

BLACKHAWK AND MINDBIO THERAPEUTICS CORP. (formerly, 1286409 B.C. LTD.) ANNOUNCE COMPLETION OF PLAN OF ARRANGEMENT

Not for distribution to United States newswire services or for dissemination in the United States.

Vancouver, May 2, 2023 - Blackhawk Growth Corp. (“**Blackhawk**”) (CSE: BLR, FSE: 0JJ) and MindBio Therapeutics Corp. (formerly, 1286409 B.C. Ltd.) (“**MindBio**”) (together, the “**Parties**”) are pleased to announce the completion of the previously announced plan of arrangement (the “**Arrangement**”) pursuant to which Blackhawk completed a spin-out of the common shares of MindBio (each, a “**MindBio Share**”).

Arrangement

As a result of the Arrangement, Blackhawk re-designated its issued and unissued common shares (“**Blackhawk Shares**”) as Class A common shares without par value (the “**Blackhawk Class A Shares**”) and created a new class of an unlimited number of common shares without par value with terms identical to the Blackhawk Shares (the “**New Blackhawk Shares**”). Each holder of Blackhawk Class A Shares (“**Blackhawk Shareholders**”) received one New Blackhawk Share and one MindBio Share in exchange for each Blackhawk Class A Share. In addition, Blackhawk Share purchase warrants (“**BLR Warrants**”) outstanding as of November 25, 2022 are now exercisable for one New Blackhawk Share and one MindBio Share, subject to any approvals and restrictions required by the Canadian Securities Exchange (the “**CSE**”) and under Canadian securities laws. Further, under the Arrangement, the share capital of MindBio was amended to split the issued and outstanding MindBio Shares on a 1:2.61 split ratio (the “**Split**”).

Following the closing of the Arrangement, MindBio has 78,252,003 MindBio Shares outstanding and has additionally reserved 3,378,461 MindBio Shares for issuance pursuant to the BLR Warrants.

Financings and Anticipated Listing Date

It is anticipated that on or about May 2, 2023, MindBio will close its non-brokered private placement of subscription receipts and issue common shares in connection with its previously announced private placements (the “**Financings**”).

Further details in relation to such issuances will be disclosed in a subsequent press release to be issued upon completion of the private placements.

The New Blackhawk Shares will continue trading on the CSE under its current ticker symbol. It is anticipated that the MindBio will file its Form 2A listing statement with the CSE on or about May 2, 2023 and pending final approval from the CSE, MindBio Shares will commence trading on the CSE on or around May 5, 2023, under the ticker symbol “**MBIO**”.

About Blackhawk:

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 Sac Pharma, Noble Hemp, Spaced Food and NuWave Foods.

About MindBio:

MindBio is a biotechnology/biopharmaceutical company focused on creating novel and emerging treatments for mental health conditions and is conducting world first take home LSD-Microdosing human clinical trials. MindBio has a leading presence in microdosing of psychedelic medicines and is advancing its drug and technology intervention protocols through clinical trials. MindBio has developed a multi-disciplinary platform for developing treatments and is involved in psychedelic medicine development, has completed Phase 1 clinical trials microdosing Lysergic Acid Diethylamide (LSD) in 80 patients, has a Phase 2 clinical trial in development microdosing LSD in patients with Major Depressive Disorder and a Phase 2 clinical trial in development microdosing LSD in late stage cancer patients experiencing existential distress. MindBio invests in research that forms the basis for developing novel and clinically proven treatments including digital technologies and interventions to treat debilitating health conditions such as depression, anxiety and other related mental health conditions.

On Behalf of Blackhawk and MindBio:

Federick Pels

Director and Chief Executive Officer
Blackhawk Growth Corp.

Justin Adam Hanka

Director and Chief Executive Officer
1286409 B.C. Ltd. (MindBio Therapeutics Corp.)

For further information, please contact:

Blackhawk Growth Corp.

Frederick Pels,
Director and Chief Executive Officer
(403)-991-7737
fred@blackhawkgrowth.com

MindBio Therapeutics Corp. (formerly, 1286409 B.C. Ltd.)

Justin Adam Hanka
Director and Chief Executive Officer
+61 4331140886
justin@mindbiotherapeutics.com

Cautionary Note Concerning Forward-Looking Statements:

The press release contains “forward-looking statements” within the meaning of applicable securities laws. Forward-looking statements can be identified by words such as: “anticipate,” “intend,” “plan,” “budget,” “believe,” “project,” “estimate,” “expect,” “scheduled,” “forecast,” “strategy,” “future,” “likely,” “may,” “to be,” “could,” “would,” “should,” “will” and similar references to future periods or the negative or comparable terminology, as well as terms usually used in the future and conditional. Example of forward-looking statements in this news release, without limitation, include the New Blackhawk Shares continuing to trade on the CSE under their current ticker symbol and the approval of the CSE, MindBio Shares trading on the CSE under the ticker symbol “MBIO”, completion of the Financings. These forward-looking statements are based on assumptions as of the date they are provided including that the approval of the CSE will be obtained for the listing of the MindBio Shares. However, there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

Additionally, there are known and unknown risk factors that could cause the Parties' actual results and financial conditions to differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important risk factors that could cause actual results and financial conditions to differ materially from those indicated in the forward-looking statements, that the approval of the listing of the Mindbio Shares by the CSE may not occur or that listing may not occur when anticipated, market and business conditions in Canada and Australia, market volatility, unforeseen delays in timelines for any of the transactions or events described in this press release, the risk of regulatory changes that may impact the business of the Parties; failure of management of the Parties to execute their respective business strategies. All forward-looking information is qualified in its entirety by this cautionary statement.

The Parties disclaim any obligation to revise or update any such forward-looking statement or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.

Neither the Canadian Securities Exchange nor its Regulation Service Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

This announcement does not constitute an offer, invitation or recommendation to subscribe for or purchase any securities and neither this announcement nor anything contained in it shall form the basis of any contract or commitment. In particular, this announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer or solicitation would be unlawful.

The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. The New Blackhawk Shares and MindBio Shares issued pursuant to the Arrangement were issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable state securities laws. The New Blackhawk Shares and MindBio Shares issuable upon exercise of the BLR Warrants, the MindBio Shares issuable upon exercise of the Stock Options, do not qualify for the exemption from the registration requirements of the U.S. Securities Act provided by section 3(a)(10) of thereof, and may not be offered or sold within the United States or to, or for the account or benefit of, a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or unless an exemption from such registration is available.