

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 Change

July 1, 2024

Item 3: Press Releases

July 2, 2024
July 10, 2024

The Press Releases were disseminated pursuant to the normal dissemination processes available to Canadian Reporting issuers – and are filed on SEDAR Plus.

Item 4: Summary of Material Changes

The Company received a Notice declaring its 2007 Cortina Lease cancelled.

Item 5: Full Description of Material Changes

On July 1, 2024 the Company received a Notice, dated June 27, 2024 from the US Department of the Interior, Interior Board of Indian Appeals (IBIA) that it had affirmed the March 1, 2019 decision of the Pacific Regional Director, Bureau of Indian Affairs (BIA) cancelling the federally approved lease between the Company’s wholly owned subsidiary, Cortina Integrated Waste Management Inc. (CIWM) and the Kletsel Dehe Wintun Nation of the Cortina Rancheria, California.

The Company has engaged US lawyers and advisors to provide advice to the Company and CIWM as to what actions are available with respect to the Notice issued by the IBIA.

Item 6: Omitted Information

Nil

Item 7: Executive Officer

The Senior and Executive Officer of the Company who is knowledgeable about the material changes described in this Report is:

David Atkinson – (604) 669-3143 – President and CEO

Item 8: Date of Report

DATED at Vancouver, B.C. July 26, 2024.

“Carl R. Jonsson”

Carl R. Jonsson,