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

Item 2. **Date of Material Change**

May 14, 2009

Item 3. **News Release**

News Release May 14, 2009 and disseminated to the Vancouver Stockwatch, B.C. Securities Commission, Alberta Securities Commission and Market Wire.

Place of Issuance: Vancouver, British Columbia.

Item 4. **Summary of Material Change**

The Issuer announces a private placement financing.

Item 5. **Full Description of Material Change**

The Issuer is pleased to announce that it has agreed to a non-brokered private placement of up to $660,000 of its securities consisting of the sale of up to 5,500,000 units at a price of $0.12 per unit, each unit consisting of one common share in the capital of the Issuer and one non-transferable share purchase warrant with each warrant entitling the holder to acquire one additional common share of the Issuer at a price of $0.20 per share for two years. A finders' fee in cash and/or securities will be payable with respect the private placement.

The proceeds of the private placement will be used for exploration and maintenance of the Issuer's mineral property interests and for general working capital purposes.

The private placement is subject to acceptance for filing by the TSX Venture Exchange.

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 15th day of May, 2009.

"Steve Regoci"
Steve Regoci, President