

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 August 29, 2022

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on August 29, 2022 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk Growth’s Spaced Food manufacturing partner completes development of Spaced Food edibles; prepares for commercial production.

Item 5. Full Description of Material Change

Vancouver, British Columbia – August 29, 2022 – Blackhawk Growth Corp (the “Company”) (CSE: BLR; Frankfurt: OJJ) is pleased to announce that its wholly owned cannabis edible Spaced Food’s manufacturing partner, TRU Extracts (“TRU”), has completed product development for Spaced Food and is ready for commercial production.

TRU will now begin the process of commercial production. Sales will commence once packaging is received. Typical lead time for packaging is between 6 to 8 weeks. Marketing and sales materials will be prepared in tandem with commercial production. The initial commercial run will be 4 packs of Strawberry Sorbet containing 10mg of THC per package. In addition to the Strawberry Sorbet, TRU has developed and submitted product notifications for an additional 3 new flavours of Spaced Food, Blueberry, Cherry and Mango and intends to offer a 4-pack option with all 4 flavours expected to roll out in 2023.

The Company has signed an agreement with TRU, a subsidiary of Gaia Grow Corp (CSE:GAIA), in which Spaced Food will provide the equipment and Intellectual Property and TRU will staff and develop Spaced Foods’ products, as well as be responsible for marketing and sales of the completed products. As compensation for its efforts, TRU will receive 50% of the proceeds from the sale of Spaced Foods’ products.

“I am thrilled with the progress TRU has made with Spaced Food” said Frederick Pels, CEO of the Company. “The products are wonderful, and I have been eager to see them get

to market. TRU's ability to get to the stage of commercialization is a significant milestone and I look forward to updating shareholders over the coming weeks."

About Spaced Food

Spaced Food is launching edibles into orbit using high tech, space-age science! We've taken our love of cannabis and combined it with a unique product that solves every problem with current cannabis edibles. Spaced Food is shelf-stable, requires no refrigeration and tastes amazing!

After 3 years of research and development, Spaced Food has come up with a product with excellent bioavailability that melts in your mouth, with accurate dosing. Made using the same technology used on food before sending it to space for astronauts, the manufacturing process locks in 98% of the nutritional value as well as 100% of the medicinal ingredients. Whether you're 18 or 81, Spaced Food will quickly become a favourite cannabis edible!

About TruExtracts

TruExtracts Laboratories was created for high-capacity extraction and production to meet global demand. TRU is one of Western Canada's largest cannabis and hemp processors, with a 12,500 square foot state of the art facility in Calgary. The facility is Health Canada licensed and fully operational, with an expansion capability of an additional 16,000 additional square feet. Services include toll processing, THC, CBD extractions and isolates, as well as white label service and cannabis THC and CBD products.

For more Information, please visit their website at <https://truextractslabs.com>

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, 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:
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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

August 29, 2022