

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **Blackhawk Growth Corp.** (the "Issuer").

Trading Symbol: **BLR**

Date: **August 11, 2020**

1. New Options Granted:

Date of Grant: **August 11, 2020**

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Frederick Pels	Director & Officer	Yes	3,000,000	\$0.05	August 11, 2022	Nil
Leonard Wong	Consultant	No	1,000,000	\$0.05	August 11, 2022	Nil
Matthew Lee	Consultant	No	1,000,000	\$0.05	August 11, 2022	Nil
Corey Travis	Consultant	No	500,000	\$0.05	August 11, 2022	Nil
Konstantin Lichtenwald	Officer	Yes	1,000,000	\$0.05	August 11, 2022	Nil
Marc Lowenstein	Director	Yes	1,000,000	\$0.05	August 11, 2022	Nil
Dave Antony	Director	Yes	1,000,000	\$0.05	August 11, 2022	Nil
Dale Owen	Director	Yes	500,000	\$0.05	August 11, 2022	Nil
Alex Klenman	Director	Yes	500,000	\$0.05	August 11, 2022	Nil
Cassandra Gee	Consultant	No	500,000	\$0.05	August 11, 2022	Nil

Total Number of optioned shares proposed for acceptance: **10,000,000**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Frederick Pels	300,000	\$0.10	July 29, 2019	July 29, 2024
Marc Lowenstein	300,000	\$0.10	July 29, 2019	July 29, 2024
Dave Antony	500,000	\$0.10	July 29, 2019	July 29, 2024
Raymond Antony	200,000	\$0.10	July 29, 2019	July 29, 2024
Kelly Ogle	200,000	\$0.10	July 29, 2019	July 29, 2024
Mike Smith	200,000	\$0.10	July 29, 2019	July 29, 2024
Charidy Lazorko	300,000	\$0.10	July 29, 2019	July 29, 2024
Trevor Wong-Char	100,000	\$0.10	July 29, 2019	July 29, 2024
Dale Owen	200,000	\$0.10	July 29, 2019	July 29, 2024
Scott Sequin	500,000	\$0.10	July 29, 2019	July 29, 2024
Adam Kambeitz	200,000	\$0.10	July 29, 2019	July 29, 2024
Chris Kravinchuk	200,000	\$0.10	July 29, 2019	July 29, 2024
Ron Gore-Hickman	100,000	\$0.10	July 29, 2019	July 29, 2024
Zula Kropivnitski	200,000	\$0.10	July 29, 2019	July 29, 2024
Cassandra Gee	100,000	\$0.10	July 29, 2019	July 29, 2024

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

Not applicable

- (b) State the date of the news release announcing the grant of options.

August 11, 2020

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

312,068,499 common shares

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

4.36%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

17,606,850

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Not applicable

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

None

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: August 11, 2020

Frederick Pels
Name of Director or Senior
Officer

/s/ "Frederick Pels
Signature

Chief Executive Officer
Official Capacity