

# **Redhawk Resources, Inc.**

*(An Exploration Stage Company)*

## **Interim Consolidated Financial Statements**

**December 31, 2009**

(Canadian Funds)

(Unaudited)

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**Notice of no Auditor Review of Interim Financial Statements**

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by, and are the responsibility of, the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards of the Canadian Institute of Chartered Accountants for a review of interim financial statements.

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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Interim Consolidated Balance Sheets

Canadian Funds  
Unaudited

ASSETS	December 31, 2009	March 31, 2009 (audited)
<b>Current</b>		
Cash and cash equivalents	\$ 1,056,244	\$ 11,615
Short-term investments	-	221,136
Accounts receivable and prepaid expense	58,076	58,689
	<u>1,114,320</u>	291,440
<b>Reclamation bond</b>	17,130	17,130
<b>Property and equipment (Note 4)</b>	1,700	11,860
<b>Resource properties (Note 5)</b>	13,728,793	13,183,751
	<u>\$ 14,861,943</u>	\$ 13,504,181
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 112,059	\$ 220,470
Current portion of long term debt (Note 6)	393,750	-
	<u>505,809</u>	220,470
<b>Long term debt (Note 6)</b>	\$ 1,951,107	\$ 2,714,470
	<u>2,456,916</u>	2,934,940
<b>SHAREHOLDERS' EQUITY</b>		
<b>Share capital (Note 7)</b>	23,062,943	21,697,152
<b>Stock options (Note 8)</b>	2,606,649	2,344,687
<b>Warrants (Note 9)</b>	933,547	605,910
<b>Deficit</b>	(14,198,112)	(14,078,508)
	<u>12,405,027</u>	10,569,241
	<u>\$ 14,861,943</u>	\$ 13,504,181

Nature of Operations and Going Concern (Note 1)

Commitments (Notes 5 & 12)

Subsequent Events (Note 15)

ON BEHALF OF THE BOARD:

Director: "Darryl J. Yea"

Director: "J. Stephen Barley"

The accompanying notes form an integral part of these consolidated financial statements

# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Interim Consolidated Statements of Operations, Comprehensive Loss and Deficit

Canadian Funds

Unaudited

	Three Months Ended December 31, 2009		2008		Nine Months Ended December 31, 2009		2008	
<b>Administrative Costs</b>								
Audit and accounting	\$	15,360	\$	14,230	\$	58,798	\$	61,235
Amortization		150		4,605		1,570		13,814
Filing fees		2,736		982		10,696		7,218
Insurance		4,908		6,147		15,371		27,978
Investor relations		24,657		11,957		66,619		65,021
Legal		10,104		7,516		12,907		50,527
Management fees and consulting		59,250		55,520		185,250		132,520
Office and sundry		3,309		7,058		10,078		21,847
Salaries and benefits		-		17,247		(1,668)		103,304
Rent		2,100		9,722		6,300		33,749
Stock based compensation expense (Note 8(b))		102,217		52,907		229,591		241,564
Transfer agent		1,363		953		4,293		4,106
Travel and accommodation		384		145		7,817		38,354
Foreign exchange (gain) loss		(39,452)		352,409		(447,120)		432,868
<b>Loss before the following</b>		<b>187,086</b>		<b>541,398</b>		<b>160,502</b>		<b>1,234,105</b>
<b>Other (income) expenses</b>								
Interest income		(210)		(3,540)		(5,141)		(17,960)
Interest expense		-		-		-		5,792
Loss on write down of equipment		-		49,158		8,589		49,158
Impairment loss		-		-		42,185		-
<b>Loss for the period</b>		<b>186,876</b>		<b>587,016</b>		<b>206,135</b>		<b>1,271,095</b>
Unrealized loss on security held for resale		830		-		830		8,036
<b>Loss and comprehensive loss for the period before taxes</b>		<b>187,706</b>		<b>587,016</b>		<b>206,965</b>		<b>1,279,131</b>
Mining exploration tax credit		-		-		(87,361)		-
<b>Net loss and comprehensive loss for the period</b>		<b>187,706</b>		<b>587,016</b>		<b>119,604</b>		<b>1,279,131</b>
Deficit – beginning of period		14,010,406		12,214,651		14,078,508		11,522,536
<b>Deficit – end of period</b>	\$	<b>14,198,112</b>	\$	<b>12,801,667</b>	\$	<b>14,198,112</b>	\$	<b>12,801,667</b>
<b>Loss per share – basic and diluted</b>								
	\$	0.002	\$	0.008	\$	0.001	\$	0.018
<b>Weighted average shares outstanding-basic</b>								
		85,192,070		73,910,820		82,417,638		72,755,747
<b>Weighted average shares outstanding-diluted</b>								
		92,994,923		-		88,886,265		-

