

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 May 17, 2021.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on May 17, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk’s subsidiary Spaced Food ramps up production of cannabis infused edibles.

Item 5. Full Description of Material Change

Vancouver, British Columbia – May 17, 2021 – Blackhawk Growth Corp. (CSE:BLR); (Frankfurt:OJJ); (CNSX:BLR.CN); (OTC:BLRZF) (the “**Company**”) is pleased to provide the following update on its wholly-owned subsidiary Spaced Food Inc: (“Spaced Food”).

Spaced Food cannabis infused products have seen significant appetite from distributors across Canada. In anticipation of production demand, Spaced Food has purchased and received scalable depositing equipment and a vibration table to increase production of its *Astronaut Sorbet*. The equipment arrived on May 12th and is being commissioned over the next several days. In addition, Spaced Food has also ordered a large-scale chocolate production line including melting and tempering equipment, as well as a full-scale cooling line.

Sorbet Production Capacity

With the new equipment in place, Spaced Food will increase production capacity to approximately 5,000 10mg pieces every two days, or 75,000 units per month. This capacity can be further increased as needed.

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

Cheesecake Production Capacity

Production capacity for the *Cosmic Cheesecake* product is estimated at approximately 50,000 units per month, with the ability to scale further as demand increases.

Cosmic Cheesecake is a fully shelf stable piece of cheesecake partially enrobed with cannabis-infused chocolate. Each piece contains 10mg of THC.

Blasteroid Production Capacity

Production capacity for the *S'mores Blasteroids* product is estimated at approximately 75,000 packages per month, with the ability to scale further as needed.

S'Mores Blasteroids are bite sized crispy marshmallows enrobed in cannabis-infused chocolate and rolled in graham cracker crumbs that are “micro-dosed” at 0.5mg of THC each (20 pieces per package for a total of 10mg THC).

Website and Social Media

Spaced Food’s new website and social media is being worked on and expected to be live shortly. The team has been working on sales and display materials as well as promotional merchandise to go in tandem with the product launch.

About Spaced Food

Spaced Food is launching edibles into ORBIT using high tech, space-age science! We’ve taken our love of cannabis and combined it with a unique product that solves every problem with current cannabis edibles. Spaced Food is shelf-stable, requires no refrigeration and tastes AMAZING!

After 3 years of research and development, Spaced Food has come up with a product with excellent bioavailability that melts in your mouth, with accurate dosing. Made using the same technology used on food before sending it to space for astronauts, we lock in 98% of the nutritional value as well as 100% of the medicinal ingredients. Whether you’re 18 or 81, Spaced Food will quickly become your favourite cannabis edible!

About Blackhawk Growth

Blackhawk Growth is an investment holding looking to create substantial value for its shareholders through the acquisition and development of high growth companies. It has focused its investments in the health, cannabis and cannabidiol industries in both Canada and the United States. Its portfolio of companies includes Sac Pharma, LeichtMind Clinics, Noble Hemp, Spaced Food and NuWave Foods. Blackhawk continues to bring its investments to cash flow and is growing at an exceeding pace.

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>.

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

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

May 17, 2021