

## FORM 51-102F3

### Material Change Report

**Item 1. Name and Address of Company**

Blackhawk Growth Corp. (the “Company”)  
Suite 650, 816 – 7<sup>th</sup> Avenue S.W.  
Calgary, Alberta T2P 1A1

**Item 2. Date of Material Change**

News Release dated September 3, 2020

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on September 3, 2020 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Blackhawk granted rights to distribute emergency use authorized PCR test kit and additional emergency use authorized COVID-19 antibody test.

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

Vancouver, British Columbia – September 3, 2020 - Blackhawk Growth Corp. (CSE: BLR) (the “**Corporation**” or “**Blackhawk**”), is pleased to announce that it has entered into a definitive distribution agreement (the “**Distribution Agreement**”), dated effective August 31, 2020, with Medigen Biotechnology Corporation (“**MBC**”) its affiliate company, TBG Biotechnology Corp. (“**TBG**”) and a local agent, Boshic Advanced Materials Co., Ltd. (“**Boshic**”) to distribute certain diagnostic products, including an ExProbe SARS-CoV-2 Testing Kit and a SARS-CoV-2 IgG/IgM Rapid Test Kit (collectively, the “**Test Kits**”) used in the detection of antibodies associated with COVID-19. The Distribution Agreement replaces the memorandum of understanding entered into between Blackhawk, MBC and TBG, dated effective August 3, 2020.

**About the ExProbe SARS-CoV-2 Testing Kit**

## ExProbe™ SARS-CoV-2 qPCR Testing Kit

- **Intended Use:** Qualitative detection of nucleic acid from SARS-CoV-2 in NP/O swabs , NP and nasal aspirate specimens, and bronchoalveolar lavage (BALs).
- **Authorized Labs:** CLIA H labs
- **Product Format:** 96 tests/kit
- **Kit Contents:** PCR Mix, Enzyme Mix, Pos. Control, Neg. Control and Instruction For Use.
- **Storage / Stability:** -20C±5°C / 6 months, repeat freeze thaw x 4.



*Note: Kits are made in Taiwan, and contents not including PCR Plate, Sealing Film, qPCR system, pipettes, and centrifuge.*

## About the SARS-CoV-2 IgG/IgM Rapid Test Kit



### SARS-CoV-2 IgG/IgM Rapid Test Kit

- **Intended Use:** Qualitative detection and differentiation of IgG and IgM antibodies to SARS-CoV-2 in human serum and plasma (Acid Citrate Dextrose (ACD))
- **Authorized Labs:** CLIA H and M labs
- **Product Format:** 25 tests/kit
- **Kit Contents:** test card, diluent, capillary, and instruction for use.
- **Storage/Stability:** 2°C to 8°C for 9 months.



SARS-CoV-2  
IgG/IgM Rapid Test Kit  
(Made in Taiwan)

TBG Diagnostics Limited

*\*taken from TBG's corporate presentation*

The Distribution Agreement grants Blackhawk the non-exclusive right to distribute the Test Kits in North and South America, including Canada and the United States. The ExProbe SARS-CoV-2 Testing Kit has received Emergency Use Authorization (EUA) from the U.S. Food and Drug Administration (FDA) for use in the United States by authorized laboratories, as of June 10, 2020, and the SARS-CoV-2 IgG/IgM Rapid Test Kit has received Emergency Use Authorization from the FDA on August 31<sup>st</sup>, 2020.

While sale of *both* the ExProbe SARS-CoV-2 Testing Kit as well as the SARS-CoV-2 IgG/IgM Rapid Test Kit are permitted in the United States, neither of the Test Kits have been approved by Health Canada. Blackhawk intends to submit the Test Kits for Health Canada approval. Both MBC and TBG have committed to supporting Blackhawk's efforts to obtain and maintain all necessary certifications and approvals for the sale and marketing of the Test Kits in Canada by granting access to all necessary documentation and studies concerning the Test Kits. Once Health Canada approval is granted, Blackhawk would be the exclusive and sole distributor in Canada provided minimum order and sales levels are maintained.

There can be no guarantee that Health Canada approval will be received once an application is completed.

In consideration for the ongoing rights to distribute the Test Kits, Blackhawk will use its best efforts to achieve certifications and licenses for the distribution of the Test Kits in Canada and South America and has agreed not to distribute any other COVID-19 rapid antibody test products in North and South America. Blackhawk is also required to maintain certain minimum sales levels in order to retain rights under the Distribution Agreement, which include purchasing at least 50,000 Test Kits within the initial three months of the Distribution Agreement and purchasing at least 200,000 Test Kits within six months. Failure to achieve minimum sales levels could result in the termination of the Distribution Agreement, and the loss of all rights to distribute the Test Kits. No cash will be paid, or securities issued, in consideration for the grant of the distribution rights.

The Corporation is at arm's length from both MBC, TBG and Boshic. The grant of the distribution rights to the Test Kits neither constitutes a fundamental change or change of business for the Corporation, nor will it result in a change of control of the Corporation within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. No securities of the Corporation will be issued in connection with the transactions contemplated by the Distribution Agreement.

Readers are cautioned that the Corporation has not independently verified testing statistics and data provided by MBC and TBG. The Corporation has not received any assurances as to the timeline for the manufacturing and distribution of the Test Kits in North and South American, or as to the capacity of MBC and TBG to produce a sufficient volume of the Test Kits to make distribution economically feasible.

“I am excited to announce the closing of this deal” says Frederick Pels, CEO of Blackhawk. “We wanted to negotiate more than just a deal, but a true partnership and I am certain we achieved that here. I look forward to working with TBG, Medigen and Boshic to provide an extremely needed and superior quality product. We combed through every detail to ensure a harmonious and effective deal that separates us from the pack and I anticipate the relationship to grow substantially over the coming months and look forward to updating our shareholders with our upcoming initiatives.”

“We are pleased indeed to collaborate with such a motivated and committed company as Blackhawk” says Stanley Chang, Chairman of Medigen and TBG. “We are engaged in the business of in vitro diagnostic test for the past 20 years, and facing COVID-19 pandemic, we provided comprehensive testing solutions and products of high quality. Joining our strength together with Blackhawk and Boshic, we expected to see the business of our Test Kits flourishing in North and South America and help more people fighting against COVID-19 pandemic.”

#### **About Medigen Biotechnology Corp.**

Established in late 1999, Medigen Biotechnology Corp. (MBC) is a publicly traded company listed on the Taiwanese Stock Exchange. The company upholds the vision of “Innovations for a better life” focusing on the development of new therapies for liver diseases and cancers.

MBC has now developed into a comprehensive biopharmaceutical corporation with business fields covering new drug development, innovative drug discovery, molecular diagnostics, vaccine, and generic drugs. Combining Taiwan's biomedical research capabilities, international clinical development experiences and competitiveness in commercialization of state-of-the-art technologies, Medigen has built up a portfolio of patent protected projects which will be transformed into products approved by the regulatory bodies of various countries. For more information on Medigen, please visit their website here: <http://www.medigen.com.tw/en/home/>

**About TBG Biotechnology Corp.**

TBG Biotechnology Corp. (TBG) is a global molecular diagnostics company dedicated to the development, manufacture and marketing of molecular diagnostics kits, instruments and services. With its research and development based in the US, Taiwan and China, TBG manufactures its products in its ISO13485 certified facility in Xiamen, China serving the clinical labs of both hospitals and independent reference labs, blood centers and bone marrow registry labs around the world.

For more information on TBG, please visit their website here: <http://www.tbgbio.com/en>

For further information please contact:

**Frederick Pels, Chief Executive Officer**

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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**

September 3, 2020