

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Name of Listed Issuer:

Symbol(s):

<i>Blackhawk Growth Corp.</i> (the "Issuer").	<i>BLR</i>
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Date: ***April 24, 2020***

Is this an updating or amending Notice: ***No***

If yes provide date(s) of prior Notices: ***Not applicable***

Issued and Outstanding Securities of Issuer Prior to Issuance: ***163,385,184***

Pricing

Date of news release announcing proposed issuance: ***April 14, 2020 and April 22, 2020***

Date of confidential request for price protection: ***Not applicable***

Closing Market Price on Day Preceding the News Release:

\$0.06 (April 13, 2020) and \$0.045 (April 21, 2020)

Day preceding request for price protection: ***Not applicable***

Closing

Number of securities to be issued: ***20,000,000 common shares and 10,000,000 share purchase warrants***

Issued and outstanding securities following issuance: ***183,385,184***

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement - *Not applicable*

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer acquired the rights to distribute a 2019-nCoV Ab test kit (the “Test Kit”) used in the detection of COVID-19 from Emergence Technology Pty. Ltd. (the “Vendor”). Pursuant to a definitive agreement dated April 21, 2020, the Issuer acquired the rights to distribute Test Kits in Canada, the United States, Mexico, Germany, Switzerland and Austria (the “Acquisition Territories”), subject to the requirements of applicable medical regulations in these jurisdictions.

The Test Kit is developed and manufactured by Innovita (Tangshan) Biological Technology Co., Ltd. (“Innovita”) in China. Established in 2006 in Beijing, Innovita is a leading manufacturer of diagnostic solutions for respiratory pathogens diagnosis.

The Test Kit is a small disposable point-of-care test (POCT), that can be used in clinics, hospitals, pathology labs or in remote sites administered by healthcare professionals. The device itself is based on lateral flow colloidal gold-based detection technology that detects viral specific IgG/IgM antibodies present in a few drops of blood from a fingerprick. The device only requires 10 microlitres of patient serum or plasma, or 20 microlitres of whole blood, which is loaded on one end of the Test Kit together with a buffer mix, which then mixes with COVID-19 spike proteins (S) labelled with colloidal gold and migrates along the device to an area of immobilized antibodies that captures COVID-19 specific antibodies. If virus specific IgG or IgM antibodies from the patient are present, compounds are formed, which show up as a distinctive purple band on the strip. The results are obtained within 3 to 15 minutes, and do not require specialised laboratory equipment such as those that use real-time RT-PCR (reverse transcriptase-polymerase chain reaction) technology.

The Vendor has an existing distribution relationship with Innovita which permits it to market and distribute the Test Kits in a number of jurisdictions, including the Acquisition Territories. The Test Kits are fully approved and have a CE marking in Europe (which allows sales to the European community, and to other global markets that accept a CE marking as valid regulatory approval following routine local product registration) as well as by the respective health authorities in China, the Philippines and Australia, among other jurisdictions.

While the Test Kit was submitted to Health Canada for clearance on March 21, 2020, at this time distribution of the Test Kit has not been approved for use in Canada and there can be no guarantee that such approval will be granted in a timely fashion, or at all. While the Test Kit must be approved by Health Canada to be used and sold in Canada, the Test Kit can be sold in the United States immediately as it does not require an Emergency Use Authorization (EUA) from the Food and Drug Administration (FDA). As noted above, the Test Kit is already in use in some European and Asian jurisdictions.

Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The Issuer entered into a definitive agreement dated effective April 21, 2020 with the "Vendor" wherein the Issuer acquired the rights to distribute the Test Kit.

In consideration for the ongoing rights to distribute the Test Kits in the Acquisition Territories, the Issuer is required to issue a total of 20,000,000 common shares (the "Consideration Shares"), at a deemed price of \$0.05 per share, and 10,000,000 share purchase warrants (the "Consideration Warrants") entitling the holder to acquire additional common shares of the Issuer at a price of \$0.06 per share for a period of twenty-four months from the date of issuance. The Issuer will also grant the Vendor an ongoing royalty equivalent to nine percent of the gross revenue generated from the sale of the Test Kits in the Acquisition Territories.

