

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

News Release dated March 31, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on March 31, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk reaches definitive agreement to acquire 51% of NuWave Foods.

Item 5. Full Description of Material Change

Vancouver, British Columbia – March 31, 2020 - Blackhawk Growth Corp. (CSE: BLR) (the “**Corporation**” or “**Blackhawk**”) is pleased to announce that it has entered into a definitive share purchase agreement (the “**Purchase Agreement**”), effective March 30, 2020, with the shareholders of NuWave Foods Inc. (“**NuWave**”), pursuant to which the Corporation will acquire 7,650 class A common voting shares (the “**Acquisition Shares**”) in the capital NuWave, a privately-held arms’-length party. The Acquisition Shares represent 51% of the outstanding equity capital of NuWave.

NuWave Foods is a fully licenced commercial kitchen and baked goods manufacturer located in Edmonton Alberta. NuWave has a process to create a shelf-stable baked product without the use of any preservatives. This can be applied to virtually any baked good. Given the current world climate, demand for products with shelf stability has skyrocketed. Using NuWave’s considerable contacts in the food industry across North America, NuWave is positioned to quickly be a leader in this rapidly growing space.

Blackhawk views an investment in NuWave as an opportunity for its shareholders to not only further expand into non-cannabis markets but also as an exceptional opportunity to be part of the fast-growing and innovative shelf-stable food industry.

Under the terms of the Purchase Agreement, the Corporation will issue 12,000,000 common shares to the existing shareholders of NuWave, at a deemed price of \$0.05 per share, to acquire the Acquisition Shares. Following closing of the acquisition, the Corporation has also agreed to provide funding of up to \$60,000 to be applied towards expenses associated with certain equipment leases necessary in the operations of NuWave.

Completion of the acquisition is expected to occur on April 3, 2020, and remains subject to customary closing deliverables. The Corporation is at arms-length from NuWave, and each of the shareholders of NuWave. The acquisition does not constitute a fundamental change for the Corporation, nor is it expected to result in a change of control of the Corporation within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. No finders' fees or commission are owing in connection with the acquisition. All common shares of the Corporation issued in connection with the acquisition will be subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws.

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 plans to 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

March 31, 2020