The accompanying notes form an integral part of these consolidated financial statements

# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Interim Consolidated Statements of Cash Flows

Canadian Funds

Unaudited

	Three Months ended December 31		Nine Months Ended December 31	
	2009	2008	2009	2008
<b>Cash flows from operating activities</b>				
Loss and comprehensive loss for the period	\$ (187,706)	\$ (587,016)	\$ (119,604)	\$ (1,279,131)
Items not affecting cash				
Amortization	150	4,605	1,570	13,814
Stock based compensation expense (Note 8(b))	102,217	52,907	229,591	241,564
Unrealized loss on security held for resale	830	-	830	8,036
Loss on write down of equipment	-	49,158	8,589	49,158
Impairment loss	-	-	42,185	-
	<b>(84,509)</b>	<b>(480,346)</b>	<b>163,161</b>	<b>(966,559)</b>
Changes in non-cash working capital	<b>(144,141)</b>	<b>(135,695)</b>	<b>(107,797)</b>	<b>(385,008)</b>
	<b>(228,650)</b>	<b>(616,041)</b>	<b>55,364</b>	<b>(1,351,567)</b>
<b>Cash flows from (applied to) investing activities</b>				
Short-term investments	-	-	220,306	-
Property, plant and equipment	-	-	-	(3,804)
Resource property	(194,041)	110,181	(899,719)	(1,040,437)
	<b>(194,041)</b>	<b>110,181</b>	<b>(679,413)</b>	<b>(1,044,241)</b>
<b>Cash flows from investing activities</b>				
Share capital issued for cash, net of issuance costs	708,078	-	1,158,678	2,566,202
Share purchase warrants exercised	480,000	-	510,000	-
	<b>1,188,078</b>	<b>-</b>	<b>1,668,678</b>	<b>2,566,202</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>765,387</b>	<b>(505,860)</b>	<b>1,044,629</b>	<b>170,394</b>
Cash – beginning of period	290,857	834,592	11,615	158,338
<b>Cash – end of period</b>	<b>\$ 1,056,244</b>	<b>\$ 328,732</b>	<b>\$ 1,056,244</b>	<b>\$ 328,732</b>
<b>Supplemental Schedule of Non-Cash Transactions</b>				
Stock-based compensation capitalized in resource properties	\$ 3,894	\$ 10,242	\$ 32,371	\$ 53,705
Shares issued for resource properties	\$ -	\$ 6,500	\$ 24,750	\$ 18,500

The accompanying notes form an integral part of these consolidated financial statements

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# Redhawk Resources, Inc.

*(An Exploration Stage Company)*

## **Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009**

*Canadian Funds*

*Unaudited*

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### **1. Nature of Operations and Going Concern**

Redhawk Resources, Inc. (the "Company") and its wholly owned subsidiaries, Redhawk Copper, Inc. and Redhawk Resources (USA), Inc. are engaged principally in the acquisition, exploration and development of resource properties, and has not yet determined whether its resource properties contain mineral reserves that are economically recoverable. The Company's continuing operations and the underlying value and recoverability of the amounts shown for resource properties are entirely dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its resource properties and on future profitable production or proceeds from the disposition of the resource properties.

These interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles applicable to a going-concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company for the period ended December 31, 2009 incurred a net loss of \$119,604, had a working capital of \$608,511 and an accumulated shareholders' deficit of \$14,198,112.

