



ECOLOMONDO CORPORATION

(the "Company" or "Ecolomondo")

PART 1: SUMMARY OF OFFERING

What are we offering?

Securities offered:	units (the " Units ").
Description of Offered Securities:	Each Unit will consist of one common share (" Common Share ") of the Company and one common share purchase warrant (each, a " Warrant "). Each Warrant shall entitle the holder to purchase one common share of the Company at a price of \$0.24 at any time on or before 2 years after the Closing Date, provided that if the closing price of the Common Shares on the TSX Venture Exchange is equal to or greater than \$0.35 for a period of 15 consecutive trading days, the Company may accelerate the expiry date of the Warrants by disseminating a press release within 7 calendar days after the 10th trading day, and in such case the Warrants will expire on the 30 th day after the date on which such press release is disseminated.
Offering Price per security:	\$0.16125 per Unit.
Offering:	Up to 6,201,550 Units.
Payment Terms:	Bank draft, certified cheque or wire prior to closing.
Proposed closing date:	The Company shall close on or prior to June 14, 2025 (the " Closing Date ").
Selling agent:	None.
The exchange and quotation system, if any, on which the securities are listed, traded or quoted	The Common shares are listed on the TSX Venture Exchange (the " TSXV ") under the trading symbol "ECM" and on the OTCQB under the trading symbol "ECMLF".
The closing price of the issuer's securities on the most recent trading day before the date hereof:	On April 30, 2025, the closing price of the Company's common shares on the TSXV was \$0.215.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

Ecolomondo is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the issuer represents the following is true:

- **The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.**
- **The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.”**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, timelines and anticipated costs; completion of the offering, the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the offering; and completion of the offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof 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 statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the offering; completion of the offering; changes in project parameters; costs, including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses or permits; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; market competition; changes in taxation rates or policies; changes in environmental regulation; environmental compliance issues; and risks related to the effects of COVID-19. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the

Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at <http://www.sedarplus.ca/>. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is Our Business?

Ecolomondo is at the forefront of the tire recycling industry with its groundbreaking clean technology, the Thermal Decomposition Process ("TDP"). The Company is committed to sustainability and circularity: it decomposes scrap tires back into their original components – carbon black, oil, steel, syngas and fiber – through an eco-friendly approach. These essential commodities have robust and expanding markets, primarily attributed to the global growth of population and consumption.

Ecolomondo's technology is the result of over 25 years of development, tested in a commercial-size pilot plant in Contrecoeur, Quebec, featuring two TDP reactors. The Company recently completed the construction of its first commercial plant: a two-reactor turnkey TDP facility in Hawkesbury, Ontario, which is now ramping up for commercial production. In addition, the Company is well advanced for its next ambitious endeavor: a six-reactor TDP facility in Shamrock, Texas, USA.

Ecolomondo's TDP turnkey facilities generate revenue through the sale of end-products, including recovered carbon black, recovered oil, and steel, as well as from tipping fees paid to scrap tire recyclers.

The Company's approach extracts significantly higher commercial value from end-of-life tires compared to conventional recycling and disposal methods.

The Company currently trades on the TSX Venture Exchange under the symbol ECM and the OCTQB under the symbol ECLMF. To learn more, visit www.ecolomondo.com.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company.

- **Ecolomondo announces grant of stock options.** On April 30, 2025, the Company announced it issued stock options to its directors, officers, employees and consultants to purchase 3,950,000 common shares of the Company at an exercise price of \$0.17 per share for a period of ten (10) years from the date of the grant. The Options issued to directors and officers will vest over a period of one (1) year (1/2 on the date that is six months from the date of grant, and 1/2 based on performance, attendance and participation on the date that is 12 months from the date of grant) and the Options issued to employees and consultants will vest over a period of three (3) years (1/3 on each anniversary of the date of grant), subject to earlier vesting or termination in accordance with the stock option plan of the Company. The Options are subject to the approval of the TSX Venture Exchange.
- **Ecolomondo Concludes Amending Agreements with Export Development Canada.** On April 29, 2025, the Company announced that it has concluded amending agreements to loans with Export Development Canada ("EDC"). The conclusion of these amending agreements with EDC would allow the Company to benefit from improved working capital and give investors a higher level

