

**BLACKHAWK GROWTH CORP.**  
*(Formerly Blackhawk Resource Corp.)*

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FORM NI51-102F1**

**FOR THE NINE MONTHS ENDED MARCH 31, 2020**

**May 28, 2020**

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Management’s Discussion and Analysis should be read in conjunction with the condensed interim consolidated financial statements for the nine months ended March 31, 2020. The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”).

Except as otherwise indicated below, all financial data in this MD&A has been prepared, in accordance with International IFRS issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

All dollar amounts in this MD&A are reported in Canadian dollars.

**BUSINESS DESCRIPTION**

Blackhawk continues to review both equity and debt investment opportunities. The goal of this strategy is to build a portfolio of investments, which is expected to include equity and debt instruments. The Corporation has focused its investments in the health, cannabis and CBD industries, in both Canada and the US.

The Company continues the direction of increased exposure to the health care sector and to further address Canada's surge in digital health care requirements, subsequent to the period end the Company. has launched a telemedicine platform called Talk to Doc, an on-line clinic that connects doctors to their existing patients and allows new patients near-instant access to a doctor from the comfort of their home. The launch of the platform is part of the Corporation's ongoing efforts to expand its investment portfolio into the health care sector.

Telemedicine in Canada has become the go-to method of consultation for doctors since the Covid-19 pandemic with strong support from Provincial Governments to adopt and implement this new technology to serve the growing demand. The launch of the platform provides Blackhawk's shareholders an opportunity to be involved in the under-developed telemedicine infrastructure in Canada.

The platform was jointly built in tandem with Heally, Inc., a San Francisco based telemedicine company. Using a revenue split model, both Heally and Blackhawk intend to rapidly develop the platform in Canada.

In March 2020 the Corporation. changed its name to Blackhawk Growth Corp. and has continued its jurisdiction of incorporation into British Columbia. The change of name and continuation were previously approved by shareholders of corporation at a special meeting held on Feb. 21, 2020. The change of name is intended to better reflect the corporation's continuing focus on investments across a variety of sectors in North America. The continuation is intended to provide management of the corporation with increased flexibility, and to reduce administrative costs.

In March 2020, the World Health Organization declared a global pandemic known as COVID-19. This is causing significant financial market and social dislocation. This has also resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on the Company’s future financial results.

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In August 2019 the Corporation announced that it is taking its first step into the US cannabis and CBD market with the proposed acquisition of KO Logistics LLC in Shasta Lake, California ("KOBrands"). Blackhawk views an investment in KO Brands as another opportunity for its shareholders to be a part of a fragmented and fast-growing US cannabis market. Blackhawk and KO Brands have entered into a term sheet dated August 21, 2019, to review a potential acquisition.

Following completion of the acquisition, KO Brands will form part of Blackhawk's existing portfolio of investments in the retail cannabis sector. KO Brands existing management will retain responsibility for overseeing day-to-day operations. Blackhawk will leverage contacts previously established by Green Room's management team to improve and expand KO's product and client base in the U.S. Currently Blackhawk holds interests in Noble Line Inc. a US based on line CBD retailer, and a number of Canadian based retail cannabis license applicants.

In July 2019 the Corporation reached an agreement to acquire the rights to two additional leases for The Green Room's retail cannabis dispensary locations, both in Powell River, British Columbia. The first store is located on 6239 Walnut Street while the second one is located on Unit #3, 4296 Joyce Avenue. Blackhawk acquired all of the outstanding share capital of 1216372 B.C. Ltd. in consideration for the issuance of 20 million common shares of Blackhawk.

**PORTFOLIO INVESTMENTS**

As at March 31, 2020, the Corporation held total investments of \$1,409,314 comprised of equity type investments of \$1,042,114 and short term loan investments of \$353,584. In addition, the Corporation held a cash balance of \$904,974.

