FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Gold Hawk Resources Inc. (the "Company")
Suite 1550 - 15th Floor, 666 Burrard Street
Vancouver, British Columbia V6C 2X8

2. Date of Material Change:

The material change described in this report occurred on June 27, 2011.

3. News Release:

On June 27, 2011, the Company issued a media release through the facilities of Marketwire. A copy of the media release announcing the material change is set out at Schedule "A" to this report.

4. Summary of Material Change:

On June 27, 2011, the Company announced the retirement of its Chief Executive Officer, Kevin Drover, from the Company and the Board, effective June 30, 2011. Mr. Drover led Gold Hawk for the past five years, starting with the Company as Chief Operations Officer overseeing the re-opening of the Coricancha Mine and return to commercial production and being promoted to CEO. Mr. Paul Eagland, a director of the Company and member of the Audit Committee, has been appointed interim CEO while the Board reviews candidates.

In addition, the Company also announced that it has hired Mr. Alexander Langer as Vice President Corporate Communications. Mr. Langer will communicate with retail brokerages and shareholders, with a particular focus on U.S. and European investors. The Board of Directors granted stock options to Mr. Langer to purchase 300,000 common shares in the capital of the Company, exercisable for a period of five years at a price of $1.30 per share and subject to the terms and conditions of the Company's Stock Option Plan and TSX Venture Exchange approval. The options vest one-third immediately upon the date of grant, one-third will vest 12 months from the date of grant and the final one-third of the options will vest 24 months from the date of grant.

5. Full Description of Material Change:

See attached media release at Schedule "A" to this report.

6. Reliance on Confidential Filing Provisions:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted respecting the material change and this report:

Mr. Jason Mercier, Tel: (604) 689-9261

9. Date of Report:

June 29, 2011.

SCHEDULE "A"

Gold Hawk Resources Inc.

Gold Hawk announces management change

Vancouver, British Columbia, June 27, 2011 - Gold Hawk Resources Inc. ("Gold Hawk" or the "Company") (TSXV: GHK) announces the retirement of its Chief Executive Officer, Kevin Drover, from the Company and the Board, effective June 30, 2011.

Mr. Drover has led Gold Hawk for the past five years, starting with the Company as Chief Operations Officer overseeing the re-opening of the Coricancha Mine and return to commercial production and being promoted to CEO. The Company thanks Mr. Drover for his years of service to the organization as a director and member of the management team.

Mr. Paul Eagland, a director of the Company and member of the Audit Committee, has been appointed interim CEO while the Board reviews candidates.

"Kevin's dedication to building a strong operations team to redevelop the former operating underground Oracle Ridge Copper Mine and return the mine into production is a lasting legacy that will deliver value to shareholders," said Mr. Eagland.

Gold Hawk expects to produce a NI 43-101 compliant technical report later this summer for its Oracle Ridge Copper Mine near Tucson, Arizona. Extensions to its current historical mineralization in Zone 4 have previously been reported (May 31, 2011, "Gold Hawk intercepts 70 feet of 2.53% copper at Oracle Ridge") and the Company continues its confirmation drill program and assaying of new and historic drill core.

Appointment of Vice President Corporate Communications and option grant

Gold Hawk also announces that it has hired Mr. Alexander Langer as Vice President Corporate Communications. Mr. Langer has worked most recently in investor relations and is a former investment advisor with CanaccordGenuity. He will focus on communicating with retail brokerages and shareholders, with a particular focus on U.S. and European investors.

The Board of Directors has granted stock options to Mr. Langer to purchase 300,000 common shares in the capital of the Company, exercisable for a period of five years at a price of $1.30 per share and subject to the terms and conditions of the Company's Stock Option Plan and TSX Venture Exchange approval. The share options vest one-third immediately upon the date of grant, one-third will vest 12 months from the date of grant and the final one-third of the options will vest 24 months from the date of grant.

About Gold Hawk Resources Inc.

Gold Hawk (TSXV: GHK) is a Vancouver, Canada-based company with a focus on uncovering overlooked deep-value projects to achieve superior shareholder returns. The Company is the sole owner and operator of Oracle Ridge Mining LLC and copper mine located 24 km northeast of Tucson, Arizona. Gold Hawk has cash on hand of approximately $17 million, minimal long-term debt and is managed by an experienced team of mining professionals with extensive operating and financial experience.

Forward-looking Statement Disclaimer

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") does not intend, and does 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.

For further information, contact:

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