**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 22, 2020

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on April 22, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

**Item 4. Summary of Material Change**

Blackhawk reaches definitive agreement to acquire distribution rights for Covid-19 test kits and adds United States as a distribution jurisdiction.

**Item 5. Full Description of Material Change**

Vancouver, British Columbia – April 22, 2020 - Blackhawk Growth Corp. (CSE:BLR; Frankfurt:0JJ; US-OTC:BLRZF) (the "**Corporation**" or "**Blackhawk**"), is pleased to announce that it has entered into a definitive agreement (the "**Agreement**"), dated effective April 21, 2020, with Emergence Technology Pty. Ltd. (the "**Vendor**") pursuant to which it will acquire the rights to distribute a 2019-nCoV Ab test kit (the "**Test Kit**") used in the detection of COVID-19. Pursuant to the Agreement, Blackhawk will acquire the rights to distribute Test Kits in Canada, the United States, Mexico, Germany, Switzerland and Austria (the "**Acquisition Territories**"), for a period of twenty-four (24) months, subject to the requirements of applicable medical regulations in these jurisdictions.

While the Test Kit was submitted to Health Canada for clearance on March 21, 2020, at this time distribution of the Test Kit has not been approved for use in Canada and there can be no guarantee that such approval will be granted in a timely fashion, or at all. While the Test Kit must be approved by Health Canada to be used and sold in Canada, the Test Kit can be sold in the United States immediately as it does not require an Emergency Use Authorization (EUA) from the Food and Drug Administration (FDA). The Test Kit is already in use in some European and Asian jurisdictions.

The Test Kit is a small disposable point-of-care test (POCT), that can be used in clinics, hospitals, pathology labs or in remote sites administered by healthcare professionals. The device itself is based on lateral flow colloidal gold-based detection technology that detects viral specific IgG/IgM antibodies present in a few drops of blood from a finger-prick. The device only requires 10 microlitres of patient serum or plasma, or 20 microlitres of whole

blood, which is loaded on one end of the Test Kit together with a buffer mix, which then mixes with COVID-19 spike proteins (S) labelled with colloidal gold and migrates along the device to an area of immobilized antibodies that captures COVID-19 specific antibodies. If virus specific IgG or IgM antibodies from the patient are present, compounds are formed, which show up as a distinctive purple band on the strip. The results are obtained within 3 to 15 minutes, and do not require specialised laboratory equipment such as those that use real-time RT-PCR (reverse transcriptase-polymerase chain reaction) technology.

"The acquisition of these distribution rights is a significant achievement," said Frederick Pels, CEO of Blackhawk. "We were able to negotiate favourable terms which include the rights for the United States which gives us the ability to sell these kits immediately. Our next steps are to rapidly strategize and deploy a multinational sales and distribution strategy and prepare to supply and fill orders. As James Saunders of Emergence Technology Pty. Ltd. explained in our previous news release, Innovita's results are exceptionally high (specificity - true negative) at 99.57% and (sensitivity - true positive) at 86.43%. It is now accepted that widespread COVID-19 testing, identification of individuals exposed to the virus and isolation of virus-infected individuals are an effective means to control the spread of COVID-19 and we look forward to delivering test kits and helping to combat this pandemic."

The Test Kit is developed and manufactured by Innovita (Tangshan) Biological Technology Co., Ltd. ("**Innovita**") in China. Established in 2006 in Beijing, Innovita is a leading manufacturer of diagnostic solutions for respiratory pathogens diagnosis, striving for a more efficient healthcare system to enhance the health and well-being of everyone in the world. Innovita is currently in the process of manufacturing and distributing the Test Kits in China. Readers are encouraged to visit their website for further information regarding Innovita (http://www.innovita.com.cn).

James Saunders of the Vendor stated: "Emergence has developed direct relationships with senior management officers at Innovita which we expect will give us priority ordering status, meaning orders we place take precedence over ordinary-channel orders. We have also been granted the ability to install our own quality assurance officer on the factory floor who will oversee the product being manufactured, loaded for transport and eventually being loaded onto the flight to its destination to ensure quality is maintained and customers receive the genuine article."

The Vendor has an existing distribution relationship with the Innovita which permits it to market and distribute the Test Kits in a number of jurisdictions, including the Acquisition Territories. The Test Kits are already fully approved and have a CE marking in Europe (which allows sales to the European community, and to other global markets that accept a CE marking as valid regulatory approval following routine local product registration) as well as by the respective health authorities in China, the Philippines and Australia among other jurisdictions.

In consideration for the ongoing rights to distribute the Test Kits in the Acquisition Territories, the Corporation is required to issue a total of 20,000,000 common shares (the "**Consideration Shares**"), at a deemed price of $0.05 per share, and 10,000,000 share purchase warrants (the "**Consideration Warrants**") entitling the holder to acquire additional common shares of the Corporation at a price of $0.06 per share for a period of twenty-four months. The Corporation will also grant the Vendor an ongoing royalty equivalent to nine percent of the gross revenue generated from the sale of the Test Kits in the Acquisition Territories.

The Agreement contemplates that the Consideration Shares, and the Consideration Warrants, will be issued in two tranches. Initially, on closing of the transaction, the Corporation will issue 6,500,000 Consideration Shares, and 5,000,000 Consideration Warrants. The balance of the Consideration Shares, and the Consideration Warrants, will be issued upon the Test Kit being approved by Health Canada for importation and distribution in Canada. The Agreement may be terminated, at the option of the Vendor, in the event the Corporation has not placed production orders with Innovita for at least 200,000 Test Kits within the initial ninety days.

The Corporation is at arm's length from the Vendor and Innovita. The transaction neither constitutes a fundamental change or change of business for the Corporation, nor will it result in a change of control of the Corporation within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. All securities of the Corporation issued in connection with the transaction will be subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws.

Readers are cautioned that use of the Test Kit has not yet been approved in Canada, and there can be no guarantee that such approval will be granted in a timely fashion, or at all. Subject to receipt of any required approvals necessary in accordance with applicable medical regulations in the Acquisition Territories, it is anticipated that the Corporation would place orders with Innovita for the manufacturing of the Test Kits in China. At this time, the Corporation has not received any assurances as to the timeline for the manufacturing and distribution of Test Kits in the Acquisition Territories, or to the capacity of Innovita to produce a sufficient volume of Test Kits to make distribution in the Acquisition Territories economically feasible.

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**

April 22, 2020