

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Kodiak Copper Corp.
1020-800 West Pender Street
Vancouver, BC V6C 2V6

(the “Company”)

Item 2. Date of Material Change

December 14, 2020

Item 3. News Release

A news release announcing the material changes referred to in this report was filed on SEDAR and disseminated on December 14, 2020 via Newsfile Corp.

Item 4. Summary of Material Change

On December 14, 2020, the Company announced that Kevin Tomlinson has joined the Company’s Board of Directors and Gary Schellenberg will be retiring after serving as director on Kodiak’s Board.

Item 5. Full Description of Material Change

The Company is announced the appointment of Mr. Kevin Tomlinson, HBSc., MSc., to the Company's Board of Directors. Current director Gary Schellenberg will retire after serving on Kodiak's Board since 2014.

Mr. Tomlinson is a structural geologist and investment banker with over 35 years' experience in exploration, development and financing of mining projects globally in the North American, Australasian and European markets. For the past 20 years, Mr. Tomlinson has been a resources investment banker, M&A advisor and company director for some very successful junior exploration and development companies globally including Centamin, Orbis Gold and Medusa Mining. As Managing Director of Investment Banking at Westwind Partners/Stifel Nicolaus based in London, he led and participated in many significant listings, and equity capital markets and M&A transactions.

Kevin is Chairman of Cardinal Resources, a gold developer in Ghana with a 5 million ounce reserve, and is leading the company's current M&A transaction. He is also Chairman of Bellevue Gold. He received a BSc. Honours degree in Geology and Energy Sciences from Lakehead University in 1983, an MSc. degree in geology from the University of Melbourne and a post graduate diploma in finance from the Securities Institute of Australia.

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

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

Claudia Tornquist
President
Tel: 604-646-8351

Item 9. Date of Report

December 18, 2020