

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: ***November 17, 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: ***345,468,499***

Pricing

Date of news release announcing proposed issuance: ***November 17, 2020***

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

Closing Market Price on Day Preceding the News Release: ***\$0.015 (November 17, 2020)***

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

Closing

Number of securities to be issued: ***53,293,449 common shares***

Issued and outstanding securities following issuance: ***398,761,948***

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 previously owned approximately 10.6% of Noble Line Inc. (“Noble”) through an earlier investment. The Issuer has now acquired the remaining 89.4% outstanding share capital of Noble pursuant to a share purchase agreement entered into between Noble and each of the shareholders of Noble, dated November 12, 2020.

Founded in 2017 with a direct interest in the CBD/Hemp industry in the United States, Noble’s key objective is to promote and sell products in the health and wellness sector. Noble has developed an online store with an array of CBD/Hemp consumable and topical products. Manufacturing and fulfillment operations are based out of Colorado and California. Noble currently sells products in all 50 US states. All current products are made certified organic, are gluten-free and contain no GMOs.

Noble now forms part of the Issuer’s existing portfolio of investments in the cannabis sector. Noble’s existing management will continue to retain responsibility for overseeing day-to-day operations.

2. 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 share purchase agreement dated November 12, 2020 (the “Purchase Agreement”) with Noble, and each of the shareholders of Noble (collectively the “Vendors”) to acquire the remaining 89.4% outstanding share capital of Noble. In consideration for the completion of the acquisition of this remaining interest, the Company has issued 48,448,590 common shares to the Vendors at a deemed price of \$0.025 per share.

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: **\$1,211,214.75**
- (b) Cash: **Not applicable**
- (c) Securities (including options, warrants etc.) and dollar value:
48,448,590 common shares at a deemed value of \$0.025 per share
- (d) Other: **None**
- (e) Expiry date of options, warrants, etc. if any: **Not applicable**

(f) Exercise price of options, warrants, etc. if any: **Not applicable**

(g) Work commitments: **None**

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 terms of the transaction were determined by negotiation with Noble and its shareholders, as well as the evaluation of the Issuer's existing ownership interest in Noble.

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

Management of the Issuer is not aware of any appraisal or valuation conducted of Noble, or its assets.

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	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⁾
Scott Seguin	8,043,930 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
Adam Kambeitz	8,043,930 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
1090850 Alberta Ltd.	8,043,930 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
Michael Mansfield	1,729,445 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	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⁾
Salvatore Parrotta	1,729,445 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
Engine Lane Capital	345,889 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
Judy Rak	4,021,965 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
David Antony⁽²⁾	2,221,965 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	1,076,911⁽³⁾	Related Party
Kathy Lutes	800,000 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
Doug Oicle	1,000,000 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
Josh Reilly	402,196 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	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⁾
Cannaincome Fund Corp.	5,743,366 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
Arthur Kwan	5,751,410 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable
Michael Yeung	571,119 common shares	\$0.025	Not applicable	Section 2.16 of National Instrument 45-106 (Take-over Bid)	Nil	Not applicable

(1) Indicate if Related Person

(2) David Antony, a director of the Issuer, is also a shareholder of Noble, and is considered a related party within the meaning of *Multilateral Instrument 61-101* (Protection of Minority Security Holders in Special Transactions) (“MI 61-101”). In connection with the transaction, the Issuer has issued an aggregate of 2,221,965 common shares to Mr. Antony. The issuance of common shares to Mr. Antony is considered a related-party transaction within the meaning of MI 61-101. The Issuer relied upon the exemptions from the formal valuation and minority approval requirements in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the issuance of shares to Mr. Antony, as neither the fair market value of, nor the fair market value of the consideration for, the interest in Noble, in so far as it involves Mr. Antony, exceeds twenty-five percent of the market capitalization of the Issuer.

(3) 84,000 common shares are held by Commodore Capital Inc., a company controlled by David Antony.

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 Noble and its shareholders with respect to their ownership and title to the share capital of Noble.

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.):

(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):

In connection with completion of the transaction, 1184091 B.C. Ltd. (Charanjit Hayre) and Deanna Antony received an aggregate 4,844,859 common shares of the Issuer as a fee for assisting with the transaction.

- (b) Cash: **Not applicable**
- (c) Securities: **4,844,859 common shares**
- (d) Other: **Not applicable**
- (e) Expiry date of any options, warrants etc.: **Not applicable**
- (f) Exercise price of any options, warrants etc.: **Not applicable**

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

9. 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: **November 17, 2020**

Frederick Pels
Name of Director or Senior Officer

/signed/ "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.