

## FORM 51-102F3

### Material Change Report

**Item 1. Name and Address of Company**

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

**Item 2. Date of Material Change**

News Release dated August 4, 2020

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on August 4, 2020 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk signs MOU for rights to distribute emergency use authorized PCR test kit and additional Covid-19 antibody test.

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

Vancouver, British Columbia – August 4, 2020 - Blackhawk Growth Corp. (CSE: BLR; Frankfurt:0JJ; US-OTC: BLRZF) (the “**Company**”) is pleased to announce that it has entered into a Memorandum of Understanding (the “**MOU**”), dated effective August 3, 2020, with Medigen Biotechnology Corporation (“**MBC**”) and its affiliate company, TBG Biotechnology Corp. (“**TBG**”) to distribute an ExProbe SARS-CoV-2 Testing Kit and a SARS-CoV-2 IgG/IgM Rapid Test Kit (collectively, the “**Test Kits**”) used in the detection of antibodies associated with COVID-19.

The MOU contemplates that Blackhawk will be granted the non-exclusive right to distribute the Test Kits in North and South America, including Canada and the United States. The ExProbe SARS-CoV-2 Testing Kit has received Emergency Use Authorization (EUA) from the U.S. Food and Drug Administration (FDA) for use in the United States by authorized laboratories, as of June 10, 2020, and the SARS-CoV-2 IgG/IgM Rapid Test Kit has been listed by the FDA, under the Emergency Use Authorization (EUA) for use in the United States by authorized laboratories as of May 6, 2020.

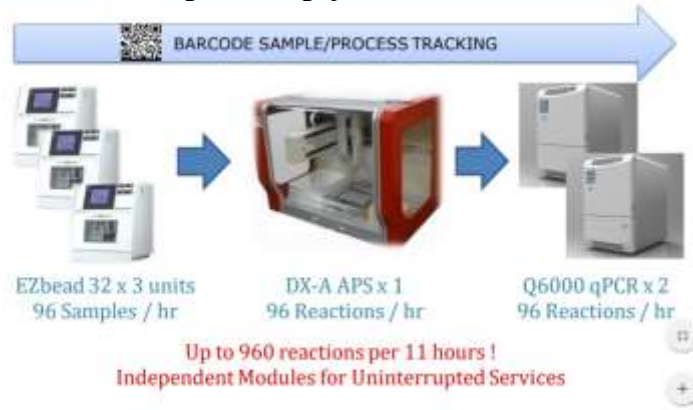
While the sale of both the ExProbe SARS CoV-2 Testing Kit and the SARS CoV-2 IgG/IgM Rapid Test is permitted in the United States, neither of the Test Kits have been approved by Health Canada. Blackhawk intends to submit the Test Kits for Health Canada approval once a final agreement has been negotiated with MBC and TBG. There can be no guarantee that Health Canada approval will be received once an application is completed.

Both MBC and TBG have committed to supporting Blackhawk's efforts to obtain and maintain all necessary certifications and approvals for the sale and marketing of the Test Kits in Canada by granting access to all necessary documentation and studies concerning the Test Kits. Once Health Canada approval is granted, Blackhawk would be the exclusive and sole distributor in Canada provided minimum order and sales levels are maintained.

The following information has been provided to Blackhawk directly from MBC and TBG:

### ExProbe SARS-CoV-2 Testing Kit

TBG offers a high throughput automatic NAT workstation for a total PCR



solution.

## What Tests are Good for SARS-CoV-2 Confirmation?

### Confirmatory NAT Test:

Real-time PCR based Nucleic Acid Test (NAT) is the gold standard for detection of any unknown species. It is the most precise test for COVID-19 confirmation.

### Advantages:

- Minute amounts of samples
- Easy to setup
- Highly sensitive & specific
- Reproducible and reliable results

### IgG/IgM Antibody Rapid Test:

Patients start to produce IgM and IgG antibodies 5-7 days after infected with SARS-CoV-2. Rapid test confirms a patient has been infected with SARS-CoV-2.

### Advantages:

- Use blood/serum as samples
- Quick results in 15 min
- Handy and easy to use
- Used in complementary with NAT test

~ In the initial stage of pandemic control, qPCR confirmatory test is the best option ~

**Real Time PCR Nucleic Acid Test (NAT)** - is the standard for detection of any unknown species and is the most precise test for COVID-19 confirmation, and the sensitivity of the ExProbe SARS-CoV-2 Testing Kit is second in the market:



### SARS-CoV-2 qPCR Vendor Comparison Table

	TBG ExProbe (Taiwan)	Seegene Allplex (Korea)	Sansure 2019-nCov (China)	Thermo TaqPath (USA)
Viral Gene Detected	N, RdRP, E	N, RdRP, E	Orf1ab, N, IC	Orf1ab, S, N
Sensitivity	50 copies/rxn	100 copies/rxn	200 copies/ml*	10 copies/rxn
Compatible qPCR Sys.	ABI7500, TBG Q6000	CFX96	ABI7500, Roche480, Sian96	ABI7500 ABI7500DX
Sample Type	NP/O Swab, Sputum	NP/O Swab, Sputum, BAL	BAL, Sputum, Swab	NP Swab / Asp, BAL

