

**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 June 6, 2022.

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on June 6, 2022 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk appoints Justin Hanka as Chairman of the Board.

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

Vancouver, British Columbia – Jun3 6, 2022 – Blackhawk Growth Corp. (the “Company”) (CSE: BLR; Frankfurt: OJJ) is pleased to announce the appointment of investment banker Justin Hanka as Director and Chairman of the Board of Directors to help execute corporate transactions in Blackhawk.

Mr Hanka has over 25 years of corporate transaction experience including cross border M&A, capital raising and equity capital markets in Australia and North America. Justin brings a wealth of sector expertise in insurance and financial services, ecommerce, fintech, health, pharma and medtech. Mr Hanka currently serves as Non-Executive Director of EonX, (CSE: EONX), a financial technology company and Goldcar Rental Australia & NZ, a Europcar company (PAR:EUCAR). Mr. Hanka is also the Co-founder and Executive Director of Blackhawk’s wholly-owned subsidiary, MindBio Therapeutics (“MindBio”).

Previously Mr Hanka was Chief Operating Officer of iSelect (ASX:ISU) where he was instrumental in creating the commercial relationships and operational structures to drive the company’s revenue growth from zero to \$100m+ in just a few years. He previously served as Chief Executive Officer of HelpMeChoose which was acquired by ASX listed Mortgage Choice, subsequently acquired by the largest online real estate company in Australia, REA Group Limited (ASX:REA), with a market capitalization of \$15B.

As Chairman and Director of Blackhawk, Mr. Hanka will drive several strategic initiatives to grow shareholder value. This includes sourcing new deal flow, executing on M&A and spin outs of Blackhawk’s existing portfolio and assisting with financing activities.

As incoming Chairman, Mr Hanka says, “As an investment issuer, Blackhawk is one of a handful of companies listed in Canada that can acquire, incubate and sell or spinout a new listing from its portfolio. The upcoming spin-out of MindBio, is a significant milestone and achievement for the Company and it demonstrates the value it can create for shareholders who receive a one for one shareholding in the newly listed entity. I look forward to working with the board to transform Blackhawk into a premium investment issuer in the capital markets”.

“Justin Hanka is a tremendous addition to the board” said Frederick Pels, CEO of Blackhawk. “His experience and commitment to Blackhawk will be relied upon as we continue to reach milestones and add shareholder value. On behalf of the board and myself, I would like to welcome Justin Hanka and we look forward to working with him.”

Scott Seguin and Dave Antony have resigned from the Board of Directors due to other business commitments. The Company wishes to thank them for their service.

### **Spinout of MindBio Therapeutics**

The Company also announces that it continues to move forward with the planned spinout of MindBio Therapeutics. To ensure sufficient time for regulatory review of the spinout, the Company has elected to move the date for the meeting of shareholders to approve the spinout until July 15, 2022. Further details regarding the spinout and the meeting will be made available in an information circular mailed to shareholders of record and posted under the profile for Blackhawk on SEDAR ([www.sedar.com](http://www.sedar.com)). Completion of the spinout remains subject to the receipt of shareholder, regulatory and court approvals.

### **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**

June 6, 2022