



Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

HAWKEYE Gold & Diamond Inc.
Suite 2302 – 120 Milross Avenue
Vancouver, British Columbia, Canada
V6A 4K7

Item 2 Date of Material Change

August 30, 2005

Item 3 News Release

News release #145, dated August 30, 2005, was released in Vancouver B.C., and was disseminated to the public through Stockwatch and Marketnews, filed with SEDAR and posted to the Company's website at www.hawkeyegold.com.

Item 4 Summary of Material Change

The Company receives TSX Venture Exchange (the "Exchange") acceptance for filing of an Amended Property Option Agreement (the "Amended Option Agreement") for its San Carlos Property located near San Carlos, in the state of Tamaulipas, Mexico.

Item 5 Full Description of Material Change

The Company has received Exchange acceptance for filing of this Amended Property Option Agreement dated April 13, 2005 between HAWKEYE Gold & Diamond Inc. and its Mexican subsidiary HAWKEYE Oro de Mexico S.A. De C.V. and Almaden Minerals Ltd. and its Mexican subsidiary Compania Minera Zapata, S.A. De C.V., whereby the Company has the option to earn a 51% interest in the San Carlos Property located near San Carlos, in the state of Tamaulipas, Mexico.

In consideration the Company will issue 1,150,000 common shares over two years (950,000 shares in the first year (850,000 issued)) and incur exploration expenses aggregating US\$2,000,000 over three years (not less than US\$450,000 in the first year).

Under the terms of the Amended Option Agreement the Company also has the right to earn up to an additional 9% interest in the property and any additional payments and/or exploration expenses relating to the Property are subject to Exchange approval.

All securities issued in connection with this Amended Option Agreement are subject to a four (4) month hold.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following senior officer of the Company is knowledgeable about the material change disclosed in this report.

Greg Neeld, President
Business Telephone No. – 604-878-1339

Item 9 Date of Report

Dated at Vancouver, British Columbia, this 14th day of September, 2005.