**Investments at fair value by sector consist of the following as at March 31, 2020:**

Sector	Cost	Level 1	Level 2	Level 3	Total fair value	% of total fair value
Technology and other	2,805,318	\$ -	\$ -	\$ 1,042,114	\$1,042,114	100%
<b>Total</b>	<b>\$ 2,805,318</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,042,114</b>	<b>\$1,042,114</b>	<b>100%</b>

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Investments at fair value by sector consist of the following as at June 30, 2019:

Sector	Cost	Level 1	Level 2	Level 3	Total fair value	% of total fair value
Mining	\$508,166	\$ -	\$ -	\$ -	\$ -	0%
Cannabis	1,350,050	-	-	42,113	42,113	51%
Technology and Esports	455,268	-	40,162	-	68,810	49%
<b>Total Investments at Fair Value</b>	<b>\$2,313,484</b>	<b>\$ -</b>	<b>\$40,162</b>	<b>\$42,113</b>	<b>\$82,275</b>	<b>100%</b>
<b>Investments due to shareholders</b>	<b>\$1,358,000</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$4,089,280</b>	<b>\$4,089,280</b>	

Debt instrument investments consist of the following as at March 31, 2020:

Short term loans	\$353,584
<b>Total current debt instrument investments</b>	<b>\$353,584</b>

Debt instrument investments consist of the following as at June 30, 2019:

Short term loans	\$290,000
<b>Total current debt instrument investments</b>	<b>\$290,000</b>

\*Realizable amounts may differ from carrying values.

The fair value of Noble Line Inc. ("Noble"), that is active in the online hemp and CBD products is \$Nil and is included in level 3. As at March 31 2020 and June 30, 2019, the Corporation owned 71,500 common shares with an initial value of \$0.70 per share, representing 13.5% ownership. The investment has been evaluated based on available data from Noble, and given the need for Noble to find additional capital funding, the higher than expected costs of start up and the increased competition in the industry, the Corporation has taken a write down of this investment of \$50,050 during the year ended June 30, 2019.

The fair value of 1202465 BC Ltd., a company that has a retail leased location in BC, which was acquired on May 17, 2019 is \$42,113 with a cost of \$1,300,000 and is included in level 3. The investment is comprised of 100% of the common shares of 1202465 BC Ltd. Due to the lack of additional information to support the initial purchase price, the investment was evaluated based on the present value of the future lease payments resulting in a write down of this investment of \$1,257,887 during the year ended June 30, 2019.

During 2018 the Corporation had determined the fair value of the investment in Redwing at June 30, 2018, was \$Nil. On June 20, 2018, the Corporation was able to negotiate new

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agreement with the original debtor to the Corporation due to the situation with Redwing. The original debtor has agreed to pay the Corporation a total of \$450,000. The \$450,000 has been moved to short terms loans. The balance was repaid prior to June 30, 2019. On November 28, 2019 Redwing was dissolved and the company disposed its shareholding for Nil\$

At March 31, 2020, the Corporation held two short term loans for an aggregate principal of \$345,000. Interest will accrue on the total amount outstanding as of the maturity.

On June 30, 2019, the Corporation evaluated the value of a loan to Noble of \$195,000 and determined that based on the need for the company to secure additional capital funding, that the collectability of the loan was uncertain. The Corporation has taken a write down of the loan of \$195,000 as at June 30, 2019 and will continue to re-evaluate the collectability on a month by month basis.

**SELECTED ANNUAL INFORMATION**

	June 30, 2019	June 30, 2018	June 30, 2017
	(audited)	(audited)	(audited)
Investment revenue (loss)	\$(1,908,988)	\$(109,199)	\$2,660,574
Net petroleum revenue after royalties	-	42,390	51,946
Net comprehensive income (loss)	(2,310,616)	(710,326)	2,153,219
Total Assets	4,830,711	5,461,333	5,761,366
NAV	\$0.01	\$0.12	\$0.13
<b>Basic and diluted net income (loss) per share</b>	<b>\$(0.03)</b>	<b>(0.02)</b>	<b>0.05</b>

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**SELECTED QUARTERLY INFORMATION**

	<u>Three-month period ended</u>			
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019
Net revenue (loss)	\$ –	\$ –	\$(36,187)	\$(2,166,554)
Net comprehensive income (loss)	(313,464)	(126,130)	(256,028)	(2,404,098)
Basic and diluted – comprehensive income (loss) per share	(0.00)	(0.00)	(0.00)	(0.06)

