

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1 Name and Address of Company**
Sweet Earth Holdings Corporation (the “Company”)
Suite 1500-1055 West Georgia Street
Vancouver, British Columbia, V6E 4N7
- Item 2 Date of Material Change**
October 17, 2024
- Item 3 News Release**
News release dated October 17, 2024 was disseminated and subsequently filed on SEDAR+.
- Item 4 Summary of Material Change**
The Company announced that it had completed its previously announced non-brokered private placement of common shares.
- Item 5 Full Description of Material Change**
The Company announced, further to its news release dated October 4, 2024, that it had closed the previously announced non-brokered private placement of common shares in the capital of the Company (the “Shares”) at \$0.017 per Share by the issuance of 12,000,000 Shares for gross proceeds of \$204,000 (the “Offering”). All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation ending on February 18, 2025.
The Company will use the net proceeds from the Offering for audit fees, payment of outstanding payables, and general working capital purposes.
- 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
- Item 9 Date of Report**
October 25, 2024

FORWARD LOOKING STATEMENTS

Certain statements contained in this material change report may constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as “anticipate”, “plan”, “estimate”, “expect”, “may”, “will”, “intend”, “should”, and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company’s actual results could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company operates, prevailing economic conditions, changes to the Company’s strategic growth plans, and other factors, many of which are beyond the control of the Company. The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this material change report represents the Company’s expectations as of the date hereof, and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.