

**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

April 21, 2023

3. News Release

A news release was disseminated on April 21, 2023 via Newsfile.

4. Summary of Material Change

On April 14, 2023, the Company announced that it has closed its oversubscribed non-brokered private placement (the "**Concurrent Financing**") for gross proceeds of approximately \$3.4 million. Together with the bought deal private placement that was announced with the Concurrent Financing and closed on April 14, 2023 the aggregate gross proceeds to the Company are approximately \$8.4 million.

5. Full Description of Material Change

The Company announced that it has closed its oversubscribed non-brokered private placement (the "**Concurrent Financing**") for gross proceeds of approximately \$3.4 million. Together with the bought deal private placement that was announced with the Concurrent Financing and closed on April 14, 2023 the aggregate gross proceeds to the Company are approximately \$8.4 million.

The Concurrent Financing was oversubscribed, receiving strong interest from the investor community and existing investors. A total of 1,532,654 charity flow-through units ("**Charity FT Units**") at a price of \$1.32 per Charity FT Unit and 1,461,090 flow-through units (the "**FT Units**", and together with the Charity FT Units, the "**Units**") at a price of \$0.96 per FT Unit, were sold pursuant to the Concurrent Financing for gross proceeds to the Company of \$3,425,750. Teck Resources Limited ("**Teck**") exercised its equity participation right to maintain its partially diluted 9.9% ownership position in Kodiak, acquiring 592,593 units in connection with the Concurrent Financing. Kodiak's chairman Chris Taylor and certain other insiders of the Company also participated in the Concurrent Financing.

Each Unit consists of one common share of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**FT Warrant**"), both of which qualify as "flowthrough shares" (within the meaning of subsection 66(15) of the *Income Tax Act (Canada)*).

Each FT Warrant issuable under the Concurrent Financing will entitle the holder to purchase one non-flow-through Common Share (a "**Warrant Share**") at an exercise price of \$1.10 for a period of 24 months following the closing date. Further, in the event that the Common Shares' price closes at or above \$1.70 on the TSX Venture Exchange (the "**TSX-V**") for 20 consecutive trading days, the Company may, within 15 days of the occurrence of such event, deliver a notice to the holders of the FT Warrants accelerating the expiry date of the FT Warrants to the date that is 30 days following such notice, and any unexercised FT Warrants after such period shall automatically expire. The Common Shares, the FT Warrants and the Warrant Shares are

subject to a four month hold period, expiring on August 22, 2023. The Concurrent Financing remains subject to final acceptance of the TSX-V.

Insiders of the Company subscribed for a total of 301,042 FT Units. The participation of insiders in the Concurrent Financing constitutes a "related party transaction", within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, in respect of the related party participation in the Concurrent Financing, as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the interested party, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

The Company will use the gross proceeds received by the Company from the sale of the Units to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as both terms are defined in the *Income Tax Act* (Canada) (the "**Qualifying Expenditures**") on the Company's MPD project in British Columbia, with such expenses to be incurred on or before December 31, 2024, and the Company will renounce all the Qualifying Expenditures in favour of the subscribers of the Units effective December 31, 2023. If the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each Unit subscriber for any additional taxes payable by such subscriber as a as a consequence of such reduction.

The Company paid to eligible finders (the "**Finders**") who introduced subscribers to the Concurrent Financing finders fees in cash equal to 6% of the gross proceeds from the sales of Units to the subscribers arranged by such Finders. In connection with the closing of the Concurrent Financing, the Company paid finders fees in the aggregate cash amount of \$73,278 to arm's length Finders, in compliance with the policies of the TSX-V and applicable securities legislation.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does not constitute an offer to acquire securities in any jurisdiction.

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

April 26, 2023.

Cautionary Note Regarding Forward Looking Statements

This material change report contains forward looking statements within the meaning of applicable securities laws. The use of any of the words “anticipate”, “plan”, “continue”, “expect”, “estimate”, “objective”, “may”, “will”, “project”, “should”, “predict”, “potential” and similar expressions are intended to identify forward looking statements. In particular, this press release contains forward looking statements concerning the Offering and Private Placement, including the proposed use of proceeds, the participation of certain insiders of the Company in the Private Placement, the closing date of the Offering and Private Placement, and the expected receipt of regulatory and stock exchange approvals. Although the Company believes that the expectations and assumptions on which the forward looking statements are based are reasonable, undue reliance should not be placed on the forward looking statements because the Company cannot give any assurance that they will prove correct. Since forward looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks, many of which are beyond the Company’s ability to control or predict. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to, conditions in the equity financing markets, stock market volatility, unquantifiable risks related to government actions and interventions, the termination of any agreement governing the Offering and Private Placement, changes in laws or permitting requirements, failure to obtain necessary regulatory approvals as well as those risks identified in the Company’s annual Management Discussion & Analysis.

Management has provided the above summary of risks and assumptions related to forward looking statements in this press release in order to provide readers with a more comprehensive perspective on the Company’s future operations. The Company’s actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward looking statements are made as of the date of this press release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward looking statements, whether as a result of new information, future events or results or otherwise