FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

   Cedar Mountain Exploration Inc. ("**Cedar Mountain**")
   153, 333 Riverfront Ave SE
   Calgary, AB
   T2G 5R1

2. **Date of Material Change**

   December 19, 2008.

3. **News Release**

   A press release was disseminated on December 19, 2008 via Marketwire.

4. **Summary of Material Change**

   Cedar Mountain completed the second and final tranche of a non-brokered private placement of units (each a "Unit"). Pursuant to the second tranche, a total of 2,484,999 Units at a price of $0.15 per Unit were issued for gross proceeds of $372,749.85.

5.1 **Full Description of Material Change**

   Cedar Mountain completed the second and final tranche of a non-brokered private placement of Units.
   Pursuant to the second tranche, a total of 2,484,999 Units at a price of $0.15 per Unit were issued for gross proceeds of $372,749.85. Each Unit issued pursuant to this private placement consists of one common share and one common share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.25 per common share for a period of 12 months. The securities issued pursuant to this tranche are subject to a four-month hold period which expires on April 20, 2009.

   The total gross proceeds raised under this private placement is $686,499.90, of which $313,750.05 was received by the Corporation from the first tranche of the private placement which closed on November 5, 2008. Proceeds of the private placement will be used for general corporate purposes and to increase the Corporation's working capital. The Corporation now has 18,568,424 common shares issued and outstanding.

   Finders acting in connection with this private placement received a finder's fee in the total amount of $8,925 and 6,667 Units. The completion of the private placement is subject to TSX Venture Exchange approval and other regulatory approval.

5.2 **Disclosure for Restructuring Transactions**

   Not Applicable.

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The name of the executive officer of the Cedar Mountain who is knowledgeable about the material change and this report is:

Charles Chebry
President and CEO
Tel: (403) 454-1297

9. **Date of Report**

December 23, 2008