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*

July 18, 2001

Item 3. *Press Release*

July 18, 2001

Item 4. *Summary of Material Change*

The Company has arranged for a non-brokered private placement for $50,000 Cdn.

Item 5. *Full Description of Material Change*

The Company has negotiated a non-brokered private placement of 333,333 special warrants at the price of $0.15 per special warrant, for gross proceeds of $50,000 (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 $0.21 for two years.

No finder's fee is 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 19th day of July, 2001.

"Greg Neeld"

Greg Neeld, President