FORM 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTREPRETAION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals "CONFIDENTIAL" at the beginning of the Report.

(b) Use of "Company"

Wherever this Form uses the word "company" the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Number and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Kodiak Exploration Limited

Item 2. Date of Material Change

December 19, 2005

Item 3. News Release

The date of the news release is December 19, 2005 and the method of dissemination of the news release under section 7.1 of National Instrument 51-102 was through Canada Stockwatch at Vancouver, British Columbia.

Item 4. Summary of Material Change

Status Report.

Item 5. Full Description of Material Change

Kodiak Exploration Limited (the “Company” or “Kodiak”) (TSXV: KXL) is very pleased to announce that Mr. Michael E. J. Phelps, O.C., has been appointed as a new director and as Chairman of the Board of Directors of the Company. The Company is equally pleased to announce that Mr. Hartley T. Richardson, President and Chief Executive Officer of James Richardson & Sons, Limited, has agreed to act as special corporate advisor to the Board.

<u>Michael E. J. Phelps, O.C., B.A., LL.B., LL.M., LLD. (Hons.)</u>

Mr. Phelps is Chairman of Dornoch Capital Inc., a private investment company. From January 1988 to 2002, Mr. Phelps served as President and Chief Executive Officer, and subsequently as Chairman and Chief Executive Officer, of Westcoast Energy Inc., based in Vancouver, B.C.

Mr. Phelps is an Officer of the Order of Canada and a Doctor of Laws (Hons.). In 2003, the Canadian government appointed Mr. Phelps as Chairman of the “Wise Persons' Committee", a panel developed to review Canada's system of securities regulation.

Mr. Phelps is a Senior Advisor to Deutsche Bank AG, Canada and a director of Duke Energy Corporation, Canadian Pacific Railway Company, Canfor Corporation, Fairborne Energy Trust, the Canadian Olympic Committee and the Vancouver Organizing Committee for the 2010 Olympic and Paralympic Games. He is Chairman of the Board of the GLOBE Foundation of Canada and Chairman of the Committee to Nominate the Canada Pension Plan Investment Board. Mr. Phelps also serves on the board of the VGH & UBC Hospital Foundation.

<u>Hartley T. Richardson, President of James Richardson & Sons, Limited</u>

Hartley T. Richardson is President of James Richardson & Sons, Limited, a private, family-owned corporation with interests in the international grain distribution and related businesses, real estate development and management, and the financial and investment sector.

Mr. Richardson serves as a Director of Angiotech Pharmaceuticals Inc., MacDonald Dettweiler and Associates, Railpower Technologies, SemBioSys Genetics Inc., and BA

Energy Inc. He is the Chairman of the Business Council of Manitoba and a Director of the Canadian Council of Chief Executives. Other affiliations include The Trilateral Commission and the World Economic Forum Global Leaders of Tomorrow. Actively involved in a number of charitable endeavors and community organizations, Mr. Richardson served as Chairman of Winnipeg's United Way 2004 Campaign. The University of Manitoba conferred upon Mr. Richardson the honorary degree of Doctor of Laws in 2004.

Kodiak is very pleased that Mr. Phelps and Mr. Richardson have agreed to contribute their considerable talents and experience to the Company.

The Company has granted options to Company directors, officers and employees to purchase up to an aggregate of 1,685,000 shares. The options vested as to 25% on granting and will vest as to an additional 12.5% each three months thereafter, so that all options will be fully vested at the end of eighteen months. The options are exercisable from and after the times at which they vest until December 19, 2010 at the price of $0.25 per share.

Information on Kodiak and its projects may be reviewed on its website at www.kodiakexp.com.

INSTRUCTION

If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

Not applicable

INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 71.(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Item 8. Executive Officer

The following executive officer (or the name of an officer through whom such executive officer may be contacted) of the Company is knowledgeable about the material change disclosed in this report.

William S. Chornobay, President
Business Telephone No.: 604-688-9006

Item 9. Date of Report

DATED THIS 19th day of December, 2005