

EARLY WARNING REPORT
(Form 62-103F1)
Made Pursuant to National Instrument 62-103

The Early Warning System and Related Take-Over Bid and Insider Reporting Issues

Item 1. – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Securities: Series B Preferred Shares (the “Shares”) in the capital of ESG .

Issuer: ESG Global Impact Capital Inc. (“ESG”)
Suite 1000 – 925 West Georgia Street
Vancouver, BC
V6C 3L2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2 – Identity of Encanto

2.1 State the name and address of Encanto.

Encanto Potash Corp. (“Encanto”)
3123 – 595 Burrard Street
Vancouver, BC V7X 1J1

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Effective August 31, 2020, pursuant to an acquisition agreement (the “Acquisition”), Encanto acquired ownership of 730,000 Series B preferred shares (the “Shares”) of ESG at a price of \$10.00 per Share. The Shares are voting, and carry preferential dividend rights over the common shares of ESG. The Shares are convertible on the basis of 10 common shares for each Series B Preferred share at the option of ESG, who will exercise this right no more than two shares per year. Encanto has provided an Undertaking to ESG that they will not vote the Shares until the common shareholders of ESG have approved the voting provisions of the Shares at either a shareholder meeting or by approval in writing of a majority of disinterested common shareholders. The Shares will not be listed.

2.3 State the names of any joint actors.

None.

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in Encanto’s security holding percentage in the class of securities.**

As a result of the closing of the Acquisition, Encanto holds a total of 730,000 Series “B” Preferred Shares representing 100% of ESG’s issued and outstanding Series “B” Preferred Shares.

- 3.2 State whether Encanto acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

Encanto acquired direct ownership of the Shares. See item 2.2.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

- 3.4 State the designation and number or principal amount of securities and Encanto’s security holding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See Item 3.1 above.

- 3.5 State the designation and number or principal amount of securities and Encanto’s securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) Encanto, either alone or together with any joint actors, has ownership and control,**

See items 3.1 and 3.4 above.

- (b) Encanto, either alone or together with any joint actors, has ownership but control is held by persons or companies other than Encanto or any joint actor, and**

Not applicable.

- (c) Encanto, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If Encanto or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on Encanto’s securityholdings.**

Not applicable.

- 3.7 If Encanto or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If Encanto or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, Encanto's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

\$7,300,000. See item 2.2 for further details.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by Encanto.**

See item 2.2.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of Encanto and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which Encanto and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to

- be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders; and/or**
- (k) an action similar to any of those enumerated above.**

The Shares were acquired for investment purposes. Encanto may, depending on market and other conditions, increase or decrease its beneficial ownership of or control or direction over ESGs securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

Item 6 – Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between Encanto and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Encanto has agreed that it will not exercise the right to vote at general meetings of shareholders until the voting rights are approved by the shareholders of the Company.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by Encanto under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If Encanto relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, Stavros Daskos, as an officer and director of Encanto, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: October 13, 2020.

ENCANTO POTASH CORP.

Stavros Daskos, Chief Executive Officer