

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Continent Resources Inc. (the "**Company**")
666 Burrard St., Suite 725
Vancouver, BC, V6C 2X8

Item 2. Date of Material Change

September 9, 2008

Item 3. News Release

A news release dated September 16, 2008 was disseminated through Marketwire.

Item 4. Summary of Material Change

Michael R. Pawlowski and Daniel P. Laux have been appointed as directors of the Company, and Diana Ho and Robert Wolfe have resigned as directors. Michael R. Pawlowski has been appointed as the Company's president and Daniel P. Laux has been appointed as its vice president, exploration. Robert Bick remains as the Company's chief executive officer.

Item 5.1 Full Description of Material Change

Michael R. Pawlowski and Daniel P. Laux have been appointed as directors of the Company, and Diana Ho and Robert Wolfe have resigned as directors. Michael R. Pawlowski has been appointed as the Company's president and Daniel P. Laux has been appointed as its vice president, exploration. Robert Bick remains as the Company's chief executive officer. The Company's board of directors now consists of: Robert Bick, Paul Cowley, Lawrence Dick, Herrick Lau, Daniel Laux and Michael Pawlowski.

Michael R. Pawlowski

Mr. Pawlowski has more than 28 years of experience in global resource exploration, mine development and production. Mr. Pawlowski spent over 16 years executing large tonnage copper porphyry drilling projects, increasing the geological block model tonnage through exploration. He has developed a particular expertise in porphyry copper oxide systems. Mr. Pawlowski is a registered geologist and holds a M.Sc. in geology from the University of Idaho, and a B.Sc. in geology and chemistry from Northern Illinois University.

Daniel P. Laux

Mr. Laux has over 24 years of experience as a resource exploration and mine geologist. Mr. Laux has worked in copper mines in Arizona and gold mines in Nevada, and has explored for mineral resources throughout western North America and South America. He holds a B.Sc. in geology from Arizona State University.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Robert Bick, chief executive officer
Telephone: 604 639 0430

Item 9. Date of Report

September 16, 2008.