

**BC FORM 51-102F3**  
*Securities Act*

**MATERIAL CHANGE REPORT**

**Item 1: Reporting Issuer**

Earthworks Industries Inc.  
615-800 West Pender Street  
Vancouver, BC V6C 2V6  
(the “Company”)

**Item 2: Date of Material Changes**

From October 20, 2020  
December 8, 2020

**Item 3: Press Releases**

October 20, 2020  
December 4, 2020

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

**Item 4: Summary of Material Changes**

The Company is in the course of completing private placement sales of 2,612,500 Units for \$0.20 per Unit and gross receipts of \$522,500.

**Item 5: Full Description of Material Changes**

In a Release dated October 20, 2020 the Company announced that it was seeking private placement sales of 2,500,000 Units for \$0.20 per Unit – each Unit to consist of 1 voting common share of the Company and 1 share purchase warrant entitling the purchase of an additional share within two years for \$0.30 per share. The Company received conditional approval from the TSX Venture Exchange (the “Exchange”) for a first portion of the placements and, effective December 3, 2020, completed the sale and issuance of 837,500 Units and an additional 8,750 brokers warrants.

The Company has succeeded in getting subscriptions for 2,612,500 Units – an over-subscription of 112,500 Units. If approval is received from the Exchange the Company will issue the further 1,775,000 Units and a further 87,750 brokers warrants. This will result in the Company having issued 2,612,500 shares and 2,707,000 share purchase warrants.

The purchasers of the Units include four Insiders of the Company who have agreed to purchase 162,500 Units. There are 19 other purchasers of Units – all of whom are not insiders of the Company.

**Item 6: Omitted Information**

Nil

**Item 7: Executive Officer**

David Atkinson  
Tel: (604) 329-7674

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**

DATED at Vancouver, B.C. December 8, 2020.

*“Carl R. Jonsson”*

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Carl R. Jonsson,  
Secretary