

**FORM 51-102F3  
Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF  
NATIONAL INSTRUMENT NO. 51-102**

**Item 1.                    Reporting Issuer**

EarthLabs Inc. (the “Company”)  
69 Yonge Street, Suite 200  
Toronto, Ontario  
M5E 1K3

**Item 2.                    Date of Material Change**

A material change took place on September 25, 2024

**Item 3.                    Press Release**

On September 25, 2024, a news release in respect of the material change was disseminated by the Company.

**Item 4.                    Summary of Material Change**

The Company announced that, amongst other matters, it had acquired additional social media accounts in the Canadian and global finance sectors in consideration of the issuance of 243,902 common shares of the Company at a deemed price of \$0.205 per share, representing an aggregate value of \$50,000.

**Item 5.                    Full Description of Material Change**

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

**Item 6.                    Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

**Item 7.                    Omitted Information**

No information has been omitted.

**Item 8.                    Executive Officer**

Denis Laviolette

**Item 9.                    Date of Report**

DATED at Toronto, in the Province of Ontario, this 1<sup>st</sup> day of October, 2024.

## **SCHEDULE "A"**

## EarthLabs Provides Corporate Update on Global Media Division

TORONTO, ONTARIO – September 25, 2024 – [EarthLabs Inc.](http://EarthLabs Inc.) (TSXV: SPOT; OTCQX: SPOFF; FSE: 8EKO) (“EarthLabs” or the “Company”) is pleased to provide an update to its global media portfolio featuring exciting developments from EarthLabs Expeditions, CEO.CA, MINING.COM, The Northern Miner and Canadian Mining Journal.

### The Northern Miner Group (“TNM Group”): Celebrating Over a Century of Mining Excellence

Recognized as one of the mining industry's largest media outlets, The Northern Miner Group brands (The Northern Miner, MINING.COM & Canadian Mining Journal) are read by 674,000+ monthly users, recording 1,480,000+ monthly pageviews and 173,200+ digital subscribers. In addition to the news and media division, the group includes virtual and in-person events through [TNM Symposiums](#) as well as data products including [TNM Marco Polo](#), a mining intelligence subscription platform and [TNM Maps](#), distributed to an online audience of over 800,000+ as well as key mining events and trade shows throughout the year (PDAC, CIM, MinExpo).

#### *Consistent Upward Trend in Digital Engagement*

- **MINING.COM** experienced a **92% increase** in site traffic compared to August of the previous year.
- [NorthernMiner.com](#) saw a **50% year-over-year growth** in the same period.

The Northern Miner's **International Metals Symposium** will return to London this year on December 1<sup>st</sup> and 2<sup>nd</sup>. The event aims to bring together the industry's top leaders and showcase exploration opportunities to an international investment audience. To date, over **200 qualified delegates** have registered to attend. For more information and registration details, visit the [International Metals Symposium website](#).

#### *Launch of The Mining & Metals Brief*

In mid-October, TNM Group will introduce its first cross-brand e-digest, **The Mining & Metals Brief**. This weekly publication is curated by the Editors-in-Chief of **The Northern Miner**, **MINING.COM**, and **Canadian Mining Journal**. Designed to equip readers with the most critical stories and data points, the brief ensures subscribers start their week fully informed about industry developments. Get a head start and [sign up here](#).

#### *Precious Metal Coin Giveaway Ends October 17*

The Northern Miner's inaugural precious metal coin giveaway concludes on **October 17**. Three winners will be selected and announced on that date for a 1oz. Canadian Maple gold coin, a 10oz. Germania silver bar and a 1oz. Canadian Silver coin. Participants are encouraged to register before the contest closes to seize this opportunity. For contest details and registration, visit the [official contest page](#).

We are proud to highlight The Northern Miner, the industry's most trusted source for global mining and mineral exploration news since 1915. With over a century of expertise, The Northern Miner delivers unparalleled journalism and insightful analysis.

## Industry-First Documentary Series, *EarthLabs Expeditions*

In August, EarthLabs launched *EarthLabs Expeditions*, a bold new reality documentary series set to revolutionize how audiences experience the junior mining and exploration industry. EarthLabs Expeditions spotlights companies with significant discoveries, impactful projects, and compelling stories. Hosted by the charismatic and fearless Jonathan Brazeau, the show takes viewers on a journey that goes beyond boardrooms and polished presentations to explore the real, gritty work of the junior mining industry. EarthLabs Expeditions highlights not just the challenges but also the pride and dedication of those whose work is essential yet often goes unnoticed.

