

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 5, 2019

Item 3 News Release

A news release was issued by the Company on November 5, 2019 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On November 5, 2019, EarthRenew reported the resignation of Mr. David Argyle from the board of directors of the Company.

Item 5 Full Description of Material Change

On November 5, 2019, EarthRenew reported the resignation of Mr. David Argyle from the board of directors of the Company

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

November 6, 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 appointment and departure of directors of the Company. 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.