

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

February 7, 2024

Item 3: News Release

A news release was issued and disseminated on February 1, 2024 through The Newswire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR+).

Item 4: Summary of Material Changes

Golden Cariboo Resources Ltd. Announced the effective date for the consolidation (the “Consolidation”) of its issued and outstanding common shares. See item 5 for details.

Item 5: Full Description of Material Change

The Company announced that the consolidation (the “**Consolidation**”) of its common shares (the “**Shares**”) on the basis of one (1) new Share for every three (3) old Shares was effected on February 7, 2024.

The shares of the Company began trading on a consolidated basis at the opening of trading Wednesday February 7, 2024. The new ISIN of the Company is CA3808134025 and the CUSIP number is 380813402.

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

February 8, 2024