

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Earthwise Minerals Corp (the “**Company**”)
Suite 330 – 470 Granville Street
Vancouver, BC
V6C 1V4

Item 2 Date of Material Change

December 12, 2024

Item 3 News Release

The news release dated December 12, 2024, was disseminated through Stockwatch.

Item 4 Summary of Material Change

The Company appointed Mark Luchinski as its CEO and Patrick Morris resigned as CEO and a director of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

Mark Luchinski, Chief Executive Officer and Director, (604) 506-6201

Item 9 Date of Report

January 20, 2025



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NEWS RELEASE

**WISE: CSE
966: FSE**

EARTHWISE MINERALS ANNOUNCES LEADERSHIP CHANGE

December 12, 2024 – VANCOUVER, BRITISH COLUMBIA – Earthwise Minerals Corp. (CSE: WISE & FSE: 966) (“**Earthwise**” or the “**Company**”) is pleased to announce that its board of directors has appointed Mr. Mark Luchinski as Chief Executive Officer and as a director of the Company. Mr. Luchinski has over 20 years of capital market experience, having served as an officer and director of several public and private companies. He is well versed in corporate governance, finance, compliance, and the administration of publicly traded companies.

"I am very excited to be appointed Chief Executive Officer of Earthwise Minerals. Our highly skilled board and several key shareholders have a shared vision of the Company that we hope Earthwise will become. We are determined to build an exceptional stable of exploration projects and have many successes," stated Mark Luchinski.

Earthwise Minerals also announces the resignation of Mr. Patrick Morris as Chief Executive Officer and a director of the Company, effective December 12, 2024. Earthwise wishes to thank Mr. Morris for his contributions to the Company.

About Earthwise Minerals

Earthwise is focused on junior stage project acquisitions across Canada. For more information, review the Company’s filings available at www.sedar.com.

EARTHWISE MINERALS CORP.,
ON BEHALF OF THE BOARD
“Mark Luchinski”

Contact Information:

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Chief Executive Officer, Director
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Forward Looking Statements

This news release includes statements that constitute “forward-looking information” as defined under Canadian securities laws (“forward looking statements”) including, without limitation, statements respecting Mr. Luchinski’s plans for the Company. Statements regarding future plans and objectives of the Company are forward looking statements that involve various degrees of risk. Forward-looking statements reflect management’s current views with respect to possible future events and conditions and, by their nature, are subject to known and unknown risks and uncertainties, both general and specific to the

Company. Although the Company believes the expectations expressed in its forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance, and actual outcomes may differ materially from those in forward-looking statements. Additional information regarding the various risks and uncertainties facing the Company are described in greater detail in the “Risk Factors” section of the Company’s annual management’s discussion and analysis and other continuous disclosure documents filed with the Canadian securities regulatory authorities which are available at www.sedarplus.ca. The Company undertakes no obligation to update forward-looking information except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking statements.

For more information, please contact Mark Luchinski, Chief Executive Officer and Director, at luch@luchcorp.com or (604) 506-6201.