

**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**

July 16, 2007

**Item 3. News Release**

The date of the news release is July 16, 2007 and the method of dissemination of the news release under section 7.1 of National Instrument 51-102 was through CCN Matthews and Canada Stockwatch at Vancouver, British Columbia.

**Item 4. Summary of Material Change**

Kodiak Discovers Multiple New High Grade Gold Veins at Hercules / Increases Land Position

**Item 5. Full Description of Material Change**

Kodiak Exploration Limited (KXL-TSX.V) has discovered a large, previously unknown and well mineralized quartz vein system at its Hercules Project, running parallel to the Wilkinson Lake vein system for approximately two kilometres. The newly discovered series of veins define a large gold system which has returned high grades of gold and silver, including bonanza gold grades. Grab and channel samples from this system have returned values of up to 102.2 g/t gold (3.0 oz/t) and 238 g/t silver from quartz veins up to 9.22 metres in width. The system remains open along strike and to depth.

The new vein system was discovered by Kodiak through trenching, geologic mapping, geophysical surveying and geochemical sampling recently carried out in preparation for Kodiak's upcoming diamond drilling program. In addition, results from the most recent geophysical survey indicate multiple untrenched anomalies in adjacent areas and along strike that remain to be tested. Kodiak plans to add the high grade targets from the newly discovered quartz vein systems to its August drilling program.

Kodiak is also pleased to report that it is continuing to build its land package in the Beardmore-Geraldton greenstone belt and structural zone, recently staking over 10,900 additional hectares (26,934 acres) of land. The area in which Kodiak is active has accounted for some 4.1 million ounces of gold production in the past. Kodiak Vice-President of Exploration Brian Maher commented, "the successful exploration program at Hercules is part of a larger, systematic evaluation of this significant and very under-explored gold district". Mr. Maher continued, "Kodiak is committed to this program as we believe that the undiscovered gold potential of this greenstone belt is similar to other major greenstone belts in Canada, and our dominant land position, coupled with our technical expertise will enhance the opportunity for additional discoveries".

Kodiak has recently completed an estimated 2000 metres of trenching within a 61 hectare (150 acre) area that represents only 10% of the defined area of interest. Further trenching, mapping and sampling will continue over the next 2 months to completely cover the target area. Drill targets for Kodiak's August drill program have been identified by their proximity to geologic contacts that are coincident with conductors and magnetic anomalies from recent geophysical surveys.

Results to date are extremely encouraging with the discovery of multiple quartz veins that are consistently anomalous in gold and silver (see below). New quartz veins have been mapped up to 9.22 metres in width and over 350 metres in strike length, and remain open

along strike and at depth. These results indicate a large, wide-spaced geologic continuation of the gold bearing quartz vein system at Wilkinson Lake. A drilling program is planned for this summer to test the economic potential of many of these quartz veins in this large, newly discovered gold bearing system.

| Sample ID | SELECT GRAB SAMPLES    |  | Au (g/t) | Ag (g/t) |
|-----------|------------------------|--|----------|----------|
|           | Zone/Showing           |  |          |          |
| 4031      | Amede Showing          |  | 10.64    | 15       |
| 4032      | Amede Showing          |  | 30.46    | 17       |
| 4097      | Yellow Brick Road Zone |  | 5.85     | 11       |
| 4220      | Penelton Gold Zone     |  | 16.72    | 27       |
| 4223      | Penelton Gold Zone     |  | 37.07    | 18       |
| 4217      | Elmhirst-Miron Zone    |  | 7.63     | 238      |
| 4219      | Hydro Showing          |  | 5.08     | 27       |
| 4253      | Bat Showing            |  | 40.32    | 15       |
| 4255      | Bat Showing            |  | 10.35    | nsv      |
| 4257      | Bat Showing            |  | 8.11     | nsv      |
| 4268      | Penelton Gold Zone     |  | 15.19    | 10       |
| 4274      | Penelton Gold Zone     |  | 12.46    | 42       |
| 4295      | Yellow Brick Road Zone |  | 3.62     | 28       |
| 609514    | Unnamed                |  | 8.71     | 9        |
| 609592    | 7 of 9                 |  | 10.51    | 25       |
| 609596    | 7 of 9                 |  | 19.07    | 96       |
| 609671    | 7 of 9                 |  | 102.2    | pending  |

| SELECT CHANNEL SAMPLES |                          |             |              |             |              |              |
|------------------------|--------------------------|-------------|--------------|-------------|--------------|--------------|
| Sample<br>ID           | Zone/Showing             | Au<br>(g/t) | Au<br>(oz/t) | Ag<br>(g/t) | Ag<br>(oz/t) | Width<br>(m) |
| WL-01                  | Wilkinson Lake Gold Zone | 9.76        | 0.28         |             |              | 9.22         |
| WL-02                  | Wilkinson Lake Gold Zone | 1.65        | 0.05         |             |              | 2.24         |
| WL-03                  | Wilkinson Lake Gold Zone | 3.45        | 0.10         |             |              | 3.45         |
| WL-04                  | Wilkinson Lake Gold Zone | 23.29       | 0.68         | 70.43       | 2.05         | 3.05         |
| WL-05                  | Wilkinson Lake Gold Zone | 22.76       | 0.66         |             |              | 2.67         |
| WL-06                  | Wilkinson Lake Gold Zone | 4.45        | 0.13         |             |              | 1.63         |

