

**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 March 2, 2023

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on March 2, 2023 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk Growth provides update on its cannabis initiatives.

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

Vancouver, British Columbia – March 2, 2023 – Blackhawk Growth Corp (the "Company") (CSE:BLR); (CNSX:BLR.CN); (OTC:BLRZF); (Frankfurt:OJJ) is pleased to provide an update on its cannabis initiatives. TERP Wholesale, Sac Pharma, and Spaced Food.

Blackhawk's wholly owned cannabis edible company, Spaced Food, received acceptance to list and a notice to purchase from Canada's largest retail cannabis board in December. We are pleased to confirm Spaced Food's first SKU, "4-Piece Strawberry Astronaut Sorbet," will be on store shelves this May as part of the board's second spring launch. The board's desired quantities of spaced food will be confirmed mid-March.

Additional SKUs will be added as well as the deployment of Spaced Food in other regions of Canada once the initial launch has been fulfilled.

Blackhawk's wholly owned TERP Wholesale ("TERP"), a fully licensed distribution centre in the state of California. TERP, which packages and manufactures some of the highest-quality exotic brands and high-THC products in the state of California, has headhunted a new wholesale manager with an expert eye for quality and price points. He has connected his network of clients, ranging from San Diego to Crescent City. Elevating TERP's reach to southern California, TERP is making a push to consume as much of the California marketplace as possible over the coming quarters.

Blackhawk's wholly owned subsidiary, SAC Pharma Partners USA, Inc. ("SAC Pharma"), operates a facility for the licensed cultivation of cannabis in California. Previously wholesale focussed, SAC Pharma will be launching its own retail-branded product line. The products will be distributed through TERP wholesale, which is expected to increase profit margins for some of its dried cannabis products.

#### 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) .

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**

March 2, 2023