

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 4, 2021

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on February 4, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk Growth establishes monthly revenue record of \$501,000.

Item 5. Full Description of Material Change

Vancouver, British Columbia – February 4, 2021 – Blackhawk Growth Corp. (CSE:BLR; Frankfurt:0JJ; US-OTC:BLRZF) (the “**Company**”), is pleased to announce gross revenue for the month of January 2021 of approximately CDN\$501,000. Revenue has increased by approximately 30% from the month of December 2020. This record revenue level is a continuation of successful execution by a number of the Blackhawk portfolio companies.

For January 2021, Noble Line reported unaudited gross revenue of CDN\$353,000, this is a 44% increase over the revenue generated in the month of December 2020.

Sac Pharma also continues to show significant results with unaudited gross revenue for the month of January 2021 of CDN\$148,000.

Through the remainder of the first quarter of 2021, the Company anticipates continued revenue growth from Noble Line and Sac Pharma, as well as the following portfolio companies revenue coming on stream. Spaced Food, which is expected to receive product approval and begin commercial production. *LeichtMind* clinic in Alberta, as part of Trip Pharma’s operations, has begun to treat patients in its Edmonton location. Sales of the test kits will continue as the company expands in the US.

Blackhawk is also happy to announce that in January it received full settlement on the \$90,000 loan that had been outstanding since 2019. The settlement was accomplished through the receipt of both publicly tradable shares and warrants from the debtor.

The Company cautions that figures for revenue and margin generated by the Company have not been audited and are based on calculations prepared by management. Actual results may differ from those reported in this release once these figures have been audited.

For further information on Blackhawk, please visit our website at:

<https://www.blackhawkgrowth.com/>

Frederick Pels, Chief Executive Officer

(403)-991-7737

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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 4, 2021