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

May 11th, 2009

Item 3. News Release

The date of the news release is May 11, 2009 and the method of dissemination of the news release under section 7.1 of National Instrument 51-102 was through Canada Stockwatch and Marketwire L.P. at Vancouver, British Columbia.

Item 4. Summary of Material Change

Kodiak Intercepts Large Altered and Uranium Mineralized Zone with Multiple Drill Holes at West Millennium

Item 5. Full Description of Material Change

Kodiak Exploration Ltd. is pleased to report that drilling at its 213 square kilometre West Millennium uranium project in the Athabasca Basin of northern Saskatchewan has defined a very large and significant zone of highly altered and uranium mineralized (up to 0.13 % U3O8) basin fill sediment and underlying basement rock that extends for over 14 kilometres along strike and remains open. Kodiak completed five drill holes testing structural and stratigraphic EM conductors extending from an historic Cameco drill hole on the property. Four of the five drill holes define a central 3 kilometre long zone of highly altered basement graphitic pelite associated with highly anomalous uranium mineralization (> 0.13 % U3O8) at the unconformity. Kodiak will use these drill results to vector into zones believed to host higher grade uranium mineralization within this highly altered and strongly mineralized structural corridor. Planning for the next phase exploration is already underway. Highlights of the drilling are summarized below:

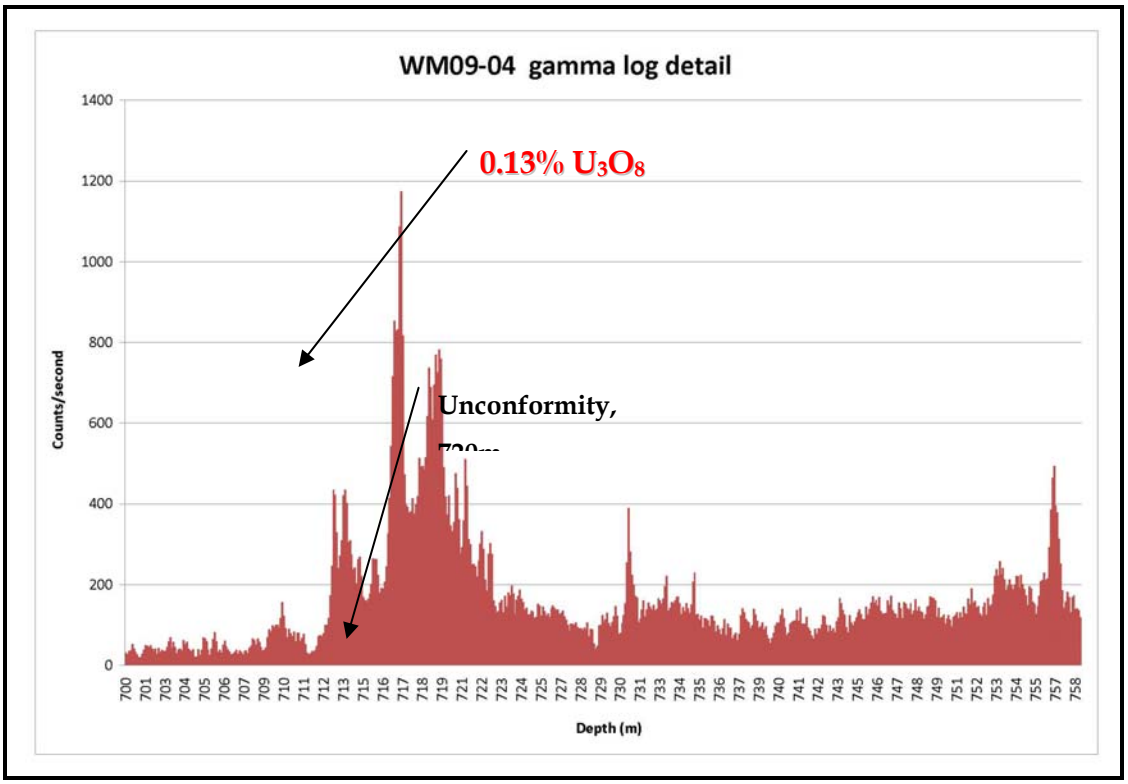
WM09-04: This drill hole was designed to test a very strong EM conductor (D-1) located 200m NW and up-dip from historic Cameco drill hole CX-11. The hole intersected a 69 metre thick fractured graphitic and pyritic pelite unit. The interval exhibits strong chlorite and grey clay alteration with local mylonite and fault gouge. The overlying sandstone is bleached and unusually hematitic. A ten-metre thick lower sandstone section immediately above the unconformity returned highly anomalous radioactivity from the down-hole gamma probe with a maximum reading of 1174 cps (about 25X background, see below). **Individual drill samples contain up to 0.13% U3O8 uranium and anomalous nickel values within the highly altered basement rocks. The alteration and mineralization defined along the D-1 conductor trend shows that a robust uranium mineralizing event has affected the D-1 conductor structural corridor.**

