

**Earthworks Industries Inc.**  
**Management's Discussion and Analysis – Second Quarter**  
**Dated: July 26, 2016**

The following discussion of the performance, financial condition and analysis of Earthworks Industries Inc. (the "Company") for its fiscal quarter ended May 31, 2016 (the "Quarter") – and the period to July 26, 2016, (the "Subsequent Period") - should be read in conjunction with the Company's annual audited consolidated financial statements prepared to November 30, 2015 (the "Year End"), the Company's condensed consolidated interim financial statements prepared to May 31, 2016. (the "Financial Statements") and Press Releases issued by the Company during the past year and the Subsequent Period, all of which may be viewed on the System for Electronic Data Analysis and Retrieval at [www.sedar.com](http://www.sedar.com). Press Releases may also be read on the Company's website at [www.earthworksinc.com](http://www.earthworksinc.com). The financial statements and related Notes have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian Dollars unless otherwise indicated.

**1. Forward-Looking Statements**

Certain statements contained in this Management Discussion and Analysis ("MD & A") may be deemed forward-looking statements. All statements other than statements of historical facts and possible future financings are forward looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are also advised to consider such forward-looking statements while considering the risks set forth below.

**2. General Discussion of Business Operations**

The Company's sole project is the development of a proposed integrated waste management facility in California under a lease agreement with the Cortina Band of Indians.

The Company has completed an Environmental Impact Study for the project through its wholly-owned subsidiary, Cortina Integrated Waste Management Inc. ("CIWM") and received final approval of the lease in January 2007 from the United States Department of the Interior - Bureau of Indian Affairs ("BIA"). The Band's regulatory agency issued an Authority to Construct in October 2008. On August 19, 2013, the Company received a Notice of Termination of the lease from the BIA, however the Company succeeded in its Appeal to the Interior Board of Indian Affairs (IBIA) and on October 29, 2015, the Lease was re-instated.

In the time since re-instatement of the Lease the Company has negotiated an additional extension of its debt with North Bay Corporation, met with the Cortina Band's Business Committee to discuss the development going forward and contacted SCS Engineers on remobilization plans.

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**2. General Discussion of Business Operations (cont.)**

Management will undertake to provide a current budget once the various permits and applications that were in progress are complete and the Company's engineers have provided their scope of work moving forward.

**3. Financial Condition, Financial Performance and Cash Flows**

The Company relies on periodic private placement funding to finance its on going operations. It has no operating revenue to date. It currently has a working capital deficit of \$8,239,000, due primarily to amounts payable North Bay and related parties in respect of unpaid fees and salaries and unsecured short term loans. While these are payable on demand, there has been no urgency on the part of the debt holders to make such demands. The details of these are disclosed in the notes to the Financial Statements.

The most significant factor in the Company's financial condition is the amount due to North Bay/CLC (US\$5,000,000). As disclosed in the Financial Statements Note 5, an agreement was reached whereby the loan would be payable over 8 years commencing March 31, 2017. The first payment of US\$150,000 has been made and the remaining balance of US\$4,850,000 is repayable in annual instalments of US\$500,000 plus accrued interest at 7%. In future quarters the loan will be reclassified to its current and long term components.

The Company cannot guarantee it will be successful in continuing raise funds to finance operations going forward however is confident it will now that the Lease has been re-instated.

In order to meet the cash requirements for the Company in the next quarter, a private placement sale in the amount of \$350,000 is currently being undertaken.

Since the majority of the Company's assets are located in the United States, currency fluctuations can change the value of the assets significantly. Financing is raised in Canadian dollars and consequently currency risk as to the amounts needed in Canadian funds is significant. With the recent rise in the value of the U.S. dollar and the related increase in the carrying value of the U.S. assets, the Company has benefitted. However its debt obligation to North Bay/CLC is also denominated in U.S. dollars and therefore a higher amount of funding in Canadian dollars to meet this obligation will be required as a result should the current exchange rates continue.

**4. Major Operating Milestones**

Since succeeding in its Appeal in 2015, management has reached agreement with its major creditor North Bay/CLC and determined a repayment schedule. This is disclosed in Note 7 of the Financial Statements. Management has met with NB/CLC to secure their cooperation and assistance in working with the Cortina Indian Band to move the project forward. Management has also retained SCS Engineers to provide a scope of

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work on updating the permits and providing status on previous applications to the various agencies.

**5. Commitments, Unexpected Events or Uncertainties**

There have been no unexpected events in the Quarter. There remains significant uncertainty in the Company's ability to raise sufficient capital to meet the terms of the Agreement with North Bay/CLC. The Company has agreed to allocate half the proceeds of subsequent private placements to reduce the balance owing to NB/CLC.

**6. Significant Changes from Previous Financing Use of Proceeds Disclosures**

The funds raised have been used as previously disclosed.

**7. Transactions with Related Parties**

There were no significant transactions with related parties other than the usual ones relating to interest accrued and provision of services. These are disclosed in Note 9 of the Financial Statements. Certain related parties were placed in the most recent private placement.