	<u>Three-month period ended</u>			
	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018
Net revenue	\$ –	\$ –	\$257,566	\$423,385
Net comprehensive income (loss)	49,633	(128,152)	172,001	213,377
Basic and diluted – comprehensive income (loss) per share	0.00	0.00	0.00	0.00

**RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2020**

**Net investment income (loss)**

For the three months ended March 31, 2020 and 2019 there was no change recorded

**General and administrative**

Total expenses for the three months ended March 31, 2020 were \$313,464 compared with \$131,906 for the three months ended March 31, 2019. General and administrative expense is composed of office rental fees of \$Nil (2019 - \$7,607), insurance expense of \$Nil (2019 - \$3,088). The remaining expense is composed of other general office expenses. The remaining expense is composed of other general office expenses, consulting expense and professional fees

**Net comprehensive loss**

The net comprehensive loss of \$319,058 (\$0.00 per share) for the three months ended March 31, 2020 (2019 – income \$49,633) has increased due to:

- Increase in Consulting Fees by \$206,595 from \$Nil in 2019, to \$206,595 in 2020. The increase is due to Company's efforts to expand its business into multiple areas such as tele-health, cannabis and CBD industries, in both Canada and the US

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- Decrease in General and Administrative by \$40,966 from \$97,215 in 2019, to \$56,249 in 2020.
- Increase in Professional Fees by \$6,933 from \$32,044 in 2019, to \$38,977 in 2020.
- Decrease in Finance Costs by \$2,580 from \$2,647 in 2019, to \$67 in 2020.
- Increase in Share Based Compensation by \$11,575 from \$Nil in 2019, to \$11,575 in 2020.
- Decrease from Income from Discontinued Operations by \$181,539 from \$181,539 in 2019 to \$Nil in 2020.

**RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED MARCH 31, 2020**

**Net investment income (loss)**

For the nine months ended March 31, 2020, the Corporation recorded unrealized investment loss of \$40,162 (2019 - \$nil), interest and dividends of \$3,975 (2019 - \$Nil) and other revenue of \$Nil (2019 - \$250,000)

**General and administrative**

Total expenses for the nine months ended March 31, 2020 were \$659,622 compared with \$272,504 for the nine months ended March 31, 2019. General and administrative expense is also composed of office rental fees of \$37,541 (2019 - \$23,808), insurance expense of \$3,088 (2018 - \$10,207). The remaining expense is composed of other general office expenses, consulting expense and professional fees.

**Net comprehensive loss**

The net comprehensive loss of \$701,216 (\$0.00 per share) for the nine months ended March 31, 2020 (2019 - income \$93,483) has increased due to:

- Increase in Consulting Fees by \$323,650 from \$Nil in 2019, to \$323,650 in 2020. The increase is due to Company's efforts to expand its business into multiple areas such as tele-health, cannabis and CBD industries, in both Canada and the US
- Decrease in General and Administrative by \$37,538 from \$211,330 in 2019, to \$173,792 in 2020.
- Increase in Professional Fees by \$14,067 from \$58,312 in 2019, to \$72,379 in 2020.
- Decrease in Finance Costs by \$2,422 from \$2,862 in 2019, to \$440 in 2020.
- Increase in Directors' Fee by \$8,750 from \$Nil in 2018, to \$8,750 in 2020.
- Increase in Share based compensation by \$80,423 from \$Nil in 2019, to \$80,423 in 2020.
- Decrease from Income from Discontinued Operations by \$115,987 from \$115,987 in 2019 to \$Nil in 2020.

**Cash flow from operations**

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The Corporation used \$260,357 in continuing operations during nine months ended March 31, 2020 as compared to \$103,165 during the same period of the previous year. During the nine months ended March 31, 2020 the Corporation did not dispose of any investments for cash. During the nine months ended March 31, 2020, the Corporation advanced \$63,585 in loans as compared to 95,050 during the same period of the previous year. During the nine months period ended March 31, 2020 the Corporation also received a termination fee of \$250,000.

