

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Hawkmoon Resources Corp. (the “**Company**”)
Suite 1000 - 409 Granville Street
Vancouver, BC
V6C 1T2

Item 2 Date of Material Changes

December 1, 2021 and December 8, 2021

Item 3 News Releases

The news releases dated December 7, 2021 and December 13, 2021, respectively, were disseminated by Business Wire.

Item 4 Summary of Material Changes

On December 1, 2021, the Company issued 8,000,000 flow-through units (“**FT Units**”) at \$0.10 per FT Unit for aggregate gross proceeds to the Company of \$800,000 (the “**First Tranche**”). Each FT Unit is composed of one (1) common share of the Company, issued on a flow-through basis pursuant to the Income Tax Act (Canada) (a “**FT Share**”), and one (1) common share purchase warrant, each such warrant entitling the holder to acquire one (1) additional common share (a “**Share**”) for a period of two (2) years from the date of issuance at \$0.12.

Finder’s fees of \$69,000 were paid and 690,000 finder’s warrants were issued in connection with the First Tranche. Each finder’s warrant is exercisable at \$0.10 for a period of twenty-four (24) months from the date of issuance.

On December 8, 2021, the Company completed the second tranche non-brokered private placement (the “**Second Tranche**”) for aggregate gross proceeds of \$1,092,729. Together with the proceeds from the First Tranche, the Company has raised an aggregate of \$1,892,729 through the private placement.

Through the Second Tranche, the Company issued:

- a. 745,332 Shares at a purchase price of \$0.075 per Share;
- b. 2,070,333 non-flow-through units of the Company (each, an “**NFT Unit**”) at a purchase price of \$0.09 per NFT Unit, with each NFT Unit consisting of one (1) Share and one (1) common share purchase warrant (a “**Warrant**”), with each Warrant exercisable into one (1) Share at an exercise price of \$0.12 for a period of two years following the issuance date;
- c. 425,000 flow-through units of the Company (each, a “**Half Warrant FT Unit**”) at a purchase price of \$0.10 per Half Warrant FT Unit, with each Half Warrant FT Unit consisting of one (1) FT Share, and one-half of one (1/2) Warrant; and

d. 8,080,000 FT Units.

In connection with the Second Tranche, finder's fees of \$91,742 were paid and 573,549 finder's warrants were issued. Each finder's warrant is exercisable at \$0.10 for a period of twenty-four (24) months from the date of issuance.

Certain portions of the securities issued in the Second Tranche constitute Related Party Transactions within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holdings in Special Transactions (“MI 61-101”). Two directors of the Company acquired 342,000 Shares (the “Insider Shares”) in aggregate. The Company relied on exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the Insider Shares, nor the consideration paid for the Insider Shares, exceeded 25% of the Company's market capitalization.

Item 5 Full Description of Material Changes

5.1 Full Description of Material Change

See Item 4 above and the attached news releases for a full description of the material changes.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

Branden Haynes, Chief Executive Officer and Director, 604.817.1595

Item 9 Date of Report

January 10, 2022



NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES

**HAWKMOON RESOURCES CLOSES FIRST TRANCHE OF NON-BROKERED
PRIVATE PLACEMENT OF FLOW-THROUGH UNITS**

December 7, 2021 – Vancouver, B.C. – Hawkmoon Resources Corp. (CSE: HM, FSE: 966) (“Hawkmoon” or the “Company”) is pleased to announce that the Company has completed the first tranche (the “**First Tranche**”) of its previously announced non-brokered private placement of flow through units (each, an “**FT Unit**”) through the issuance of 8,000,000 FT Units at \$0.10 per FT Unit (the “**FT Offering**”), for aggregate gross proceeds to the Company of \$800,000.

Each FT Unit is composed of one (1) common share (a “**Common Share**”) of the Company, issued on a flow-through basis pursuant to the *Income Tax Act* (Canada), and one (1) Common Share purchase warrant, each such warrant to entitle the holder to acquire one (1) additional Common Share for a period of two (2) years from the date of issuance at \$0.12. The Company expects to use the net proceeds from the First Tranche towards the 2022 drill program at the Company’s Wilson project and for general working capital.

Finder’s fees of \$69,000 were paid and 690,000 finder’s warrants were issued in connection with the First Tranche. GloRes Securities was the lead finder for the First Tranche. Each finder’s warrant is exercisable at \$0.10 for a period of twenty-four (24) months from the date of issuance. All securities issued in connection with the First Tranche are subject to a statutory hold period expiring four months and one day from issuance.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Hawkmoon Resources

Hawkmoon is focused entirely on its three Quebec gold projects. Two of these projects are located in one of the world’s largest gold endowed areas, the Abitibi Greenstone Belt. Both these gold projects are accessed by government-maintained roads and are in close proximity to each other east of the town of Lebel sur Quévillon. The third project is situated in the Belleterre Gold Camp southwest of Val-d’Or.

