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NEWS RELEASE

WISE: CSE
966: FSE

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EARTHWISE MINERALS COMPLETES PRIVATE PLACEMENT

January 30, 2025 – VANCOUVER, BRITISH COLUMBIA – Earthwise Minerals Corp. (CSE: WISE & FSE: 966) (“**Earthwise**” or the “**Company**”) is pleased to announce that it has completed its non-brokered private placement financing (the “**Offering**”) announced January 17, 2025. The Company has raised gross proceeds of \$235,258 by issuing 11,762,900 common shares at a price of \$0.02.

The Company intends to use the net proceeds from the Offering for general working capital.

In accordance with applicable Canadian securities laws, all securities issued pursuant to the Offering have a hold period of four months and one day from the date of issuance.

In connection with the Offering, Mark Luchinski, the Company’s CEO and director, acquired 1,000,000 common shares (the “**Insider Subscription**”). The Insider Subscription constituted a “related party transaction” within the meaning of the policies of the Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), but was exempt from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101 on the basis that neither the fair market value of shares subject to the Insider Subscription nor the consideration paid in connection with the Insider Subscription exceeded 25% of the Company’s market capitalization calculated in accordance with MI 61-101. A material change report was not filed more than 21 days prior to closing of the Offering because the Insider Subscription was not finalized until shortly prior to the completion of the Offering.

*None of the securities issued in connection with the Offering will be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.*

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”

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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.