**LIQUIDITY AND CAPITAL RESOURCES**

As at March 31, 2020, the Corporation will require additional funds to continue its investment strategy for the next twelve months. The Corporation will source funds through either debt or equity financing and such funds may not be available when needed. As of March 31, 2020 the company had a working capital of \$620,812 (June 30, 2019 - \$253,838).

**TRANSACTIONS WITH KEY MANAGEMENT AND RELATED PARTIES**

**a) Key management compensation**

Key management personnel are composed of the Corporation's Directors and Officers.

For the nine months ended March 31, 2020, the Corporation incurred consulting fees of \$39,190 (2019– \$72,000), and directors fees of \$8,750 (2018 - \$18,750), paid to companies which are controlled by key management of the Corporation. At March 31, 2020, \$5,125 in directors fees (June 30, 2019 – \$9,000) and in consulting fees \$Nil– (June 30, 2019 - \$Nil) remained outstanding.

**b) Related party transactions (not mentioned elsewhere in the financial statements – see Note 5).**

During the nine months ended March 31, 2020, the Corporation incurred legal costs of \$Nil (2019 - \$27,196) with a law firm in which the Corporate secretary is a Partner. The legal costs incurred were in the normal course of operations and were based on the fair value of the service provided. \$Nil was payable to this law firm at March 31, 2020 (June 30, 2019 - \$40,674).

**OFF-BALANCE SHEET TRANSACTIONS**

As at the date of this report the Corporation does not have any off-balance sheet arrangements.

**ACCOUNTING POLICIES**

The condensed interim consolidated financial statements and related MD&A have been prepared on a historical cost basis except as disclosed in note 4 of the Corporation's consolidated financial statements for the years ended June 30, 2019 and 2018.

A summary of the Corporations significant accounting policies under IFRS is presented in note 4 – “Significant accounting policies” in the Corporation's consolidated financial statements for the years ended June 30, 2019 and 2018. These policies have been applied consistently for all periods presented in the consolidated financial statements.

The consolidated financial statements are presented in Canadian dollars, which is the Corporation's functional and presentation currency.



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**FUTURE ACCOUNTING STANDARDS**

**IFRS 16 – Accounting for Leases**

IFRS 16 replaces IAS 17, Leases was released in January 2016. This standard will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and financing leases. Lessor accounting remains largely unchanged and the distinction between operating and finance leases is retained. Adoption of IFRS 16 is mandatory and will be effective for annual periods beginning on or after January 1, 2019 with earlier adoption permitted. The Corporation is currently evaluating the impact the final standard is expected to have on its consolidated financial statements and does not expect material changes.

**INVESTMENTS AT FAIR VALUE AND FINANCIAL HIERARCHY**

**Financial hierarchy:**

Fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The level in the hierarchy within which the fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

Equity investments by sector consist of the following as at March 31, 2020:

Sector	Cost	Level 1	Level 2	Level 3	Total fair value	% of total fair value
Technology and other	\$ 2,805,318	\$ –	\$ –	\$ 1,042,114	\$1,042,114	100%
<b>Total</b>	<b>\$ 2,805,318</b>	<b>\$ –</b>	<b>\$ –</b>	<b>\$ 1,042,114</b>	<b>\$1,042,114</b>	<b>100%</b>

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Equity investments by sector consist of the following as at June 30, 2019:

Sector	Cost	Level 1	Level 2	Level 3	Total fair value	% of total fair value
Mining	\$508,166	\$ -	\$ -	\$ -	\$ -	0%
Cannabis	1,350,050	-	-	42,113	42,113	51%
Technology and Esports	455,268	-	40,162	-	40,162	49%
<b>Total Investments at Fair Value</b>	<b>\$2,313,484</b>	<b>\$ -</b>	<b>\$40,162</b>	<b>\$42,113</b>	<b>\$82,275</b>	<b>100%</b>
<b>Investments due to shareholders</b>	<b>\$1,358,000</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$4,089,280</b>	<b>\$4,089,280</b>	

Level 1 instruments include shares and warrants actively traded in an active market, level 2 instruments include warrants held in public companies and, level 3 instruments include common shares held in private companies.

