

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

ITEM 1 Name and Address of Company:

Earthramp.com Communications Inc.
#2806, 505-6 Street SW
Calgary , Alberta , T2P 1X5

ITEM 2 Date of Material Change:

May 4, 2007

ITEM 3 News Release:

A news release was distributed via Filing Services Canada and filed on SEDAR on May 4, 2007.

ITEM 4 Summary of Material Change:

Earthramp.com Communications Inc. (“Earthramp” or the “Corporation”) announced that the TSX Venture Exchange has confirmed that Earthramp’s shares will be reinstated for trading on Monday, May 7, 2007.

Earthramp also announced that the NEX has approved the terms of, and Earthramp has closed, today, both a private placement financing and a shares-for-debt transaction. The Corporation raised \$101,000 pursuant to the private placement from the sale of 2,020,000 Units issued at a price of \$0.05 per Unit. Each Unit consisted of one common share and one common share purchase warrant that may be executed to acquire an additional common share upon payment of \$0.20 at any time in the 12 months following the closing of the private placement. The proceeds of the private placement will be used to increase the Corporation’s working capital. All of the common shares and warrants (as well as the common shares underlying the warrants) issued pursuant to the private placement are subject to a 4-month hold period.

The Corporation settled debt owed to creditors of the Corporation through a shares-for-debt transaction whereby approximately \$172,410 of debt owed by the Corporation was satisfied by the issuance of 3,448,200 Units at a deemed price of \$0.05 per Unit. All of the common shares and warrants (as well as the common shares underlying the warrants) issued pursuant to the shares-for-debt transaction are also subject to a 4-month hold period.

ITEM 5 Full Description of Material Change:

Please see attached press release.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Mr. Christopher Gulka, CFO
Phone: (403) 262-2803
Fax: 1-866-256-9719

ITEM 9 Date of Report:

DATED as of May 4, 2007.

The foregoing accurately discloses the material change referred to in this report.

EARTHRAAMP.COM COMMUNICATIONS INC.

Per: (signed) *Christopher Gulka*, CFO

Earthramp.com Communications Inc.

(Calgary, Alberta, Canada)

NEWS RELEASE

May 4, 2007

NEX: Trade Symbol: ERA.H

Update of Corporate Affairs, Reinstatement to Trading and Closing of Debt Settlement and Financing

Earthramp.com Communications Inc. (“Earthramp” or the “Corporation”) is pleased to provide an update of its corporate affairs over the past number of months. The Corporation is also pleased to announce that the TSX Venture Exchange has confirmed that Earthramp’s shares will be reinstated for trading on Monday, May 7, 2007.

The Corporation’s shares were suspended from trading on March 24, 2005 in response to the issuance of cease trade orders (“CTOs”) by securities regulatory authorities for failure to file financial statements. The financial statements were subsequently filed and the CTOs have since been lifted. The Corporation’s shares remained suspended by the Exchange, however, pending a review of Earthramp’s business, affairs and corporate governance policies and procedures.

During the course of the Exchange’s review, it was determined that the Corporation’s internal controls and corporate governance practices were inadequate, resulting, for example, in an unauthorized payment as disclosed in Note 5 of the Corporation’s 2004 audited annual financial statements. As a result, the Exchange required the Corporation to complete the following, at a minimum, before trading in the Corporation’s shares could resume:

- The implementation of acceptable internal controls and corporate governance practices;
- The appointment of a new director with public company experience; and
- That the remaining directors were required to take a course on corporate governance acceptable to the Exchange.

To address these requirements imposed by the Exchange, the Corporation has appointed two new directors with public company experience, Mr. Barry Ehrl and Mr. Troy Mochoruk, and a news release outlining Mr. Mochoruk’s appointment was issued by the Corporation on April 10, 2007.

Additionally, the Corporation has implemented acceptable internal controls and corporate governance practices in the form of a resolution adopted by the Board of Directors on November 7, 2006. Lastly, the remaining directors have completed the requisite Exchange course on corporate governance.

Finally, Earthramp is pleased to announce that the NEX has approved the terms of, and Earthramp has closed, today, both a private placement financing and a shares-for-debt transaction. The Corporation raised \$101,000 pursuant to the private placement from the sale of 2,020,000 Units issued at a price of \$0.05 per Unit. Each Unit consisted of one common share and one common share purchase warrant that

may be executed to acquire an additional common share upon payment of \$0.20 at any time in the 12 months following the closing of the private placement. The proceeds of the private placement will be used to increase the Corporation's working capital. All of the common shares and warrants (as well as the common shares underlying the warrants) issued pursuant to the private placement are subject to a 4-month hold period.

In addition, the Corporation settled debt owed to creditors of the Corporation through a shares-for-debt transaction whereby approximately \$172,410 of debt owed by the Corporation was satisfied by the issuance of 3,448,200 Units at a deemed price of \$0.05 per Unit. All of the common shares and warrants (as well as the common shares underlying the warrants) issued pursuant to the shares-for-debt transaction are also subject to a 4-month hold period.

Earthramp is a public company listed on the NEX under the symbol ERA.H. The Corporation currently has no operations.

For further information contact:

Mr. Troy Mochoruk, President: Tel: (403) 618-8989 Fax: (403) 571-8008

E-mail: tdmochoruk@shaw.ca

The TSX Venture Exchange has neither approved nor disapproved of the information contained herein.

Certain information regarding the Corporation contained herein may constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance, or other statements that are not statements of fact. Although the Corporation believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will be realized. These statements are subject to certain risks and uncertainties and may be based on assumptions that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. The Corporation's forward-looking statements are expressly qualified in their entirety by this cautionary statement.