the Company:

- (a) is, as at the date of this Listing Statement, or has been, within 10 years before the date of this Listing Statement, a director, chief executive officer or chief financial officer of any company, including the Company, that:
 - (i) was subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days while that person was acting in the capacity as director, executive officer or chief financial officer; or
 - (ii) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or

- (b) is as at the date of this Listing Statement or has been within the 10 years before the date of this Listing Statement, a director or executive officer of any company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings,

arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (c) has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

None of the proposed directors (or any of their personal holding companies) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Thomas Kennedy was a director of the Klondike Silver Corp., a TSXV listed Company on October 10, 2013, at which time the British Columbia Securities Commission (“**BCSC**”) issued a cease trade order (“**CTO**”) against the Company for failure to file comparative financial statements and related Management’s Discussion and Analysis for the year ended May 31, 2013. The CTO was revoked by the BCSC on October 21, 2013.

Thomas Kennedy was a director of the Bigg Digital Assets Inc., a CSE listed Company on May 3, 2021, at which time the BCSC issued a CTO against the Company for failure to file comparative financial statements and related Management’s Discussion and Analysis for the year ended December 31, 2020. The CTO was revoked by the BCSC on July 12, 2020.

Thomas Kennedy was a director of the Golden Pursuit Resources Ltd., a TSXV listed Company on February 3, 2022, at which time the BCSC issued a CTO against the Company for failure to file comparative financial statements and related Management’s Discussion and Analysis for the year ended September 30, 2022. The CTO was revoked by the BCSC on February 14, 2022.

Thomas Kennedy was a director of Rift Valley Resources Corp., a TSXV listed Company on May 8, 2023, at which time the BCSC issued a CTO against the Company for failure to file comparative financial statements and related Management’s Discussion and Analysis for the year ended December 31, 2022. The CTO is still in effect.

Andrew H. Rees was a director of WellStar Energy Corp., a former TSXV listed Company which was cease traded by the BCSC on June 7, 2017, for failure to file annual audited financial statements and the related management’s discussion and analysis for the year ended January 31, 2017. The BCSC issued a management cease trade order (“**MCTO**”) to Andrew H. Rees on May 31, 2016, while he was a director of WellStar Energy Corp., for its failure to file annual audited financial statements and the related management’s discussion and analysis for the year ended January 31, 2016. The MCTO was revoked on July 11, 2016. Further to the TSXV bulletin dated May 9, 2017, effective at the close of business on Monday, December 4, 2017, the common shares of Wellstar Energy Corp.

were delisted from the TSXV as a result of its failure to maintain TSXV requirements. WellStar Energy Corp. was forced into receivership in 2017.

Frank Callaghan was a director of Barkerville Gold Mines Ltd. ("**Barkerville**"), a TSXV listed Company which was cease traded by the BCSC on August 14, 2012, for failure to file a technical report in the proper form pursuant to National Instrument 43-101. The CTO was revoked on July 15, 2013. Additionally, while Mr. Callaghan was a director of Barkerville, he entered into a settlement agreement with the BCSC on October 22, 2015. The settlement agreement stated that in June and August 2012, Barkerville disclosed mineral resource estimates and a target for further exploration on a material mineral property in a news release and in an independent technical report filed with the BCSC. BCSC staff determined that the initial report did not comply with NI 43-101. As indicated above, on August 14, 2012, the BCSC cease-traded Barkerville's securities, and required the company to file a revised compliant technical report prepared by another independent qualified person under NI 43-101. In June 2013, Barkerville filed a revised technical report with reduced mineral resource estimates and targets for further exploration. The BCSC revoked the cease trade order on July 15, 2013. Two-and-a-half-months after Barkerville adopted the revised estimates and retracted the initial estimates, Mr. Callaghan publicly repeated the initial estimates in an online article, and at an investor presentation. Mr. Callaghan acknowledged that his statements in the article and at the presentation contravened provisions of NI 43-101. For his misconduct and in accordance with the terms of the settlement agreement, Mr. Callaghan: (i) paid a fee of \$30,000 to the BCSC; (ii) immediately resigned from any position he held as officer or director of a reporting issuer; (iii) agreed to a one-year ban from acting as an officer or a director of any reporting issuer and was prohibited from engaging in investor relations activities for the same period; and (iv) completed a course on the requirements of NI 43-101 that was acceptable to the BCSC.

Conflicts of Interest

To the best of the Company's knowledge, the Company is not aware of any existing or potential material conflicts of interest between the Company and any of the directors or officers of the Company as of the date hereof. However, the Company provides no assurance that its directors and officers will not have conflicts of interest from time to time. The Company's directors and officers may serve as directors or officers of other mineral exploration and development companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the Company's directors and management may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The interests of these companies may differ from time to time. Pursuant to the BCBCA, directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company. Therefore, if a conflict of interest arises at a Board meeting, the director in conflict will abstain from voting for or against any resolution involving any such conflict. Generally, as a matter of practice, directors who have disclosed a material interest in any contract or transaction that the Board is considering will also not take part in any Board discussion respecting that contract or transaction. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict.

