

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

January 15, 2025

Item 3 News Release

The news release dated January 16, 2025, was disseminated through Stockwatch.

Item 4 Summary of Material Change

Steven Nguyen resigned as the CFO of the Company and Abbey Olaiya was appointed as the new CFO 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

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EARTHWISE MINERALS APPOINTS NEW CFO

January 16, 2025 – VANCOUVER, BRITISH COLUMBIA – Earthwise Minerals Corp. (CSE: WISE & FSE: 966) (“**Earthwise**” or the “**Company**”) is pleased to announce the appointment of Abbey Olaiya to the position of Chief Financial Officer.

Earthwise also announces the resignation of Mr. Steven Nguyen as Chief Financial Officer of the Company, effective January 15, 2025. Earthwise wishes to thank Mr. Nguyen 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.sedarplus.ca.

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

Contact Information:

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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 the Offering and the intended use of proceeds therefrom. 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.