

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 February 3, 2022.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on February 3, 2022 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk publishes MindBio Therapeutics investor presentation & Q&A event on website.

Item 5. Full Description of Material Change

Vancouver, British Columbia – February 3, 2022 – Blackhawk Growth Corp. (CSE:BLR; Frankfurt:0JJ) (the “**Corporation**” or “**Blackhawk**”) is pleased to announce that it has published its recent investor presentation and Q&A event on their website here: <https://www.blackhawkgrowth.com/investors/media.html>

The presentation event, held on February 2nd, 2022, was a huge success with large groups of both retail and institutional investors from Australia and Canada dialing into the video conference call.

The presentation and Q&A session can also be seen here:
<https://vimeo.com/manage/videos/672968969>

“This was a great opportunity for investors to meet Justin Hanka and get a better understanding of MindBio and its value-add for our shareholders” said Frederick Pels, CEO of Blackhawk Growth Corp. “The presentation gave us an opportunity to share information on the world class clinical trials and also for shareholders to ask questions relating to the spinout and listing of MindBio. We look forward to keeping our shareholders updated with our progress over the coming months.”

[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
February 3, 2022