



**Blackhawk Growth Corp.**

**BLACKHAWK GROWTH CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024**

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This Management’s Discussion and Analysis dated November 20, 2024 should be read in conjunction with the financial statements for the years ended June 30, 2024 and 2023. The financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”).

Except as otherwise indicated below, all financial data in this MD&A has been prepared in accordance with International Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

All dollar amounts in this MD&A are reported in Canadian dollars.

**BUSINESS DESCRIPTION**

Blackhawk Growth Corp. (“Blackhawk” or the “Company”) continues to review both equity and debt investment opportunities. The Company has focused its investments in the health, cannabis and CBD industries, in both Canada and the US.

Recently, the Company announced the acquisition of Hardenbrook Pty Ltd (<https://www.hardenbrook.group/>) and is subject to approvals. Hardenbrook invests in technology and life sciences sectors. Hardenbrook secures leading research and IP from tier 1 universities and has a portfolio of assets including Life AI Corp, AsthmaticAI, MoodAI, Austim AI and CowCH4.

From an accounting perspective, the existing portfolios have been fully impaired:

**As at September 30, 2024 the Company’s equity investments consist of the following:**

<b>Company</b>	<b>Cost</b>	<b>Fair Value</b>
	<b>\$</b>	<b>\$</b>
Terp Wholesale, LLC.	2,500,000	-
SAC Pharma Partners Inc.	1,890,000	-
Gaia Grow Corp.	1,050,000	-
Noble Line Inc.	1,037,435	-
Trip Pharma Inc.	1,120,478	-
Stable Foods Co.	2,351,300	-
Spaced Food Inc.	355,110	-
Fantasy Aces	455,268	-
Blum Distributors Ltd.	4,316,000	-
<b>Total Equity Investments</b>	<b>15,075,591</b>	<b>-</b>

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**Noble Line Inc.**

The Company owns 100% of the common shares of Noble Line Inc. (“Noble”). As at June 30, 2020, the Company owned 71,500 common shares of Noble with an initial cost of \$50,050 which represented approximately 10.6% of the common shares outstanding of Noble.

On November 17, 2020, the Company acquired the remaining balance or 89.4% of the outstanding share capital of Noble by issuing 2,131,738 common shares of the Company with a cost of \$532,934.

During the year ended June 30, 2022, the Company recorded an unrealized loss of \$987,385 related to Noble to a fair value of \$Nil. This value is maintained as at 30 September, 2024.

**Stable Foods Co. (Formerly Nu Wave Foods Inc.)**

The Company owns 100% of the common shares of Stable Foods Co. (formerly Nu Wave Foods Inc.) (“Stable Foods”). As at June 30, 2021, the Company owned 7,650 common shares of Stable with an initial cost of \$420,000 which represented 51% of the common shares outstanding in Stable Foods.

**Stable Foods Co. (Formerly Nu Wave Foods Inc.) (continued)**

On March 2, 2022, the Company acquired the remaining 49% interest of Stable Foods and issued 3,200,000 common shares to the existing shareholders at a price of \$0.425 per share. A finder’s fee of 120,000 shares was paid to an arm’s-length third-party in connection with the closing of the acquisition. The fair value of these share as of June 30, 2022 was estimated to be \$1,411,000.

As at June 30, 2023, the fair market value of Stable Foods was estimated to be \$Nil (2022 - \$2,430,620). The Company was unable to obtain any additional financial information, new management is not familiar with this investment, and the Company has not received any operational updates from the investee in recent periods. As a result, the fair value of the investment in Stable Foods was assessed as \$Nil. This value is maintained at September 30, 2024.

Stable Foods is a fully licensed commercial kitchen and baked goods manufacturer that is developing shelf-stable baked goods with no preservatives, solving a long-time issue in baked food.

