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

February 12, 2025

3. News Release

A news release was disseminated on February 12, 2025 via Newsfile.

4. Summary of Material Change

On February 12, 2025, the Company announced that it has entered into a purchase agreement to acquire a 100% interest in two claims internal to Kodiak's MPD Northwest claim block (the "**Delorme claims**").

5. Full Description of Material Change

The Company announced that it has entered into a purchase agreement to acquire a 100% interest in two claims internal to Kodiak's MPD Northwest claim block (the "**Delorme claims**"). The Delorme claims are situated adjacent to and immediately southeast of the Ketchan Zone, which will form part of the upcoming resource estimate. Historic sampling in the area reported up to 0.71% Cu, 0.36 g/t Au and 6.5 g/t Ag, suggesting the potential to extend the drilled Ketchan Zone onto these Delorme claims.

Kodiak entered into a claim purchase agreement with Christopher and Guy Delorme who are private and arms-length vendors. The transaction is subject to the approval of the TSX-Venture Exchange and other customary conditions. Consideration for Delorme claims consists of 143,349 Kodiak common shares upon closing of the transaction and the vendors will retain a 0.5% net smelter return royalties ("**NSR**"). Kodiak shall retain the right to buy back the entire NSR at anytime for $250,000.

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

March 10, 2025

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