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**

November 30, 2016

Item 3. **News Release**

News Release dated November 30, 2016 and disseminated to the CNW North American Mining Disclosure Network, B.C. Securities Commission and Alberta Securities Commission.

Place of Issuance: Vancouver, British Columbia.

Item 4. **Summary of Material Change**

The Issuer announces building team to expand Ni-Cu-Rich E&L Deposit.

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

The Issuer is pleased to announce the appointment of two nickel industry specialists to its Advisory Board to spearhead strategic plans for immediate further advancement of the Issuer's 63 sq. km and 100%-owned E&L Project, featuring a Ni-Cu-rich deposit and the associated broad, untested “Q” magnetic anomaly with a conduit-shaped “keel'.

The E&L represents the first magmatic Ni-Cu-PGE-Au-Co system in northwest B.C.’s prolific Eskay Camp. It is situated 11 miles southwest of the past producing Eskay mine and 20 miles west of Pretium Resources' high-grade Brucejack gold mine, slated for production in the second half of 2017.

Steve Regoci, President and CEO of the Issuer, commented: "The E&L is already attracting attention among a growing number of prominent industry professionals after key tests of Ni-Cu tenor in sulphides sampled at the deposit resulted in comparisons to some of the most notable and robust Ni-Cu sulphide deposits found in Canada. Today's appointments demonstrate the recognition of new opportunities for discovery at the E&L by industry experts who understand the deposit's potential significance for the Issuer's shareholders.”

The Issuer welcomes both Mr. Everett Makela and Dr. Raymond Goldie to its Advisory Board. Their renowned expertise in the nickel industry will lay the foundation for a systematic and aggressive exploration and development program of tasks, objectives and milestones at the E&L, aimed at expanding the size of the existing deposit that has not been delimited in any direction including at depth.

Everett Makela, P. Geo.

Mr. Makela brings over 30 years of exploration experience to the Issuer's new nickel team. During a career with global nickel leaders Inco and Vale, he held roles of increasing responsibility in settings ranging from grassroots evaluations to near-mine resource definition. He retired from Vale as Principal Geologist, North America in 2012. The knowledge and expertise gained while working with global leaders in nickel production makes him an ideal leader for the role of Special Advisor to the Issuer's exploration and development initiatives at the E&L. Mr. Makela holds an H.B.Sc. in geology from Laurentian University and is a member of APGO, PEGNL, PDAC and SEG.

Mr. Makela commented, "The E&L Project is a remarkable opportunity for discovery. It has all the right geological characteristics, including sulphide tenors that indicate potential for the existence of a high-value massive sulphide deposit, and remains untested by modern exploration methods. Full marks to the Issuer's team for its early success with this very compelling asset. I'm excited to be part of this going forward."

Dr. Raymond Goldie

Dr. Goldie is a widely-recognized mining analyst with extensive experience in economic geology, especially in the nickel industry. He holds a B.Sc. in Geology from Victoria University of Wellington, a M. Sc. in Geology from McGill University, and a Ph.D. from Queen's University. He also holds a Diploma in Business Administration from the University of Toronto.

Dr. Goldie is the author of "Inco Comes To Labrador", a book that recounts his involvement with the Voisey's Bay nickel-copper-cobalt sulphide deposits, one of the world's greatest nickel discoveries. Most recently, Dr. Goldie was Vice President - Mineral Economics & Senior Analyst with Salman Partners Inc. He's also a keynote speaker at mining conferences and a periodic guest on the Business News Network (BNN).

Dr. Goldie commented, "The Eskay Creek area of British Columbia reminds me of the Abitibi Belt of Quebec and Ontario in the early 20th century. In 1903, prospectors discovered silver south of the Abitibi Belt, and the infrastructure that was built as a result of the development of silver mines led to the discoveries and development of fabulous deposits of base metals and gold throughout the Abitibi Belt itself.

"In 1988, the discovery of one of the world's richest gold and silver deposits opened up the Eskay Creek region. Now there is Brucejack, KSM and earlier stage emerging deposits. I look forward to being involved with the exploration of the E&L deposit which has the potential to become a significant producer of nickel and other metals."

The Issuer's new nickel team will immediately focus on the most technologically advanced and cost effective tests to expand the parameters of the known deposit (MINFILE 104B 006). The E&L's full potential will be unlocked through the design and implementation of the best geological and geophysics exploration protocol possible.

The "Q" Map

Please visit GaribaldiResources.com or the following URL for a map showing the E&L deposit and the "Q" magnetic anomaly to the south.

http://www.garibaldiresources.com/i/maps/The-Q-at-EL_Ni-Cu-Au_Deposit_Map.pdf

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 30th day of November, 2016.

"Steve Regoci"
Steve Regoci, President