

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Golden Cariboo Resources Ltd. (the "Issuer").

Trading Symbol: GCC

Date: April 17, 2024

1. New Options Granted:

Date of Grant: April 4, 2024

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Brian Byles	Consultant	No	75,000	\$0.23	2029-04-03	Nil
John Fenwick	Consultant	No	50,000	\$0.23	2029-04-03	Nil
Trevor Smith	Employee	No	25,000	\$0.23	2029-04-03	Nil
Myles Dickson	Employee	No	25,000	\$0.23	2029-04-03	Nil
Justin Haywood	Mgmt. Co. Employee	No	25,000	\$0.23	2029-04-03	Nil
Luke Gilbert	Mgmt. Co. Employee	No	22,500	\$0.23	2029-04-03	Nil
Edward Hall	Mgmt. Co. Employee	No	22,500	\$0.23	2029-04-03	Nil

Total Number of optioned shares proposed for acceptance: 245,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Andrew Rees	33,333	\$0.30	2023-04-03	2026-04-02

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Laurence Smoliak	16,667	\$0.30	2023-04-03	2026-04-02
Glen Harder	83,333	\$0.30	2023-04-03	2026-04-02
Dale Dobson	16,667	\$0.30	2023-04-03	2026-04-02
Angie Justason	16,667	\$0.30	2023-04-03	2026-04-02
Gene Harris	50,000	\$0.30	2023-04-03	2026-04-02
John McKenna	41,667	\$0.30	2023-04-03	2026-04-02
Adam Nothstein	166,667	\$0.30	2023-04-03	2026-04-02
Frank Callaghan	450,000	\$0.22	2024-03-21	2029-03-20
Tom Kennedy	450,000	\$0.22	2024-03-21	2029-03-20
Andrew Rees	300,000	\$0.22	2024-03-21	2029-03-20
Laurence Smoliak	300,000	\$0.22	2024-03-21	2029-03-20
Glen Harder	225,000	\$0.22	2024-03-21	2029-03-20
Dale Dobson	200,000	\$0.22	2024-03-21	2029-03-20
Laurie Prekaski	100,000	\$0.22	2024-03-21	2029-03-20
Vern Porter	50,000	\$0.22	2024-03-21	2029-03-20
Mui Then	100,000	\$0.22	2024-03-21	2029-03-20
Angelique Justason	100,000	\$0.22	2024-03-21	2029-03-20
Gene Harris	50,000	\$0.22	2024-03-21	2029-03-20
Christian Klingebiel	25,000	\$0.22	2024-03-21	2029-03-20
Scott Young	300,000	\$0.22	2024-03-21	2029-03-20
Frank Frost	25,000	\$0.22	2024-03-21	2029-03-20
John McKenna	125,000	\$0.22	2024-03-21	2029-03-20
Sean Callaghan	50,000	\$0.22	2024-03-21	2029-03-20
Robert Kennedy	50,000	\$0.22	2024-03-21	2029-03-20
Greg Worobec	75,000	\$0.22	2024-03-21	2029-03-20
Leta Forbister	50,000	\$0.22	2024-03-21	2029-03-20
Adam Nothstein	150,000	\$0.22	2024-03-21	2029-03-20
Dean Richards	25,000	\$0.22	2024-03-21	2029-03-20

(1) Set out number of optioned shares for each grant with different terms.

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3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

AGM 2023-03-29

- (b) State the date of the news release announcing the grant of options.

2024-04-05

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

38,743,846

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

10% (3,874,385)

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

4,384

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

\$0.10

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N.A.

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated April 17, 2024

Thomas Kennedy
Name of Director or Senior
Officer

"Tom Kennedy"
Signature

COO, Director
Official Capacity