

## 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 9, 2020.

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on December 9, 2020 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk’s Spaced Food produces first cannabis related products and submits products for approval.

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

Vancouver, British Columbia – December 9, 2020 - Blackhawk Growth Corp. (CSE:BLR) (the “**Corporation**” or “**Blackhawk**”), is pleased to announce that Spaced Food has signed an agreement with a Licenced Canadian Cannabis Extraction Company (“Extraction Facility”) to manufacture Spaced Food’s Revolutionary Cannabis Edible product line. The Spaced Food team was on site manufacturing the first products for submission last week. Approval of product for sale is expected in January 2021 and Spaced Food plans to be on Cannabis store shelves soon afterwards. The initial product launch will be three flavours of Spaced Food’s “Astronaut Sorbet” (Strawberry, Pineapple, and Mango). All three are **Vegan, Gluten Free, Dairy Free, 100% REAL FRUIT, contain ZERO Preservatives and are FULLY SHELF STABLE**. Initial production capacity will be 100,000 packages per month with 10Mg potency per package. Production scale up can be achieved quickly and is planned to accommodate expected demand. Current Canadian Edible products with similar dosage retail between \$3.99 and \$8.99.

Blackhawk has begun discussions on an uptake agreement with a national cannabis retail brand for distribution of the products upon receipt of approval. If an agreement is completed the known cannabis retailer would stock the full production capacity of Spaced Foods for the initial production run. With this agreement in hand, Blackhawk foresees sales commencing almost immediately after regulatory approval of the products

Images of the first finished product and production line can be seen below:



In addition to the “Astronaut Sorbet”, Spaced Food has been in joint development of infused Cheesecake and Doughnuts with Blackhawk Growth's subsidiary, NuWave Foods. Monthly capacity is to be determined and initial flavours of Cheesecake will be chocolate, white chocolate and caramel. Doughnuts will launch with old fashioned, strawberry, and pistachio flavours. Development of these products will be performed in tandem with Astronaut Sorbet’s production and products will be submitted for approval.

“These are the Cannabis 2.0 products the consumer has been waiting for, we see a tremendous pent up demand for high quality products, and with that demand an opportunity to ensure the margin on all products sold is significant” said Frederick Pels, CEO of Blackhawk Growth Corp. “Spaced Food will bring relevant and much needed products to the Cannabis marketplace. These products are different, exciting, and most importantly, solve the problem of shelf stability in the edible space. I am certain consumers will not see this as just another Edible product. This is Spaced Food.”

For further information please contact:

**Frederick Pels, Chief Executive Officer**

**(403)-991-7737**

**[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**

December 9, 2020