of confidence pivotal for the Company to achieve its strategic goals. The successful commissioning of the new milling line, which is nearing completion, is expected to allow the Hawkesbury facility to have the capacity to process up to 2,200 lbs of rCB per hour with a particle size distribution of 96% between 10-15 microns, enough capacity to allow both TDP reactors and shredding line to operate at full capacity. The original loan of C\$32.5 million was used to finance the construction of the Company's first of its kind new turnkey thermal decomposition facility in the Town of Hawkesbury, Ontario to process end-of-life tires and produce re-usable resources. In the revised terms, EDC agreed to a temporary principal and interest payment holiday. Two other loans were extended to the Company's subsidiary, Ecolomondo Environmental (Hawkesbury) Inc., owner of the Hawkesbury facility, one for C\$3 million, announced in May 2024, and the second for C\$2 million, announced in November 2024. EDC has also agreed to a temporary principal and interest payment holiday. The conclusion of these agreements is a major step forward for the Company to fully ramp-up the Hawkesbury facility and focus on expanding globally with the construction of the Shamrock (Texas) facility.

- **Ecolomondo Provides Update on Progress of the Commissioning of Its New Milling Line.** On April 28, 2025, the Company announced that it achieved a major milestone of reaching a throughput of approximately 2,700 lbs per hour of recovered carbon black during recent testing of the new milling line, surpassing the Company's projected target of 2,200 lbs per hour. Testing was performed using the Company's new HMI (Human-Machine Interface) automation technology and the Company reported that the equipment worked according to expectations. Since the mill and the conveying equipment has achieved more than the required throughput, the Hawkesbury team is focused on calibrating the mill to produce the required particle size of 10 to 15 microns. The Company is projected to begin commercial production of recovered carbon black ("rCB") end of May 2025. Offtake customers informed the Company that they are anxiously awaiting increased supply of rCB, oil and steel. The sale of these sustainable products along with tipping fees of \$145 per metric ton is projected to yield \$12.1 Million in annual revenues for the Company, with a projected EBITDA of 45 to 50% depending on market prices for end-products. Once the new milling line is fully commissioned, it is expected to have a capacity to process 2,200 lbs per hour of rCB and yield a particle size distribution of 96% between 10-15 microns, which are the specs required by offtake clients. The commissioning of the new milling line will allow the entire Hawkesbury TDP facility to ramp up its production to full capacity. The facility is expected to process over 1.5M scrap tires per year, to produce 4,500 MT of recovered carbon black, 5,400 MT of oil, and 2,250 MT of steel, while recovering 1,350 MT of process gas. This major achievement brings the Hawkesbury facility closer to full production and commercialization.
- **Ecolomondo Completes Installation and Begins Commissioning of Its New Milling Line.** On April 23, 2025, the Company announced that it has completed the installation and began the commissioning of its new milling line at its Hawkesbury TDP turnkey facility. This new milling line, along with all the support equipment such as conveying, baghouse, magnets, dust collection, pelletizer, dryer and bagging, is fully automated using HMI technology. Installation was completed in record time, on schedule and on budget. The commissioning successfully began early in April 2025 and the Company expects to complete the commissioning by the end of April 2025, with initial production of rCB to begin thereafter. The Company expects to begin regular production of rCB by the end of May 2025. The Company expects to have a capacity to process 2,200 per hour of rCB and yield a particle size distribution of 96% between 10-15 microns required by offtake clients once the new milling line is fully commissioned. The commissioning of the new milling line will allow the entire Hawkesbury TDP facility to ramp up its production to full capacity. The facility is expected to process over 1.5M scrap tires per year, to produce 4,500 MT of recovered carbon black, 5,400 MT of oil, and 2,250 MT of steel, while recovering 1,350 MT of process gas. It is expected to generate projected annual sales of \$12.1M with an EBITDA between 45 and 50%.
- **Ecolomondo Announces Amendments to Loan Agreements with Export Development Canada.** On March 27, 2025, the Company announced that it reached an agreement in principle to amend certain terms under its loan agreements with EDC. Strategic discussions between the Company and EDC have led to this very important development allowing the Company to benefit

