

## 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 28, 2022.

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on February 28, 2022 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk Growth to acquire remaining 49% of NuWave Foods; NuWave Foods changes name to Stable Foods.

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

Vancouver, British Columbia – February 28, 2022 – Blackhawk Growth Corp. (CSE:BLR; Frankfurt:0JJ) (the “**Corporation**” or “**Blackhawk**”) is pleased to announce that it has entered into a definitive share purchase agreement (the “**Purchase Agreement**”) pursuant to which it intends to acquire (the “**Acquisition**”) the remaining 49% of Stable Foods Co. (formerly, NuWave Foods Inc.) (“**Stable Foods**”). Blackhawk intends to acquire 7,350 class A common shares (the “**Acquisition Shares**”) in the capital of Stable Foods, which will result in the Company owning 100% of Stable Foods.

**Acquisition of Remaining 49% equity interest in Stable Foods**

Under the terms of the Purchase Agreement, the Company is required to issue 3,200,000 common shares to the remaining shareholders of Stable Foods, at a deemed price of \$0.41 per share, to acquire the Acquisition Shares.

The Company is at arms-length from each of the shareholders of Stable Foods. The Acquisition does not constitute a fundamental change for the Company, nor is it expected to result in a change of control of the Corporation within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. A fee of 120,000 shares of the Company is owing to Michael Haberl of 21488880 Alberta Ltd., in connection with facilitating the entering into of the Purchase Agreement and completion of the Acquisition.

Completion of the Acquisition remains subject to customary closing conditions and is expected to be completed in the coming weeks.

### **NuWave Foods Inc. changes name to “Stable Foods Co.”**

With the development of Stable Foods retail products and its branding management, Stable Foods has changed its name effective immediately to “**Stable Foods Co.**” The name and branding change provides a more accurate description of the products manufactured and sold. The “*Forever*” brand will remain on all retail packaged products. A product offering and branding update will be added to the Company’s website.

“It is important to complete the acquisition of Stable Foods before it accomplishes significant milestones and I am excited we are able to do so” said Frederick Pels, CEO of Blackhawk. “It is expected that Stable Foods will show significant progress in the near term and while doing so as a wholly-owned subsidiary of Blackhawk..”

### **About Stable Foods Co.**

Stable Foods Co. is a fully licenced commercial kitchen and baked goods manufacturer located in Edmonton Alberta. Stable Foods Co. has a process to create a shelf-stable baked product without the use of any preservatives. This can be applied to virtually any baked good. Given the current world climate, demand for products with shelf stability has skyrocketed. Using Stable Foods Co. considerable contacts in the food industry across North America, Stable Foods Co. is positioned to quickly be a leader in this rapidly growing space.

### **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, Stable Food Co., 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**  
**(403)-991-7737**  
[fred@blackhawkgrowth.com](mailto: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 28, 2022