

**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 May 24, 2022

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on May 24, 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 expands facility, launches retail delivery.

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

Vancouver, British Columbia – May 24, 2022 – Blackhawk Growth Corp. (the “Company”) (CSE: BLR; Frankfurt: OJJ) is pleased to announce that its wholly owned subsidiary, TERP Wholesale, LLC (“TERP”) has expanded the footprint of its current facility and has capitalized on multiple strategic opportunities and significantly increased manufacturing, and distribution.

TERP Wholesale is excited to launch its new delivery service and infusion center. The company has changed licenses from a distribution license to a micro license allowing them to hold three licenses - Cultivation, Manufacturing and Retail Delivery.

Initial launch of TERP’s retail delivery service will begin in Sacramento, California and its surrounding areas. TERP will be able to deliver statewide and will expand to other cities in time. TERP also is launching a line of new products and strains from Sac Pharma Partners USA, another of the Blackhawk portfolio companies, along with its own brands like *Sunshine delight*. The delivery service will begin with two delivery vans and is expected to add substantial revenue. Seventy five percent of the products sold will be from TERP’s in-house production.

Terp is also pleased to announce the start-up of their infusion center. This manufacturing process that allows the company to infuse cannabis with any form of concentrate. Including but not limited to joints, moon rocks (infused cannabis flower) and wraps.

“TERP is growing rapidly,” said Frederick Pels, CEO of Blackhawk Growth Corp. “The team there has done a fantastic job growing the company and the results are beginning to show. I look forward to updating shareholders as TERP continues to prosper.”

### **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, Stable Foods, MindBio Therapeutics, Digital Mind Technology, Blum Distributors Ltd. 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**  
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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**

May 24, 2022