from improved working capital and higher investor confidence. The Company has focused its recent efforts and invested substantial resources in the past year to replace its milling and conveying equipment at the Hawkesbury facility's rCB department. The successful commissioning of this new equipment is expected to allow the Hawkesbury facility to have the capacity to process up to 2,200 lbs of rCB per hour with a particle size distribution of 90% between 10-15 microns, specifications required by most of the Company's rCB off-take customers. The original loan of C\$32.5 million was used to finance the construction of the Company's first of its kind new turnkey thermal decomposition facility in the Town of Hawkesbury, Ontario that will process end-of-life tires to produce re-usable resources. EDC agreed to a temporary principal and interest holiday in the revised terms subject to final documentation. Two other loans were extended to the Company's subsidiary, Ecolomondo Environmental (Hawkesbury) Inc., owner of the Hawkesbury facility, one for C\$3 million, announced in May 2024, and the second for C\$2 million, announced in November 2024. EDC has also agreed, subject to final documentation, to a temporary interest and capital payment holiday on these loans.

- **Ecolomondo Retains Integral Wealth Securities Inc. for Capital Markets Advisory Services.** On March 26, 2025, the Company announced that it has entered into an agreement (the "**Agreement**") with Integral Wealth Securities Inc. ("**Integral**") to assist in maintaining active and orderly trading in the market for the Corporation's securities in compliance with the policies and guidelines of the TSXV and other applicable legislation. Integral will trade shares of Ecolomondo Corporation on the TSXV for the purposes of maintaining an active and orderly trading in the market and improving the liquidity of the companies' common shares. Under the Agreement, the Company will pay Integral \$6,000 per month plus applicable taxes. The term of engagement is a minimum of 3 months and may be terminated by the Company on 30 days' prior written notice after the second month of the initial term. The Company and Integral have an arm's length relationship, and as of the date of the Agreement neither Integral nor its principals have an interest, directly or indirectly, in the securities of the Company. There are no performance factors contained in the agreement between Integral and the Company and Integral will not receive any shares or options from the Company as compensation for services it will render. Integral will be responsible for the costs it incurs in buying and selling the Company's common shares, and no third party will be providing funds or securities for the market making activities.
- **Ecolomondo Appoints New Auditor Forvis Mazars LLP.** On February 21, 2025, the Company announced that it has appointed Forvis Mazars LLP ("**Forvis Mazars**") as its independent auditor, effective February 10, 2025. The board of directors of the Company appointed Forvis Mazars as the new auditor until the next annual general meeting of the Company. The Company selected Forvis Mazars after discussions with several other potential replacements to Raymond Chabot Grant Thornton LLP ("**RCGT**"), the Company's former auditor.
- **Ecolomondo Provides Update on Installation of Its New Milling Line And Progress At The Hawkesbury TDP Facility.** On February 18, 2025, the Company provided an update on the installation of its new milling line and progress at the Hawkesbury TDP facility. It had received the milling line in late January 2025, following its purchase in August 2024. Preparation for installation began in October 2024 to ensure a smooth and timely process. The Company reported that installation was progressing well, on schedule, and on budget. It involved fine positioning, connections to power distribution, dust collection, air compression systems, magnetic separators, the conveying system, other supporting equipment, and integration into Ecolomondo's control network to ensure facility efficiency and consistent product quality. Substantial progress had been made across all departments, and the Company expected installation to be completed by March 2025, with commissioning to begin shortly after. Recovered carbon black production is expected to start in April 2025, with a gradual production ramp-up by Q4 2025. Once operational, the fully automated milling line, using HMI technology, is expected to process 2,200 lbs of rCB per hour, with 90% of particles between 10–15 microns, meeting the requirements of most off-take customers. This capacity would exceed the plant's rCB production volume. As of January 2025, the facility had completed its 100th batch at full capacity (15,000 lbs each), processing around 130,000 end-of-life tires and producing about 90,000 gallons of tire-derived oil, 460,000 lbs of rCB, and

