

**Form 51-102F3
Material Change Report**

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company
Blackhawk Growth Corp
Suite 2200, 885 West Georgia Street Vancouver, BC V6C 3E8

Item 2 Date of Material Change
October 5, 2023

Item 3 News Release
October 4, 2023
Filed on Sedar and with Stockwatch and Baystreet news.

Item 4 Summary of Material Change

Blackhawk Growth Corp and Riverfort Global Opportunities PPC LTD have negotiated an amended and restated investment agreement. The outstanding amount has been fixed to CAD\$3,207,500 on a 36-month term.

Item 5 Full Description of Material Change

Blackhawk Growth Corp and Riverfort Global Opportunities PPC LTD have negotiated an amended and restated investment agreement. The outstanding amount has been fixed to CAD\$3,207,500 with no additional interest or fees. Interest is payable in the event of default of loan terms. The maturity date has been extended to 36 months from the date of the agreement. Riverfort may convert, any portion of the loan, on a 20-day VWAP, but not lower than CAD \$0.05, and subject to CSE approval. Blackhawk has novated the loan agreement with MindBio Therapeutics Corp to Riverfort. Upon novation of the Novated Rights, RiverFort irrevocably agrees to reduce the debt arising from the MinBio Loan Agreement by CDN\$1,000,000 (one million Canadian dollars). Outstanding loan of CDN\$900,000.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102
N/A

Item 7 Omitted Information
No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer
Approved by: Justin Hanka Chief Executive Director



justin@shape.capital

Item 9 Date of Report
October 5, 2023