During the three months ended March 31, 2020 the Corporation estimated the fair value of the warrants based on the residual method, taking into consideration exercise price and market price of the underlining shares. At March 31, 2020 the fair value of the warrants is estimated to be \$nil. At June 30, 2019 the fair value of warrants was estimated using the Black-Scholes pricing model, taking into account amounts that are believed to approximate the volatility of the trading price of the company's shares, the expected lives of the warrants, the fair value of the company's stock and the risk-free interest rate, as determined at the grant date.

The investments due to shareholders of \$4,089,280 was declared as a return of capital on April 8, 2019 and was categorized as a level 3 investment. During the three months ended March 31, 2020 the shares were distributed to the shareholders of the Corporation.

The fair value of the level 3 investments of \$1,042,114 (June 30, 2019 - \$42,114 and \$4,089,280) are subject to market risk, commodity risk and change in demand in the mining, technology and other industries. A 5% change in the stock price used to fair value these instruments will result in a corresponding \$52,106 (June 30, 2019 - \$204,464) change in the value of the investment.

The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions. The analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Corporation's view of expected future changes in the fair value of these investments. Any management actions that may be taken to mitigate the inherent risks are not reflected in this analysis.

In accordance with IFRS 10, the fair value of the Corporations investments includes the fair value of entities that are controlled by the Corporation.

The fair value of the common shares included in level 3 of \$1,042,114 (June 30, 2019 - \$42,113 and \$4,089,280) have been evaluated based on available data from the corporations involved and the purchase value of the investment.

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The fair value of Noble Line Inc. ("Noble"), a related party (with one common director) that is active in the online hemp and CBD products was determined to be \$Nil and is included in level 3. As at March 31, 2020 and June 30, 2019, the Corporation owned 71,500 common shares with an initial value of \$0.70 per share, representing 13.5% ownership. The investment has been evaluated based on available data from Noble, and given the need for Noble to find additional capital funding, the higher than expected costs of start up and the increased competition in the industry, the Corporation has taken a write down of this investment of \$50,050 during the year ended June 30, 2019.

The fair value of 1202465 BC Ltd., a company that has applied for a retail cannabis license at a leased location in BC, which was acquired on May 17, 2019 is \$42,113 with a cost of \$1,300,000 and is included in level 3. The investment is comprised of 100% of the common shares of 1202465 BC Ltd. Due to the lack of additional information to support the initial purchase price, the investment was evaluated based on the present value of the future lease payments resulting in a write down of this investment of \$1,257,887 during the year ended June 30, 2019.

The fair value of 1216372 BC Ltd., a company that has applied for a retail cannabis license at a leased location in BC, which was acquired on July 29, 2019 is \$1,000,000 with a cost of \$1,000,000 and is included in level 3. The investment is comprised of 100% of the common shares of 1216372 BC Ltd. The fair value was determined based on the number of the Corporation shares issued and market value of the Corporation shares on the investment date.

The fair value of \$4,089,280 of the UMG Media Corp. ("UMG") common shares included in level 3 as at June 30, 2019 was due to shareholders and is a related party investment (a related party with two directors and two officers in common). The investment has been evaluated based on available data from UMG, including prior private placements. As at June 30, 2019, the Corporation owned 3,197,000 common shares, representing a 19.2% ownership. All of the shares were distributed to the Corporations shareholders as a return of capital during the nine months ended March 31, 2020.

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Short term loan investments consist of the following:

	March 31, 2020	June 30, 2019
Short term loans	\$353,584	\$290,000
<b>Total loan investments</b>	<b>\$353,584</b>	<b>\$290,000</b>

The carrying value of the Corporation’s short term loans approximates their fair value due to the short term nature of these loans and would be included in level 3 of the financial instruments hierarchy. Short term loans include loans issued for a period of 12 months or less at an average interest rate of 17% (June 30, 2019 – 17%) starting July 1, 2019.

On June 30, 2019, the Corporation evaluated the value of a loan to Noble of \$195,000 and determined that based on the need for the company to secure additional capital funding, that the collectability of the loan was uncertain. The Corporation has taken a write down of the loan of \$195,000 as at June 30, 2019, and will continue to re-evaluate the collectability on a month by month basis. As at March 31, 2020 the value of the loan was estimated to be \$nil.

