

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

November 28, 2019

Item 3 News Release

A news release was issued by the Company on November 28, 2019 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On November 28, 2019, 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 common shares (the "Offering") for gross proceeds of \$685,100 (the "First Tranche"). For more information on the Offering, please see the Company's press release dated October 21, 2019, which is available under the Company's profile on SEDAR at www.sedar.com.

Pursuant to the First Tranche, EarthRenew issued 13,702,000 common shares (the "Shares") at a price of \$0.05 per Share. The Shares issued in connection with the First Tranche are subject to a statutory four month hold period, which expires on March 29, 2020. Finder's fees were paid in accordance with the policies of the Canadian Securities Exchange to PI Financial Corp. consisting of a cash commission equal to \$39,900 and 798,000 finder warrants ("Finder Warrants"). Each Finder Warrant entitles the holder thereof to purchase one common share at a price of \$0.10 per common share for a period of 24 months, expiring on November 28, 2021.

The net proceeds of the First Tranche are expected to be used for costs incurred for purchasing equipment, engineering and pilot projects and general corporate purposes.

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

December 3, 2019

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.