

MATERIAL CHANGE REPORT**Item 1: Name and Address of Reporting Issuer**

Golden Cariboo Resources Ltd. (the "Company")
Suite 1100 – 1111 Melville Street
Vancouver BC V6E 3V6

Item 2: Date of Material Change

August 12, 2024

Item 3: News Release

A news release was issued and disseminated on August 12, 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 a non-brokered private placement in the amount of \$1,189,000. 7,926,667 units at a price of \$0.15 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: \$0.20 in year one, \$0.22 in year two, \$0.25 in year three.

Item 5: Full Description of Material Change

Vancouver, Canada – Golden Cariboo Resources Ltd. (the "Company") (CSE- GCC / OTC- GCCFF / WKN- AORLEP) announces the closing of the first tranche of a non-brokered private placement first announced July 29, 2024. Golden Cariboo has raised \$1,189,000 from the issue of 7,926,667 units at \$0.15 per Unit. Each Unit consists of one common share of the Company and one common share purchase warrant. Each Warrant is exercisable for a period of 3 years from the closing at exercise prices as follows: \$0.20 in year one, \$0.22 in year two, and \$0.25 in year three.

The proceeds of the Offering will be used for property exploration and for general working capital. All securities to be issued are subject to a statutory four-month and one day hold period. Finder's fees of \$45,960 and 306,400 finder warrants will be paid in connection with the tranche, all in accordance with the policies of the Canadian Securities Exchange (the "CSE").

None of the securities sold under the Offering have been and will not be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

August 20, 2024