

FORM 51-102F3

Material Change Report

ITEM 1. REPORTING ISSUER

Kivalliq Energy Corporation (the "Issuer")
Suite 1020, 800 W. Pender St.
Vancouver, British Columbia, V6C 2V6

ITEM 2. DATE OF MATERIAL CHANGE

June 5, 2012

ITEM 3. PRESS RELEASE

Issued June 5, 2012 and distributed through the facilities of Marketwire via Canadian Timely Disclosure and Blender to the Issuer's email list. The news release was also posted the Issuer's website (www.kivalliqenergy.com).

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer provided a corporate update with respect to management changes. The Issuer's board of directors has named Ms. Blair Lockhart as the Issuer's Corporate Secretary. As the Isser's Corporate Secretary, Ms. Lockhart will be responsible for legal and regulatory compliance activities, equity financings, acquisitions, joint ventures, and general corporate/commercial work. The Issuer is a member of the Aurora Resource Group to which Ms. Lockhart has also been appointed General Counsel.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached News Release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable. This report is not being filed on a confidential basis

ITEM 7. OMITTED INFORMATION

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

ITEM 8. EXECUTIVE OFFICER

Contact: James R Paterson, CEO

Telephone: 604-646-4527

ITEM 9. DATE OF REPORT

DATED at Vancouver, B.C., this 6th day of June, 2012.

Kivalliq Appoints Blair Lockhart Corporate Secretary

June 5, 2012

Vancouver, B.C. - Kivalliq Energy Corporation (KIV: TSX-V) (“Kivalliq”) today provided a corporate update with respect to management changes. Kivalliq's board of directors has named Ms. Blair Lockhart as the company's Corporate Secretary. As Kivalliq's Corporate Secretary, Ms. Lockhart will be responsible for legal and regulatory compliance activities, equity financings, acquisitions, joint ventures, and general corporate/commercial work. Kivalliq Energy Corporation is a member of the Aurora Resource Group to which Ms. Lockhart has also been appointed General Counsel.

Ms. Lockhart graduated from law at the University of British Columbia, completed her LLM in the field of international environmental law at the University of London, England and has practiced law since 1991. Ms. Lockhart has been working for exploration companies since 2002, prior to which she was a Crown Prosecutor with the Ministry of Attorney General's office. Blair is also a geologist, with a BSc (Hons) and MSc from the University of Manitoba and the University of Alberta respectively.

Effective immediately, Ms. Lockhart will replace Ms. Selina Collins as Kivalliq's Corporate Secretary. Kivalliq would like to thank Ms. Collins for her years of service and wishes her great success in her future endeavours.

About Kivalliq Energy Corporation

Kivalliq Energy Corporation is a uranium exploration and development company and the first company in Canada to sign a comprehensive agreement to explore for uranium on Inuit Owned Lands in Nunavut.

Kivalliq's 252,830 acre Angilak Property hosts the high-grade Lac Cinquante deposit, along with multiple highly-mineralized target areas. With an NI 43-101 Inferred Mineral Resource of 1,779,000 tonnes grading 0.69% U₃O₈, totalling 27.13 million pounds U₃O₈, (15.2 pounds U₃O₈/tonne) at a 0.2% U₃O₈ cut-off grade, the Lac Cinquante Deposit is Canada's highest grade uranium deposit outside of the Athabasca Basin.

Since acquiring the Angilak Property in 2008, Kivalliq has invested approximately \$30 million conducting systematic exploration, including ground and airborne geophysics, geological mapping, prospecting and approximately 48,000 metres of reverse circulation and diamond core drilling.

On behalf of the Board of Directors

James R. Paterson, CEO
Kivalliq Energy Corporation

For further information about Kivalliq Energy Corporation or this news release, please visit our website at www.kivalliqenergy.com.

Kivalliq Energy Corporation is a member of the Aurora Resource Group of companies. For more information please visit www.auroraresource.com.

Certain disclosures in this release, including management's assessment of plans and projects and intentions with respect to use of proceeds, future exploration programs and the completion of financings, constitute forward-looking statements that are subject to numerous risks, uncertainties and other factors relating to Kivalliq's operations as a mineral exploration company that may cause future results to differ materially from those expressed or implied in such forward-looking statements, including risks as to market price of Kivalliq's securities and the market for securities of resource exploration companies in general; commodity prices and, in particular, the price of uranium, the completion of Kivalliq's plans and projects. Readers are cautioned not to place undue reliance on forward-looking statements. Other than as required by applicable securities legislation, Kivalliq expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

FOR FURTHER INFORMATION PLEASE CONTACT:

Kivalliq Energy Corporation

James R. Paterson, CEO

604.646.4527 or Toll Free: 1.888.331.2269

info@kivalliqenergy.com

www.kivalliqenergy.com