To the best of the Company's knowledge, the following persons or corporations beneficially owns, directly or indirectly or exercises control or direction over Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Company:

Name	Number of Shares Held	Percentage
Frank Callaghan ⁽¹⁾	10,022,948	23.02%

Notes:

- (1) Of these Shares: (a) 2,452,843 Shares (5.63%) are held directly by Mr. Callaghan; (b) 89,580 Shares (0.21%) are held in an RRSP in the name of Mr. Callaghan; (c) 1,160,800 Shares (2.67%) are held indirectly through Mr. Callaghan's wife, Elaine Callaghan; (d) 71,175 Shares (0.16%) are held indirectly through Mr. Callaghan's wife's RRSP; and (e) 6,248,550 Shares (14.35%) are held indirectly through Standard Drilling & Engineering Ltd., a company the shares of which are wholly-owned by Mr. Callaghan.

Related party transactions during each reporting period are detailed in the Company's Management Discussion & Analysis for the relevant period.

PROMOTERS

As of the date hereof there are no, and for the two years immediately preceding the date hereof there has not been any, promoters of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of this date by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and Golden Cariboo has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority, as of this date.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as described under “Directors and Officers - Conflicts of Interest”, none of the following persons or companies had any material interest, direct or indirect, in any transaction within the most recently completed financial year of the Company or during the current financial year, that has materially affected or is reasonably expected to materially affect the Company:

- (a) a director or executive officer of the Company;
- (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Company’s outstanding voting securities; and
- (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b) above.

AUDITORS, TRANSFER AGENT AND REGISTRARS

Transfer Agent and Registrar

The registrar and transfer agent of the Company shares is Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, BC, V6C 3B9.

Auditor

The auditor of the Company is Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, Suite 1140 West Pender Street, #1500, Vancouver, British Columbia V6E 4G1.

EXPERTS

Names of Experts

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company named in this filing as having prepared or certified a report, valuation, statement or opinion:

- **Auditors.** Dale Matheson Carr-Hilton Labonte LLP, auditor of the Company, who prepared the independent auditor's report on the Company's audited financial statements incorporated by reference in this filing, has informed the Company's audit committee that it is independent of the Company within the meaning of the code of professional conduct of the Chartered Professional Accountants of British Columbia.
- **Technical Report Author.** The following person is named as having prepared or certified a report, valuation, statement or opinion in this Listing Statement: Jean Pautler, P.GEO (APEGBC Reg. No 19804) (EGBC Permit to Practice No. 1001108), an independent consulting geologist and "qualified person" as defined in NI 43-101 is the author responsible for the preparation of the Technical Report.
- **Legal.** Certain legal matters in respect of this Listing Statement have been passed upon on behalf of the Company by DuMoulin Black LLP.

Interest of Experts

None of the persons set out under the heading "Experts – Names of Experts" have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person prepared the report, valuation, statement or opinion aforementioned or thereafter.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the Company has not entered into any material contracts during the prior two years.

OTHER MATERIAL FACTS

There are no other material facts about the securities of the Company that are not disclosed under any other items and are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the securities of the Company.

SCHEDULE "A"

Public Float and Distribution Tables

Issued Capital	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non- diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	43,534,013	54,460,680	100%	100%
Number of issued securities that are pooled, escrowed or non-transferable, and the number of issued securities of the class beneficially owned, or over which control or direction is exercised by: (a) the Listed Issuer; (b) every senior officer or director of the Listed Issuer; and (c) every Principal Security Holder of the Listed Issuer (B)	11,445,948	12,445,948	26.29%	22.85%
Total Public Float (A-B)	32,088,065	42,014,732	73.71%	77.15%
<u>Freely-Tradeable Float</u>				
Number of issued securities subject to restrictions on resale or transfer, including restrictions imposed by pooling or other arrangements or in a shareholder agreement (C)	0	0	0	0
Total Tradeable Float (A- C)	43,534,013	54,460,680	100%	100%

Public Securityholders (Registered)

Common Shares

Size of Holding	Number of holders	Total number of securities
1 — 99 securities	14	342
100 — 499 securities	10	2,244
500 — 999 securities	4	2,928
1,000 — 1,999 securities	4	4,805
2,000 — 2,999 securities	1	2,000
3,000— 3,999 securities	0	-
4,000 — 4,999 securities	2	8,693
5,000 or more securities	22	32,067,053
Total	57	32,088,065

Public Securityholders (Beneficial)

Common Shares

Size of Holding	Number of holders	Total number of securities
1 — 99 securities	160	4,280
100 — 499 securities	99	21,799
500 — 999 securities	41	25,906
1,000 — 1,999 securities	73	83,682
2,000 — 2,999 securities	32	69,200
3,000— 3,999 securities	20	62,975
4,000 — 4,999 securities	12	50,493
5,000 or more securities	263	31,675,776
Unable to confirm	Unable to confirm ⁽¹⁾	93,954
Total	700	32,088,065

⁽¹⁾ The Canadian Broadridge share range report excludes 81,751 shares held in CDS & CO by objecting beneficial holders and the U.S. Broadridge share range report excludes 12,203 shares held in CEDE & CO by objecting beneficial holders.

Non-Public Securityholders (Registered)

Common Shares

Size of Holding	Number of holders	Total number of securities
1 — 99 securities	0	0
100 — 499 securities	0	0
500 — 999 securities	0	0
1,000 — 1,999 securities	0	0
2,000 — 2,999 securities	0	0
3,000— 3,999 securities	0	0
4,000 — 4,999 securities	0	0
5,000 or more securities	4	11,445,948
Total	4	11,445,948