

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 December 3, 2020.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on December 3, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

NuWave Foods signs commercial license agreement and secures 70kW of EnWave Corporations REV™ Machinery for the production of shelf-stable baked goods.

Item 5. Full Description of Material Change

Vancouver, British Columbia – December 3, 2020 - Blackhawk Growth Corp. (CSE:BLR; Frankfurt:0JJ; US-OTC:BLRZF) (the “**Corporation**” or “**Blackhawk**”), is pleased to announce today that it has signed a Commercial License (the “License”) and an Equipment Purchase Agreement (the “Purchase Agreement”) with EnWave Corporation (TSX-V:ENW) (“EnWave”) a Vancouver-based advanced technology company, that has developed a Radiant Energy Vacuum (“REV™”) – an innovative, proprietary method for the precise dehydration of organic materials. Since May 2020, NuWave has been evaluating EnWave’s patented Radiant Energy Vacuum (“REV™”) dehydration technology and successfully developed several shelf-stable baked products it intends to commercialize under the License.

NuWave has paid EnWave an initial non-refundable deposit to purchase both a 10kW and 60kW REV™ machine from EnWave. NuWave must remit a second milestone payment within ninety days (the “Milestone Payment”). If the Milestone Payment is remitted to EnWave before the agreed upon deadline, NuWave will retain the exclusive right to use REV™ technology in Canada and the United States to process shelf-stable donuts and fritters. Additionally, NuWave is required to purchase a second large-scale REV™ machine within eighteen months of the commissioning of the first large-scale machine to retain the exclusivity granted under the License.



EnWave’s scalable and reliable vacuum-microwave technology can be used to significantly extend the shelf-life of baked goods, while maintaining textures and flavors that are comparable to freshly baked products.

This presents a major opportunity to reduce loss from expired goods by elongating shelf-life and improving profitability for consumer baked goods companies. Both NuWave and EnWave believe that REV™ technology will provide significant value to the baked goods industry as the process slows the retrogradation or recrystallization of starch molecules, which contributes to the staling process.

“An important milestone for NuWave has been reached” said Frederick Pels, CEO of Blackhawk Growth Corp. “We are thrilled to be working with EnWave. This technology and equipment could be a substantial revenue driving force for us. I look forward to updating our shareholders on our next steps in the coming days.”

About NuWave Foods

NuWave Foods is a 51% owned subsidiary of Blackhawk Growth Corp. (CSE:BLR). NuWave is a fully licensed commercial kitchen and baked goods manufacturer located in Edmonton, Alberta that is focused on the development and commercialization of shelf-stable baked products, without the use of any preservatives. NuWave was formed as a joint partnership between a group of like-minded professionals seeking to leverage their considerable contacts in North America’s food industry to rapidly become a leader in the rapidly changing space. NuWave seeks to leverage innovative food technologies to introduce new food products into the North American market.

About EnWave

EnWave Corporation, a Vancouver-based advanced technology company, has developed a Radiant Energy Vacuum (“REV™”) – an innovative, proprietary method for the precise

dehydration of organic materials. EnWave has further developed patent-pending methods for uniformly drying and decontaminating cannabis through the use of REV™ technology, shortening the time from harvest to marketable cannabis products.

REV™ technology's commercial viability has been demonstrated and is growing rapidly across several market verticals in the food, and pharmaceutical sectors, including legal cannabis. EnWave's strategy is to sign royalty-bearing commercial licenses with innovative, disruptive companies in multiple verticals for the use of REV™ technology. The company has signed over thirty royalty-bearing licenses to date. In addition to these licenses, EnWave established a Limited Liability Corporation, NutraDried Food Company, LLC, to manufacture, market and sell all-natural dairy snack products in the United States, including the Moon Cheese® brand.

EnWave has introduced REV™ as a disruptive dehydration platform in the food and cannabis sectors: faster and cheaper than freeze drying, with better end product quality than air drying or spray drying. EnWave currently offers two distinct commercial REV™ platforms:

1. *nutraREV*® which is a drum-based system that dehydrates organic materials quickly and at low-cost, while maintaining high levels of nutrition, taste, texture and colour; and,
2. *quantaREV*® which is a tray-based system used for continuous, high-volume low-temperature drying.

More information about EnWave is available at www.enwave.net.

For further information please contact:

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

December 3, 2020