FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Environmental Waste International Inc. (the "**Company**")
360 Frankcom Street
Ajax, Ontario L1S 1R5

Item 2. Date of Material Change

September 11, 2020.

Item 3. News Release

Press release issued by the Company on September 11, 2020 in respect to the material change referred to in this report via a Canadian news wire service, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

The Company announced that EWI Investors LLC (the "**Debenture Holder**") has elected to convert the $1,850,000 principal amount and $268,520 accrued interest owing pursuant to an unsecured convertible note dated April 28, 2017, as amended September 12, 2019 (the "**Convertible Note**"). The principal amount of the Convertible Note is convertible at a price of $0.08 per share per the terms of the Convertible Note and the accrued interest is convertible at a price of $0.135 per share per TSXV regulations, resulting in the issuance of an aggregate of 25,114,037 common shares.

Item 5. Full Description of Material Change

On September 11, 2020 the Company announced that EWI Investors LLC has elected to convert the $1,850,000 principal amount and $268,520 accrued interest owing pursuant to an unsecured convertible note dated April 28, 2017, as amended September 12, 2019. The principal amount of the Convertible Note is convertible at a price of $0.08 per share per the terms of the Convertible Note and the accrued interest is convertible at a price of $0.135 per share per TSXV regulations, resulting in the issuance of an aggregate of 25,114,037 common shares.

This is the latest in a series of transactions to improve the EWS balance sheet so that the Company will be better able to take advantage of demand for the Company's technology, including recently announced developments.

Robert Savage, a Director of the Company, is the Managing Member of the Debenture Holder and thus the transaction constitutes a "related party transaction" as defined by Protection of Minority Security Holders in Special Transactions ("**MI 61-101**") under applicable securities laws. The Company is relying on available exemptions from MI 61-101 as neither the fair market value of the Convertible Note nor the fair market value of the consideration for the transaction exceeds 25% of the Corporation's market capitalization at the time the transaction was agreed to.

The transaction was approved by directors of the Company who are independent of the related party. The common shares issued are subject to a statutory hold period ending January 12, 2021.

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 material change report.

Item 8. Executive Officer

The following senior officer of Environmental Waste International Inc. is knowledgeable about the material change and the Report and may be contacted as follows:

Bob Macbean, CEO
Telephone: 1-800-399-2366

Item 9. Date of Report

September 18, 2020.