The Company's current financial position and forecast cash flow requirements for the next year to meet its resource property requirements and corporate requirements indicated that there is significant doubt about the ability of the Company to continue as a going concern.

The Company's ability to continue operations is contingent on its ability to obtain financing. Management is endeavoring to secure the additional financing, however, there is no assurance that management will be successful in achieving this objective.

These consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumptions inappropriate. Such adjustments could be material.

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### **2. Significant Accounting Policies**

These interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and follow the same accounting policies and methods consistent with those used in the preparation of the most recent annual audited consolidated financial statements. The interim consolidated financial statements do not include all information and note disclosures required by Canadian GAAP for annual financial statements, and therefore should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2009.

#### Changes in Accounting Policies

Effective October 1, 2009 the company adopted the following new accounting policy issued by the Canadian Institute of Chartered Accountants ("CICA"):

Handbook Section 3064 – "Goodwill and Intangible Assets". This section replaces CICA Handbook Section 3062 – "Goodwill and Intangible Assets" and Section 3450 – "Research and Development Costs", and establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. On adoption of this new Standard, EIC 27 – "Revenues and Expenditures During the Pre-operating Period" is withdrawn and so various preproduction and start-up costs may be expensed as incurred. There was no impact on the consolidated financial statements.

#### Recently Issued Accounting Pronouncements

The CICA issued three new accounting standards in January 2009: Section 1582 – Business Combinations, Section 1601 – Consolidated Financial Statements and Section 1602 – Non-Controlling Interests. These sections are harmonized with International Financial Reporting Standards. Section 1582 specifies a number of changes, including: an expanded definition of a business combination, a requirement to measure all business acquisitions at fair value, a requirement to measure non-controlling interests at fair value, and a requirement to recognize acquisition-related costs as expenses. Section 1601 establishes the standards for preparing consolidated financial statements. Section 1602 specifies that non-controlling interests be treated as a separate component of equity, not as a liability or other item outside of equity. These Standards will be applicable to the Company for annual and interim accounting periods beginning on January 1, 2011.

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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

Canadian Funds  
Unaudited

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### 3. Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, short term investments, accounts receivable and prepaids, reclamation bond, and accounts payable and accrued liabilities, and long term debt. Unless otherwise noted (see note 6), it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The carrying value of these financial instruments approximates their fair value.

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### 4. Property and Equipment

	December 31, 2009				
	Cost	Accumulated Amortization	Write off	Net Book Value	
Computer equipment	\$ 35,307	\$ 25,018	\$ 8,589	\$	1,700

  

	March 31, 2009				
	Cost	Accumulated Amortization	Write off	Net Book Value	
Furniture and equipment	\$ 66,336	\$ 28,833	\$ 37,502	\$	1
Computer equipment	35,307	23,448	-	\$	11,859
Software	33,848	22,192	11,656		-
	\$ 135,491	\$ 74,473	\$ 49,158	\$	11,860

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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

Canadian Funds  
Unaudited

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### 5. Resource Properties

	<b>Ramona, Nevada, USA (b)</b>	<b>Copper Creek, Arizona, USA (c,d &amp; e)</b>	<b>Total</b>
<b>Balance March 31, 2009</b>	\$ -	\$ 13,183,751	\$ 13,183,751
Acquisition	36,250	290,370	326,620
Deferred exploration	-	17,448	17,448
Deferred general and administration	-	76,880	76,880
Deferred property development	-	42,305	42,305
Deferred property maintenance	5,935	85,668	91,603
Stock based compensation	-	32,371	32,371
Impairment loss (f)	(42,185)	-	(42,185)
<b>Balance December 31, 2009</b>	\$ -	\$ 13,728,793	\$ 13,728,793

