**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

EarthRenew Inc. (“EarthRenew” or the “Company”)
65 Queen Street West

Suite 800

Toronto, ON M5H 2M5

**Item 2 Date of Material Change**

July 24, 2020

**Item 3 News Release**

A news release was issued by the Company on July 24, 2020 and subsequently filed on SEDAR.

**Item 4 Summary of Material Change**

On July 24, 2020, EarthRenew announced that it has closed its first tranche of a previously announced non-brokered private placement financing.

**Item 5 Full Description of Material Change**

EarthRenew Inc. announced that it has closed its first tranche of a previously announced non-brokered private placement financing of units (each, a “**Unit**”) at a price of $0.30 per Unit (the “**Offering**”) for gross proceeds of $2,093,352 (the “**First** **Tranche**”). For more information on the Offering, please see the Company’s press release dated June 9, 2020, which is available under the Company’s profiles on SEDAR at [www.sedar.com](http://www.sedar.com) and www.thecse.com.

Pursuant to the First Tranche, EarthRenew issued 6,977,840 Units at a price of $0.30 per Unit. Each Unit consists of one common share of the Company (each, a “**Common** **Share**”) and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”), entitling the holder to acquire one additional Common Share at an exercise price of $0.45 for a period of 24 months from issuance. If at any time after four months and one day from the closing of the First Tranche, the Common Shares trade at $0.90 per Common Share or higher on the Canadian Securities Exchange (“**CSE**”) for a period of 30 consecutive days, the Company will have the right (but not the obligation) to accelerate the expiry date of the Warrants to the date that is 30 days after the Company issues a news release announcing that it has elected to exercise this acceleration right. The securities issued in connection with the First Tranche are subject to a statutory four month hold period, which expires on November 25, 2020. Finder’s fees were paid in accordance with the policies of the CSE to Haywood Securities Inc. and PI Financial Corp. consisting of cash commissions equal to $17,923.50 and $61,600.01, respectively, and 59,745 and 205,333 finder warrants (“**Finder** **Warrants**”), respectively. Each Finder Warrant entitles the holder thereof to purchase one Common Share at a price of $0.45 per Common Share for a period of 24 months, expiring on July 24, 2022.

The net proceeds of the First Tranche are expected to be used for costs incurred for capital equipment purchases, engineering and construction costs for the redevelopment of the Strathmore facility, feasibility studies on future projects, field and research trials, market development activities, working capital for the ramp-up of our operations at the Strathmore facility and general corporate purposes. The Company is working diligently towards closing the second and final tranche of the Offering as soon as practicable.

The following officers and directors, who are “related parties” within the meaning of Multilateral Instrument 61-101 (“**MI** **61-101**”), subscribed for an aggregate of 3,696,667 Units pursuant to the First Tranche (the “**Insider** **Participation**”):

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| 1. Christ Best – 30,000 Units (post-closing of the First Tranche, Chris Best will hold 30,000 common shares and 15,000 warrants, representing approximately 0.06% and 0.09% of the Company’s issued and outstanding shares on an undiluted and partially diluted basis, respectively)
2. Keith Driver- 333,333 Units (post-closing of the First Tranche, Keith Driver will hold 1,878,787 common shares and 166,666 warrants, representing approximately 3.65% and 3.97% of the Company’s issued and outstanding shares on an undiluted and partially diluted basis, respectively)
3. Catherine Stretch – 166,667 Units (post-closing of the First Tranche, Catherine Stretch will hold 1,962,968 common shares and 83,333 warrants, representing approximately 3.81% and 3.98% of the Company’s issued and outstanding shares on an undiluted and partially diluted basis, respectively)
4. Fred Leigh – 2,833,334 Units (post-closing of the First Tranche, Fred Leigh will hold 6,406,854 common shares and 1,416,667 warrants, representing approximately 12.45% and 12.72% of the Company’s issued and outstanding shares on an undiluted and partially diluted basis, respectively)
5. Ryan Ptolemy – 333,333 Units (post-closing of the First Tranche, Ryan Ptolemy will hold 834,999 common shares and 166,666 warrants, representing approximately 1.62% and 1.95% of the Company’s issued and outstanding shares on an undiluted and partially diluted basis, respectively)
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Although pursuant to MI 61-101 the Insider Participation constitutes a “related party transaction”, the Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that the value of each subscription is less than 25% of the Company’s market capitalization, as determined in accordance with MI-61-101. To the knowledge of the Company, there have been no prior valuations of the Company (as contemplated under MI 61-101) in the 24-month period prior to the date of this report that relate to the subject matter of or that are otherwise relevant to the First Tranche or the Insider Participation.

The disinterested members of the Company’s board of directors determined that the First Tranche and the Insider Participation were in the Company’s best interests and were fair to the minority security holders, and unanimously approved the transactions. No special committee was established in connection with the First Tranche or the Insider Participation, and no materially contrary view or abstention was expressed or made by any director. The Company did not file a material change report more than 21 days before closing the First Tranche as the details of the abovementioned Insider Participation were not settled until shortly prior to closing, and the Company wished to close the First Tranche on an expedited basis.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Keith Driver, Chief Executive Officer - 403.860.8623

**Item 9 Date of Report**

August 3, 2020

This material change report 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 Offering, such as the expected use of the net proceeds of the First Tranche. 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, fertilizer and cryptocurrency 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.