

**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER
NATIONAL INSTRUMENT 44-101
SHORT FORM PROSPECTUS DISTRIBUTIONS
("NI 44-101")**

January 20, 2021

TO: Alberta Securities Commission

**AND TO: British Columbia Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Nova Scotia Securities Commission
Registrar of Securities, Prince Edward Island
Securities Commission of Newfoundland and
Labrador
Registrar of Securities, Government of Yukon
Territory
Superintendent of Securities, Northwest Territories
Registrar of Securities, Nunavut**

EarthRenew Inc. (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

EARTHRENEW INC.

By: (signed) Shawn McMillan

Shawn McMillan
Chief Financial Officer