

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

ESG Capital 1 Inc.
18 King Street East, Suite 902
Toronto, Ontario M5C 1C4

Item 2 Date of Material Change

January 4, 2023

Item 3 News Release

The press release attached as Schedule "A" was released on January 5, 2023, by a newswire company in Canada.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Robert Pollock
President and CEO
ESG Capital 1 Inc.
(416) 214-9672

Item 9 Date of Report

January 5, 2023

Schedule “A”

ESG CAPITAL 1 INC. ANNOUNCES RESULTS OF ANNUAL & SPECIAL MEETING

Toronto, Ontario, January 5, 2023 – ESG Capital 1 Inc. (TSXV: ESGO-P) (the “**Company**” or “**ESG Capital**”), is pleased to announce that its shareholders have approved all items of business brought before them at the Company’s annual and special meeting of shareholders (the “**Meeting**”) held on January 4, 2023, including several items of business relating to the Company’s proposed qualifying transaction (the “**Proposed Transaction**”) with Full Circle Lithium Inc. (“**Full Circle**”).

Full Circle is a full-service battery material processing company focused on lithium and battery materials reintegration to meet demand for battery-grade raw materials. The primary focus of Full Circle is on recycling high purity battery materials including lithium, high purity copper, aluminum, nickel, cobalt, manganese, iron phosphate and graphite. Full Circle is focused in three distinct battery material processing business segments using its recycling approach and its specialized knowledge in the lithium recovery process: (1) battery recycling from end-of-life solution lithium-ion batteries, (2) feedstock recycling from industrial and chemical feedstock recovering lithium, and (3) lithium refinery from upstream and downstream feedstock. Full Circle currently leases a scalable operational plant in Georgia, USA (the “**Georgia Facility**”), with an option to purchase 100% of the plant. The Georgia Facility is currently designed to convert lithium sulfate and/or lithium chloride into battery-grade Lithium Carbonate.

A total of 2,477,000 common shares of the Company were represented at the Meeting. Shareholders voted in favour of all matters brought before the Meeting, as follows:

- (i) the appointment of the auditors of the Company;
- (ii) the approval of the stock option plan of the Company;
- (iii) fixing the number of directors at four (4) for the ensuing year; and
- (iv) the election of the four nominees proposed as directors by management. The detailed results for the election of directors of the management proxy votes received, including those at the Meeting, were as follows:

Nominee	Votes For	Votes For (%)	Votes Against	Votes Against (%)
Robert Pollock	2,477,000	100%	0	0
David Guebert	2,477,000	100%	0	0
Pasquale DiCapo	2,472,000	99.798%	5,000	0.202%
David D’Onofrio	2,472,000	99.798%	5,000	0.202%

In addition, shareholders voted in favour of two items of business relating to the Company’s proposed qualifying transaction with Full Circle, as follows:

- (i) change of name of the Company to “Full Circle Lithium Inc.” or such other name as the directors of the Company may approve and may be acceptable to the applicable regulatory authorities; and
- (ii) the consolidation of the common shares of the Company on the basis of one (1) post-consolidation for up to five (5) pre-consolidation shares.

Further details on the above matters, including the report of voting results thereon, are available on under the Company’s profile on www.sedar.com.

About Full Circle

Full Circle Lithium is a battery material processing company focused on lithium and battery materials reintegration to meet the demand for crucial and scarce battery-grade raw materials the world requires utilizing improved technology and process improvements. The Company is focused in three distinct and complementary battery material processing business segments using its superior technical skills, innovative recycling approach and lithium recovery process: battery recycling from end-of-life solution

lithium-ion batteries, feedstock recycling from industrial and chemical feedstock recovering lithium, and lithium refinery from upstream and downstream feedstock. Full Circle has leading technical expertise with over 70 years of combined experience in lithium extraction and processing (IP development ongoing) and proven capital markets experience within the lithium industry at Neo Lithium and Lithium Americas.

About ESG Capital 1 Inc.

ESG Capital is a capital pool company created pursuant to the policies of the TSXV. It does not own any assets, other than cash or cash equivalents and its rights under the LOI. The principal business of ESG Capital is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance by the TSXV so as to complete a Qualifying Transaction in accordance with the policies of the TSXV.

For more information about ESG Capital 1 Inc., please contact:

Robert Pollock

President, CEO, CFO, Corporate Secretary and Director

E: rpollack@primarycapital.ca

T: 416 214-9672

Cautionary Notes

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. ESG Capital assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward-looking statements unless and until required by securities laws applicable to ESG Capital. Additional information identifying risks and uncertainties is contained in filings by ESG Capital with the Canadian securities regulators, which filings are available at www.sedar.com.

Completion of the proposed Qualifying Transaction is subject to a number of conditions, including the receipt of all necessary regulatory approvals. There can be no assurance that the proposed Qualifying Transaction will be completed as proposed or at all. Trading in the securities of a capital pool company should be considered highly speculative. The TSXV has in no way passed upon the merits of the proposed Qualifying Transaction and has neither approved nor disapproved the contents of this press release. The common shares of ESG Capital will remain halted until such time as permission to resume trading has been obtained from the TSXV. ESG Capital is a reporting issuer in Alberta, British Columbia, and Ontario. ESG Capital disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

The TSXV has in no way passed upon the merits of the proposed Qualifying Transaction and has neither approved nor disapproved the contents of this press release.