

**EARTHRENEW INC.**

**(the "Corporation")**

**CERTIFICATE OF OFFICER**

**TO:** The Canadian Securities Regulatory Authorities in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland

**RE:** Abridgement of time pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54- 101**")

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The undersigned, Ryan Ptolemy, duly appointed Chief Financial Officer of the Corporation, hereby certifies for and on behalf of the Corporation and not in his personal capacity, intending that the same may be relied upon by you without further inquiry, that the Corporation is relying on section 2.20 of NI 54-101 pertaining to the abridgement of time prescribed by subsections 2.2(1) and 2.5(1) of NI 54-101 and the requirements set forth in section 2.20 have been complied with. Specifically:

- (a) the Corporation has arranged to have proxy-related materials for the annual and special meeting of the holders of common shares in the capital of the Corporation to be held on June 21, 2019 to be sent in compliance with the timing requirements in sections 2.9 and 2.12 of NI 54-101;
- (b) the Corporation has arranged to carry out all of the requirements in NI 54-101 in addition to those described in paragraph (a) above; and
- (c) the Corporation is relying upon section 2.20 of NI 54-101.

[signature page follows]

DATED as of this 8<sup>th</sup> day of May, 2019.

By:

  
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Ryan Ptolemy  
Chief Financial Officer