

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

Tuesday, July 30, 2013

3. News Release

The news release was disseminated on Wednesday, July 31, 2013, through Market News and Stockwatch and was Sedar filed with the Securities Commission on Wednesday, July 31, 2013.

4. Summary of Material Change

The Company announced the resignation of Jeremy Sundin as Chief Financial Officer of the Company.

5. Full Description of Material Change

Please see news release attached.

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.
VIT 9K4

Telephone: (250) 549-1473

9. Date of Report

Wednesday, July 31, 2013

PRESS RELEASE

FOR IMMEDIATE RELEASE

TRADING SYMBOL: TSX-V KHA

July 31, 2013

KNIGHTHAWK INC. ANNOUNCES CFO CHANGE

Jeremy Sundin, Chief Financial Officer (“CFO”) of KnightHawk Inc., has accepted a position as a CFO in the public sector. Accordingly, Mr. Sundin has tendered his resignation as CFO of KnightHawk Inc.. The Company is grateful for Jeremy’s contributions during his years as CFO, and wish him the best in his new opportunity. Kenneth Fitzgerald, Chairman & CEO of the Company, will assume the CFO position, pending completion of a search for a new CFO.

Further information about KnightHawk Inc. is available at www.sedar.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy of this release. This news release may contain certain "Forward-Looking Statements". All statements, other than statements of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time with the TSX Venture Exchange and various securities commissions.

FOR FURTHER INFORMATION please contact:

Mr. Ken Fitzgerald,
Chairman and Chief Executive Officer,
KnightHawk Inc.
(250) 549-1473