As at June 30, 2019 the Corporations short term loans included two related party loans for a total of \$345,000 (March 31, 2020 - \$90,000).

**DISCLOSURE OF OUTSTANDING SHARE DATA**

**Authorized and Issued Share Capital**

Class	Par Value	Authorized	Issued
Common	Nil	Unlimited	151,385,184
Preferred	Nil	Unlimited	Nil

**Description of Issued Warrants**

Security type	Number	Exercise Price	Expiry date
Warrants	50,000,000	\$0.05	December 17, 2024

**Description of Options and Contingent Performance Rights Outstanding**

Security Type	Number	Exercise Price	Expiry Date	Recorded Value
Options	1,500,000	\$0.10	August 4, 2020	N/A
Options	3,600,000	\$0.10	July 29, 2024	N/A

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**CAUTION REGARDING FORWARD LOOKING INFORMATION**

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Corporation that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “budget”, “plan”, “continue”, “estimate”, “expect”, “forecast”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities, our ability to repay amounts which may become due and payable, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Corporation believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to investment performance, our ability to realize sufficient proceeds from the disposition of our investments in order to fund our obligations as they become due (which will be based upon market conditions beyond our control), market fluctuations, fluctuations in prices of commodities underlying our interests and equity investments, the strength of the Canadian, U.S. and other economies, and other risks included elsewhere in this MD&A under the headings “Risk Factors” and “Financial Instruments” and in the Corporation’s current public disclosure documents filed with certain Canadian securities regulatory authorities and available under Blackhawk’s profile at [www.sedar.com](http://www.sedar.com).

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Corporation has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A is provided as of the date hereof and the Corporation undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

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**RISK FACTORS**

An investment in our securities is subject to certain risks, including those set out below and should be carefully considered by an investor before making any investment decision. Additional risks not currently known to us, or that we currently believe to be immaterial, may also affect our business and negatively impact upon an investment in our securities.

**Portfolio Exposure**

Given the nature of our activities, our results of operations and financial condition are dependent upon the market value of the securities that comprise our portfolio. Market value can be reflective of the actual or anticipated operating results of our portfolio companies and/or the general market conditions that affect the sectors in which we invest. Macro factors such as fluctuations in commodity prices and global political and economical conditions could have an adverse effect on one or more sectors to which we are exposed, thereby negatively impacting one or more of our portfolio companies concurrently. Company-specific risks could have an adverse affect on one or more of our portfolio companies at any point in time. Company-specific and industry-specific risks which materially adversely affect our portfolio investments may have a materially adverse impact on our operating results.

**Cash Flow/Revenue**

We generate revenue and cash flow primarily from our financing activities and proceeds from the disposition of our investments, in addition to interest and dividend income earned on our investments and fees generated from securities lending and other activities. The availability of these sources of income and the amounts generated from these sources are dependent upon various factors, many of which are outside of our direct control. Our liquidity and operating results may be adversely affected if our access to the capital markets is hindered, whether as a result of a downturn in the market conditions generally or to matters specific to us, or if the value of our investments decline, resulting in capital losses for us upon disposition.

**Illiquid Securities**

We also invest in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time we are able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that we will be unable to realize our investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, we may be prohibited by contract or by law from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate.

We may also make direct investments in publicly-traded securities that have low trading volumes. Accordingly, it may be difficult for us to make trades in these securities without adversely affecting the price of such securities.

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**Possible Volatility of Stock Price**

The market price of our common shares may be subject to wide fluctuations in response to factors such as actual or anticipated variations in our consolidated results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations may adversely affect the market price of our common shares. The purchase of our common shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Our common shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in our common shares should not constitute a major portion of an investor's portfolio.

**Trading Price of Common Shares Relative to Net Asset Value**

We are neither a mutual fund nor an investment fund, and due to the nature of our business and investment strategy and the composition of our investment portfolio, the market price of our common shares, at any time, may vary significantly from our net asset value per share. This risk is separate and distinct from the risk that the market price of our common shares may decrease.

