EARTHWORKS INDUSTRIES INC.

FORM 51-102F3 MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Earthworks Industries Inc. ("Earthworks" or "the Company")
1608 - 675 West Hastings Street
Vancouver, BC V6B 1N2

2. **Date of Material Change**

January 5, 2015

3. **News Releases**

December 4, 2014
February 18, 2015

The Press Releases were disseminated pursuant to the normal dissemination processes available to Canadian publicly traded companies.

4. **Summary of Material Change**

There have been two material changes, being the granting of 2,080,000 share purchase options and the repricing of 1,300,000 previously issued options.

5. **Full Description of Material Change**

(a) Effective January 5, 2015 the Company granted 2,080,000 share purchase options, exercisable at $0.15 per share until November 30, 2019 to its three Directors, an Officer and an employee.

(b) Effective January 5, 2015 the Company repriced 1,300,000 previously issued share purchase options so that they will be hereafter exercisable at $0.15 per share. The options are held by the Company's three Directors, an Officer, and an employee. The expiry dates of the various options have not been changed from their original dates so that 625,000 of the old options expire April 19, 2016 and 675,000 of the options expire November 6, 2017.

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

Report is not being filed on a confidential basis.

7. **Omitted Information**

No information has been omitted on the basis that it is confidential information.

8. **Executive Officer**

David B. Atkinson
President and Chief Executive Officer
Tel: (604) 669-3143

9. **Date of Report**

March 2, 2015