

**FORM 11**

**NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: EarthRenew Inc. (the "Issuer").

Trading Symbol: ERTH

Date: June 10, 2020

**1. New Options Granted:**

Date of Grant: June 5, 2020

<b>Name of Optionee</b>	<b>Position (Director/ Officer/ Employee/ Consultant/ Management Company)</b>	<b>Insider Yes or No?</b>	<b>No. of Optioned Shares</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>No. of Options Granted in Past 12 Months</b>
Keith Driver	Officer & Director	YES	500,000	\$0.11	Jun 5, 2025	600,000
Catherine Stretch	Director	YES	500,000	\$0.11	Jun 5, 2025	600,000
Chris Best	Director	YES	500,000	\$0.11	Jun 5, 2025	300,000
Ryan Ptolemy	Officer	YES	500,000	\$0.11	Jun 5, 2025	400,000
Aaron Atin	Officer	YES	200,000	\$0.11	Jun 5, 2025	300,000
Miya Kobayashi	Consultant	NO	70,000	\$0.11	Jun 5, 2025	50,000
Wanda Roque	Consultant	NO	70,000	\$0.11	Jun 5, 2025	50,000
Mark Oldfield	Consultant	NO	150,000	\$0.11	Jun 5, 2025	50,000
David Battiston	Consultant	NO	100,000	\$0.11	Jun 5, 2025	Nil
Treena Dumba	Consultant	NO	70,000	\$0.11	Jun 5, 2025	Nil
Breena Barlow	Consultant	NO	120,000	\$0.11	Jun 5, 2025	200,000
Kerri McGovern	Consultant	NO	165,000	\$0.11	Jun 5, 2025	Nil
Peter MacLeod	Consultant	NO	165,000	\$0.11	Jun 5, 2025	Nil
Bill Nylen	Employee	NO	150,000	\$0.11	Jun 5, 2025	300,000
Zac Moore	Consultant	NO	120,000	\$0.11	Jun 5, 2025	Nil
Brad Lively	Consultant	NO	120,000	\$0.11	Jun 5, 2025	Nil

**Total Number of optioned shares proposed for acceptance:** 3,500,000

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**2. Other Presently Outstanding Options:**

<b>Name of Optionee</b>	<b>No. of Optioned Shares<sup>(1)</sup></b>	<b>Exercise Price</b>	<b>Original Date of Grant</b>	<b>Expiry Date</b>
Edmond Chiasson	200,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Kenny Choi	100,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Stan Bharti	590,000	\$0.25	Jul 18, 2017	Jul 18, 2021
Chris Best	200,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Chris Best	100,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Ryan Ptolemy	300,000	\$0.25	Jul 18, 2017	Jul 18, 2022
Ryan Ptolemy	100,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Ryan Ptolemy	300,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Damian Lopez	250,000	\$0.14	Aug 21, 2017	Aug 21, 2022
Tito Gandhi	250,000	\$0.14	Aug 21, 2017	Aug 21, 2022
Mark Oldfield	125,000	\$0.14	Aug 21, 2017	Aug 21, 2022
Mark Oldfield	50,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Wanda Roque	50,000	\$0.25	Jul 18, 2017	Jul 18, 2021
Wanda Roque	125,000	\$0.14	Aug 21, 2017	Aug 21, 2022
Wanda Roque	25,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Wanda Roque	25,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Miya Kobayashi	50,000	\$0.25	Jul 18, 2017	Jul 18, 2021
Miya Kobayashi	125,000	\$0.14	Aug 21, 2017	Aug 21, 2022
Miya Kobayashi	25,000	\$0.10	Jul 8, 2019	July 8, 2024
Miya Kobayashi	25,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Keith Driver	590,000	\$0.25	Jul 18, 2017	Jul 17, 2021
Keith Driver	200,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Keith Driver	400,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Catherine Stretch	590,000	\$0.25	Jul 18, 2017	Jul 17, 2021
Catherine Stretch	200,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Catherine Stretch	400,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Bill Nylen	300,000	\$0.25	Jul 18, 2017	Jul 17, 2021
Bill Nylen	100,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Bill Nylen	200,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Helia Bento	50,000	\$0.25	Jul 18, 2017	Jul 17, 2021
Daniel Baizak	50,000	\$0.25	Jul 18, 2017	Jul 17, 2021

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Orlando Bustos	50,000	\$0.25	Jul 18, 2017	Jul 17, 2021
Brad Livey	50,000	\$0.25	Jul 18, 2017	Jul 17, 2021
Treena Dumba	50,000	\$0.25	Jul 18, 2017	Jul 17, 2021
Breena Barlow	50,000	\$0.25	Jul 18, 2017	Jul 17, 2021
Breena Barlow	100,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Breena Barlow	100,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Aaron Atin	100,000	\$0.10	Jul 8, 2019	Jul 8, 2024
Aaron Atin	200,000	\$0.06	Oct 25, 2019	Oct 25, 2024
Freddie Leigh	1,000,000	\$0.10	Apr 2, 2020	Apr 2, 2025

(1) Set out number of optioned shares for each grant with different terms.

### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

May 28, 2020

- (b) State the date of the news release announcing the grant of options.

June 5, 2020

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

133,471,292

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

8.46%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

2,052,129

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

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### FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Effective June 9, 2020, the Issuer consolidated its issued and outstanding common shares on the basis of one (1) new common share for every three (3) issued and outstanding common shares of the Issuer.

**4. 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. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated June 10, 2020

  
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Aaron Atin  
Corporate Secretary