

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Sweet Earth Holdings Corporation (the “**Company**”, or “**Sweet Earth**”)
902-700 West Pender Street
Vancouver, BC V6C 1G8

Item 2 Date of Material Change

October 15, 2021

Item 3 News Release

A news release dated October 15, 2021 was disseminated and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the closing of their non-brokered private placement of units.

Item 5 Full Description of Material Change

The Company announced that it has closed the non-brokered private placement of 12,120,000 units of the Company (each a “**Unit**” and collectively, the “**Units**”) at a price of \$0.10 per Unit for gross proceeds of \$1,212,000 (the “**Offering**”).

Each Unit consisted of one (1) common share in the capital of the Company (each a “**Share**”) and one (1) common share purchase warrant of the Company (each a “**Warrant**”). Each Warrant will be exercisable into one (1) additional Share (a “**Warrant Share**”) at an exercise price of \$0.125 per Share for a period of 36 months from the closing date of the Offering.

All securities issued in connection with the Offering are subject to a statutory hold period of four months and one day following the closing date of the Offering in accordance with applicable securities legislation. Completion of the Offering is subject to a number of conditions, including, but not limited to, the receipt of all regulatory approvals, including approval of the CSE. The proceeds from the Offering for working capital and general corporate services.

The Company also announces that it has granted an aggregate of 2,875,000 stock options (each an “**Option**”) to certain directors, officers and consultants for the purchase of up to 2,875,000 Shares of the Company pursuant to the Company’s stock option plan. Each Option is exercisable for a period of five (5) years at a price of \$0.10 per Share. The underlying Shares in each Option are not subject to statutory hold periods.

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, CFO and Director
Tel: 604- 307-8290

Item 9 Date of Report

October 19, 2021.