**Gaia Grow Corp.**

The Company owns 1,200,000 post-consolidated common shares of Gaia Grow Corp. (“Gaia”). Gaia is a publicly traded Canadian corporation focused on farming Industrial Hemp for Medical Purposes whose shares are traded on the CSE under the symbol GAIA. The shares of Gaia are included have been suspended on the CSE and the Company recorded an unrealized loss of \$294,000 (2022 - \$1,200,000) for its investment in Gaia during the year ended June 30, 2023. The shares of Gaia had a fair value of \$0 (2023 - \$6,000) as at September 30, 2024.

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**Sac Pharma Partners Inc.**

During the year ended June 30, 2021 the Company acquired 100% of the common shares of Sac Pharma Partners Inc. (“SAC Pharma”) by issuing 5,040,000 common shares of the Company with a cost of \$1,890,000.

As at June 30, 2023 the value of SAC Pharma was estimated to be \$Nil (2022 - \$1,890,000). The Company was unable to obtain any additional financial information, new management is not familiar with this investment, and the Company has not received any operational updates from the investee in recent periods. As a result, the fair value of the investment in Sac Pharma was assessed as \$Nil. This value has been carried at September 30, 2024.

Sac Pharma, through its wholly owned subsidiary, SAC Pharma Partners USA, Inc. operates a facility for the licensed production of cannabis in California. SAC Pharma became fully operational in the regulated cannabis business when commercial sales became legal in California on January 1, 2018.

**Spaced Food Inc.**

On January 23, 2020, the Company entered into a definitive share purchase agreement to acquire all of the outstanding shares of Spaced Food Inc. (“Spaced Food”). The consideration to acquire Spaced Food was up to 10,000,000 common shares of the Company and the number of common shares to be issued to Spaced Food was based on the “Gross Revenue” of Spaced Food up to March 31, 2021.

On January 26, 2021, the agreement was amended to extend the closing date to December 2021 and has not been completed as at June 30, 2023.

During the year ended June 30, 2022, the Company reclassified a total of \$100,503 from trade and other receivables to investments in Spaced Food and recorded an unrealized loss of \$355,110 related to Spaced Food to a fair value of \$Nil. For the year ended June 30, 2023, this carrying value has not been amended at September 30, 2024.

**Trip Pharma Inc. – Operating as LeichtMind Clinics**

On October 13, 2020, the Company acquired 100% of the common shares of Trip Pharma Inc. (“LeichtMind”) by issuing 1,320,000 common shares of the Company with a cost of \$825,000.

During the year ended June 30, 2022, the Company fully impaired the carrying value of LeichtMind and this carrying value has not been amended at September 30, 2024.

**Fantasy Aces Daily Fantasy Sports Corp.**

The Company owns 3,642,146 common shares of Fantasy Aces Daily Fantasy Sports Corp. (“Fantasy”) which is a publicly traded US corporation focused on providing fantasy sports games, social media, and advertising in the United States. The warrants of Fantasy are included in Level 1 and had a fair value of \$Nil at June 30, 2023 (2022 - \$Nil). The Company recorded an unrealized loss of \$Nil (2022 - \$9,470) for its investment in Fantasy for the year ended June 30, 2023. This carrying value has been maintained at September 30, 2024.

**Terp Wholesale, LLC**

On December 6, 2021, the Company completed the acquisition of all the outstanding membership interests in Terp Wholesale, LLC (“TERP”) by issuing 3,623,188 common shares at a price of \$0.69 per share for a total consideration of \$2,500,000.

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As at June 30, 2023 the value of TERP was estimated to be \$Nil (2022 - \$2,500,000). The Company was unable to obtain any additional financial information, new management is not familiar with this investment, and the Company has not received any operational updates from the investee in recent periods. As a result, the fair value of the investment in TERP was assessed as \$Nil and has been carried at Nil at September 30, 2024.

**Blum Distributors Ltd.**

On April 6, 2022, the Company acquired 100% of the issued and outstanding share capital of Blum Distributors Ltd. (“Blum”). In consideration for the acquisition, the Company issued 9,650,000 shares to the existing shareholders of Blum. With the acquisition, Blum now forms part of the Company's growing portfolio of investments in the life science and health care sectors. Blum's existing management team will continue to retain responsibility for overseeing day-to-day operations. A fee of 750,000 shares has also been paid to an arm's-length party for assistance with the transaction.