	<b>Alien, Nevada, USA (a)</b>	<b>Ramona, Nevada, USA (b)</b>	<b>Copper Creek, Arizona, USA (c,d &amp; e)</b>	<b>Total</b>
<b>Balance March 31, 2008</b>	\$ 766,688	\$ 187,379	\$ 11,383,770	\$ 12,337,837
Acquisition	6,500	42,039	259,952	308,491
Deferred exploration	-	-	868,777	868,777
Deferred general and administration	-	-	223,450	223,450
Deferred property development	-	-	336,244	336,244
Deferred property maintenance	27,706	5,442	47,611	80,759
Stock based compensation	-	-	63,947	63,947
Impairment loss (f)	(800,894)	(234,860)	-	(1,035,754)
<b>Balance March 31, 2009</b>	\$ -	\$ -	\$ 13,183,751	\$ 13,183,751

a) **Alien Agreement**

On May 27, 2009, the Company cancelled their option to acquire a 100% interest in a long-term mineral lease of 16 unpatented mining claims located in Nye County, Nevada, known as the Alien Gold project. At March 31, 2009 all costs have been written off.

b) **Ramona Agreement**

In May 2004, the Company optioned to purchase the Ramona Gold project in Nevada from a third party. The Company can acquire 100% interest in the property by paying US\$770,000 in advance royalty payments over 16 years (US\$145,000 paid, \$115,000 in cash and 150,000 shares for a value of \$30,000), by issuing to the third party a total of 100,000 (100,000 issued) shares of the Company in years two to five, and by paying up to a 4% net smelter royalty from commercial production. The Company has the right to reduce the 4% net smelter royalty to 2% at any time by paying the third party US\$1,200,000.



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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

Canadian Funds  
Unaudited

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### 5. Resource Properties- *continued*

#### c) Copper Creek Agreement

In November 2005, the Company acquired the Copper Creek property in Arizona for a cash payment on closing of \$1.6 million and annual advance royalty payments of \$125,000 per year while the Company retains an interest in the property. On November 6, 2009 the Company entered into an amending agreement to defer the \$125,000 advance royalty payment due November 2, 2009 as follows: \$50,000 plus an advance of \$5,000 interest for a total initial payment of \$55,000 due and paid November 16, 2009, \$25,000 due and paid February 16, 2010, \$25,000 due May 17, 2010 and \$25,000 due August 16, 2010. Upon commercial production, the Company is required to pay a 2.25% royalty payment until a total of \$25,000,000, in combined advance royalty and royalty payments have been made to AMT International Mining Corporation and AMT (USA) Inc. (collectively "AMT").

In accordance with the purchase and sale agreement with AMT the property is subject to a 3% Net Return Royalty granted by AMT to BHP Copper, Inc. by a Royalty Deed and Agreement dated July 30, 1998 with pre-determined reductions if the Comex price of copper is at or below \$1.20 per pound.

#### d) D & G Mining Agreement

In November 2005, the Company entered into a lease to purchase agreement with a third party for additional property within the Copper Creek boundaries. The Company paid US\$80,000 at the end of years one and two and was required to pay US\$100,000 in November 2008 and annually thereafter until the end of year fifteen. On November 4, 2009 the Company entered into an amending agreement to defer the US\$100,000 advanced royalty payment due November, 2009 as follows: US\$40,000 due and paid November 16, 2009, and US\$60,000 to be paid January 6, 2010. The amending agreement also provided that in the event the Company completed an equity financing in an amount greater than \$500,000, the Company would accelerate the balance of the deferred payments. The Company completed an equity financing of greater than \$500,000 and therefore paid the outstanding balance of US\$ 60,000 on January 6, 2010. (See Note 15(a)).

The Company has the option to purchase the property for US\$1,600,000 with the purchase price increasing by US\$200,000 per year until year fifteen. All yearly lease payments made prior to exercising the option to purchase will be applied as credits toward the purchase price in the year the Company exercises its property purchase option.

#### e) Freeport-McMoRan Agreement

In April 2007 the Company entered into a purchase agreement with Freeport-McMoRan Copper & Gold Inc. ("Freeport" previously Phelps Dodge Corporation) to acquire additional mining claims within the Copper Creek boundaries. The purchase price for the property was US \$3,200,000, payable by a deposit of US \$500,000 (paid), and delivery of a promissory note for US \$2.7 million. The property is subject to a 1% net smelter return royalty in favour of Freeport. (See Note 6)

#### f) Impairment Loss

Management performed impairment tests on the Company's resource properties. The Company follows four relevant pronouncements from the CICA standards; Section 3061.21, Section 3063, AcG11 and EIC 174.

