

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 26, 2022

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on January 26, 2022 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk launches new website, corporate presentation and engages investor relations professional to expand outreach.

Item 5. Full Description of Material Change

Vancouver, British Columbia – January 26, 2022 – Blackhawk Growth Corp. (CSE:BLR; Frankfurt:0JJ) (the “**Corporation**” or “**Blackhawk**”) is pleased to announce that it has launched a new website and corporate presentation to better highlight and reflect the Company’s recent initiatives and milestones reached. The new website and corporate presentation can be found here: www.blackhawkgrowth.com

In addition, the Company is excited to announce that it has signed an investor relations agreement with 1167388 B.C. Ltd. (“**1167388**”), and arms-length party. Pursuant to the agreement, the executives of 1167388 will provide investor relations and marketing services to the Company for an initial nine-month term ending on October 31, 2022 for a total fee of CAD \$70,000 plus applicable taxes. 1167388 is run by Aaron Wong. Mr. Wong is a capital markets consultant, and current Director of Plant Veda Foods (CSE:MILK). He led the business development group at Fortuna Investments for three years. He was formerly an accountant at Ernst & Young LLP as a part of the assurance practice specializing in resources, technology, real estate and financial services. Mr. Wong received his Bachelors of Business Administration with a specialization in Finance at Western Michigan University.

“Given the recent milestones we’ve reached and the additional goals we’ve set out to accomplish for our shareholders in 2022, I think now is the perfect time to expand our audience and market our story to new audiences and investors. I feel Blackhawk has tremendous value through our subsidiaries and it’s important we communicate our value

and our vision to new investors throughout the world,” commented Frederick Pels, Chief Executive Officer of the Company.

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 and Digital Mind Technology, as well as an equity position in Gaia Grow (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
(403)-991-7737
fred@blackhawkgrowth.com

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 26, 2022