

Golden Cariboo Resources Ltd. Announces Two Parallel Private Placements

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[Golden Cariboo Resources Ltd.](#) (the "Company") (CSE:GCC) (OTC:GCCFF) (WKN:A402CQ) (FSE:3TZ) announces two distinct non-brokered private placement offerings.

The Company has opened a private placement offering of units under the listed issuer financing exemption (the "Exemption") under Part 5A of National Instrument 45-106 Prospectus Exemptions ("NI 45-106") for minimum gross proceeds of \$1,300,000 to maximum gross proceeds of \$1,690,000 (the "Offering"). The Offering is being conducted at a price of \$0.13 per unit, with each unit consisting of one common share and one half of one share purchase warrant; two half warrants will equal one full share purchase warrant. Each whole warrant is exercisable for a period of three years from the closing date at exercise prices as follows: \$0.15 in year one, \$0.18 in year two and \$0.22 in year three.

Subject to compliance with applicable regulatory requirements and in accordance with NI 45-106, the Offering is being made to purchasers resident in each of the provinces and territories of Canada pursuant to the Exemption. The securities offered under the Exemption will not be subject to a hold period in accordance with applicable Canadian securities laws. Upon closing of the Offering, the Company may pay finders fees under the Offering as permitted by the policies of the CSE Exchange and applicable securities laws.

There is an offering document related to the Offering (the "LIFE Offering Document") that can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at <https://goldencariboo.com>. Prospective investors should read this LIFE Offering Document before making an investment decision. As disclosed in the LIFE Offering Document, the Company intends to use the net proceeds from the Offering for a modest drill program and working capital.

Concurrently the Company has opened a private placement offering of units for gross proceeds of up to \$1,000,000 (the "Concurrent Private Placement"). The Concurrent Private Placement is being conducted at a price of \$0.10 per unit, with each unit consisting of one common share and one half of one share purchase warrant; two half warrants will equal one full share purchase warrant. Each whole warrant is exercisable for a period of three years from the closing date at exercise prices as follows: \$0.15 in year one, \$0.18 in year two and \$0.22 in year three.

The Concurrent Private Placement is subject to Canadian Securities Exchange ("CSE") approval and all securities from the Concurrent Private Placement are subject to a four-month hold period. Finder's fees may be payable in connection with the private placement, all in accordance with the policies of the CSE. The proceeds from this private placement will be used for continued property exploration and for general working capital.

The securities being offered have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

The Private Placement first announced January 3, 2025 is closed. The previously announced closings of Tranche 1 on January 28, 2025 and Tranche 2 on March 11, 2025 raised total gross proceeds of \$1,212,567.

The Company also announces the amendment of warrant exercise prices as follows:

Number of Warrants	Expiry Date	Original Exercise Prices			Amended Exercise Prices		
		(increasing on anniversary)			(increasing on anniversary)		
3,500,000	Jan. 28, 2028	\$0.18	\$0.22	\$0.25	\$0.15	\$0.18	\$0.22
1,000,000	Feb. 11, 2028	\$0.18	\$0.22	\$0.25	\$0.15	\$0.18	\$0.22
1,687,125	Mar. 11, 2028	\$0.18	\$0.22	\$0.25	\$0.15	\$0.18	\$0.22

About Golden Cariboo Resources Ltd.

Golden Cariboo Resources Ltd. is rediscovering the Cariboo Gold Rush by proceeding with highly targeted drilling and trenching programs on its Quesnelle Gold Quartz Mine property which is bordered by Osisko Development (NSE:ODV/TSXV:ODV), partly intertwined with them at the north end of the Cariboo Gold Project, and located along a favorable corridor adjacent to the Spanish and Eureka thrust faults over a 94,899 hectare (234,501 acre) area. Historically, over 101 placer gold creeks on the 90-kilometer (56 mile) trend from the Cariboo Hudson mine north to the Quesnelle Gold Quartz Mine property have recorded production and successful placer mining continues to this day.

Golden Cariboo's Quesnelle Gold Quartz Mine property is 4 kilometers (2.5 miles) northeast of, and road accessible from, Hixon in central British Columbia. The Property includes the Quesnelle Quartz gold-silver deposit, which was discovered in 1865 in conjunction with placer mining activities. Hixon Creek, which dissects the old workings, is a placer creek which has seen small-scale placer production since the mid 1860s.

For further information please contact:

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VISIT OUR WEBSITE FOR MORE DETAILS

www.goldencariboo.com

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Cautionary Statements:

This release includes certain statements and information that may constitute forward-looking information

within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things: the completion of the Offering and the Concurrent Private Placement; the anticipated proceeds to be raised under the Offering and the Concurrent Private Placement; the intended use of any proceeds raised under the Offering and the Concurrent Private Placement; the payment of any finder's fees in connection with the Offering and the Concurrent Private Placement; and repricing of the Warrants.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things: delays in obtaining or failure to obtain required regulatory and corporate approvals for the Offering and/or the Concurrent Private Placement; market uncertainty; the inability of the Company to raise the anticipated proceeds under the Offering or the Concurrent Private Placement; the inability of the Company to utilize the anticipated proceeds of the Offering and/or the Concurrent Private Placement as anticipated; the inability of the Company to obtain required approvals for the Warrant repricing, including CSE approval; the potential for delays in exploration, development, permitting, and assembly activities at the Company's project; the possibility that any future development results will not be consistent with the Company's expectations; risks related to commodity price fluctuations; the cyclical nature of the industry in which the Company operates; risks related to global financial markets, including the trading price of the Company's shares and the Company's ability to raise capital may also result in additional and unknown risks or liabilities to the Company.

In making the forward looking statements in this news release, the Company has applied several material assumptions, including without limitation: the Company will obtain the required regulatory and corporate approvals for the Offering and the Concurrent Private Placement; the Company will be able to raise the anticipated proceeds under the Offering and/or the Concurrent Private Placement and on the timetable anticipated; the Company will use the proceeds of the Offering and the Concurrent Private Placement as currently anticipated; the Company will obtain the required approvals for the repricing of the Warrants, including CSE approval.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.

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