The events that the Company considers for an impairment charge are as follows:

- 1) The right to explore has, or will, in the near future, expire and renewal is not expected
- 2) Further exploration is not budgeted nor planned
- 3) Decision to discontinue due to lack of discovery
- 4) Potential development, but unlikely to recover asset value

Based on these pronouncements and the aforementioned events, the Company has reflected an impairment charge for the period ending December 31, 2009 on the Ramona property of \$42,185 and for the year ended March 31, 2009 on the Alien and Ramona properties totalling \$1,035,754. This was the total amount recorded as acquisition and exploration costs for these properties to date. The Company continues to actively exploit the expected realizable value from the Copper Creek properties. Based on the relevant pronouncements and management's assessment, no impairment is deemed necessary on the Copper Creek properties at this time.

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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

Canadian Funds  
Unaudited

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### 6. Long Term Debt

	December 31, 2009		March 31, 2009	
	USD	CAD	USD	CAD
Long term debt	\$ 2,233,197	\$ 2,344,857	\$ 2,154,341	\$ 2,714,470
Less: current portion	(375,000)	(393,750)	-	-
Long term portion	\$ 1,858,197	\$ 1,951,107	\$ 2,154,341	\$ 2,714,470

In conjunction with the Company's acquisition of mining claims in the Copper Creek District from Freeport, the Company entered into a promissory note with a December 31, 2009 balance of \$2,344,857 (US\$ 2,233,197). The promissory note was repayable over 12 years and bears interest at 5% per annum. On October 17, 2008 the Company and Freeport entered into an amending agreement to reduce the US\$500,000 promissory note payment due October 1, 2008 to US\$ 125,000 paid on January 14, 2009 and the US\$500,000 promissory note payment due April 1, 2010 to US\$375,000. The payment deferrals have been added to the end of the existing promissory note payment period.

Repayment of the promissory note is in US dollars, consequently the Company may be exposed to foreign currency fluctuations.

The payment is as follows:

	Date	Principal
	April 2010	US\$ 189,181
	April 2011	105,853
	April 2012	111,145
	April 2013	116,703
	April 2014	122,538
Balance due beyond 5 years		1,426,709
		2,072,129
Accrued interest		286,068
Payment		(125,000)
Total debt	US\$	2,233,197

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### 7. Share Capital

Details are as follows:

Authorized: Unlimited common shares without par value

	Number	Amount
Balance - March 31, 2008	68,152,820	\$ 19,368,785
Shares issued for cash	9,733,000	2,979,850
Fair value of share purchase warrants (Note 9)	-	(605,910)
Share issue costs	-	(64,073)
Shares issued for resource property	125,000	18,500
Balance - March 31, 2009	78,010,820	\$ 21,697,152
Shares issued for cash	9,687,500	1,250,000
Share issue costs	-	(91,322)
Fair value of share purchase warrants (Note 9)	-	(431,795)
Shares issued for resource property (Note 11(e))	150,000	24,750
Share purchase warrants exercised	3,400,000	510,000
Fair value of share purchase warrants exercised (Note 9)	-	104,158
Balance - December 31, 2009	91,248,320	\$ 23,062,943

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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

Canadian Funds

Unaudited

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### 7. Share Capital- *continued*

On May 26, 2008 the Company completed a non-brokered private placement for 5,733,000 units at a price of \$0.45 per unit for net proceeds of \$2,579,850. Each unit consists of one common share and one common share purchase warrant, each warrant entitling the holder to acquire one additional common share until May 26, 2010 at a price of \$0.65 per share.

On June 3, 2008 the Company issued 25,000 shares at a value of \$0.48 per share for a property payment as part of the Ramona property agreement.

On December 23, 2008 the Company issued 100,000 shares at a value of \$0.065 per share for property payment as part of the Alien property agreement.

