

BC FORM 51-102F3

SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT*
AND 118(1) OF THE ALBERTA *SECURITIES ACT***

Item 1. Name and Address of Company

Garibaldi Granite Corp.
301-788 Beatty Street
Vancouver, BC V6B 2M1

Item 2. Date of Material Change

November 3, 2005

Item 3. News Release

News Release dated November 3, 2005 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces closing of the non-brokered portion of its private placement financing.

Item 5. Full Description of Material Change

Further to its news release of September 13, 2005, the Issuer is pleased to announce that it has closed part of its private placement of its securities on a non-brokered basis with respect to 1,000,000 units at \$0.25 per unit. Each unit consists of one common share in the capital of the Issuer and one two-year non-transferable share purchase warrant (the "Warrant") with each Warrant entitling the holder to acquire one additional common share of the Issuer at a price of \$0.35 per share. During the term of the Warrants, should the Issuer's common shares trade at or above a weighted average trading price of \$0.50 per share for twenty consecutive trading days, the Issuer will have the right to issue a written notice that the Warrants will expire 30 days from providing such notice. The units are subject to a hold period and may not be traded until March 2, 2006.

Bolder Investment Partners, Ltd. has been engaged by the Issuer as its agent for the remaining 3,000,000 units of the private placement, which the Issuer expects to close in due course.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

Steve Regoci, President - (604) 218-4288.

Item 9. Date of Report

Dated at the City of Vancouver, in the Province of British Columbia, this 6th day of December, 2005.

"Steve Regoci"
Steve Regoci, President