**Available Opportunities and Competition for Investments**

The success of our operations will depend upon: (i) the availability of appropriate investment opportunities; (ii) our ability to identify, select, acquire, grow and exit those investments; and (iii) our ability to generate funds for future investments. We can expect to encounter competition from other entities having investment objectives similar to ours, including institutional investors and strategic investors. These groups may compete for the same investments as us, may be better capitalized, have more personnel, have a longer operating history and have different return targets than us. As a result, we may not be able to compete successfully for investments. In addition, competition for investments may lead to the price of such investments increasing which may further limit our ability to generate desired returns. There can be no assurance that there will be a sufficient number of suitable investment opportunities available to us to invest in or that such investments can be made within a reasonable period of time. There can be no assurance that we will be able to identify suitable investment opportunities, acquire them at a reasonable cost or achieve an appropriate rate of return. Identifying attractive opportunities is difficult, highly competitive and involves a high degree of uncertainty. Potential returns from investments will be diminished to the extent that we are unable to find and make a sufficient number of investments.

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**Share Prices of Investments**

Our investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond our control, including, quarterly variations in the subject companies' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. In recent years equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of our investments.

**Concentration of Investments**

We may participate in a limited number of investments and, as a consequence, our financial results may be substantially adversely affected by the unfavourable performance of a single investment, or sector. Completion of one or more investments may result in a highly concentrated investment by us in a particular company, business, industry or sector.

**Dependence on Management**

We are dependent upon the efforts, skill and business contacts of key members of management, for among other things, the information and deal flow they generate during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, our continued success will depend upon the continued service of these individuals who are not obligated to remain employed with us. The loss of the services of any of these individuals could have a material adverse effect on our revenues, net income and cash flows and could harm our ability to maintain or grow our existing assets and raise additional funds in the future.

**Additional Financing Requirements**

We anticipate ongoing requirements for funds to support our growth and may seek to obtain additional funds for these purposes through public or private equity or debt financing. There are no assurances that additional funding will be available to us at all, on acceptable terms or at an acceptable level. Any additional equity financing may cause shareholders to experience dilution, and any additional debt financing may result in increased interest expense or restrictions on our operations or ability to incur additional debt. Any limitations on our ability to access the capital markets for additional funds could have a material adverse effect on our ability to grow our investment portfolio.

**No Guaranteed Return**

There is no guarantee that an investment in our securities will earn any positive return in the short term or long term. The task of identifying investment opportunities, monitoring such investments and realizing a significant return is difficult. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize a return on such investments successfully. Our past performance provides no assurance of our future success.



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**Management of our Growth**

Significant growth in our business, as a result of acquisitions or otherwise, could place a strain on our managerial, operational and financial resources and information systems. Future operating results will depend on the ability of senior management to manage rapidly changing business conditions, and to implement and improve our technical, administrative and financial controls and reporting systems. No assurance can be given that we will succeed in these efforts. The failure to effectively manage and improve these systems could increase our costs, which could have a material adverse effect on us.

**Due Diligence**

The due diligence process that we undertake in connection with investments may not reveal all facts that may be relevant in connection with an investment. Before making investments, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, we rely on the resources available to us, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that we will carry out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

**Changes to Tax Laws**

Potential changes to, or interpretations of, tax laws, may negatively impact our business.

**Non-controlling Interests**

Our investments include debt instruments and equity securities of companies that we do not control. These instruments and securities may be acquired by us in the secondary market or through purchases of securities from the issuer. Any such investment is subject to the risk that the company in which the investment is made may make business, financial or management decisions with which we do not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve our interests. If any of the foregoing were to occur, the values of our investments could decrease and our financial condition, results of operations and cash flow could suffer as a result.

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**Subsequent Note**

On April 3, 2020 the Company has completed the acquisition of 7,650 Class A common shares in the capital of NuWave Foods Inc., representing a 51-per-cent equity interest in NuWave. NuWave is a privately held, fully licensed commercial kitchen and baked goods manufacturer located in Edmonton, Alta. The acquisition was completed pursuant to the terms of a definitive share 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 million common shares to the existing shareholders of NuWave at a deemed price of five cents per share to acquire the acquisition shares. The corporation has also agreed to provide financing of up to \$60,000, which will be applied toward expenses associated with certain equipment leases that are necessary in the operations of NuWave.