As at June 30, 2023 the value of Blum was estimated to be \$Nil (2022 - \$4,316,000). As the directors are unable to obtain adequate financial information to properly determine a carrying value, it has been decided to fully impair the asset. At September 30, 2024 the carrying value has remained at zero

**SELECTED ANNUAL INFORMATION**

	Year ended June 30, 2024	Year ended June 30, 2023	Year ended June 30, 2022
	\$	\$	\$
Net and comprehensive income (loss)	(1,667,077)	(21,066,070)	(10,272,483)
Loss per share	(0.02)	(0.27)	(0.18)
Total assets	364	1,906,000	29,424,967
Total liabilities	2,007,803	2,729,170	1,778,897
Total shareholders’ equity (deficiency)	(2,007,439)	(823,170)	27,646,070

**SELECTED QUARTERLY INFORMATION**

	Three month-period ended			
	Sept 30, 2024	June 30, 2024	Mar 31, 2024	Dec 31, 2023
	\$	\$	\$	\$
Net investment loss	-	(6,000)	-	-
Net and comprehensive loss	(67,402)	(1,564,907)	-	(39,670)
Basic and diluted – loss per share	(0.00)	(0.02)	(0.00)	(0.00)
	Sept 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022
	\$	\$	\$	\$
Net investment loss	-	(18,993,427)	(35,475)	(72,000)
Net and comprehensive loss	(62,500)	(19,702,387)	(194,828)	(230,548)
Basic and diluted – loss per share	(0.00)	(0.00)	(0.00)	(0.01)

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**RESULTS OF OPERATIONS FOR THE THREE MONTH ENDED  
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**Net investment loss**

For the three months ended September 30, 2024, the Company recorded a net investment loss of \$0 (2023 - \$0) and interest revenue of \$Nil (2023 - \$Nil).

**Expenses**

Total expenses for the three months ended June 30, 2024 were \$67,402 compared with \$62,500 for the three months ended June 30, 2023. The most significant portion of these expenses was the accretion expense on convertible debt which was \$56,568 (2023 - \$62,500) during the three months ended June 30, 2024.

**Net and comprehensive loss**

The net and comprehensive loss of \$67,402 (2023 - \$62,500) for the three months ended September 30, 2024 was a result mainly due to loss on settlement of debts in relation to the modification of convertible debt.

**Cash flow from operations**

During the three months ended September 30, 2024, the Company used \$25,482 in operations compared to \$125,876 during the three months ended September 30, 2023.

**LIQUIDITY AND CAPITAL RESOURCES**

As of September 30, 2024, the Company had a working capital deficiency of \$256,335 (2024 - \$245,501). The Company may require additional funds to continue its investment strategy for the next twelve months, if additional capital is needed the Company will source funds through either debt or equity financing and such funds may not be available when needed.

**TRANSACTIONS WITH KEY MANAGEMENT AND RELATED PARTIES**

**a) Key management compensation**

Key management personnel are composed of the Company's directors and officers. For the year ended June 30, 2024, the Company incurred consulting fees of \$Nil (2024 - \$nil) paid to companies which are controlled by the former management of the Company. At September 30, 2024, \$Nil (2024 - \$Nil) remained receivable from related parties.

For the three months ended September 30, 2024, the Company paid for the operating expenses with funds provided by Hardenbrook, a Company controlled by the CEO. At September 30, 2024, \$183,314 (2024 - \$157,832) remained payable to Hardenbrook.

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**OFF-BALANCE SHEET TRANSACTIONS**

As at the date of this report the Company does not have any off-balance sheet arrangements.

**ACCOUNTING POLICIES**

The financial statements and related MD&A have been prepared on a historical cost basis except as disclosed in note 4 of the Company’s financial statements for the twelve-month period ended June 30, 2024.

