

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.

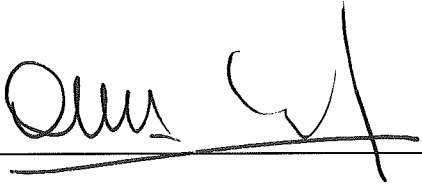
Item 8 Executive Officer

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.

A handwritten signature in black ink, appearing to read "Omar Salas", is written over a horizontal line. The signature is stylized with cursive-like flourishes.

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.

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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