

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 31, 2021

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on March 31, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Blackhawk Growth raises \$2.5 Million in private placement.

Item 5. Full Description of Material Change

Vancouver, British Columbia – March 31, 2021 – Blackhawk Growth Corp. (CSE:BLR); (Frankfurt:OJJ); (CNSX:BLR.CN); (OTC:BLRZF) (the “**Company**”) is pleased to announce that it has completed its offering of 5,000,000 units (each, a “**Unit**”). The Units were offered by way of non-brokered private placement, at a price of \$0.50 per Unit, for gross proceeds of \$2,500,000. Each “Unit” is comprised of one common share, and one common share purchase warrant (each, a “**Warrant**”) exercisable to acquire an additional common share at a price of \$0.60 until March 31, 2023.

The Company anticipates the gross proceeds from the offering will be used for general working capital purposes.

In connection with completion of the offering, the Company paid finders’ fees of \$77,485 and issued 154,970 Warrants to certain arms-length parties who introduce subscribers to the offering. All securities issued in connection with completion of the offering are subject to a four-month-and-day statutory hold period, in accordance with applicable securities laws, until August 1, 2021.

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

.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 31, 2021