

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 February 6, 2020.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on February 6, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk signs definitive agreement to acquire Spaced Food.

Item 5. Full Description of Material Change

Vancouver, British Columbia – (February 6, 2020) - Blackhawk Resource Corp. (CSE: BLR)(the "**Corporation**" or "**Blackhawk**"), is pleased to announce that it has entered into a letter of intent, effective January 30, 2020, pursuant to which the Corporation proposes to acquire a 51% equity interest in NuWave Foods Inc. ("**NuWave**"), a privately-held arms'-length party. Blackhawk views an investment in NuWave as an opportunity for its shareholders to further expand into non-cannabis markets.

It is presently contemplated that the Corporation would issue 12,000,000 common shares, at a deemed price of \$0.05 per share, to acquire a 51% interest in NuWave. Completion of the acquisition remains subject to completion of due diligence, and the negotiation of definitive documentation. The Company will provide a further update regarding the acquisition once definitive document has been finalized.

"NuWave has a large-scale commercial kitchen, shared with one of the largest donut factories in North America, Special D Baking. Special D has successfully been distributing baked goods on a huge scale to grocery store chains across Canada and the USA and we look forward to developing a closer relationship with the company in the future. NuWave expects to have a shelf stable product with no preservatives, solving a long-time issue and expanding on a product that can now be enjoyed by everyone and anyone. I look forward to innovating with the team at NuWave and sharing more information with our shareholders once we complete our definitive agreement," commented Frederick Pels, Chief Executive Officer of the Corporation.

“We are excited about working with Blackhawk” says Scott Manley, CEO of NuWave Foods. “We now have the ability to make a product that is shelf stable without compromising on our quality. We work directly with some of the largest grocery chains in North America and represent a brand that has been around for 41 years in Special D Baking. Special D prides itself on having the highest quality baked goods on the market and has a longstanding market reputation. I look forward to now being able to improve on that with the help of Blackhawk.”

The interest in NuWave will form part of Blackhawk's existing portfolio of investments. NuWave's existing management will retain responsibility for overseeing and applying Blackhawk's intellectual property to day to day operations, with Blackhawk assuming overall control of the business. NuWave will leverage contacts previously established by its management team to improve and expand its product in Canada and the US. Currently Blackhawk holds interests in Noble Line Inc. a US based online CBD retailer, and a number of Canadian based retail cannabis license applicants.

For further information please contact:

Frederick Pels, Chief Executive Officer
(403)-991-7737
fred@greenroommed.ca

.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

February 6, 2020