Form 27

Securities Act

Material Change Report under Section 85(1) of the Act

Item 1. *Reporting Issuer*

HAWKEYE GOLD INTERNATIONAL INC.

Item 2. *Date of Material Change*

June 21, 2001

Item 3. *Press Release*

June 21, 2001

Item 4. *Summary of Material Change*

The Company has arranged for a non-brokered private placement for $38,000 Cdn.

Item 5. *Full Description of Material Change*

The Company has negotiated a non-brokered private placement of 292,308 special warrants at the price of $0.13 per special warrant, for gross proceeds of $38,000 (Cdn.).

Each special warrant will be exchangeable into one common share in the capital of the Company and one common share purchase warrant exercisable for two years. Each whole share purchase warrant will permit the holder to purchase one further common share in the capital of the Company at the price of $0.17 for two years.

The Company has agreed to use its best efforts to qualify the common shares and share purchase warrants to be issued on conversion of the special warrants for a four-month hold period by filing an Annual Information Form (AIF) with the British Columbia Securities Commission. The special warrants will automatically convert into common shares and share purchase warrants upon the Company filing an AIF. In the event that the Company does not file an AIF, the special warrants will convert into free trading shares and share purchase warrants after one year.

A finder's fee of $300 will be payable in connection with this financing.

The private placement is subject to regulatory acceptance.

Item 6. *Reliance of Section 85(2) of the Act*

Not applicable

Item 7. *Omitted Information*

Not applicable

Item 8. *Senior Officers*

Greg Neeld, President (604) 878-1339

Item 9. *Statement of Senior Officer*

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, B.C. this 25th day of June, 2001.

"Greg Neeld"

Greg Neeld, President