The Agreement contemplates that the Consideration Shares, and the Consideration Warrants, will be issued in two tranches. Initially, on closing of the transaction, the Issuer will issue 6,500,000 Consideration Shares, and 5,000,000 Consideration Warrants. The balance of the Consideration Shares, and the Consideration Warrants, will be issued within ten (10) business days upon the Test Kit being approved by Health Canada for importation and distribution in Canada. The Agreement may be terminated, at the option of the Vendor, in the event the Issuer has not placed production orders for an aggregate of not less than 200,000 Test Kits within ninety days following the closing date.

While the Test Kit was submitted to Health Canada for clearance on March 31, 2020, at this time distribution of the Test Kit has not been approved for use in Canada and there can be no guarantee that such approval will be granted in a timely fashion, or at all. While the Test Kit must be approved by Health Canada to be used and sold in Canada, the Test Kit can be sold in the United States immediately as it does not require an Emergency Use Authorization (EUA) from the Food and Drug Administration (FDA). The Test Kit is already in use in some European and Asian jurisdictions.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: **\$1,000,000**
 - (b) Cash: **Not applicable**
 - (c) Securities (including options, warrants etc.) and dollar value:
20,000,000 common shares at a deemed value of \$0.05 per share
 - (d) Other: **10,000,000 share purchase warrants**
 - (e) Expiry date of options, warrants, etc. if any: **twenty-four (24) months from issuance**

- (f) Exercise price of options, warrants, etc. if any: **\$0.06 per share**
- (g) Work commitments: ***The Agreement may be terminated, at the option of the Vendor, in the event the Issuer has not placed production orders for an aggregate of not less than 200,000 Test Kits within ninety days following closing of the closing date.***

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The purchase price was negotiated and determined to be reasonable based on a review of comparable transactions, and publicly available information, and was approved by the directors of each of the Issuer and the Vendor.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

Not applicable

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued ⁽²⁾	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Emergence Technology Pty. Ltd. (Cun Liu, Director)	1,950,000 common shares	\$0.05	Not applicable	NI 45-106 2.12 (Asset Acquisition)	Nil	Not applicable
	1,500,000 share purchase warrants	Not applicable	\$0.06 per common share	NI 45-106 2.12 (Asset Acquisition)	Nil	Not applicable
Xerion Limited (Danny Goldman)	1,950,000 common shares	\$0.05	Not applicable	BC Instrument 72-503	Nil	Not applicable
	1,500,000 share purchase warrants	Not applicable	\$0.06 per common share	BC Instrument 72-503	Nil	Not applicable
10 Bolivianos Pty. Ltd. (Niv Dagan)	1,950,000 common shares	\$0.05	Not applicable	BC Instrument 72-503	Nil	Not applicable
	1,500,000 share purchase warrants	Not applicable	\$0.06 per common share	BC Instrument 72-503	Nil	Not applicable
Diverse Capital Pte. Ltd. (Steven Pearce)	266,667 common shares	\$0.05	Not applicable	BC Instrument 72-503	Nil	Not applicable
	166,667 share purchase warrants	Not applicable	\$0.06 per common share	BC Instrument 72-503	Nil	Not applicable
Steven John Pearce	266,667 common shares	\$0.05	Not applicable	BC Instrument 72-503	Nil	Not applicable
	166,667 share purchase warrants	Not applicable	\$0.06 per common share	BC Instrument 72-503	Nil	Not applicable
Freedom Trader Pty. Ltd (Niv Dagan)	116,666 common shares	\$0.05	Not applicable	BC Instrument 72-503	Nil	Not applicable
	166,666 share purchase warrants	Not applicable	\$0.06 per common share	BC Instrument 72-503	Nil	Not applicable

(1) Indicate if Related Person

(2) Securities issued pursuant to the closing of the transaction. The balance of securities will be issued within ten (10) business days upon the Test Kit being approved for importation and distribution in Canada.

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7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

The Issuer obtained contractual representations from the Vendor with respect to their distribution rights with Innovita.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

Not applicable

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- (b) Cash:
- (c) Securities:
- (d) Other:
- (e) Expiry date of any options, warrants etc.:
- (f) Exercise price of any options, warrants etc.:

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

Not applicable

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

Not applicable

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. 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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: April 28, 2020

Frederick Pels
Name of Director or Senior Officer

s/ "Frederick Pels"
Signature

Chief Executive Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.