

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Seahawk Ventures Inc. ("**Seahawk**" or the "**Company**")  
909 Bowron Street  
Coquitlam, BC  
V6J 7W3

**Item 2: Date of Material Change**

August 2, 2017 and August 4, 2017.

**Item 3: News Release**

The news release with respect to the material changes described herein was disseminated on August 2, 2017 through Newsfile.

**Item 4: Summary of Material Change**

Seahawk completed its acquisition of a 100% interest in the German Shepherd and Mystery properties (the "**Properties**") pursuant to the property purchase agreement with RSD Capital Corp. and Michel A. Lavoie (the "**Vendors**") described in the Company's news release dated June 12, 2017. The Properties comprise a total of 66 mineral claims covering approximately 3,900 hectares in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

Seahawk has also completed its acquisition of a 100% interest in the Fecteau Property (the "**Fecteau Property**") pursuant to the property purchase agreement with the Vendors described in the Company's news release dated August 2, 2017. The Fecteau Property consists of 48 mineral claims covering approximately 2,700 hectares, also located in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

**Item 5.1: Full Description of Material Change**

Seahawk has completed its acquisition of a 100% interest in the Properties pursuant to the property purchase agreement with the Vendors described in the Company's news release dated June 12, 2017. The Properties comprise a total of 66 mineral claims covering approximately 3,900 hectares in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada. Seahawk paid \$50,000 in cash and has issued 1,000,000 common shares of Seahawk to the Vendors at a price of \$0.30 per common share. The common shares issued to the Vendors are subject to a hold period which expires on December 3, 2017. The Vendors have retained a 2% net smelter return royalty on the Properties. Seahawk may elect to purchase one-half of the royalty interest from the Vendors for a payment of \$500,000, leaving the Vendors with the remaining 1%.

Seahawk has also completed its acquisition of a 100% interest in the Fecteau Property pursuant to the property purchase agreement with the Vendors described in the Company's news release

dated August 2, 2017. The Fecteau Property consists of 48 mineral claims covering approximately 2,700 hectares, also located in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada. Seahawk paid \$60,000 in cash and issued 400,000 common shares of Seahawk to the Vendors at a price of \$0.30 per common share. The common shares issued to the Vendors are subject to a hold period which expires on December 5, 2017. The Vendors have retained a 2% net smelter return royalty on the Properties. Seahawk may elect to purchase one-half of the royalty interest from the Vendors for a payment of \$1,000,000, leaving the Vendors with the remaining 1%.

Seahawk has also issued 150,000 common shares at a price of \$0.30 to Bluesky Corporate Communications Ltd. in payment of a finder's fee in connection with the acquisition, which common shares are subject to a hold period which expires on December 5, 2017.

**Item 5.2: Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

This report is not being filed on a confidential basis.

**Item 7: Omitted Information**

Not applicable.

**Item 8: Executive Officer**

Giovanni Gasbarro, President and Chief Executive Officer  
Telephone: (604) 939-1848/Email: [seahawkventuresinc@gmail.com](mailto:seahawkventuresinc@gmail.com)

**Item 9: Date of Report**

August 4, 2017.