

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 January 13, 2021

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on January 13, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk’s Spaced Food signs distribution for entire first run of production.

Item 5. Full Description of Material Change

Vancouver, British Columbia – January 13, 2021 – Blackhawk Growth Corp. (the “**Corporation**” or “**Blackhawk**”), is pleased to announce that Spaced Food has signed a term sheet (“Agreement”) with a publicly traded international Cannabis producer (“The Distributor” or “Distributor”) for the distribution of Spaced Food’s Revolutionary Cannabis Edible product line in Canada. The agreement will see the Corporation’s entire initial monthly production of 100,000 units being distributed by its partner in most major Canadian markets through the respective provincial distribution channels. The agreement anticipates increases in production and distribution to 500,000 units per month during 2021. The agreement is based on a net profits arrangement between the companies. Final negotiations related to the definitive terms of the arrangement are still being completed. It is anticipated that the retail pricing for the products will match the Current Canadian Edible products with similar dosage retail between \$3.99 and \$8.99. The Agreement is subject to Spaced Food receiving product approval.

The initial product launch will be three flavours of Spaced Food’s “Astronaut Sorbet” (Strawberry, Pineapple, and Mango). All three are **Vegan, Gluten Free, Dairy Free, 100% REAL FRUIT, contain ZERO Preservatives and are FULLY SHELF STABLE.**

“Blackhawk is thrilled to have come to an agreement with a distribution partner for Spaced Food” Said Frederick Pels CEO of Blackhawk Growth Corp. “Edibles of this caliber have not been seen in any market, and with our distribution partner I'm happy to say we will see them on store shelves first in Canada. We feel that the Spaced Food

product line will be disruptive to the edible industry, not just in Canada but internationally. Having a distribution partner, with their reach across the country, we are confident that the maximum delivery levels of the agreement can be reached quickly.”

Blackhawk and the distribution company are in discussion regarding the additional Spaced Food products including the cannabis infused Cheesecake and cannabis glazed Doughnuts amongst other product lines to be able to quickly grow the products offered through this partnership.

About Spaced Food

Spaced Food is launching edibles into ORBIT using high tech, space-age science! We’ve taken our love of cannabis and combined it with a unique product that solves every problem with current cannabis edibles. Spaced Food is shelf-stable and requires no refrigeration and tastes AMAZING! After 3 years of research and development, Spaced Food has come up with a product with excellent bioavailability that melts in your mouth, with accurate dosing. Made using the same technology used on food before sending it to space for astronauts, we lock in 98% of the nutritional value as well as 100% of the medicinal ingredients. Whether you’re 21 or 91, Spaced Food will quickly become your favourite cannabis edible!

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

January 13, 2021