On February 25, 2009 the Company completed a non-brokered private placement for 4,000,000 units at a price of \$0.10 per unit for gross proceeds of \$400,000 and net proceeds of \$360,000. Each unit consists of one common share and one transferable common share purchase warrant, each warrant entitling the holder to acquire one additional common share until February 25, 2010 at a price of \$0.15 per share.

On June 15, 2009 the Company completed a non-brokered private placement for 5,000,000 units at a price of \$0.10 per unit for gross proceeds of \$500,000 and net proceeds of \$450,600. Each unit consists of one common share and one transferable common share purchase warrant, each warrant entitling the holder to acquire one additional common share until June 16, 2010 at a price of \$0.15 per share.

On July 24, 2009 the Company issued 150,000 shares at a value of \$0.165 per share for a property payment as part of the Ramona property agreement.

On August 20, 2009 100,000 share purchase warrants and on September 11, 2009 100,000 share purchase warrants were exercised at \$0.15 for total proceeds of \$30,000.

On November 24, 2009 3,200,000 share purchase warrants were exercised at \$0.15 for total proceeds of \$480,000.

On December 22, 2009 the Company completed a non-brokered private placement for 4,687,500 units at a price of \$0.16 per unit for gross proceeds of \$750,000 and net proceeds of \$708,078. Each unit consists of one common share and one transferable common share purchase warrant, each warrant entitling the holder to acquire one additional common share until December 22, 2011 at a price of \$0.23 per share.

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### 8. Stock Options

	<u>Amount</u>
Balance - March 31, 2008	\$ 2,027,786
Fair value of stock options vested	316,901
Balance – March 31, 2009	\$ 2,344,687
Fair value of stock options vested	261,962
Balance –December 31, 2009	<u>\$ 2,606,649</u>

# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

Canadian Funds  
Unaudited

### 8. Stock Options- *continued*

a) The following table summarizes information about the issued and outstanding stock options accounted for under the shareholders' equity as at December 31, 2009:

Number Outstanding March 31, 2009	Granted	Exercised	Forfeited	Number Outstanding December 31, 2009	Exercise Price Per Share	Expiry Date
420,000	-	-	-	420,000	\$ 0.16	July 8, 2010
1,000,000	-	-	-	1,000,000	\$ 0.60	February 27, 2011
435,000	-	-	-	435,000	\$0.60	August 1, 2011
250,000	-	-	-	250,000	\$0.65	February 22, 2012
250,000	-	-	(250,000)	-	\$0.66	-
750,000	-	-	-	750,000	\$0.60	July 5, 2012
150,000	-	-	-	150,000	\$0.60	November 1, 2012
1,050,000	-	-	(750,000)	300,000	\$0.60	December 10, 2012
-	1,045,000	-	-	1,045,000	\$0.25	April 6, 2014
-	1,650,000	-	-	1,650,000	\$0.17	April 6, 2014
-	1,350,000	-	-	1,350,000	\$0.22	November 10, 2014
4,305,000	4,045,000	-	(1,000,000)	7,350,000 (1)	\$ 0.16-\$0.65	July 8, 2010 – November 10, 2014

(1) At December 31, 2009, 4,990,000 of these options are exercisable.

b) The fair value of stock options used to calculate compensation for employees and consultants is estimated using the Black-Scholes Option Pricing Model. Since the options were granted under a graded vesting schedule, \$261,962 (2008-\$295,269) of the fair value has been recorded in the accounts of the Company during the period with \$229,591 (2008-\$241,564) recognized on the consolidated statement of operations and comprehensive loss, \$32,371 (2008-\$53,705) capitalized to resource properties. This value is estimated at the date of the grant with the following weighted average assumptions:

	December 31, 2009	December 31, 2008
Average risk-free interest rate	3.02%	3.00%
Expected dividend yield	-	-
Expected stock price volatility	83.88%	77.94%
Average expected option life in years	5	5

On April 28, 2009 the TSX Venture Exchange accepted amendments as to the exercise price only for various employee and consultant incentive stock options granted between August 1, 2006 and December 10, 2007 at an exercise price of \$0.60. The incentive stock options exercise price was amended to \$0.17 for 291,000 stock options and to \$0.25 for 194,000 stock options.

