

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

KnightHawk Inc. (the "Company")
2806 – 27th Avenue
Vernon, B.C.
V1T 9K4

2. Date of Material Change

December 9, 2009

3. News Release

The news release was disseminated on December 9, 2009 through Market News and Stockwatch and was Sedar filed with the Securities Commission.

4. Summary of Material Change

The Company is pleased to announce the appointment of Mr. Jeremy Sundin as Chief Financial Officer of KnightHawk Inc.. Mr. Sundin is a Chartered Accountant and current Controller for the Company. He is also a member of the Institute of Chartered Accountants of B.C. and the Canadian Institute of Chartered Accountants.

5. Full Description of Material Change

The Company is pleased to announce the appointment of Mr. Jeremy Sundin as Chief Financial Officer of KnightHawk Inc.. Mr. Sundin is a Chartered Accountant and current Controller for the Company. He is also a member of the Institute of Chartered Accountants of B.C. and the Canadian Institute of Chartered Accountants.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Kenneth Fitzgerald, Chairman and Chief Executive Officer
2806 – 27th Avenue
Vernon, B.C.
V1T 9K4

Telephone: (250) 549-1473

9. Date of Report

December 9, 2009