

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Caribou Copper Resources Ltd. (the "Company")
Suite 1220 – 789 W. Pender Street,
Vancouver, British Columbia V6C 1H2

Item 2 Date of Material Change

July 4, 2011

Item 3 News Release

The Company disseminated a news release on July 5, 2011, via Stockwatch, and filed it on SEDAR with the British Columbia, Alberta and Ontario Securities Commissions.

Item 4 Summary of Material Change

The Company has announced that further to its news release dated May 26, 2011, it has completed the first tranche of its non-brokered private placement of 1,490,000 non-flow-through units at a price of \$0.20 per unit for gross proceeds of \$298,000 and 1,100,000 flow-through units at a price of \$0.25 per unit for gross proceeds of \$275,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Michael England, President, CEO and Director,
Telephone: (604) 683-3995; Email: englandcommunications@shaw.ca.

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 6th day of July, 2011.

CARIBOU COPPER RESOURCES LTD.

"Michael England"

Per: Michael England



Suite 1220 – 789 W. Pender St., Vancouver, BC, V6C 1H2
Tel: (604) 683-3995 Fax: (604) 683-3988

CARIBOU ANNOUNCES CLOSING OF FIRST TRANCHES OF ITS PRIVATE PLACEMENT FINANCINGS

July 5th, 2011, Vancouver, B.C. – **CARIBOU COPPER RESOURCES LTD. (the “Company”)(CKR-TSX:V)** is pleased to announce that further to its news release dated May 26, 2011, it has completed the first tranche of its non-brokered private placement of 1,490,000 units at a price of \$0.20 per unit for gross proceeds of \$298,000 (the "NFT Offering").

Each unit consists of one common share and one non-transferable common share purchase warrant of the Company. Each warrant will entitle the holder to acquire one common share of the Company at a price of \$0.30 per common share until July 4, 2013.

The Company issued to finders under the NFT Offering a total of 142,800 common share purchase warrants to purchase up to 142,800 common shares at a price of \$0.30 per common share for a period of two years. In addition, the Company paid cash commissions to finders totalling \$20,240.

The common shares and warrants issued pursuant to the NFT Offering and any common shares issued on exercise of the warrants are subject to a four-month resale restriction that expires on November 5, 2011.

The proceeds raised from the NFT Offering will be used for the purposes of general working capital and potential property acquisitions.

Caribou is also pleased to announce that further to its news release dated May 26, 2011, it has completed the first tranche of its non-brokered private placement of 1,100,000 flow-through units at a price of \$0.25 per unit for gross proceeds of \$275,000 (the "FT Offering").

Each unit consists of one flow-through common share and one-half of one non-flow-through common share purchase warrant of the Company. Each whole warrant will entitle the holder to acquire one common share of the Company at a price of \$0.30 per common share until July 4, 2013.

The Company issued to a finder under the FT Offering a total of 81,600 common share purchase warrants to purchase up to 81,600 common shares at a price of \$0.30 per common share for a period of two years. In addition, the Company paid a cash commission to the finder in the amount of \$20,400.

The common shares and warrants issued pursuant to the FT Offering and any common shares issued on exercise of the warrants are subject to a four-month resale restriction that expires on November 5, 2011.

The proceeds raised from the FT Offering will be used for work programs in the Yukon.

ON BEHALF OF THE BOARD

"Michael England"

Michael England, Director

FOR FURTHER INFORMATION PLEASE CONTACT:

Telephone: 1-604-683-3995

Toll Free: 1-888-945-4770

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.