

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Blackhawk Growth Corp. (the “Company”)
Suite 2200, 885 West Georgia Street
Vancouver, B.C., V6C 3E8

Item 2. Date of Material Change

News Release dated November 26, 2020.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on November 26, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk confirms effective date for share consolidation.

Item 5. Full Description of Material Change

Vancouver, British Columbia – November 26, 2020 - Blackhawk Growth Corp. (CSE:BLR; Frankfurt:OJJ; US-OTC:BLRZF) (the “**Company**”), is pleased to announce that effective at the close of business on November 27, 2020 it will consolidate its common share capital on a one-new-for-twenty-five-old basis (the “**Consolidation**”). Effective at the opening of markets on November 30, 2020, the common shares of the Company will commence trading on a post-Consolidation basis under the existing ticker symbol “BLR”. The Company currently has 399,081,948 common shares outstanding. Following completion of the Consolidation, it is expected to have approximately 15,963,278 shares outstanding.

No fractional shares will be issued in connection with the Consolidation. Shareholders who would otherwise be entitled to receive a fraction of a common share will be rounded to the nearest whole number of common shares and no cash consideration will be paid in respect of fractional shares. Registered holders of common shares of the Company will receive a letter of transmittal from Odyssey Trust Company with instructions on how to exchange existing share certificates for new post-Consolidation share certificates.

For more information on Blackhawk, please visit our website at: <https://www.blackhawkgrowth.com/>

For further information please contact:

Frederick Pels, Chief Executive Officer
(403)-991-7737
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

November 26, 2020