

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

1. Reporting Issuer

GOLDEN CARIBOO RESOURCES LTD..
#350 - 455 Granville Street
Vancouver, B.C.

2. Date of Material Change

November 11, 2002

3. Press Release

October 31, 2002

4. Summary of Material Change

The TSX Venture Exchange has accepted for filing documentation with respect to the purchase as to a 50% interest in and to the undersurface rights to the Xmas Claims and in and to both surface and undersurface rights to Crown Grant 2F, located in the Cariboo Mining District of British Columbia.

5. Full Description of Material Change

The properties were acquired from P. Wright Contracting Ltd. ("Wright") of Barkerville, British Columbia, who is at arm's length to the Company. To acquire, a 50% interest in, and to the undersurface rights to Crown Grant Lot Numbers L11039, L11040, L10041 and L11042, known as the Xmas Claims and to Crown Grant 17F (the Properties) from Wright, the Company has agreed to issue to Wright 275,000 common shares of each of the Companies and payments of \$2,500 on or before January 31, 2003 and \$22,500 on or before March 31, 2003.

The Properties being acquired are located south of the Bonanza Ledge Discovery on Barkerville Mountain. The Xmas Claims are in Barkerville Historic Town Provincial Park, made famous by the Cariboo Gold Rush of the 1860's, while Crown Grant 17F is on the flank of Mount Conklin outside the park. The Properties are contiguous to one another and are in the Bonanza Ledge stratigraphic setting. In addition the Properties are underlain by Williams Creek, made famous for its placer gold (more info see www.barkerville.com search Williams Creek). These Properties will add to the Companies **Cariboo Gold Project**, which are continuously being explored.

6. Reliance on Section 85(2) of the Act

N/A

7. Omitted Information

N/A

8. Senior Officers

Contact Person: Frank Callaghan, President
Business Telephone: 669-6463

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 3rd day of December, 2002

GOLDEN CARIBOO RESOURCES LTD.

Per: "J. Frank Callaghan"
Frank Callaghan, President
(Name & Title of Signatory)