A summary of the company’s significant accounting policies under IFRS is presented in note 4 – “Material accounting policies” in the Company’s financial statements for the year ended June 30, 2024. These policies have been applied consistently for all periods presented in the financial statements.

The financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency.

**FINANCIAL INSTRUMENTS AND RISKS**

The use of financial instruments can expose the Company to several risks including credit, liquidity, and market risks. A discussion of the Company’s use of financial instruments and their associated risks is provided below.

**a) Credit risk:**

The Company is subject to credit risk on its cash.

Cash and cash equivalents, when outstanding, consist of cash bank balances and short-term deposits maturing in 90 days or less. The Company manages the credit exposure related to short term investments by selecting counter parties based on credit ratings and monitors all investments to ensure a stable return. The maximum credit risk exposure associated with the Company’s financial assets is the carrying value, which was not significant as at June 30, 2024.

The Company manages its credit risk on equity investments through thoughtful planning, significant due diligence of investment opportunities and by conducting activities in accordance with the investment policies that are approved by the Board of Directors. Management reviews the financial conditions of its investee companies regularly.

**b) Liquidity risk:**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking harm to the Company’s reputation.

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The following are the contractual maturities of financial liabilities as at September 30, 2024:

<b>Financial Liabilities</b>	<b>&lt; One Year</b>	<b>&gt; One Year</b>
	\$	\$
Trade and other payables	61,885	-
Short term debt	11,500	-
Due to related party	183,314	-
Convertible debt		1,818,506
<b>Total</b>	<b>256,699</b>	<b>1,818,506</b>

The following are the contractual maturities of financial liabilities as at June 30, 2024:

<b>Financial Liabilities</b>	<b>&lt; One Year</b>	<b>&gt; One Year</b>
	\$	\$
Trade and other payable	76,533	
Short term debt	11,500	
Due to related party	57,832	
Convertible debt	-	1,761,938
<b>Total</b>	<b>245,865</b>	<b>1,761,938</b>

**c) Market risk:**

Market risk is the risk that the fair value of, or future cash flows from, the Company’s financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavorable market conditions could result in dispositions of investments at less than favorable prices.

During the year, as outlined above, the Company fully impaired its investment holdings through profit and loss.



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**DISCLOSURE OF OUTSTANDING SHARE DATA**

**Issued Share Capital as of the Financial Statement Date and the Date of this MD&A**

<b>Class</b>	<b>Par Value</b>	<b>Authorized</b>	<b>Issued at June 30, 2024</b>	<b>Issued at the date of this MD&amp;A</b>
Common	Nil	Unlimited	78,252,003	78,252,003
Preferred	Nil	Unlimited	Nil	Nil

**Description of Issued and Outstanding Warrants as of the Financial Statement Date and the Date of this MD&A**

**As of September 30, 2024**

<b>Date</b>	<b>Expiry date</b>	<b>Outstanding</b>	<b>Exercisable</b>	<b>Exercise Price</b>
				\$
17/12/19	17/12/24	1,840,000	1,840,000	1.25
22/11/21	22/11/24	1,538,461	1,538,461	0.91
		<b>3,378,461</b>	<b>3,378,461</b>	<b>1.10</b>

**As of the date of this MD&A**

<b>Date</b>	<b>Expiry date</b>	<b>Outstanding</b>	<b>Exercisable</b>	<b>Exercise Price</b>
				\$
17/12/19	17/12/24	1,840,000	1,840,000	1.25
22/11/21	22/11/24	1,538,461	1,538,461	0.91
		<b>3,378,461</b>	<b>3,378,461</b>	<b>1.10</b>

**Description of Stock Options Outstanding as of the Financial Statement Date and the Date of this MD&A**

**As at September 30, 2024**

<b>Date</b>	<b>Expiry date</b>	<b>Outstanding</b>	<b>Exercisable</b>	<b>Exercise Price</b>
				\$
1/3/21	1/3/26	350,000	350,000	0.69
		<b>350,000</b>	<b>350,000</b>	<b>0.82</b>

