

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.
1150 – 409 Granville Street
Vancouver, BC V6C 1T2

Item 2. Date of Material Change

October 10, 2012

Item 3. News Release

News Release dated October 10, 2012 and disseminated to the Canada News Wire, B.C. Securities Commission and Alberta Securities Commission.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces results acquisition of additional claims at its Tonichi Project.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that it has acquired an option to purchase a 100% interest in the Marco 1 (330 hectares) and Marco 2 (150 hectares) concessions, contiguous to the Issuer's Locust drill target at its Tonichi project, Sonora State, Mexico.

The Marco 1 & 2 inlier claims straddle the recently optioned Aurora claim (see news release of September 27, 2012) on both its western and eastern flanks and the consolidation of the combined three claim blocks bordering the Locust drill target to the south is now complete. The option payments over 4 years total \$1,500,000 USD and the terms of the agreement are as follows:

First Year - \$30,000 USD down payment (Paid) and two bi-annual payments of \$30,000 USD and \$40,000 USD totalling \$100,000 USD.

Second Year – Two bi-annual payments of \$50,000 USD and \$80,000 USD totalling \$130,000 USD.

Third Year – Two bi-annual payments of \$100,000 USD and \$200,000 USD totalling \$300,000 USD

Fourth year – Two bi-annual payments of \$400,000 USD and \$570,000 USD totalling \$970,000 USD

A phase one sampling and mapping exploration program has begun on the Marco 1 & 2 claims.

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) 488-8851.

Item 9. Date of Report

Dated at the City of Vancouver, in the Province of British Columbia, this 10th day of October, 2012.

"Steve Regoci"
Steve Regoci, President