

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: EarthRenew Inc. (the “Issuer”).

Trading Symbol: EARTH

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

Please see attached financial statements.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Nov 28, 2019	Common Shares	Private Placement	13,702,000	\$0.05	\$685,100	Cash	N/A	\$39,900
Nov 28, 2019	Broker Warrants	Private Placement	798,000	N/A	N/A	N/A	N/A	N/A
Feb 20, 2020	Common Shares	Private Placement	32,860,000	\$0.05	\$1,643,000	Cash	N/A	\$76,510
Feb 20, 2020	Broker Warrants	Private Placement	1,530,200	N/A	N/A	N/A	N/A	N/A

(b) summary of options granted during the period:

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
Jul 8, 2019	200,000	Chris Best Director	N/A	\$0.10	Jul 8, 2024	\$0.04
Jul 8, 2019	100,000	Ryan Ptolemy CFO	N/A	\$0.10	Jul 8, 2024	\$0.04
Jul 8, 2019	100,000	Aaron Atin Corporate Secretary	N/A	\$0.10	Jul 8, 2024	\$0.04
Jul 8, 2019	200,000	Keith Driver President, CEO & Director	N/A	\$0.10	Jul 8, 2024	\$0.04
Jul 8, 2019	200,000	Catherine Stretch Director	N/A	\$0.10	Jul 8, 2024	\$0.04
Jul 8, 2019	200,000	David Argyle Former Director	N/A	\$0.10	Jul 8, 2024	\$0.04
Oct 25, 2019	400,000	Catherine Stretch Director	N/A	\$0.06	Oct 25, 2024	\$0.06
Oct 25, 2019	300,000	Ryan Ptolemy CFO	N/A	\$0.06	Oct 25, 2024	\$0.06

FORM 5 – QUARTERLY LISTING STATEMENT

January 2015

Page 3

Oct 25, 2019	100,000	Chris Best Director	N/A	\$0.06	Oct 25, 2024	\$0.06
Oct 25, 2019	400,000	Keith Driver President, CEO & Director	N/A	\$0.06	Oct 25, 2024	\$0.06
Oct 25, 2019	200,000	Aaron Atin Corporate Secretary	N/A	\$0.06	Oct 25, 2024	\$0.06

Please also see attached financial statements for additional information.

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Please see attached financial statements

- (b) number and recorded value for shares issued and outstanding,

Please see attached financial statements

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Please see attached financial statements

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

23,432,589 shares of the Issuer remain subject to an escrow agreement in accordance with CSE listing requirements.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Title
Catherine Stretch	Director
Keith Driver	Director and CEO
Chris Best	Director

Ryan Ptolemy	CFO
Aaron Atin	Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Please see attached MD&A

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 Quarterly Listing Statement.
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 5 Quarterly Listing Statement is true.

Dated: May 25, 2020

Aaron Atin
Name of Director or Senior Officer

(signed) "Aaron Atin"
Signature

Corporate Secretary
Official Capacity

Issuer Details		For Quarter Ended	Date of Report YY/MM/D
Name of Issuer EarthRenew Inc.		March 31, 2020	20/05/25
Issuer Address Suite 805 - 65 Queen St. West			
City/Province/Postal Code Toronto, Ontario M5H2M5		Issuer Fax No. (416) 861-8165	Issuer Telephone No. (416) 861-5888
Contact Name Aaron Atin		Contact Position Corporate Secretary	Contact Telephone No. (416) 861-5888
Contact Email Address aaron.atin@fmresources.ca		Web Site Address www.earthrenew.ca	