

BC FORM 51-102F3
Securities Act

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

Earthworks Industries Inc.
1608 – 675 West Hastings Street
Vancouver, BC V6B 1N2
("Company")

Item 2: Date of Material Changes

October 31, 2018, November 22, 2018 and December 10, 2018

Item 3: Press Releases

November 27, 2018

The Press Releases were disseminated pursuant to the normal dissemination processes available to Canadian publicly traded companies.

Item 4: Summary of Material Changes

Three changes have occurred in the Issuer's Board of Directors:

Item 5: Full Description of Material Changes

- (a) David Scott resigned as a Director effective October 31, 2018;
- (b) Effective November 22, 2018 David Russell, the Company's Chief Financial Officer, was appointed a Director and a member of the Company's Audit Committee and David Andrews, an existing Director, was appointed Chairman of the Audit Committee;
- (c) On December 10, 2018 Calvin Miles Woroniak was appointed a Director and a member of the Company's Audit Committee.

Item 6: Reliance on section 85(2) of the Act

This Report is not being filed on a confidential basis.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

David B. Atkinson
President and Chief Executive Officer
Tel: (604) 669-3143

The senior officer of the Issuer who is knowledgeable about the material changes described in this Report is:

Carl R. Jonsson – Tel: (604) 640-6357

Item 9: Date of Report

The foregoing accurately discloses the material changes referred to herein.

DATED at Vancouver, B.C. May 27, 2019.

“Carl R. Jonsson”

Carl R. Jonsson,
Secretary & Solicitor