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**

April 10, 2015

Item 3. **News Release**

News Release dated April 10, 2015 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 a change in directors and share issuance.

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

The Issuer announces it has accepted the resignation of Brent Petterson from the board of directors. Mr. Petterson will continue to provide accounting services on a consulting basis for the Issuer and the entire board wishes to thank him for his contribution to the Issuer.

Share Issuance

Pursuant to an agreement with AGORACOM (see news release dated February 6, 2014) for a shares for services program, the Issuer will issue AGORACOM 188,250 shares of the Issuer's common stock at an average price of $0.21 per share for services rendered over the last three quarters of the agreement. The share issuance is subject to the approval of the TSX Venture Exchange. The shares when issued will be subject to a four-month hold period.

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 April, 2015.

"Steve Regoci"
Steve Regoci, President