

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Earthwise Minerals Corp. (“WISE” or the “Company”)  
Suite 1000, 409 Granville Street, Vancouver, BC, V6C 1T2

**Item 2. Date of Material Change**

April 20, 2023

**Item 3. News Release**

A news release was disseminated on April 26, 2023 and subsequently filed under the Company’s profile on SEDAR.

**Item 4. Summary of Material Change**

The Company announced that they had amended the terms of the option agreement for its Wilson property.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The cash payment due April 22, 2023 has been deferred and the parties have agreed to increase the aggregate amount by \$50,000; the remaining instalments will be payable on the 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> anniversaries as set out in the amended agreement. In consideration of the deferred payment, the Company will issue an additional 800,000 common shares for an aggregate amount of 1,600,000 common shares. In addition to all applicable hold periods under applicable securities laws, the 1,600,000 common shares will be subject to an additional contractual release period, as follows: (a) July 22, 2023: 400,000 Earthwise shares (25%); (b) October 22, 2023: 400,000 Earthwise Shares (25%); (c) January 22, 2024: 400,000 Shares (25%); and (d) April 22, 2024: 400,000 Earthwise Shares.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6. Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

There is no information of a material nature that has been omitted.

**Item 8. Executive Officer**

For further information, please contact Patrick Morris, Chief Executive Officer, at 604.761.8597

**Item 9. Date of Report**

April 26, 2023