

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

ESG Capital 1 Inc.  
18 King Street East, Suite 902  
Toronto, ON M5C 1C4

**Item 2 Date of Material Change**

December 3, 2021

**Item 3 News Release**

A news release with respect to the material change referred to in this report was disseminated on December 7, 2021 through a newswire company in Canada.

**Item 4 Summary of Material Change**

The material change is fully described in the press release attached hereto as Schedule "A".

**Item 5 Full Description of Material Change**

The material change is fully described in the press release attached hereto as Schedule "A".

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

Not applicable.

**Item 7 Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

**Item 8 Executive Officer**

For additional information with respect to this material change, the following person may be contacted:  
Robert Pollock  
[rpollcock@primarycapital.ca](mailto:rpollcock@primarycapital.ca)  
416 214-9672

**Item 9 Date of Report**

This report is dated as of the 7th day of December, 2021.

Schedule A

**ESG CAPITAL 1 INC.  
ANNOUNCES CEASE TRADE ORDER ISSUED BY  
ONTARIO SECURITIES COMMISSION**

**Toronto — December 7, 2021** — ESG Capital 1 Inc. (the “**Corporation**”) (TSXV: **ESGO.P**), announced today that it has been issued a Cease Trade Order (“**CTO**”) by the Ontario Securities Commission (the “**OSC**”) for failure to file the following periodic disclosure documents (collectively, the “**Documents**”) within the time period specified by National Instrument 51-102 *Continuous Disclosure Obligations*:

- Interim financial statements for the period ended September 30, 2021
- Management’s discussion and analysis relating to the interim financial statements for the period ended September 30, 2021
- Certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuer’s Annual and Interim Filings*

The TSX Venture Exchange (the “**Exchange**”) has suspended trading in the Corporation’s securities as a result of the CTO, effective December 3, 2021. The Corporation continues to operate normally and is working diligently to have the CTO revoked as soon as possible. The Corporation filed the Documents on December 6, 2021, and revocation of the CTO is expected to occur within a few days from the date of this new release. The Documents are available on the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com)

A copy of the Exchange bulletin announcing the CTO is available at [tmx.com](http://tmx.com).

For more information, please contact Robert Pollock, the President, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and a director of the Corporation.

Robert Pollock

President, CEO, CFO, Corporate Secretary and Director

E: [rpollock@primarycapital.ca](mailto:rpollock@primarycapital.ca)

T: 416 214-9672

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the satisfaction of conditions and the resumption of trading of the Corporation’s common shares. Forward-looking statements are based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors*

*include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive shareholder or regulatory approvals; and the results of continued business development, marketing and sales. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers of this news release should not place undue reliance on forward-looking statements.*

*The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*