Fair value of stock options used to recalculate compensation for employees and consultants is estimated using the Black-Scholes Option Pricing Model. The recalculated value of \$19,033 is estimated at April 6, 2009 with the following weighted average assumptions:

	April 6, 2009
Average risk-free interest rate	2.40%
Expected dividend yield	-
Expected stock price volatility	84.57%
Average expected option life in years	3.07

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

Canadian Funds  
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### 9. Share Purchase Warrants

a) A summary of the Company's share purchase warrants at December 31, 2009 is presented below:

	Number	Amount
Balance - March 31, 2008	-	\$ -
Fair value of share purchase warrants (Note 7)	9,733,000	605,910
Balance - March 31, 2009	9,733,000	\$ 605,910
Fair value of share purchase warrants (Note 7)	9,687,500	431,795
Fair value of share purchase warrants exercised (Note 7)	(3,400,000)	(104,158)
Balance - December 31, 2009	16,020,500	\$ 933,547

b) The following table summarizes information about the issued and outstanding warrants accounted for under the shareholders' equity as at December 31, 2009:

Number Outstanding March 31, 2009	Issued	Exercised	Number Outstanding December 31, 2009	Exercise Price Per Warrant	Expiry Date
5,733,000	-	-	5,733,000	\$ 0.65	May 26, 2010
4,000,000	-	900,000	3,100,000	\$ 0.15	February 23, 2010
-	5,000,000	2,500,000	2,500,000	\$ 0.15	June 9, 2010
-	4,687,500	-	4,687,500	\$ 0.23	December 22, 2011
9,733,000	9,687,500	3,400,000	16,020,500	\$ 0.15-\$0.65	February 23, 2010 - December 22, 2011

On May 26, 2008 the Company issued 5,733,000 warrants, these warrants have been valued at \$517,490 based upon the Black Scholes model which utilized the following assumptions: Expected dividend yield of nil, expected stock price volatility of 61.92 %, risk free interest rate of 3.34%, expected life of warrants of 2 years. The share purchase warrants expire May 26, 2010.

On February 25, 2009 the Company issued 4,000,000 warrants, these warrants have been valued at \$88,420 based upon the Black Scholes model which utilized the following assumptions: Expected dividend yield of nil, expected stock price volatility of 109.55 %, risk free interest rate of 1.52%, expected life of warrants of 1 year. The share purchase warrants expire February 25, 2010.

On June 15, 2009 the Company issued 5,000,000 transferable common share purchase warrants, these warrants have been value at \$168,526 based upon the Black Scholes model which utilized the following assumptions: Expected dividend yield of nil, expected stock price volatility of 118.75 %, risk free interest rate of 1.18%, expected life of warrants of 1 year. The share purchase warrants expire June 15, 2010.

On August 20, 2009, 100,000 share purchase warrants were exercised, the fair value of these warrants was \$2,211.

On September 11, 2009, 100,000 share purchase warrants were exercised, the fair value of these warrants was \$2,210.

On November 24, 2009, 3,200,000 share purchase warrants were exercised, the fair value of these warrants was \$99,737.

On December 22, 2009 the Company issued 4,687,500 transferable common share purchase warrants, these warrants have been value at \$263,269 based upon the Black Scholes model which utilized the following assumptions: Expected dividend yield of nil, expected stock price volatility of 102.12 %, risk free interest rate of 1.30%, expected life of warrants of 2 years. The share purchase warrants expire December 22, 2011.

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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

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### 10. Income Taxes

The Company has accumulated non-capital losses for income tax purposes of approximately \$2,571,089 as at March 31, 2009 that may be used to reduce future taxable income. These losses expire as follows:

2026	\$	359,651
2027		1,355,359
2028		117,769
2029		738,310
	\$	<u>2,571,089</u>

Future income tax assets and liabilities are calculated on an annual basis, as more fully described in Note 10(b) to the March 31, 2009 audited financial statements.