[SUBSCRIBE & WATCH NEW EPISODES NOW](#)

## Elevate Your Trading Experience with CEO.CA PRO

CEO.CA is one of the most popular free financial websites and apps in Canada and for small-cap investors globally -- with industry leading audience engagement and mobile functionality. Since 2012, CEO.CA has brought millions of investors together from over 164 countries to discuss their portfolio holdings and find new investment opportunities. **CEO.CA PRO** is a premium service that revolutionizes your trading journey. Designed for traders and investors, CEO.CA PRO offers advanced tools and features to give you a competitive edge.

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- **Access Level 2 Quotes:** Uncover hidden market movements with detailed bid/ask animations and real-time market depth, enabling sharper and faster trading decisions.
- **Visualize Entire Order Books:** Review the full stock order books, including the best bid and ask prices by market makers, to make well-informed trading decisions.
- **Monitor Market Participants:** Gain daily and historical insights into trades made by market participants, including the size and price of orders.
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## Delivering Content to a Growing Audience

EarthLabs has significantly increased its digital footprint through its various media subsidiaries and new shows hosted on the CEO.CA platform like [\*Inside the Boardroom\*](#), your premier source of in-depth, intimate interviews with the CEOs shaping the future of their industries, hosted by James Pettem. [\*Mel on the Street\*](#), hard-hitting interviews with top CEOs and industry insiders with Melanie Schaffer, [\*The Chairman's Briefing\*](#), a weekly briefing of junior mining headlines we're watching, and [\*The Corner Office\*](#), hosted by Rachel Lee. These shows are broadcast directly on the CEO.CA platform alongside YouTube. The company's subsidiaries now deliver daily content to over 615,000 social media followers and reach millions of web users, enhancing engagement with a broader audience and reinforcing its position as an industry leader.

To maximize additional reach, EarthLabs recently acquired additional social media accounts in the Canadian and global finance sectors. As consideration for the social media accounts, the Company issued 243,902 common shares of EarthLabs at a deemed price of \$0.205 per share, representing an aggregate value of \$50,000. There are no finder's fees associated with the acquisition and the common shares are subject to a statutory hold period of four months plus one day, expiring on January 26, 2025.

### Join Us on This Exciting Journey

EarthLabs is committed to innovating and expanding our offerings to better serve the mining and investment communities. We invite you to join us as we explore new horizons and continue to deliver exceptional value to our audience.

### About EarthLabs Inc.

EarthLabs Inc. (TSXV: SPOT) (OTCQX: SPOFF) (FSE: 8EK0) is a mining investment, technology, and media company that aims to provide strategic leverage to the metals and mining sector through investments, royalties and a full suite of data-driven media SaaS tools and services including [CEO.CA](#), [The Northern Miner](#), [MINING.COM](#), [Canadian Mining Journal](#) and [DigiGeoData](#).

For further information please contact:

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*Neither the TSX Venture Exchange ("TSXV"), OTC Best Market ("OTCQX") nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*

### Cautionary Statement on Forward -Looking Information

*Certain statements contained in this news release constitute forward-looking statements within the meaning of Canadian securities legislation. All statements included herein, other than statements of historical fact, are forward-looking statements. Often, but not always, these forward looking statements can be identified by the use of words such as "estimate", "estimates", "estimated", "potential", "open", "future", "assumed", "projected", "used", "detailed", "has been", "gain", "upgraded", "offset", "limited", "contained", "reflecting", "containing", "remaining", "to be", "periodically", or statements that events, "could" or "should" occur or be achieved and similar expressions, including negative variations.*

*Forward-looking Statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any results, performance or achievements expressed or implied by forward-looking statements. Such uncertainties and factors include, among others, risks detailed from time to time in the Company's filings with securities regulators and available under the Company's profile on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca). Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking*

*statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.*

*Forward-looking statements contained herein are based on the assumptions, beliefs, expectations and opinions of management. Forward-looking statements are made as of the date hereof and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, investors should not place undue reliance on forward-looking statements.*