On April 20, 2020 the Company announced that is preparing to launch Talk to Doc RX -- an on-line pharmacy delivery service directly interconnected to the company's recently launched telemedicine platform. This feature will allow doctors utilizing the platform to send their patients prescriptions directly to participating pharmacies that will then be adding the additional service of delivering fulfilled prescriptions directly to their patient's homes. In addition, Blackhawk has been in discussions with a logistics delivery partner that has a pre-existing relationship with a notable national pharmacy chain to further expand on the direct-to-home prescription fulfillment. The launch of this feature is part of the Corporation's ongoing efforts to expand the telemedicine platform and gain further investment exposure to the healthcare sector. Use of this feature in particular provinces or territories of Canada is dependent on licensing arrangements made by the participating pharmacy in that jurisdiction. This feature was an initiative built in tandem with Heally, Inc., a San Francisco based telemedicine company. Details of the partnership with Heally, Inc. are currently being contemplated between both companies and once an agreement has been reached the Corporation will provide further details.

On April 20, 2020 the Company announced that its common shares have been listed on the Frankfurt Stock Exchange under the trading symbol 0JJ. The Corporation's common shares continue to be listed on the Canadian Securities Exchange under the trading symbol BLR.

On April 21, 2020 the Company announced that Gaia Grow Corp. and Blackhawk Growth Corp. have completed the purchase and sale of three pre-licence retail cannabis stores in British Columbia pursuant to the terms of a share exchange agreement previously entered into on Feb. 27, 2020. Through the Transaction, Gaia has acquired all of the issued and outstanding share capital of 1202465 B.C. Ltd. ("Nelson Store") and Patriot Cannabis Brands Inc. ("Powell River Stores" and together with the Nelson Store, the "Targets") from Blackhawk. The Nelson Store, located at 306B Victoria Street in Nelson, British Columbia, currently has an Approval in Principle (AIP) issued by the Liquor & Cannabis Regulation Branch of British Columbia to operate a cannabis retail store, while the Powell River Stores both have applications in process to operate licensed cannabis dispensaries at the premises located at Unit No. 3, 4296 Joyce Avenue and 6239 Walnut Street in Powell River, British Columbia. The aggregate purchase price for the Targets is \$1,500,000 (the "Purchase Price").

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In satisfaction of the Purchase Price, Gaia has issued 30,000,000 common shares to Blackhawk, at a deemed price of \$0.05 per common share.

On April 22, 2020 the Company announced that it has Blackhawk Growth Corp. has entered into a definitive agreement, dated effective April 21, 2020, with Emergence Technology Pty. Ltd. pursuant to which it will acquire the rights to distribute a 2019-nCoV Ab 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 for a period of 24 months, subject to the requirements of applicable medical regulations in these jurisdictions. In consideration for the continuing rights to distribute the test kits in the acquisition territories, the letter contemplates that the corporation would issue to the vendor 20 million common shares, at a deemed price of five cents per share, and 10 million share purchase warrants entitling the vendor to acquire additional common shares of the corporation at a price of six cents per share for a period of 24 months. The corporation will also grant the vendor a continuing royalty equivalent to 9 per cent of the gross revenue generated from the sale of the test kits in the acquisition territories.

On May 4, 2020 the Company announced that it has applied to list 46 million share purchase warrants of the company for trading on the Canadian Securities Exchange. The warrants were previously issued in connection with a non-brokered private placement completed by the company on Dec. 17, 2019. Each warrant entitles the holder to purchase one common share in the capital of the company at a price of five cents until Dec. 17, 2024.

On May 20, 2020 the Company has announced that is has signed an agreement with Val d'Or, Que., based health care consulting company SPharm Inc., pursuant to which SPharm will assist Blackhawk in completing an application for a medical device establishment licence (MDEL). Blackhawk is pursuing the MDEL as a step towards the distribution and sale in Canada of the 2019-nCoV Ab test kit (the " Test Kit ") developed by Innovita (Tangshan) Biological Technology Co., Ltd.

**ADDITIONAL INFORMATION**

Additional information relating to the Corporation can be found on SEDAR at [www.sedar.com](http://www.sedar.com).