

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 INC.
#350 - 455 Granville Street
Vancouver, B.C.

2. Date of Material Change

June 9, 2003

3. Press Release

June 9, 2003

4. Summary of Material Change

The Issuer provides general up-to-dated information and property purchase information regarding its properties at Wells, British Columbia, known as the Cariboo Gold Project.

5. Full Description of Material Change

The Board of Directors of Golden Cariboo Resources Ltd. (the "Company") wish to provide updated information with respect to private placements and property purchases which have closed during the first 3 ½ months of 2003 and to report on a recent property acquisition.

The following transactions were closed resulting in the issuance of the following shares of the Company on the dates set out below:

1. Pursuant to the private placement announced December 31, 2002, the Company issued 3,083,000 units and closed this private placement on February 12, 2003. The units were sold at \$0.10 per unit and each unit was comprised of one common share and 1 non-transferable share purchase warrant for the purchase of one further share of the Company for a period of one year at the exercise price of \$0.15 per share. A finder's fee in the amount of \$11,500 was paid to Haywood Securities Inc. for assisting the Company with this private placement. The hold period imposed on these private placement units expires on June 13, 2003;

2. Pursuant to an amending agreement dated January 23, 2003 with Imperial Metals Corporation (“Imperial”) for the Cunningham Creek Property, the Company issued
3. 250,000 shares to Imperial on February 15, 2003 in order to keep the option agreement in good standing. The hold period imposed on these shares expires on June 17, 2003;
4. Further to the Company’s news release dated October 31, 2002, the Company issued 275,000 shares, subject to a hold period which expired April 17, 2002 and paid the final cash payment on March 31, 2003 to exercise its option to acquire a 50% interest in and to the Xmas Claims and Crown Grant 17F.
5. On February 13, 2003 the Company issued 50,000 shares to Eagle Plains Resources Ltd. pursuant to an second amending agreement dated January 15, 2003 to keep the Bar Property Option Agreement in good standing. The shares are subject to a hold period expiring June 14, 2003.

In addition, by agreement dated March 27, 2003, the Company acquired the Cariboo 8 and the Warspite 1-8 mineral claims, located in the Cariboo Mining District of British Columbia. from John Bot of Quesnel, B.C. for consideration consisting of \$5,000 cash on execution of a sale agreement for the mineral claims and the issuance of 100,000 shares of the Company on TSX Venture Exchange acceptance of the transaction. The Warspite Claims, previously under option to the Company were lost for a short period of time when the Company failed to keep them in good standing. The purchase from Mr. Bot will entitle the Company to complete it previous option on the Warspite Property for a 100% ownership, subject to a 2% Net Smelter Return Royalty payable to the vendors.

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 9th day of June, 2003

GOLDEN CARIBOO RESOURCES INC

per: "Audrey Dinning"
Audrey Dinning, Secretary
(Name & Title of Signatory)