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**As of the date of this MD&A**

Date	Expiry date	Outstanding	Exercisable	Exercise Price
1/3/21	1/3/26	350,000	350,000	\$ 0.69
		<b>350,000</b>	<b>350,000</b>	<b>0.69</b>

**CAUTION REGARDING FORWARD LOOKING INFORMATION**

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “budget”, “plan”, “continue”, “estimate”, “expect”, “forecast”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities, our ability to repay amounts which may become due and payable, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to investment performance, our ability to realize sufficient proceeds from the disposition of our investments in order to fund our obligations as they become due (which will be based upon market conditions beyond our control), market fluctuations, fluctuations in prices of commodities underlying our interests and equity investments, the strength of the Canadian, U.S. and other economies, and other risks included elsewhere in this MD&A under the headings “Risk Factors” and “Financial Instruments” and in the Company’s current public disclosure documents filed with certain Canadian securities regulatory authorities and available under Blackhawk’s profile at [www.sedarplus.ca](http://www.sedarplus.ca).

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Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

## **RISK FACTORS**

An investment in our securities is subject to certain risks, including those set out below and should be carefully considered by an investor before making any investment decision. Additional risks not currently known to us, or that we currently believe to be immaterial, may also affect our business and negatively impact upon an investment in our securities.

### **Portfolio Exposure**

Given the nature of our activities, our results of operations and financial condition are dependent upon the market value of the securities that comprise our portfolio. Market value can be reflective of the actual or anticipated operating results of our portfolio companies and/or the general market conditions that affect the sectors in which we invest. Macro factors such as fluctuations in commodity prices and global political and economic conditions could have an adverse effect on one or more sectors to which we are exposed, thereby negatively impacting one or more of our portfolio companies concurrently. Company-specific risks could have an adverse effect on one or more of our portfolio companies at any point in time. Company-specific and industry-specific risks which materially adversely affect our portfolio investments may have a materially adverse impact on our operating results. Having regard to the full write-down of the investment portfolio in the current year, this risk is now low.

### **Cash Flow/Revenue**

We generate revenue and cash flow primarily from our financing activities and proceeds from the disposition of our investments, in addition to interest and dividend income earned on our investments and fees generated from securities lending and other activities. The availability of these sources of income and the amounts generated from these sources are dependent upon various factors, many of which are outside of our direct control. Our liquidity and operating results may be adversely affected if our access to the capital markets is hindered, whether as a result of a downturn in the market conditions generally or to matters specific to us, or if the value of our investments decline, resulting in capital losses for us upon disposition.

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### **Illiquid Securities**

We also invest in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time we are able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that we will be unable to realize our investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, we may be prohibited by contract or by law from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate.

We may also make direct investments in publicly-traded securities that have low trading volumes. Accordingly, it may be difficult for us to make trades in these securities without adversely affecting the price of such securities.

### **Possible Volatility of Stock Price**

The market price of our common shares may be subject to wide fluctuations in response to factors such as actual or anticipated variations in our results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations may adversely affect the market price of our common shares. The purchase of our common shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Our common shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in our common shares should not constitute a major portion of an investor's portfolio.

### **Trading Price of Common Shares Relative to Net Asset Value**

We are neither a mutual fund nor an investment fund, and due to the nature of our business and investment strategy and the composition of our investment portfolio, the market price of our common shares, at any time, may vary significantly from our net asset value per share. This risk is separate and distinct from the risk that the market price of our common shares may decrease.

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**Available Opportunities and Competition for Investments**

The success of our operations will depend upon: (i) the availability of appropriate investment opportunities; (ii) our ability to identify, select, acquire, grow and exit those investments; and (iii) our ability to generate funds for future investments. We can expect to encounter competition from other entities having investment objectives similar to ours, including institutional investors and strategic investors. These groups may compete for the same investments as us, may be better capitalized, have more personnel, have a longer operating history and have different return targets than us. As a result, we may not be able to compete successfully for investments. In addition, competition for investments may lead to the price of such investments increasing which may further limit our ability to generate desired returns.

