

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 20, 2021.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on December 20, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk Growth’s Digital Mind Technology set to pioneer novel treatment in pain management in cancer patients; preparations for Phase 1 clinical trials underway.

- **To help reduce opioid reliance, misuse and abuse**
- **Improve mood and reduce risk of depression and related health disorders**
- **Help cancer patients live better with illness**

Item 5. Full Description of Material Change

Vancouver, British Columbia – December 20, 2021 – Blackhawk Growth Corp. (CSE:BLR; Frankfurt:0JJ) (the “**Corporation**” or “**Blackhawk**”), is pleased to announce that its wholly-owned subsidiary, Digital Mind Technology Pty Ltd. (“**DMT**” or “Digital Mind”) is progressing with the technical scope for its Phase 1 clinical trial of a mindfulness-based cancer related pain management intervention. This clinical trial is set to start in Q1/2022, is fully financed and will be compliant with the U.S. Food and Drug Administration’s (FDA) protocol.

DMT’s Phase 1 clinical trial in cancer patients aims to develop a mindfulness intervention that is useful in pain management. Pain, endured for any length of time unsustainably can result in low mood and other mental health conditions. The mindfulness intervention program will be designed to interrupt negative patterns of thoughts and behaviours that can lead to depression and other related mental health disorders.

Chronic pain is experienced by over 20% of the U.S. population, according to the U.S. National Health Interview Survey conducted by the Centers for Disease Control and Prevention (CDC) and there is a high risk of opioid over-use and abuse in patients

experiencing pain. This problem is exacerbated in cancer patients who are often undertaking concurrent cancer therapies such as chemotherapy and ingesting opioids to manage pain with pain being one of the most common symptoms reported by nearly 70% of cancer patients.¹ Moreover, around 24% of people diagnosed with cancer are also diagnosed with depression.² Cancer pain remains a challenging symptom occurring long after treatment completion, with a prevalence of 20-50% in cancer survivors.³

Dr. Russell's leading research in cancer patients, developing mindfulness-based practices, aims to help people live better with their illness. DMT's Phase 1 clinical trial is also very complementary with MindBio Therapeutics' Phase 2 psychedelics micro-dose trial for assisting patients with mental health conditions as a result of late stage cancer.

“Current treatments for managing chronic pain can cause opioid addiction problems and generally have a high side effect risk profile” says Dr. Lahiru Russell, Founder of Digital Mind. “In cancer patients, we often see health problems emerging related to medication overuse and the effects of enduring pain on mood. The aim of these clinical trials is to create an intervention accessible to patients on their own digital devices to help them cope with pain while managing their mental health and wellbeing.”

1. Van Den Beuken-Van MH, Hochstenbach LM, Joosten EA, Tjan-Heijnen VC, Janssen DJ. Update on prevalence of pain in patients with cancer: systematic review and meta-analysis. *Journal of pain and symptom management*. 2016;51(6):1070-1090. e1079.
2. Naser AY, Hameed AN, Mustafa N, et al. Depression and Anxiety in Patients With Cancer: A Cross-Sectional Study. *Frontiers in Psychology*. 2021;12(1067).
Pitman A, Suleman S, Hyde N, Hodgkiss A. Depression and anxiety in patients with cancer. *BMJ*. 2018;361:k1415.
Hartung TJ, Brähler E, Faller H, et al. The risk of being depressed is significantly higher in cancer patients than in the general population: Prevalence and severity of depressive symptoms across major cancer types. *European Journal of Cancer*. 2017;72:46-53.
3. Gallaway MS, Townsend JS, Shelby D, Puckett MC. Peer Reviewed: Pain Among Cancer Survivors. *Preventing Chronic Disease*. 2020;17.

About Digital Mind Technology Pty Ltd

Digital Mind is a clinical trial stage company developing digital interventions to treat mental health conditions. It successfully completed a pilot randomized controlled trial with 69 patients of an on-line mindfulness-based program for people diagnosed with melanoma. Digital Mind's clinical trial protocol was developed by leading scientist Dr. Russell at a major Australian university.

Digital Mind is also working to develop digital platforms (mobile, smart watch and Web) that provides clinically proven mindfulness-based digital programs to help patients to deal with pain. These clinical programs have the potential to be provided to patients via health professionals in a clinical setting.

Digital intervention technologies are one of the fastest growth areas in the treatment and prevention of mental health conditions. Financing for technology companies that are developing applications to treat behavioural, mental and brain health exceeded \$5.3-billion (U.S.) to Q3 in 2021.

About Blackhawk Growth

Blackhawk is an investment holding company 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, TripPharma, LeichtMind Clinics, Noble Hemp, Spaced Food, NuWave Foods, MindBio Therapeutics, Digital Mind Technology Pty Ltd. as well as an equity position in Gaia Grow Corp (CSE:GAIA).

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:

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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 20, 2021