



EARTHRENEW UPSIZES ITS PREVIOUSLY ANNOUNCED PROPOSED ACQUISITION OF REPLENISH NUTRIENTS EQUITY FROM 38% TO 100%

HIGHLIGHTS:

- **EarthRenew has negotiated an increase in its potential equity ownership interest in Replenish Nutrients from 38% to 100%.**
- **The proposed acquisition is expected to provide EarthRenew with top line revenue, an existing customer list and distribution channels to sell fertilizer and soil solutions in Western Canada and the U.S.**
- **Replenish Nutrient’s senior management team’s experience, technical expertise and existing relationships are expected to enhance EarthRenew’s operational capacity.**

Toronto, Ontario, Feb. 18, 2021 (GLOBENEWSWIRE) – **EarthRenew Inc.** (CSE: EARTH; OTCQB: VVIVF) (“EarthRenew” or the “Company”) is pleased to announce that, further to its press release dated January 13, 2021 ([EarthRenew to Acquire Stake in Replenish Nutrients LTD., A Leader in Crop Inputs and the Soil Solution Space](#)), the Company has negotiated an increase to its proposed equity ownership stake from 38% to 100% of the issued and outstanding shares (the “Proposed Acquisition”) of Replenish Nutrients Ltd. (“Replenish Nutrients”), a privately held regenerative fertilizer and nutrient company located in Okotoks, Alberta. The Company has entered into a new non-binding letter of intent which supersedes and replaces the letter of intent dated December 11, 2020 respecting EarthRenew’s proposed 38% equity acquisition.

EarthRenew’s CEO Keith Driver explained, “The outcome of the diligence process was that it became apparent to both parties that we were more aligned with our collective vision than we originally thought, and the natural next step was for EarthRenew to become much more than a minority owner of Replenish Nutrients. If consummated, acquiring full ownership is anticipated to allow us to not only add top line revenue and accelerate phase two of our construction plans, but also to invest in the growth of Replenish Nutrient’s manufacturing capacity to address a supply gap for their product. We look forward to the potential to work with the entire Replenish Nutrients team to accelerate growth of the new combined entity, leveraging their experience in the fertilizer and soil solution space.”

Upon completion of the Proposed Acquisition, the Replenish Nutrients team intends to support all aspects of the marketing, distribution and sales, including of EarthRenew’s products, into the regenerative agriculture space. Replenish Nutrients currently has an established product line that it sells across Western Canada and the U.S. (North Dakota and Montana), which generates strong revenues.

Following closing of the Proposed Acquisition, the combined company is projected to become a leader in the regenerative and organic fertilizer space. We expect that the combined entity will have the capacity to manufacture, market and distribute a broad range of high-value crop inputs. Replenish Nutrients booked revenue of \$5.1 million for the last six months of 2020 and through the end of January 2021 with a gross margin of approximately 30%. The company is forecasting \$4.8 million in revenue for the balance of the first half of 2021. This equates to a total of \$9.9 million for the period of July 2020 through June 2021, up from \$3.6 million for the same period in 2019/2020. Consideration for the Proposed Acquisition is approximately \$1.1 million in cash and \$7.9 million in common shares of EarthRenew.

Following completion of the Proposed Acquisition, we anticipate that Replenish Nutrients will continue to operate as a marketing and distribution company as a wholly owned subsidiary of EarthRenew. The combined entity expects to be able to generate significant revenue growth within the expanding regenerative and organic fertilizer markets.

The Proposed Acquisition is an arm's length transaction and remains subject to certain closing conditions including, without limitation, (a) execution of a definitive agreement between the parties (the "Definitive Agreement"), (b) the receipt by the Company of all necessary corporate and regulatory approvals, (c) each party's representations and warranties in the Definitive Agreement being true and correct in all aspects as of completion of the Proposed Acquisition, and (d) each party satisfying its covenants and obligations as contained in the Definitive Agreement, including Replenish Nutrients' obligation to deliver its audited financial statements to the Company in accordance with Canadian securities laws. No finder's fees are payable in connection with the Proposed Acquisition. There can be no guarantees that the Proposed Acquisition will be completed as contemplated or at all. The Proposed Acquisition is anticipated to close in March 2021.

The Company also announces today that Fred Leigh will step down as a Director and Chairman of the board of directors of EarthRenew, effective immediately. The Company thanks Mr. Leigh for his service and contributions during his tenure as Chairman and wishes him well in his future endeavours.

Mr. Leigh commented, "I have enjoyed working with the EarthRenew board in my capacity as Chairman and believe we have made major strides in the Company's redevelopment since it listed on the CSE in late 2019. Although I am stepping down from this formal position, I intend to remain involved with the Company as a significant shareholder and have the utmost confidence in EarthRenew's management team and Board of Directors to continue to deliver value for investors."

About Replenish Nutrients

Replenish Nutrients strives to uproot the traditional farming mindset to help producers become more profitable and to provide them with greater control over their production system. Replenish Nutrients develops innovative soil health products and uniquely combines existing

ingredients to offer a complete array of solutions to address regenerative and conventional soil conditions. The company's website can be found at www.ReplenishNutrients.com.

About EarthRenew

EarthRenew's mission is to support a farm system that puts healthy soils and grower profitability back on the table. We aim to be a driving part of the regenerative agriculture movement by offering fertilizer solutions that feed the soil in an effort to strengthen the earth's ability to restore itself. We are building a unique, sustainable facility to generate premium organic fertilizer from animal waste using a natural gas fired turbine that also produces up to 4MW per hour of low-cost electricity. The exhausted heat from the turbine is used to convert animal waste into certified organic fertilizer.

For further information, please visit our website at www.earthrenew.ca or contact:

Keith Driver
CEO of EarthRenew
+1 (403) 860-8623
Email: kdriver@earthrenew.ca

Cautionary Note regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the Proposed Acquisition, including the Company's ability to enter into the Definitive Agreement and complete the Proposed Acquisition, the expected timing of completion of the Proposed Acquisition, the receipt of corporate and regulatory approvals, Replenish Nutrients' 2020/2021 revenue forecasts, the expected business operations, capacity and outlook of the combined entity following completion of the Proposed Acquisition, the business and operations of the Company, and the Company's ability to execute its business plan, including its growth strategy and phase two of its construction plans. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; regulatory risks; and other risks of the energy and fertilizer industries. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate,

as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Neither the Exchange nor its Market Regulator (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.