Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

September 28, 2010.

Item 3 News Release

A news release disclosing the material change was issued in Vancouver, British Columbia on September 28, 2010 through Marketwire and was filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it has closed the acquisition of the Oracle Ridge Copper Mine and appointed two new Directors to the Board of Directors.

The Company has purchased all of the issued and outstanding shares of 0830438 B.C. Ltd. ("**Oracle Ridge**"). Oracle Ridge's wholly owned US subsidiary, Oracle Ridge Mining LLC, owns the subsurface mining rights through an option to purchase and is leasing the surface mining rights necessary to explore, rebuild and operate the past producing Oracle Ridge Copper Mine located 24 km northeast of Tucson, Arizona. The Company has issued to Oracle Ridge shareholders an aggregate of 11,200,000 common shares in the capital of the Company. In addition, the Company has repaid $700,000 of indebtedness of Oracle Ridge.

Item 5 Full Description of Material Change

Please see attached Schedule "A"

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information about this material change, contact Omar Salas, Vice President Finance and Chief Financial Officer, at (604) 689-9282.

Item 9 Date of Report

DATED at Vancouver, British Columbia this 6 day of October, 2010.

Omar Salas
Vice President Finance and Chief Financial Officer

SCHEDULE "A"

Gold Hawk Resources Inc.

Gold Hawk closes Oracle Ridge Copper Mine acquisition

Two new Directors appointed to Board

Vancouver, British Columbia, September 28, 2010 - Gold Hawk Resources Inc. ("Gold Hawk" or the "Company") (TSX-V: GHK) is pleased to announce today that the Company has closed its acquisition of the Oracle Ridge Copper Mine (the "Transaction") and appointed two new Directors to the Board of Directors.

Gold Hawk has purchased all of the issued and outstanding shares of 0830438 B.C. Ltd. ("Oracle Ridge"). Oracle Ridge's wholly owned US subsidiary, Oracle Ridge Mining LLC, owns the subsurface mining rights through an option to purchase and is leasing the surface mining rights necessary to explore, rebuild and operate the past producing Oracle Ridge Copper Mine located 24 km northeast of Tucson, Arizona. Gold Hawk has issued Oracle Ridge shareholders an aggregate of 11,200,000 common shares in the capital of the Company. In addition, Gold Hawk has repaid $700,000 of indebtedness of Oracle Ridge.

"Gold Hawk's acquisition of the Oracle Ridge Copper Mine has been welcomed by our shareholders. Given the high copper values at the mine, favourable commodity prices and the low capital cost required to return the mine to production compared to other pre-production projects, this is a very opportune time for Gold Hawk to complete the acquisition of a copper asset," said Kevin Drover, Gold Hawk's President and CEO.

The Board has appointed two new Directors, Mr. Paul Eagland and Mr. Greg Liller, and received the resignation of one Director, Mr. Jean Depatie. A total of six Directors will now represent shareholder interests: Mr. Gordon Bub (Chairman), Mr. Kevin Drover (President and CEO), Mr. Paul Eagland, Mr. Greg Liller, Mr. Derek Price and Mr. Michel Tardif.

Mr. Eagland is a merchant banker with more than 25 years experience in mining and transaction finance.

Mr. Liller obtained a Bachelor of Geology from Western State College in Colorado in 1977. He has more than 30 years experience in exploration and mine development and has been involved in seven projects in which he played a key role become mines.

Mr. Depatie became a Director of the Company in 1997 and served as President and Chief Executive Officer of Gold Hawk prior to November 2003. He is a geologist with more than 40 years experience and was directly involved with the acquisition of the Company's previous mining operation in Peru. He will act as an advisor to Gold Hawk on an ad hoc basis.

"On behalf of the Board, Gold Hawk thanks Jean for his guidance and support over the past 13 years," said Mr. Bub, Chairman. "As the Company's founder, we are pleased that he has agreed to continue his service to the Company in an advisory capacity."

About Gold Hawk Resources Inc.

Gold Hawk (TSX-V: GHK) is a Vancouver, Canada-based company with a focus on uncovering overlooked and undervalued projects to achieve superior shareholder returns. The Company is the sole owner and operator of the Oracle Ridge copper mine project 24 km northeast of Tucson, Arizona. Gold Hawk is debt-free, has working capital of $18 million and is operated by an experienced management team with extensive operating experience.

For further information, contact:

Mr. Jason Mercier
Director Investor Relations
Gold Hawk Resources Inc.
Tel: (604) 689-9261
Email: info@goldhawkresources.com
Website: www.goldhawkresources.com