

## 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 12, 2022

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on January 12, 2022 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk’s Terp Wholesale LLC receives state-issued micro-business license allowing for retail delivery.

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

Vancouver, British Columbia – January 12, 2022 – Blackhawk Growth Corp. (the “Company”) (CSE: BLR; Frankfurt: OJJ) is pleased to announce that its wholly-owned subsidiary, TERP Wholesale, LLC (“TERP”) has received its California State-issued micro-business license. In addition to allowing TERP to operate as a non-storefront retail delivery dispensary, this license provides strategic opportunities to expand in additional verticals such as manufacturing and distribution. The dispensary is located in Northern California and will be a key driver for the business. This expansion will also allow deployment of TERP’s manufactured products directly into the hands of retail customers.

Non-storefront retail delivery provides the convenience that many consumers and patients appreciate with the benefit of quality cannabis products manufactured by TERP. Cannabis delivery businesses play a critical role in the state of California and have now been labeled as an essential business, creating a large demand for home delivery. At the moment, 75% of the cities in California do not allow the sale or operations of cannabis businesses within their city. However, deliveries are able to capitalize on this opportunity and freely advertise and deliver to customers in these municipalities. Non-storefront retail sales will account for a significant portion of California's projected \$5 billion dollar marketplace this year.

“There is limitless upside with our non-storefront dispensary ” says Nate Awbrey, Founder of TERP Wholesale, LLC. “We are in a huge metropolitan market and being able to offer wholesale prices to customers will provide amazing value to end users and allow expansion of our distribution footprint, which will provide crucial support of our house-brands and

suppliers. It is one of the most unique license types and allows true vertical integration by giving us the ability to buy bulk commodities, make a product, and sell that product to a customer, without necessitating transfers to other businesses, and the taxes associated with those transactions. This will create stronger profit margins for TERP, while offering prices to consumers that will be lower, providing a key market advantage. This license also completes the value-added statement to TERP's operations of being a brand house and platform to manufacture products such as infused pre-rolls, and artisan products such as live rosin and inject them directly into the market on a wholesale and retail level" continues Mr. Awbrey.

### **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:

**Frederick Pels, Chief Executive Officer**  
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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 12, 2022