

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

**1. Name and Address of the Corporation**

Kodiak Copper Corp. (“**Kodiak**” or the “**Company**”)  
1020 - 800 West Pender Street, Vancouver, BC, V6C 2V6.

**2. Date of Material Change**

September 01, 2022

**3. News Release**

A news release was disseminated on September 01, 2022 via Newsfile.

**4. Summary of Material Change**

On September 01, 2022, the Company announced the appointment of Mark Laycock as Chief Financial Officer.

**5. Full Description of Material Change**

On September 01, 2022, the Company announced the appointment of Mark Laycock as Chief Financial Officer. Mr. Laycock will succeed Kodiak's CFO Tony Ricci, who is stepping down from day-to-day operations and assuming an advisor role.

Mr. Laycock is a CPA, CGA with over 15 years of accounting and finance experience in both private and public companies listed on the Canadian and U.S. stock exchanges. Over the past five years he has provided senior accountant and financial reporting services to a number of listed companies including Great Bear Resources Ltd., Northern Empire Resources, Solstice Gold Corp., and Kodiak.

Kodiak has granted 25,000 stock options to Mr. Laycock, exercisable at C\$0.91 per share for a period of five years, in accordance with the terms of the Company's Stock Option Plan and subject to the policies of the TSX Venture Exchange.

**6. Reliance on Section 7.1(2) of National Instrument 51-102**

Not Applicable.

**7. Omitted Information**

Not Applicable.

**8. Executive Officer**

The name and business number of the executive officer of the Company who is knowledgeable about the material change and this report is:

Claudia Tornquist, President and Chief Executive Officer.  
Tel: 604.646.8355  
Email: ctornquist@kodiakcoppercorp.com

**9. Date of Report**

September 01, 2022.