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### 11. Related Party Transactions

Except as disclosed elsewhere in these financial statements related party transactions incurred during the period ended December 31, 2009 are as follows:

- Consulting fees totalling \$21,000 (2008- \$24,000) for services provided by the Chief Financial Officer of the Company. The balance owing at December 31, 2009 is nil.
- Consulting fees totalling \$45,000 (2008 - \$17,500) were paid to a Company controlled by the managing director of the Company. The balance owing at December 31, 2009 is nil.
- Management fees totalling \$90,000 (2008-\$90,000) were accrued to a Company controlled by two directors of the Company. The balance owing at December 31, 2009 is \$35,000 with no specific repayment terms or conditions.
- Consulting fees totalling US\$49,800 (2008- US\$105,780) were paid to the president and director of the Company. The balance owing at December 31, 2009 is US\$5,000.
- 125,000 shares valued at \$20,625 were issued to the President and director of the Company for the option payment on the Ramona property.
- Salaries, rent and office supplies totalling \$5,200 (2008- \$68,487) was charged to a company with common management. The amount receivable at December 31, 2009 is \$1,485 with no specific terms or conditions.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the consideration established and agreed to by the related parties.

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### 12. Commitment

On August 1, 2007 the Company entered into a property lease agreement for the rental of office space for a term of five years with no renewal option. The future minimum lease obligations are as follows:

2010	11,137
2011	44,969
2012	45,180
2013	15,060
	<u>116,346</u>
\$	<u>116,346</u>

On November 1, 2008 the Company assigned the balance of the term of this office lease agreement to an unrelated third party with industry standard terms and conditions.

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# Redhawk Resources, Inc.

(An Exploration Stage Company)

## Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009

Canadian Funds  
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### 13. Segmented Information

The Company has one operating segment, which is the exploration and development of resource properties. The Company's principal operations are carried out in Canada and the USA. All of the investment income is earned in Canada. Details are as follows:

	December 2009		March 2009	
Assets by geographic area				
USA	\$	13,721,605	\$	13,211,825
Canada		1,140,338		292,356
	\$	14,861,943	\$	13,504,181

  

	Three Months Ended		Nine Months Ended	
	December, 2009	December, 2008	December, 2009	December, 2008
Net loss by geographic area				
USA	\$	175	\$	38,016
Canada		187,530		549,000
	\$	187,705	\$	587,016
			\$	119,604
			\$	1,279,131

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### 14. Capital Disclosures

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its resource properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk, (see going concern note 1).

In the management of capital, the Company considers the items included in shareholders' equity to be capital as well as cash.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company' assets. In order to maintain or adjust the capital structure, the Company may attempt to issue new shares or debt instruments, acquire or dispose of assets, or to bring in joint venture partners.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions (See going concern note 1).

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### 15. Subsequent Events

- (a) D&G Mining Agreement – On November 4, 2009 the Company and D&G Mining Company have entered into an amending agreement whereby the US\$100,000 due November 2009 would be deferred as follows:

\$40,000 due and paid November 16, 2009;  
\$ 20,000 due February 16, 2010;  
\$20,000 due May 16, 2010; and  
\$20,000 due August 16, 2010.

The amending agreement also provided that in the event the Company completed an equity financing in an amount greater than \$500,000, the Company would accelerate the balance of the deferred payments. The Company completed an equity financing of greater than \$500,000 and therefore paid the outstanding balance of US\$ 60,000 on January 6, 2010.

- (b) Subsequent to the period ending December 31 2009, 3,350,000 share purchase warrants were exercised at \$0.15 for total proceeds of \$502,500.

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# **Redhawk Resources, Inc.**

*(An Exploration Stage Company)*

## **Notes to Interim Consolidated Financial Statements For the Nine Months Ended December 31, 2009**

*Canadian Funds*

*Unaudited*

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### **15. Subsequent Events- *continued***

- (c) Subsequent to the period ending December 31 2009, 69,375 stock options were exercised at \$0.17 for total proceeds of \$11,793.75.
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