Form 51-102F3
Material Change Report

Name and Address of Company

Kent Exploration Inc. (the "Company")
410 - 744 West Hastings Street
Vancouver, BC V6C 1A5
www.kent-exploration.com

Date of Material Change

September 26, 2012

News Release

The news release was disseminated on September 26, 2012, by Stockwatch and Marketnews. The news release was also delivered to the Company's email distribution list and posted on the Company's website and on SEDAR at www.sedar.com.

Summary of Material Change

The Company reports that during its Annual General and Special Meeting held in the offices of the Company on Tuesday, September 25, 2012, 21,111,654 common shares representing 23.36% of the Company's issued and outstanding common shares were voted on the resolutions presented in the Information Circular.

The four current directors proposed for re-election were elected to the board and Giuseppe Gallo was re-appointed as Chief Financial Officer of the Company.

With the exception of the proposed stock option amendment resolution, all other resolutions proposed to the shareholders received shareholder approval, including the share consolidation resolution with 97% approval to consolidate the Company's shares on an up to one (1) new common share for each ten (10) old shares. The Company has cancelled its previously announced non-brokered private placement and upon approval of the consolidation by the TSX Venture Exchange intends to conduct a new private placement on a post consolidation basis. In conjunction with the consolidation, the Company has negotiated a bridge loan of C$250,000 for six (6) months in an arm's length transaction.

Full Description of Material Change

Kent reports that during its Annual General and Special Meeting held in the offices of the Company on Tuesday, September 25, 2012, 21,111,654 common shares representing 23.36% of the Company's outstanding and issued common shares were voted on the resolutions presented in the Information Circular.

Company directors Graeme O'Neill, Clay Conway, Corey Klassen and John Cerenzia were re-elected as directors and Mr. Giuseppe Gallo was re-appointed as the Company's Chief Financial Officer. With the exception of the proposed stock option amendment resolution, that failed to receive shareholder approval, all other resolutions presented to the shareholders, including approval to consolidate the Company's shares on an up to one (1) new share for ten (10) old shares basis, as explained in the Information Circular, received over 97% shareholder approval.

The very weak market conditions this past year, along with the difficulty many junior exploration companies have experienced in raising necessary funds to advance their projects, has also affected the Company, and in order to create the conditions necessary to raise funds, the Company is moving to, subject to approval by the TSX Venture Exchange, ("TSX-V") expedite the approved share consolidation on the one (1) new share for ten (10) old shares basis. The Company has cancelled its previously announced non-brokered private placement and upon approval of the consolidation by the TSX-V, intends on conducting a new post consolidation non-brokered private placement in order to provide both working capital and exploration funds. The financing terms for this placement will be established post consolidation. In conjunction with the consolidation, the Company has negotiated a bridge loan of C$250,000 for six months in an arm's length transaction. The funds are to be used for working capital purposes.

Subject to financing, the Company will focus on its New Zealand Gold Projects for the southern hemisphere exploration season, re-commencing exploration on its Lyell and Alexander River Gold Projects. This will include completing the sampling/assaying of the graphitic intersections identified during the 2011 diamond drill program at Alexander River that reportedly contain a historic potential gold resource of 4,000,000 tonnes at 5+ g/t Au. In addition it will continue exploration on the high grade Red Queen prospect at Lyell ("Red Queen"), which had a reported average production grade of 43.54 g/t Au (1.4 oz/t Au) over approximately 0.5 meters. The highest historic gold grade reported at Red Queen was 175 g/t Au (5.51 oz/t Au) while in 2009 the Company sampled 69.4 g/t (2.231 oz/t Au) at Red Queen.

The Company advises that the grades reported are historic in nature, are not NI 43-101 compliant and should not be relied upon. A qualified person has not done sufficient work to classify historical estimates as a current mineral resource and the Company is not treating the historical estimates as a current mineral resource and any historical estimates should not be relied upon.

Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable

Omitted Information

No information has been omitted on the basis that it is confidential information

Executive Officer

Graeme O'Neill, President
Phone: 604-684-3394
Fax: 1-888-282-7763

Date of Report

Dated at Vancouver, BC, this 28th day of September, 2012.

By Kent Exploration Inc.

"Graeme O'Neill"

Graeme O'Neill, President