

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1**      **Name and Address of Company**  
Sweet Earth Holdings Corporation (the “**Company**”)  
1500 – 1055 West Georgia Street  
Vancouver, British Columbia V6E 4N7
- Item 2**      **Date of Material Change**  
January 23, 2025
- Item 3**      **News Release**  
News release dated January 23, 2025 was disseminated and subsequently filed on SEDAR+ and through the facilities of Stockwatch.
- Item 4**      **Summary of Material Change**  
The Company completed a non-brokered private placement of units of the Company (the “**Units**”) and raised gross proceeds of \$1,199,996.25 by the issuance of 10,434,750 Units at \$0.115 per Unit (the “**Offering**”).
- Item 5**      **Full Description of Material Change**  
Each Unit consists of one common share in the capital of the Company (a “**Share**”) and one transferrable common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase one additional Share at a price of \$0.15 for a period of 36 months from the closing of the Offering.  
  
The proceeds of the Offering will be used for the Company’s general working capital purposes and the repayment of the Company’s payables. There were no finders’ fees payable in connection with the closing of the Offering. In connection with the closing of the private placement, the company paid a cash finder's fee of \$23,977.50 to a certain arm's-length finder.  
  
The Shares, the Warrants and any Shares issuable upon exercise thereunder are now subject to a statutory hold period of four months and a day from the closing of the Offering. The company obtained securityholder approval for the Offering, by consent resolution, in accordance with Section 4.6(2)(a)(i) of Canadian Securities Exchange Policy 4, *Corporate Governance, Security Holder Approvals and Miscellaneous Provisions*.  
  
The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.
- Item 5.2**      **Disclosure for Restructuring Transactions**  
Not applicable.
- Item 6**      **Reliance on subsection 7.1(2) of National Instrument 51-102**  
Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Chris Cooper, Chief Financial Officer  
Email: [cooper@venturefirst1.com](mailto:cooper@venturefirst1.com)

**Item 9            Date of Report**

January 28, 2025