

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Blackhawk Resource Corp. (“**Blackhawk**” or the “**Corporation**”)
650-816 7th Ave SW
Calgary, AB T2P 1A1

2. Date of Material Change

December 7, 2011

3. News Release

A press release was disseminated on December 7, 2011 via Marketwire.

4. Summary of Material Change

Blackhawk announced: (a) the appointment of David A. Bryson as President and a Director; (b) a focus towards the acquisition of US based oil and gas assets; (c) a private placement; (d) the termination of the sale of the Bodo properties previously announced; and (e) a grant of options.

5.1 Full Description of Material Change

Blackhawk announced that David A. Bryson has joined as President and a Director of the Corporation. Mr. Bryson will be responsible for leading the Corporation's growth strategy, particularly the Corporation's planned acquisition of United States oil and gas properties.

Blackhawk, a Calgary-based oil and gas exploration company, currently operates in the Western Canadian Sedimentary Basin. With Mr. Bryson joining the Corporation, the Corporation will be considering strategic oil and gas acquisitions in the United States, with an emphasis on producing properties that would enable the Corporation to pay a dividend.

Bryson has agreed to complete private placement in the amount of \$357,500 in a subscription for 6,500,000 common shares of the Corporation as part of his commitment. The private placement is subject to TSX Venture Exchange acceptance and the common shares will be subject to a statutory hold period of four months plus one day from the date of issuance.

The Corporation would also like to announce that the sale of the Bodo properties, as announced on July 7, 2011, has been terminated, due to certain conditions not being met by the purchasers.

The Corporation has also approved the granting of an additional 4,400,000 stock options to

various directors, officers and key consultants. Of this amount a total of 4,000,000 are approved to be granted to directors and officers. The options will be granted at an exercise price of \$0.10 per Common Share and expire five years from the date of grant. The Corporation has determined that exemptions from the various requirements of TSX Venture Exchange Policy 5.9 are available for the granting of the options.

5.2 **Disclosure for Restructuring Transactions**

Not Applicable.

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The name of the executive officer of Blackhawk who is knowledgeable about the material change and this report is:

Dave Antony
President and CEO
(403) 531-1710
dantony@blackhawkresources.ca

9. **Date of Report**

December 16, 2011