For more information, review the Company's filings available at www.sedar.com.

Forward-Looking Statements

This news release contains certain forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, including statements regarding the expected use of proceeds from the First Tranche are "forward-looking statements". These forward-looking statements reflect the expectations or beliefs of management of the Company based on information currently available to it. Forward-looking statements are subject to a number of risks and uncertainties, including those detailed from time to time in filings made by the Company with securities regulatory authorities, which may cause actual outcomes to differ materially from those discussed in the forward-looking statements. These factors should be considered carefully and readers are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Contact Information

Branden Haynes
Director and Chief Executive Officer
Telephone: 604-817-1595
Email: branden@hawkmoonresources.com



NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES

HAWKMOON RESOURCES CLOSES SECOND TRANCHE OF \$1,892,729 NON-BROKERED PRIVATE PLACEMENT

December 13, 2021 – Vancouver, B.C. – Hawkmoon Resources Corp. (CSE: HM, FSE: 966) (“Hawkmoon” or the “Company”) is pleased to announce that it has completed the second tranche (the “**Second Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”), for aggregate gross proceeds of \$1,092,729. Together with the proceeds from the first tranche of the Private Placement, completed earlier in December, the Company has raised an aggregate of \$1,892,729 through the Private Placement.

Through the Second Tranche, the Company issued:

- a. 745,332 common shares of the Company (each, a “**Share**”) at a purchase price of \$0.075 per Share;
- b. 2,070,333 non-flow-through units of the Company (each, an “**NFT Unit**”) at a purchase price of \$0.09 per NFT Unit, with each NFT Unit consisting of one (1) Share and one (1) common share purchase warrant (a “**Warrant**”), with each Warrant exercisable into one (1) Share at an exercise price of \$0.12 for a period of two years following the issuance date;
- c. 425,000 flow-through units of the Company (each, a “**Half Warrant FT Unit**”) at a purchase price of \$0.10 per Half Warrant FT Unit, with each Half Warrant FT Unit consisting of one Share, issued on a flow-through basis pursuant to the *Income Tax Act (Canada)* (a “**FT Share**”), and one-half of one (1/2) Warrant; and
- d. 8,080,000 flow-through units of the Company (each, a “**Whole Warrant FT Unit**”) at a purchase price of \$0.10 per Whole Warrant FT Unit, with each Whole Warrant FT Unit consisting of one (1) FT Share and one (1) Warrant.

In connection with the Second Tranche, finder’s fees of \$91,742 were paid and 573,549 finder’s warrants were issued. Each finder’s warrant is exercisable at \$0.10 for a period of twenty-four (24) months from the date of issuance. All securities issued in connection with the Second Tranche are subject to a statutory hold period expiring four months and one day from issuance. The Company expects to use the net proceeds from the Second Tranche towards drilling programs and for general working capital.

Certain portions of the securities issued in the Second Tranche constitute Related Party Transactions within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holdings in Special Transactions* (“**MI 61-101**”). Two directors of the Company acquired 342,000 Shares (the “**Insider Shares**”) in

aggregate. The Company relied on exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the Insider Shares, nor the consideration paid for the Insider Shares, exceeded 25% of the Company's market capitalization.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Hawkmoon Resources

Hawkmoon is focused entirely on its three Quebec gold projects. Two of these projects are located in one of the world's largest gold endowed areas, the Abitibi Greenstone Belt. Both these gold projects are accessed by government-maintained roads and are in close proximity to each other east of the town of Lebel-sur-Quévillon. The third project is situated in the Belleterre Gold Camp southwest of Val-d'Or.

For more information, review the Company's filings available at www.sedar.com.

Forward-Looking Statements

This news release contains certain forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, including statements regarding the expected use of proceeds from the Second Tranche are "forward-looking statements". These forward-looking statements reflect the expectations or beliefs of management of the Company based on information currently available to it. Forward-looking statements are subject to a number of risks and uncertainties, including those detailed from time to time in filings made by the Company with securities regulatory authorities, which may cause actual outcomes to differ materially from those discussed in the forward-looking statements. These factors should be considered carefully and readers are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Contact Information

Branden Haynes
Director and Chief Executive Officer
Telephone: 604-817-1595
Email: branden@hawkmoonresources.com