

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 April 3, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on April 3, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk completes acquisition of 51% interest in NuWave Foods.

Item 5. Full Description of Material Change

Vancouver, British Columbia – April 3, 2020 - Blackhawk Growth Corp. (CSE: BLR) (the “**Corporation**” or “**Blackhawk**”) is pleased to announce that it has completed the acquisition (the “**Acquisition**”) of 7,650 class A common shares (the “**Acquisition Shares**”) in the capital of NuWave Foods Inc. (“**NuWave**”), representing a 51% equity interest in NuWave. NuWave is a privately-held fully-licensed commercial kitchen and baked goods manufacturer located in Edmonton, Alberta.

“We are so excited to complete our investment in NuWave” said Fredreick Pels, CEO of Blackhawk Growth Corp. “They have a terrific product and a great expansion plan that we believe will position us as a true leader in the shelf-stable food industry. We look forward to keeping our shareholders updated with our progress over the coming quarters.”

The Acquisition was completed pursuant to the terms of a definitive share purchase agreement (the “**Purchase Agreement**”), dated effective March 30, 2020, and entered into with the shareholders of NuWave. Under the terms of the Purchase Agreement, the Corporation has issued 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. 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.

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 has it resulted 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 were paid in connection with the Acquisition. All common shares of the Corporation issued in connection with the Acquisition are subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws.

For further information regarding NuWave, and the Acquisition, readers are encouraged to review the Corporation's news release of March 31, 2020, or 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

April 3, 2020