

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 January 6, 2022

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on January 6, 2022 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk’s Terp Wholesale LLC reports unaudited \$2,503,133 in gross revenue for nine months ended September 30th, 2021.

Item 5. Full Description of Material Change

Vancouver, British Columbia – January 6, 2022 – Blackhawk Growth Corp. (CSE:BLR; Frankfurt:0JJ) (the “**Corporation**” or “**Blackhawk**”), is pleased to provide an update on the operations of its wholly owned subsidiary, TERP Wholesale, LLC (“TERP”). The acquisition of TERP was successfully completed on December 1, 2021.

For the nine months ended September 30, 2021, TERP reported unaudited CDN dollar results as follows:

| | |
|---------------|--------------|
| Gross Revenue | \$ 2,503,133 |
| Gross Profit | \$ 1,533,923 |
| Net Income | \$ 249,838 |

TERP is in its fourth year of operations and has seen consistent revenue growth in each year of operations. Readers are cautioned that these figures are prepared by management and are unaudited. Actual results may defer once an audit has been completed.

Operations Update

TERP has expanded its co-packing and transport services and has been retained by several more transport clients for its logistics arm of the business. TERP delivers products across

the state for multiple nursery companies that produce clones for dispensaries along with cultivators. Recently, TERP has added two notable clients to its ever-expanding list:
Humboldt Farms:

Humboldt Farms is a major California brand. TERP will be co-packaging 200 pounds of their dried flower per week. Their flower will be packaged into 1/8th oz jars. Totaling 25,600 jars.

Rimrock Farms:

TERP will also provide co-packing and last-leg transportation for Rimrock Farms. They have two acres of cultivation and are expected to provide 100lbs per week for TERP's services.

"I am excited to showcase the growth of TERP Wholesale" said Frederick Pels, CEO of Blackhawk Growth. "TERP continues to add significant clients to its distribution portfolio and once all of Blackhawk's portfolio synergies are deployed, I expect to see revenues continue to increase. I cannot wait to share our progress with our shareholders over the coming quarters."

About TERP Wholesale LLC

TERP is a fully licensed distribution center in the state of California. TERP packages and manufacturers some of the highest quality exotic brands and high THC products in the state of California. The team encompasses several distribution professionals, guided by a proven leadership with extensive experience in cannabis and quality-assured distribution. Current brands include, but are not limited to *Sunshine Delight*, *Norcal's Finest*, *California Cannabis*, and *Scoopz*.

In addition, TERP provides supply chain solutions to the industry with the use of innovative technology, information management experts, security specialists, and sales/marketing professionals. Utilizing proven distribution methods, TERP's model is based on a perishable supply chain strategy that emphasizes the importance of quality assurance and customer satisfaction.

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 TERP Wholesale, Sac Pharma, LeichtMind Clinics, Noble Hemp, Spaced Food, NuWave Foods, MindBio Therapeutics, Digital Mind Technology 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
January 6, 2022