GOLD HAWK RESOURCES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Gold Hawk Resources Inc. ("**Gold Hawk**")
789 West Pender Street, Suite 570
Vancouver, British Columbia, V6C 1H2

2. **Date of Material Change**

December 17, 2009.

3. **News Release**

A news release disclosing the material change was issued in Vancouver, British Columbia, on December 3, 2009 through Marketwire and was filed on SEDAR.

4. **Summary of Material Change**

Gold Hawk announced that the common shares of Gold Hawk ("**Common Shares**") were consolidated on a 25:1 basis effective December 17, 2009. The Common Shares trade on the TSX Venture Exchange under a new trading symbol: TSXV: GHK.

5.1 **Full Description of Material Change**

Gold Hawk announced that the Common Shares were consolidated on a 25:1 basis effective December 17, 2009. The Common Shares trade on the TSX Venture Exchange under a new trading symbol: TSXV: GHK. Shareholders authorized the Board to give effect to the consolidation at the Special Meeting held on November 9, 2009.

5.2 **Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officers**

For further information about this material change, contact Kevin Drover, President and Chief Executive Officer, at (604) 689-9282.

9. **Date of Report**

DATED at Vancouver, British Columbia this 23rd day of December, 2009.

Kevin Drover
President and Chief Executive Officer

Gold Hawk Resources Inc.

Gold Hawk announces share consolidation effective date and new trading symbol

Vancouver, British Columbia, December 3, 2009 - Gold Hawk Resources Inc. ("Gold Hawk" or the "Company") (TSX-V: CGK) announces today that the Company's share consolidation (the "consolidation") will be effective on December 17, 2009.

Shareholders decided at the special meeting held on November 9, to authorize the Board to give effect to the consolidation (reverse stock split) of common shares on a 25:1 basis.

The consolidation will be effective for trading purposes on the TSX Venture Exchange on or about December 18, 2009 and the common shares will trade under a new trading symbol: TSX-V: GHK. Following the consolidation, the total issued and outstanding common shares of the Company will be approximately 13,017,391.

About Gold Hawk Resources Inc.

Gold Hawk (TSX-V:CGK) is a Vancouver, Canada-based precious metals company with a 15% ownership of a near-term production project at the Coricancha Mine and 600 tonnes of ore per day processing facility in central Peru. Gold Hawk has no debt and $15 million in cash and is seeking business opportunities in the mining sector. Gold Hawk is operated by an experienced management team with significant operating experience.

This document may contain "forward-looking statements" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this document and Gold Hawk Resources Inc. (hereinafter referred to as the "Company") do not intend, and do not assume any obligation, to update these forward-looking statements. Forward-looking statements relate to future events or future performance and reflect management of the Company's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, commodity prices, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual financial statements and management's discussion and analysis of those statements, all of which are filed and available for review on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, contact:

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