

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 May 4, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on May 4, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk applies for listing of warrants on Canadian Securities Exchange.

Item 5. Full Description of Material Change

Vancouver, British Columbia – May 4, 2020 - Blackhawk Growth Corp. (CSE:BLR) (the “**Company**”), is pleased to announce that it has applied to list 46,000,000 share purchase warrants of the Company (the “**Warrants**”) for trading on the Canadian Securities Exchange (the “**CSE**”). The Warrants were previously issued in connection with a non-brokered private placement completed by the Company on December 17, 2019. Each Warrant entitles the holder to purchase one common share in the capital of the Company at a price of \$0.05 until December 17, 2024.

The Warrants are expected to commence trading on the CSE at the open of markets on May 5, 2020 under the trading symbol “BLR.WT”. Completion of the listing is subject to the Company fulfilling certain listing conditions in accordance with the policies of the CSE.

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

May 4, 2020