|        |                        |      |      |       |      |      |
|--------|------------------------|------|------|-------|------|------|
| PN-02  | Penelton Gold Zone     | 2.11 | 0.06 |       |      | 3    |
| PN-03  | Penelton Gold Zone     | 3.99 | 0.12 |       |      | 4    |
| PN-04  | Penelton Gold Zone     | 2.02 | 0.06 |       |      | 5.06 |
| PN-14  | Penelton Gold Zone     | 9.49 | 0.28 |       |      | 3.45 |
| YBR-04 | Yellow Brick Road Zone | 2.6  | 0.08 | 60.72 | 1.77 | 1.51 |

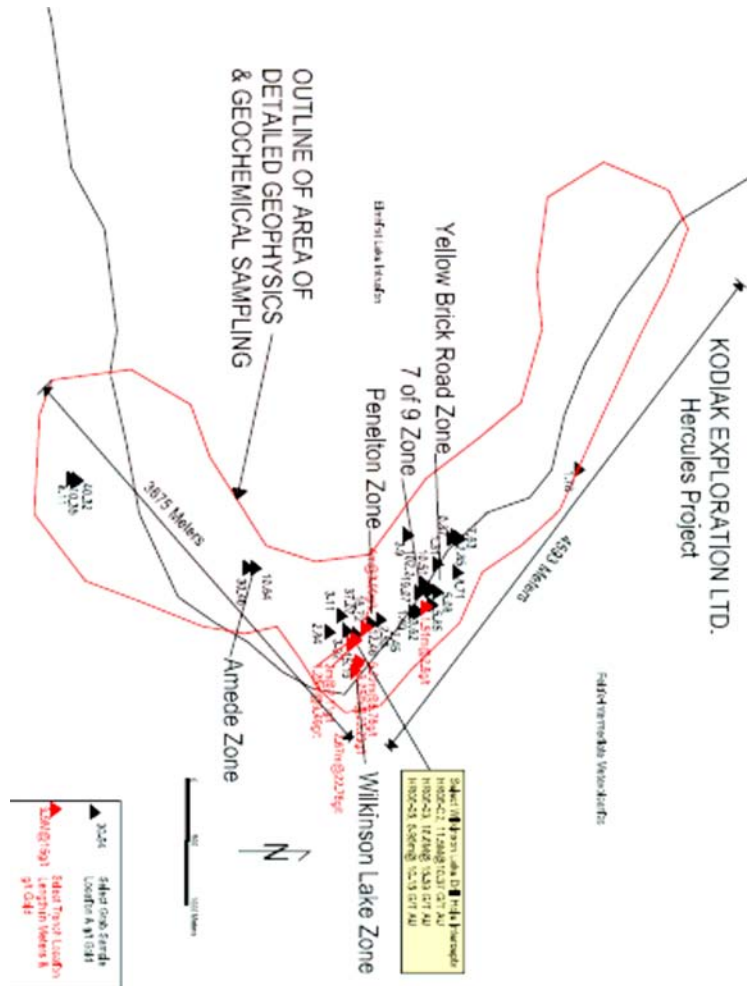
Maps showing the Hercules Project area and recently completed trenches and sampling can be found on Kodiak's web site at [www.kodiakexp.com](http://www.kodiakexp.com)

The Wilkinson Lake Zone was drilled by Kodiak during 2006, as previously reported by Kodiak. Previously reported drill results (see table below) have defined a bonanza grade gold-silver zone in quartz veins.

| Hole ID  | SELECT WILKINSON LAKE DRILL |              |                 |               |                |
|----------|-----------------------------|--------------|-----------------|---------------|----------------|
|          | INTERCEPTS                  |              |                 |               | Gold<br>(oz/t) |
|          | From<br>metres              | To<br>metres | Width<br>metres | Gold<br>(g/t) |                |
| HR-06-02 | 12.8                        | 24.3         | 11.5            | 10.37         | 0.30           |
| HR-06-03 | 26.4                        | 43           | 16.6            | 15.59         | 0.45           |
| HR-06-05 | 26.9                        | 32.85        | 5.95            | 10.15         | 0.30           |

The information contained in this news release has been reviewed and approved by Robert B. Hawkins, Kodiak's Chief Geologist, who is a qualified person for the Hercules project under the definitions established by National Instrument 43-101.

Kodiak is a mineral exploration company with significant projects in three different sectors of the mining resource industry. Through regional, grass-roots generative exploration and new geological models the Company has built a portfolio of 100% controlled projects focused on base metals (nickel/copper), gold and uranium in three different areas of Canada. Maps, photographs, detailed geologic reports and additional information may be viewed on our web site at [www.kodiakexp.com](http://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 16<sup>th</sup> day of July, 2007