

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Blackhawk Resource Corp. (the "Company")
Suite 650, 816 – 7th Avenue S.W.
Calgary, Alberta T2P 1A1

Item 2. Date of Material Change

News Release dated December 23, 2019

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on December 23, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk appoints new Chief Financial Officer and adds Directors.

Item 5. Full Description of Material Change

December 23, 2019 - Blackhawk Resource Corp. (the "**Company**" or "**Blackhawk**") (CSE – BLR), is pleased to announce that Konstantin Lichtenwald has been appointed as the Company's new Chief Financial Officer, replacing Zula Kropivnitski.

Mr. Lichtenwald specializes in providing corporate finance, valuation, taxation, financial reporting, consulting and other accounting services to both small businesses as well as public commodity resource companies. He also assists in many aspects of clients' administration, financing and other activities. Mr. Lichtenwald also worked at Ernst & Young GmbH, Germany, in the assurance department. He earned his bachelor of business administration from Pforzheim University, Germany, and holds the professional designation of chartered professional accountant (CPA, CGA), and he is a member of Chartered Professional Accountants of British Columbia and Canada. Mr. Lichtenwald has had extensive experience as a controller and CFO of numerous publicly traded and private corporations in several industries.

The Company would like to thank Ms. Kropivnitski for her contributions to the Company.

The Company is also pleased to announce that Alex Klenman, Marc Lowenstein, Fred Pels, Dale Owen and Dave Antony have been elected as directors of the Company at the annual general meeting of shareholders held on December 20th. Messrs. Klenman and Lowenstein are new to the board, and fill vacancies left by Raymond Antony, Mike Smith

and Kelly Ogle, who did not stand for re-election at the meeting. The Company thanks the former directors for their service to the Company.

Mr. Klenman brings over 30 years of business development, finance, marketing, media and corporate communications experience. He has held senior management and board positions in both the public and private sectors, and currently sits on the boards of multiple public companies. Prior to 2012, Mr. Klenman also served as a communications consultant for several TSX Venture listed resource companies, including Roxgold Inc., Integra Gold, Forum Uranium, Midnight Sun Mining, and others. In addition, Mr. Klenman also spent ten years in broadcasting, which included notable board positions with CKVU Television in Vancouver and Canwest Pacific Television. He is also currently President & CEO of Nexus Gold Corp. (TSX.V: NXS) and Azincourt Energy Corp. (TSX.V: AAZ).

Marc A. Lowenstein joined Fric Lowenstein in 2015 after completing his law degree at Bond University in Australia. Before law school, Marc spent more than 10 years in the construction industry in various positions ranging from a labourer, foreman, superintendent up to a Project Engineer for a large heavy civil construction company. Marc has also worked as a National Construction Safety Officer and consultant where he built, implemented and supervised health and safety programs for companies in the construction industry. Marc is focusing his practice on real estate and matters relating to construction including contracts, litigation and dispute resolution. Marc also recently joined the ADR Institute of Alberta and is working towards becoming a Qualified Arbitrator (Q. Arb.).

For further information please contact:

Fred Pels
403-991-7737

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.

Frederick Pels
Chief Executive Officer
Telephone: 403-991-7737.

Item 9. Date of Report

December 23, 2019