FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**
New Earth Resources Corp.
1100 – 1099 West Hastings Street
Vancouver, British Columbia V6E 3T5

2. **Date of Material Change**
November 10, 2025

3. **News Release**
The news release announcing the material change was disseminated on November 3, 2025. The news release was also filed on SEDAR+.

4. **Summary of Material Change**
New Earth Resources Corp. announced that, effective November 10, 2025, it intends to complete a split of the Company's issued and outstanding Class A common shares (each, a "Share") on the basis of one (1) pre-split Share for every two (2) post-split Shares.

5.1 **Full Description of Material Change**
See attached news release.

5.2 **Disclosure for Restructuring Transactions**
N/A

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**
Not applicable.

7. **Omitted Information**
No information has been intentionally omitted from this material change report.

8. **Executive Officer**
Lawrence Hay, President and CEO
778-317-8754

9. **Date of Report**
November 3, 2025

New Earth Resources Corp. Announces Shares Split

November 3, 2025 | Source: New Earth Resources Corp.

Vancouver, British Columbia--(Newsfile Corp. – November 3, 2025) - **NEW EARTH RESOURCES CORP.** (CSE: EATH) ("**New Earth**" or the "**Company**") is pleased to announce that its board of directors has approved a split (the "**Split**") of the Company's issued and outstanding Class A common shares (each, a "**Share**") on the basis of one (1) pre-split Share for every two (2) post-split Shares (the "**Split Ratio**"). The Company currently has 9,252,500 Shares outstanding and will have approximately 18,505,000 Shares outstanding after completion of the Split. Shareholders of record of the Company as of the close of business on the record date, November 10, 2025 (the "**Record Date**"), will receive two Shares for each Share held.

The purpose of the Split is to increase the liquidity and marketability of the Company's Shares. The number and exercise price of outstanding stock options, warrants and other convertible securities, if any, of the Company will similarly be adjusted in accordance with the Split Ratio.

The Canadian Securities Exchange (the "**CSE**") will publish a bulletin confirming the Split for the Company in due course. The Shares are expected to begin trading on a post-Split basis on Monday, November 10, 2025.

Shareholders do not need to take any action with respect to the Split. As per CSE policies, the Split is being conducted on a "push-out" basis, and therefore the Company's CUSIP number will remain the same. The Company's transfer agent, Endeavor Trust Corporation, will send holders of Shares as of the Record Date a DRS advice letter in lieu of a share certificate, which will represent the additional shares resulting from the Split.

The Split is subject to the acceptance of the CSE. The Company will not be changing its name or trading symbol in conjunction with the Split.

About the Company

New Earth Resources Corp. is a Canadian-based mineral exploration company acquiring and developing advanced and early-stage exploration projects. Its flagship project is its 100% owned, past-producing Lucky Boy Uranium Property located in Gila County, Arizona, USA. Consisting of 14 Lode Claims, and spanning approximately 273 acres, the Lucky Boy Project covers a small open pit and underground workings that produced uranium in the 1950's, and again in the 1970's. In addition to Lucky Boy, included in the Company's uranium portfolio are three claims located in Saskatchewan, Canada covering 365 hectares.

The Company also has the option to acquire a 100% interest in 23 claims covering approximately 1,101 hectares in the Strange Lake area of Quebec, Canada, known as the "SL Project", which is prospective for rare earth elements.

For further information, please refer to the Company's disclosure record on SEDAR+ (www.sedarplus.ca) or contact the Company by email at newearthresourcescorp@gmail.com.

On Behalf of the Board of Directors
"*Lawrence Hay*"
President and CEO
Tel: 778.317.8754
Email: newearthresourcescorp@gmail.com

Forward-Looking Information

Certain statements in this news release are forward-looking statements, including with respect to future plans, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including but not limited to, business, economic and capital market conditions, the ability to manage operating expenses, and dependence on key personnel. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, anticipated costs, and the ability to achieve goals. Factors that could cause the actual results to differ materially from those in forward-looking statements include, the continued availability of capital and financing, litigation, failure of counterparties to perform their contractual obligations, loss of key employees and consultants, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The CSE has not reviewed, approved or disapproved the contents of this news release.