

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Blackhawk Growth Corp. (the “Company”)
Suite 650, 816 – 7th Avenue S.W.
Calgary, Alberta T2P 1A1

Item 2. Date of Material Change

News Release dated August 11, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on August 11, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk provides update on its investment in California-based licensed cannabis producer Sac Pharma Partners Inc; announces shares for debt settlement and grants stock options.

Item 5. Full Description of Material Change

Vancouver, British Columbia – August 11, 2020 - Blackhawk Growth Corp. (CSE: BLR; Frankfurt:0JJ; US-OTC: BLRZF) (the “Company” or “Blackhawk”) is pleased to provide an update on its investment in SAC Pharma Partners Inc. (“SAC Pharma”). SAC Pharma operates a facility for the licensed production of cannabis in California. Utilizing its state of the art 15,000 square foot facility in Sacramento, SAC Pharma has been actively producing products and has provided the following information and outlook for the future.

Q1 (January – March 2020) Profit and Loss Statement

From January of 2020 to March of 2020, Sac Pharma had gross revenue of **US\$276,863.09** and net income of **US\$115,489.67**. These figures are unaudited and were provided to Blackhawk by Sac Pharma’s management team.

During the first quarter, SAC Pharma was able to outfit its facility with new C02 equipment and expand on its IP and inventory assets such as cultivation equipment and clone and mother plants that will have an exponential value as SAC Pharma continues to expand.

Blackhawk Integration and Next Steps

Blackhawk is excited to deploy its industry contacts and current assets to assist in the development of SAC Pharma.

SAC Pharma is looking to realize the benefits in its optimized facility for the following quarters, seek additional opportunities to acquire second generation production facilities, and/or cultivation management contracts. SAC Pharma's management team has been looking at additional opportunities to participate in outdoor/greenhouse projects and also potential distributor acquisitions in order to control the wholesale supply chain.

"We are extremely excited to have closed this acquisition and to be working with Fred and his team at Blackhawk" says Corey Travis, founder of SAC Pharma. "We have been working tirelessly over the past three years to get SAC to this point. The fact that all our product is spoken for and demand continues to exceed our expectation is something I am very excited about showcasing over the next year. Our team has a very aggressive and strategic go-forward plan over the next twelve months and we look forward to achieving these goals and expanding SAC into a substantial State-wide brand."

"We are thrilled at how well Sac Pharma has integrated into Blackhawk" said Frederick Pels, CEO of Blackhawk. "We have a goal of seeking not only revenue but profitability for our shareholders and we have reached exactly that with our team at SAC Pharma. They have a top notch and in demand product. With a reasonably low cost to produce it's only natural that we put resources into action and expand this proven and profitable business model throughout the fifth largest economy in the world. I look forward to keeping shareholders updated with the forward momentum we have with this initiative."

Shares for Debt Settlement

Blackhawk has entered into debt settlement agreements with two arm's-length creditors to settle an aggregate of \$240,000 in debt for services provided by the creditors to the Company.

In final settlement and satisfaction of the debt in connection with the services, the Company has issued to the creditors an aggregate of 12,000,000 common shares at a deemed issue price of \$0.02 per share.

All shares issued in connection with the debt settlement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

Stock Option Grant

In addition, the Company has granted an aggregate of 10,000,000 incentive stock options to certain directors, officers and consultants of the Company under its incentive stock option plan. The options vest quarterly over the next twelve months and are exercisable at a price of \$0.05 for a period of 24 months.

For further information please contact:

Frederick Pels, Chief Executive Officer
(403)-991-7737
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

August 11, 2020