

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 21, 2021

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on January 21, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk’s psychedelic development and wellness treatment center opens its gates, adds psychologist to team.

Item 5. Full Description of Material Change

Vancouver, British Columbia – January 21, 2021 – Blackhawk Growth Corp. (CSE:BLR) (CNSX:BLR.CN) (Frankfurt:0JJ) (US OTC:BLRZF) (the “Company”), is pleased to announce that one of its wholly-owned portfolio companies, Trip Pharma Inc. (“Trip Pharma”), a mental health and wellness company focused on the production of psychedelics and psychedelic-enhanced psychotherapy, has opened the *LeichtMind* (pronounced “light mind”) Center for operations today January 21, 2021.

The first *LeichtMind* Center located at #101 10301-109 Street in the downtown core of Edmonton, Alberta, is specializing in the administration of holistic and psychedelic-enhanced psychotherapy.

The *LeichtMind Clinics* will be led by Dr. Krista Leicht and will provide patients with best-in-class care and complementary treatments while providing a welcoming and stigma-free environment. Dr. Leicht will be joined by a team of like-minded Psychiatrists, Psychologists and Medical Practitioners whose aim is to combat the mental health crisis facing Canada and using telemedicine to potentially reach anyone in the world.

Blackhawk would also like to welcome Psychologist Alisha Sabourin to the LeichtMind team. Alisha is a registered psychologist in the province of Alberta. She provides counselling and psychotherapy to adults and couples. Alisha is skillfully trained to offer support, guidance, and direction by utilizing a variety of therapeutic modalities. Specifically, She is trained in The Grief Recovery Method® and Eye Movement

Desensitization and Reprocessing (EMDR). Alisha has specific training in working with phobias and substance and behavioural addictions.

Blackhawk has plans to both expand the number of clinics operated under the **LeichtMind** brand as well as to expand the treatments available. If and when the Company obtains its controlled drugs and substances dealers' licence in Canada, that license will allow the centers to offer Trip Pharma's proprietary produced medications and compounds.

"I am thrilled to finally be realizing my dream of providing more complete care to my patients," said Dr Krista Leicht of LeichtMind and TripPharma. "For years, I have seen many patients achieve sub-optimal or incomplete resolution of their issues with conventional medical and psychiatric treatment. Now, with the exponentially increasing burden of Mental Health issues in our population, I feel privileged and uniquely poised to offer innovative new treatment options."

"LeichtMind will provide an invaluable and needed treatment option," said Frederick Pels, CEO of Blackhawk Growth Corp. "It has been eye-opening watching Dr. Leicht execute her vision and create an industry leading treatment center. I have no doubt LeichtMind will be a standout initiative for Blackhawk and I look forward to updating our shareholders as it grows."

About Dr. Krista Leicht

Dr. Leicht is a Canadian-trained and Alberta-licensed medical doctor and psychiatrist, who brings over 20 years of clinical experience to the team. She has divided her time in a busy practice between inpatient and outpatient care, treating both the general adult psychiatry population and specializing in addressing the complex needs of developmentally handicapped individuals.

Dr. Leicht maintains a hospital practice at Alberta Hospital Edmonton and sees outpatients in a South Edmonton clinic. She continues to teach medical students, residents and provides further education to family-practice colleagues. Dr. Leicht's goal in clinical practice and in her own life has always been to go beyond — to provide unique and innovative treatments that better enrich the lives of patients is her mission.

Leichtmind Edmonton
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Edmonton Alberta
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WWW.LEICHTMIND.COM
info@leichtmind.com

Chief Financial Officer

The Company is pleased to announce the appointment of Zula Kropivnitski as Chief Financial Officer of the Company.

Ms. Kropivnitski is a CPA and has served as CFO and Director for various public and private companies. Zula has over 10 years of experience in various industries including

life science, the resource sector and gaming. At all of her previous positions, she was responsible for financial reporting, corporate finance and regulatory compliance. Zula has her CPA professional accounting designation.

In connection with Ms. Kropivnitski's appointment, Konstantin Lichtenwald has resigned as Chief Financial Officer of the Company. We wish to thank Mr. Lichtenwald for his contributions and assistance with Blackhawk.

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

For further information please contact:
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

January 21, 2021