

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 April 6, 2021

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on Apr 6, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk Growth’s cannabis infused Spaced Food signs definitive agreement; receives multiple purchase orders and add’s British Columbia sales.

Item 5. Full Description of Material Change

Vancouver, British Columbia – April 6, 2021 – Blackhawk Growth Corp. (CSE:BLR); (Frankfurt:OJJ); (CNSX:BLR.CN); (OTC:BLRZF) (the “**Company**”) is pleased to announce that the Company’s wholly owned subsidiary, Spaced Food, has signed a definitive distribution agreement for Canada, dated effective March 18, 2021, with an arms-length publicly traded licenced producer of cannabis operating in Canada, Europe and the Middle East (the “**Distributor**”).

In addition, the Spaced Food product line has been accepted for sale in the province of British Columbia. Sales of the revolutionary products are expected to start in Alberta and Saskatchewan soon. Spaced Food’s production capacity currently stands at 100,000 packages per month and can be increasing to 500,000 packages per month as other provinces come on board and demand increases.

Through the Distributor, Spaced Food has received multiple purchase orders from the Province of Ontario and British Columbia totalling 42,000 units. The Distributor will be responsible for all sales and distributions of Spaced Foods cannabis edibles.

All products have been listed on Health Canada's cannabis tracking and licensing system (CTLS) allowing for the sale and distribution of its Spaced Foods cannabis infused products effective March 21, 2021. It is anticipated the orders will be recurring monthly. Additional products and SKUs will also be added.

The current approved SKU's are as follows:

“Astronaut Sorbet” a shelf stable “Ice Cream” that requires no refrigeration, and is fully shelf stable, vegan, gluten-free, dairy-free, made with 100% real fruit, and contains zero preservatives. Each piece contains 10mg of THC

“Cosmic Cheesecake” a fully shelf stable cheesecake enrobed with chocolate. Each Piece contains 10mg of THC

”S’More Blasteroids” bite sized crispy marshmallows enrobed in chocolate rolled in graham cracker crumbs that are “micro-dosed” at 0.5mg of THC each (20 Pieces per bag for a total of 10mg)

The above products and SKUs have also been accepted and will be listed with the regulators in Alberta, British Columbia and Saskatchewan. Through the Distributor, Blackhawk also anticipates expanding this approved offering to the remaining provinces as well as other regulated jurisdictions outside of Canada.

Frederick Pels, CEO of Blackhawk, commented, “the revolutionary Spaced Food product line is about to elevate what consumers expect to see in a cannabis edible. I look forward to updating shareholders as we bring Spaced Foods coast to coast.”

The agreement with the Distributor covers an initial term of two years and stipulates that 60% of the net revenue, after all direct costs related to production, sales, and transportation will be earned by Spaced Food.



About Spaced Food

Spaced Food produces and will sell shelf-stable, cannabis infused edibles that require no refrigeration. After three years of research and development, Spaced Food has come up with a product with excellent bioavailability and accurate dosing. Made using the same technology used on food for astronauts in space, Spaced Food’s technology locks in 90% of the nutritional value as well as 100% of the medicinal ingredients.

About Blackhawk Growth

Blackhawk Growth is an investment issuer looking to create substantial value for our shareholders through the acquisition and development of high growth opportunities. The company has focused its investments in the health, cannabis and CBD industries in both Canada and the United States. Its portfolio of companies include Sac Pharma, LeichtMind Clinics, Noble Hemp, Spaced Food and NuWave Foods.

The company diligently posts updates through videos from the official company YouTube channel

<https://www.youtube.com/channel/UCs4f2tt3yAvOGhNLjgNOy-A>

Please join the conversation on our Blackhawk group supporter's telegram group at

<https://t.me/Blackhawkgrowthcorp>

and visit us online at <https://www.blackhawkgrowth.com>

For further information please contact:

For further information please contact:
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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

April 6, 2021