

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 February 17, 2021

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on February 17, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk Growth’s cannabis infused Spaced Food listed on CTLS. accepted by large provincial regulator/distributor.

Item 5. Full Description of Material Change

Vancouver, British Columbia – February 17, 2021 – Blackhawk Growth Corp. (CSE:BLR); (Frankfurt:OJJ); (CNSX:BLR.CN); (OTC:BLRZF) (the “**Corporation**” or “**Blackhawk**”), is pleased to announce that the Company’s wholly owned subsidiary, Spaced Food, has been listed on Health Canada’s Cannabis Tracking and Licensing System (CTLS) as of February 10th 2021, allowing for the sale and distribution of its SPACED FOOD cannabis infused products through its extraction and distribution partners. The listing includes three types of Spaced Food’s cannabis infused products that have been accepted in Ontario, Canada’s largest provincial regulator and distributor.

“Astronaut Sorbet” a shelf stable “Ice Cream” that requires no refrigeration, fully shelf stable, vegan, gluten-free, dairy-free, 100% real fruit, and contains zero preservatives. Each serving contains 10Mg of THC

“Cosmic Cheesecake” a fully shelf stable cannabis infused cheesecake enrobed with chocolate. Each serving contains 10Mg of THC

”S’More Blasteroids” bite sized marshmallows enrobed in chocolate rolled in graham cracker crumbs that are “micro-dosed” at 0.5Mg of THC each (20 pieces per bag for a total of 10Mg)

The above products and SKUs have been accepted and will be listed with the OCS, Ontario’s cannabis regulator and distributor. First shipments are scheduled for the end of

March 2021. All products are concurrently in various stages of submission in other provinces through the Corporation's distribution partner. Completion of the submissions remains subject to the negotiation and finalization of definitive documentation with the distribution partner.

Spaced Food expects to begin commercial production this month. Initial production capacity will be 100,000 packages per month, with potential to expand to up to 500,000 packages per month as demand increases.

Blackhawk hopes to expand this approved offering to other provinces as well as other regulated jurisdictions outside of Canada. Any expansion outside of Ontario remains subject to receipt of applicable regulatory approvals.

"We cannot be more excited to finally have Spaced Food and our Cannabis 2.0 products produced and available for eager consumers. We will continue to expand the product line as demand grows, and with it another significant revenue driver from one of our portfolio companies" said Frederick Pels, CEO of Blackhawk. "Being vegan, gluten-free and dairy-free will help Blackhawk reach that segment of the cannabis edibles market that has been very much ignored until this time as well. I look forward to updating the market on Spaced Food and all our cannabis focused initiatives."



About Spaced Food

Spaced Food produces and will sell shelf-stable, cannabis infused edibles that require no refrigeration. After three years of research and development, Spaced Food has come up with a product with excellent bioavailability and accurate dosing. Made using the same technology used with food for astronauts in space, Spaced Food's technology locks in 90% of the nutritional value as well as 100% of the important ingredients.

About Blackhawk Growth

Blackhawk Growth is an investment issuer looking to create substantial value for our shareholders through the acquisition and development of high growth opportunities. The company has focused its investments in the health, cannabis and CBD industries in both Canada and the United States. Its portfolio of companies include Sac Pharma, LeichtMind Clinics, Noble Hemp, Spaced Food and NuWave Foods.

The company diligently posts updates through videos from the official company YouTube channel <https://www.youtube.com/channel/UCs4f2tt3yAvOGhNLjgNOy-A>

Please join the conversation on our Blackhawk group supporter's telegram group at <https://t.me/Blackhawkgrowthcorp> and visit us online at <https://www.blackhawkgrowth.com/>

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

February 17, 2021