FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

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

Trading Symbol: ***BLR***

Date: ***November 24, 2020***

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Issuer proposed to consolidate its outstanding common shares without par value (the "Common Shares") on the basis of twenty-five (25) pre-consolidation Common Shares for one (1) post-consolidation Common Share. Fractional Shares resulting from the proposed share consolidation will be rounded to the nearest whole number.

2. Number of securities outstanding and reserved for issuance following the reclassification

As of the date hereof, the Issuer as 399,081,948 Common Shares issued and outstanding, 11,600,000 Common Shares reserved for issuance upon the exercise of outstanding stock options and 51,000,000 Common shares reserved for issuance upon the exercise of outstanding warrants. As a result of the proposed consolidation, the Issuer anticipates there will be a total of approximately 15,963,278 Common Shares issued and outstanding, a total of 464,000 Common Shares reserved for issuance upon the exercise of existing stock options, and 2,040,000 Common Shares reserved for issuance upon the exercise of existing warrants, not including rounding for any fractional amounts resulting from the proposed consolidation.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

The Issuer does not anticipate that the proposed consolidation will have any affect on the liquidity of the market for the Common Shares or on the voting and equity rights of its public shareholders.

4. Date of shareholders' meeting to approve the reclassification

Not applicable. Pursuant to the provisions of the Articles of the Issuer, shareholder approval is not required for the proposed consolidation.

5. Record date for the reclassification

December 1, 2020

6. 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.

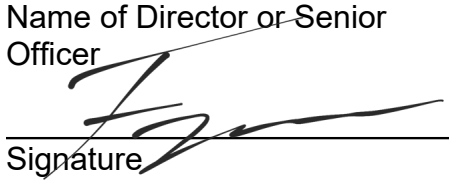
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

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 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated: November 24, 2020

Frederick Pels
Name of Director or Senior Officer



Signature

Chief Executive Officer
Official Capacity