

**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 March 10, 2021

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on March 10, 2021 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk Growth’s NuWave Foods to be warehoused and distributed by North American Giant.

**Item 5. Full Description of Material Change**

Vancouver, British Columbia – March 10, 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 subsidiary, NuWave Foods, has retained Bakemark Canada (the “**Distributor**”), North America's Largest Bakery Manufacturer and Distributor. The agreement will have Bakemark warehouse and distribute various NuWave products and will be presenting NuWave’s offerings to its national and regional chain stores. Providing the proper supply chain management required to have NuWave’s products on store shelves nationwide.

“BakeMark and I personally would like to thank you for the opportunity to be included in your revolutionary product application that has the potential to change our industries' go to market desert strategy.” said Chris Rossnagel, Bakemark General Manager Western Canada.

“The ability to warehouse and transport bite sized desserts at ambient temperatures with extended shelf life provides substantial cost savings opportunities. Dessert offerings are almost always stored and transported at frozen temperatures, ultimately increasing retail price.”

NuWave intends to activate multiple SKUs through Bakemark, it is expected that the products will be distributed to national grocers, convenience stores and cafe’s which are part of Bakemark’s vast distribution network. NuWave’s unique approach to

manufacturing shelf stable desserts such as doughnuts, cheesecake, and fritters brings a needed solution to the bakery and foods industry.

“We look forward to being able to offer this brand-new food concept to market with such a major industry player like Bakemark” said Scott Manley, CEO NuWave. With this kind of interest in such a fresh market, the sky’s the limit to where this relationship with Bakemark will go in the future.”

“Congratulations to the team at NuWave Foods” said Frederick Pels, CEO of Blackhawk. “Obtaining a distribution partner of this caliber is a significant achievement and I look forward to seeing NuWave products on store shelves in the near future. As another revenue driver for Blackhawk I’m excited to update our shareholders as NuWave Grows.”

### **Private Placement**

The Company also announces that it will offer up to 5,000,000 units (each, a “Unit”) by way of non-brokered private placement at a price of \$0.50 per Unit for gross proceeds of up to \$2,500,000. Each “Unit” will consist of one common share of the Company, and one share purchase warrant exercisable at a price of \$0.60 for a period of twenty four months.

In connection with the placement, the Company may pay finders’ fees to eligible parties who have introduced subscribers. All securities issued in connection with the private placement will be subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws. Completion of the placement remains subject applicable regulatory approvals.

### **About NuWave Foods**

NuWave Foods is a fully licenced commercial kitchen and baked goods manufacturer located in Edmonton Alberta. NuWave has a process to create a shelf-stable baked product without the use of any preservatives. This can be applied to virtually any baked good. Given the current world climate, demand for products with shelf stability has skyrocketed. Using NuWave’s considerable contacts in the food industry across North America, NuWave is positioned to quickly be a leader in this rapidly growing space.

### **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 includes 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](mailto: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**

March 10, 2021