There can be no assurance that there will be a sufficient number of suitable investment opportunities available to us to invest in or that such investments can be made within a reasonable period of time. There can be no assurance that we will be able to identify suitable investment opportunities, acquire them at a reasonable cost or achieve an appropriate rate of return. Identifying attractive opportunities is difficult, highly competitive and involves a high degree of uncertainty. Potential returns from investments will be diminished to the extent that we are unable to find and make a sufficient number of investments.

**Concentration of Investments**

We may participate in a limited number of investments and, as a consequence, our financial results may be substantially adversely affected by the unfavorable performance of a single investment, or sector. Completion of one or more investments may result in a highly concentrated investment by us in a particular company, business, industry or sector.

**Dependence on Management**

We are dependent upon the efforts, skill and business contacts of key members of management, for among other things, the information and deal flow they generate during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, our continued success will depend upon the continued service of these individuals who are not obligated to remain employed with us. The loss of the services of any of these individuals could have a material adverse effect on our revenues, net income and cash flows and could harm our ability to maintain or grow our existing assets and raise additional funds in the future.

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**Additional Financing Requirements**

We anticipate ongoing requirements for funds to support our growth and may seek to obtain additional funds for these purposes through public or private equity or debt financing. There are no assurances that additional funding will be available to us at all, on acceptable terms or at an acceptable level. Any additional equity financing may cause shareholders to experience dilution, and any additional debt financing may result in increased interest expense or restrictions on our operations or ability to incur additional debt. Any limitations on our ability to access the capital markets for additional funds could have a material adverse effect on our ability to grow our investment portfolio.

**No Guaranteed Return**

There is no guarantee that an investment in our securities will earn any positive return in the short term or long term. The task of identifying investment opportunities, monitoring such investments and realizing a significant return is difficult. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize a return on such investments successfully. Our past performance provides no assurance of our future success.

**Management of our Growth**

Significant growth in our business, as a result of acquisitions or otherwise, could place a strain on our managerial, operational and financial resources and information systems. Future operating results will depend on the ability of senior management to manage rapidly changing business conditions, and to implement and improve our technical, administrative and financial controls and reporting systems. No assurance can be given that we will succeed in these efforts. The failure to effectively manage and improve these systems could increase our costs, which could have a material adverse effect on us.

**Due Diligence**

The due diligence process that we undertake in connection with investments may not reveal all facts that may be relevant in connection with an investment. Before making investments, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, we rely on the resources available to us, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that we will carry out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

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**Changes to Tax Laws**

Potential changes to, or interpretations of, tax laws, may negatively impact our business.

**Non-controlling Interests**

Our investments include debt instruments and equity securities of companies that we do not control. These instruments and securities may be acquired by us in the secondary market or through purchases of securities from the issuer. Any such investment is subject to the risk that the company in which the investment is made may make business, financial or management decisions with which we do not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve our interests. If any of the foregoing were to occur, the values of our investments could decrease and our financial condition, results of operations and cash flow could suffer as a result.

**Contingencies and commitments**

The Company received a notice that a civil claim has been filed against the Company, certain officers and directors of the Company. The plaintiffs are seeking damages for various possible causes of action, including misconduct and misrepresentation. The Company is of the view that the allegations contained in the claim are without merit and intends to vigorously defend its position.

On May 29, 2023 Blackhawk signed a share purchase agreement, subject to CSE and shareholder approval, to acquire 100% of Hardenbrook Pty Ltd., an investment company with a portfolio of several projects. There were a number of conditions to complete before the purchase can be finalized. As at September 30, 2024, these conditions have not been met and so the purchase is not complete.

**ADDITIONAL INFORMATION**

Additional information relating to the Company can be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).