*Note: Sansure detection kit sensitivity is based on direct lysis w/o extraction.*

### PERFORMANCE SPECIFICATION - PCR TESTING

#### Performance Specification

Performance Indicators	Results
Reproducibility / Precision	100% Concordant across 3 lots with CV±5%
Limits of Detection (LOD)	50 copies/reaction
Performance Comparison*	Positive Samples 5 / 5 Negative Samples 199/200

*Note: Performance comparison is in comparison to clinical samples previously typed by a China FDA approved testing kit.*

The testing kit serves only as an auxiliary diagnosis method in a laboratory or hospital. During transportation reagents must be kept frozen at low temperature (-20 °C). Reagents are subject to moisture and heat, and therefore should be immediately used for tests after unpacking.

**SARS-CoV-2 IgG/IgM Rapid Test Kit** - confirms the presence of antibodies associated with COVID-19.

**PERFORMANCE SPECIFICATION - RAPID TEST**

Performance Specification

Performance Indicators	Results
Runtime	15 minutes
Reproducibility /Precision	100% Concordant across 3 lots with CV±5%
Performance Comparison (A) China Validation Test	Positive Samples 100 / 102 Sensitivity: 98.04% Negative Samples 491/492 Specificity: 99.80% Overall Accuracy: 99.49%
Performance Comparison (B) Taiwan Validation Test	Positive Samples 23 / 25 Sensitivity: 92% Negative Samples 25 / 25 Specificity: 100% Overall Accuracy: 96%

Note: Performance comparison is based on clinical samples that are COVID-19 symptomatic & previously confirmed with double qPCR tests in Taiwan & China.

**KIT**

**SENSITIVITY** - measures how often a test correctly gives a positive result when a person has the disease.

**SPECIFICITY** - measures how often a test gives a negative result when a person does not have the disease.

SARS-CoV-2 IgG/IgM Rapid Test Kit has an overall accuracy rate of 99.49% (Sensitivity: 98.04% / Specificity: 99.80%).

“With the ever-changing technological landscape in the testing space it was important for us to stay ahead” says Frederick Pels, CEO of Blackhawk. “The United States is obviously a significant market so a PCR test with emergency use authorization and another rapid antibody test listed by the FDA only increases our ability to close more deals and penetrate what is arguably the largest market in the world. In addition, we have the opportunity to bring this test to Canada on an exclusive basis. The fact that it does not require any upfront payment is also a great deal for our shareholders. We have been working tirelessly to set ourselves apart from the pack and I am confident the market will realize our value-add in the coming weeks.”

In consideration for the ongoing rights to distribute the Test Kits, the MOU contemplates that Blackhawk would put forward best efforts to certifications and licenses for the distribution of the Test Kits in North and South America. No cash will be paid, or

securities issued, in consideration for the grant of the distribution rights. The grant of the distribution rights to the Corporation remains subject to completion of due diligence, the negotiation of definitive documentation, and completion of customary regulatory filings associated with transactions of this nature.

The Corporation is at arm's length from both of MBC and TBG. The grant of the distribution rights to the Test Kits 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. No securities of the Corporation will be issued in connection with the transaction.

Readers are cautioned that the Corporation has not yet had an opportunity to conduct independent due diligence regarding the operation of the Test Kits and verification of testing statistics and data provided by MBC and TBG. The Corporation intends to establish this additional information through a due diligence review permitted under the terms of the MOU. One due diligence has been completed, and definitive documentation finalized, and subject to receipt of required regulatory approvals and licenses, it is anticipated that the Corporation would place orders for the Test Kits with MBC and TBG. The Corporation has not received any assurances as to the timeline for the manufacturing and distribution of the Test Kits in North and South American, or as to the capacity of MBC and TBG to produce a sufficient volume of the Test Kits to make distribution economically feasible.

The Corporation will provide a further update regarding the grant of distribution rights once due diligence has been completed and definitive documentation finalized.

#### **About TBG Biotechnology Corp.**

TBG Biotechnology Corp. (TBG) is a global molecular diagnostics company dedicated to the development, manufacture and marketing of molecular diagnostics kits, instruments and services. With its research and development based in the US, Taiwan and China, TBG manufactures its products in its ISO13485 certified facility in Xiamen, China serving the clinical labs of both hospitals and independent reference labs, blood centers and bone marrow registry labs around the world.

For more information on TBG Biotech, please visit their website here: <http://www.tbgbio.com/en>

For further information please contact:

**Frederick Pels, Chief Executive Officer**

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**[fred@blackhawkgrowth.com](mailto:fred@blackhawkgrowth.com)**

**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**

August 4, 2020