WM09-01: Drilled on the D-1 conductor 3.0 kilometres northeast of WM09-04, encountered a five-metre thick zone of strongly altered graphitic and pyritic pelite just below the unconformity and a strong alteration halo extending further down-hole for 28 metres with anomalous radioactivity at the unconformity (5-6 times background). The 20 metre thick lower sandstone section contains highly anomalous boron up to 722 ppm.

WM09-03: This drill hole is also on the D-1 conductor 500 metres along trend from historic drill hole CX-11. Drill hole three cut a 86 metre wide, strongly fractured and altered graphitic-pyritic pelite unit containing fracturing, grey clay and slickensides. The

lower sandstone section is fractured and desilicified for about 100 metres above the unconformity. Anomalous radioactivity defined by the down-hole logger reaches 751 cps.

These drill results have substantially enhanced the exploration potential of the West Millennium Property. The high potential D-1 conductor now has an inferred width in excess of 200 metres and a drill-defined strike length of three kilometres within a 14 kilometre long conductive anomaly defined by EM. The broad width of this conductor was previously unrecognized and the drilling has added substantially to the huge volume of potential uranium-bearing graphitic host rock on the property. The flanks of these graphitic host units are highly prospective for uranium and they remain untested by drilling. This target, when compared to similar features seen in Cameco's Millennium deposit, is virtually identical to known uranium mineralized environments. Multiple identical conductive anomalies occur throughout Kodiak's 213 square kilometre West Millennium property, demonstrating the property's large untested uranium resource potential. Additional exploration is being planned for West Millennium in light of this very successful drilling program.



Gamma log for drill hole WM09-04. Significant uranium mineralization is associated with the unconformity.

All technical information for the West Millennium Uranium Project is collected, documented, stored and reported through the QA/QC formal procedure by Qualified Persons Keith Metcalfe, P.Eng., P. Geo, Chief Geologist and Peter Daubeny, P.Geo, Senior Geologist. Samples of drill core are collected by three methods: 1) the systematic 10m – spaced composite chips (1-2 cm wide every 1.5m as a standard) taken from just below the casing shoe to just above the sandstone/basement interface (unconformity); this practice accounts for an actual core loss of less than 1%. 2) The split or half-core samples

taken continuously across the unconformity whereby about 50% of the core section is removed for analysis. 3) one to three cm chips are taken at 20m intervals for PIMA clay analysis. A combination of these three methods may be used well into the sub-Athabasca basement rock units depending on the radioactivity, structure and alteration features observed by the geologist. Core boxes are marked and labeled in succession. Weather-proof sample tags are stapled securely to the box partition at the start of the sample interval which is also marked along the core box ribs with an indelible marker. Following sample selection the residual drill core is stored as cross-stacks or in core racks, covered, labeled and archived at the company's camp site. Drill core samples are sealed in bags or pails with tamper – proof locking cable ties. Special metal/plastic containers are used for "hot" uranium – bearing samples. A "chain of custody" is in place whereby all sample shipments are closely monitored by the site geologists. All analyses are conducted under strict protocol by SRC Geo Lab in Saskatoon, Saskatchewan. SRC is a specialist in the field of uranium mineral research and is Canada's only CNSC licensed laboratory offering the complete spectrum of uranium processing and analysis.

Kodiak is a mineral exploration company with properties located in Canada. You can view additional maps, photographs and additional information, on our Web site: www.kodiakexp.com. The geological information in this press release has been reviewed and approved by Keith Metcalfe, Chief Geologist-Energy Division, who is a qualified person under the definitions established by National Instrument 43-101.

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.

Robert J. Harrington, Managing Director
Business Telephone No.: 604-688-9006

Item 9. Date of Report

DATED THIS 11th of May, 2009