

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

June 24, 2024

Item 3: News Release

A news release was issued and disseminated on June 25, 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. closed the first Tranche of the non-brokered private placement in the amount of \$665,000. 2,660,000 units at a price of \$0.25 per unit were issued. Each unit consisted of one common share and one share purchase warrant; each full warrant is exercisable for a period of 3 years from the closing at exercise prices as follows: \$0.28 in year one, \$0.30 in year two, \$0.32 in year three. Finder's fees were paid in connection with the Offering.

Item 5: Full Description of Material Change

Cariboo Resources Ltd. (the “Company”) (CSE:GCC) (OTC:GCCFF) (WKN:A042CQ) (FSE:3TZ) announces that, further to its news release of May 23, 2024, the company will be closing a first tranche of the non-brokered private placement in the amount of \$665,000. A total of 2,660,000 Units at a price of \$0.25 per Unit will be issued. Each unit consists of one common share and one share purchase warrant exercisable for a period of 3 years from the closing at exercise prices as follows: \$0.28 in year one, \$0.30 in year two, and \$0.32 in year three.

The private placement is subject to CSE Exchange approval and all securities are subject to a four month hold period. Finder’s fees may be payable in connection with the private placement, all in accordance with the policies of the CSE Exchange. Proceeds will be used for property exploration and for general working capital.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons, as such term is defined in Regulation S under the Securities Act (“Regulation S”), except pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act.

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:

J. Frank Callaghan: (604) 682-2928

Email: jfgcallaghan@gmail.com

Item 9: Date of Report

July 4, 2024