FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)[1]

Name of Listed Issuer: Sweet Earth Holdings Corporation (the "Issuer").

Trading Symbol: CSE: SE

Issued and Outstanding Securities of the Issuer Prior to Transaction: 93,661,881

Date of News Release Fully Disclosing the Transaction: January 18, 2021

1. Transaction

1. Provide details of the transaction including the date, description, and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

   Blackx Management is engaged to provide corporate advertising, communication, translation, market advisory, investor relations for Sweet Earth Corporation for a period of six months. This includes preparing and advertising campaign for the Company's European capital market and product distribution in Germany.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Euros: $150,000

   (b) Cash: Euros 150,000_____.

   (c) Other:

[1] If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

(d) Work commitments: BLACKX is to provide market visibility, research, investor relations, analyst coverage and translation services for the Company in Europe. In addition,

Sweet Earth is expanding its operations to the EU and requires consultation on various levels, including regulatory, market insight and M&A.

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The transaction is arm's-length. Blackx provided consulting for its expansion into Spain and the Company would like to engage them for the next six months.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A _____ .

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A _____ .

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____.

(b) Cash N/A _____ .

(c) Other N/A _____ .

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has

any other relationship with the Issuer and provide details of the relationship. No

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A .

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.

3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated January 15, 2020.

Peter Espig
Name of Director or Senior Officer

"Peter Espig"
Signature

CEO
Official Capacity