

**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 December 19, 2022.

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on December 19, 2022 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk Growth’s Spaced Food to launch in Canada’s largest market.

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

Vancouver, British Columbia – December 19, 2022 – Blackhawk Growth Corp (the “Company”) (CSE:BLR); (Frankfurt:0JJ) is pleased to announce that its wholly owned cannabis edible Spaced Food’s manufacturing partner, TruExtracts Laboratories (“TRU”), has received acceptance to list and a notice to purchase from Canada’s largest retail cannabis board. Spaced Food will be on retail shelves for the spring product launch. Quantities of the products sold will be available once TRU receives the final purchase order from the cannabis board.

TRU intends to continue deploying Spaced Food in all other regions of Canada once this launch has been fulfilled.

TRU submitted SKUs from its FUBAR, Spaced Food, and Hash Labs brands. Each brand has developed multiple products and intends to add future submissions for the Summer product call. The Spring listed SKUS are as follows.

**SPACED FOOD**

4pc per pack Strawberry Astronaut Sorbet 1:1 10mg THC 10mg CBD

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 a shelf-stable sorbet that requires no refrigeration and tastes amazing!

Updates will be posted on [www.spacedTHC.ca](http://www.spacedTHC.ca)

“These are the products consumers want on the shelves” said Frederick Pels CEO of Blackhawk Growth Corp. “Spaced Foods initial submissions being accepted is a great achievement and a complement to our manufacturing partner and our brand. The Spaced Food products submitted, and cued to be submitted are truly exceptional. I have great confidence Spaced Food will become a market leader, while continuing to innovate and excite the Canadian cannabis market. I Look forward to updating shareholders as we continue to advance our company.”

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.

#### 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) .

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**

December 19, 2022