200,000 lbs of steel—reaffirming the process’s efficiency, safety, and product quality. In anticipation of commissioning and full-scale ramp-up, the Company increased its Hawkesbury workforce to 27 and began preparations for double shifts and training, including safety instruction for all new hires. The Company also announced the appointment of Mr. Aarian Hosein as Director of Operations, the promotion of Mr. Steve Rampersad to Facility Maintenance Lead, and the promotion of Mr. Yash Gajjar to Site Production Engineer at its Hawkesbury TDP facility.

- **Ecolomondo Finalizes \$2 Million Credit Facility with EDC.** On February 3, 2025, the Company announced the conclusion of final documentation for its previously disclosed \$2 million credit facility with Export Development Canada (EDC). The facility, announced on November 25, 2024, was extended to Ecolomondo Environmental (Hawkesbury) Inc., the subsidiary that owns the Hawkesbury plant. It will support the purchase, installation, and commissioning of new milling equipment, which is expected to enable the full ramp-up of all operational departments. As part of the facility terms, a \$500,000 cash injection from the parent company was required and fulfilled in November 2024. The Hawkesbury facility is intended to serve as a global technological showcase of the TDP platform, supporting operator training, marketing of by-products, and attracting joint venture partners and investors.
- **Ecolomondo Signs LOI with Aresol Renewables for Joint Venture in Spain.** On January 14, 2025, the Company announced that it signed a letter of intent with Alternativas Riojanas Eólicas y Solares S.L. (ARESOL) on December 2, 2024 to form a joint venture for a 20,000 metric tons/year tire-derived products (TDP) facility in Spain. ARESOL, a developer and operator of renewable energy projects, aims to expand into tire pyrolysis and selected Ecolomondo’s Canadian technology for its projects. The joint venture will be established through a newly formed entity jointly owned by Ecolomondo, ARESOL, and potential investors. The facility will process 20,000 tons of end-of-life tires annually to produce Tire Pyrolysis Oil, recovered carbon black, steel, and syngas. The Company will supply the pyrolysis technology, while project development and financing will be shared proportionally among the partners and any future investors. Final structure and terms will be outlined in the definitive agreements.
- **Ecolomondo Agrees in Principle To a \$2 Million Credit Facility with Export Development Canada.** On November 25, 2024, the Company announced that it has reached an agreement in principle for a \$2 million credit facility with Export Development Canada (EDC), to be extended to its subsidiary, Ecolomondo Environmental (Hawkesbury) Inc., which owns the Hawkesbury facility. The credit facility, intended to support financing of new milling equipment and general working capital, will be disbursed in 3 separate tranches, 2 of \$750,000 and the remaining \$500,000, over a maximum period of 8 months. It carries a floating interest rate of prime plus 8% per year, with monthly interest payments and principal repayments starting eight months after each tranche, over a 24-month period. The loan will be secured by the subsidiary’s assets, a corporate guarantee, and intellectual property. As a condition of the facility, the Company is required to contribute a \$500,000 cash injection, of which approximately \$200,000 has already been advanced toward the final payment on the new milling equipment, with the balance to be provided upon completion of the final documentation.
- **Ecolomondo’s Director Mario Girard Resigns to Become Quebec’s Delegate General in Tokyo.** On November 14, 2024, the Company announced that Mario Girard resigned as Director from its Board of Directors and its wholly-owned subsidiaries as he has accepted a new position as Quebec’s Delegate General in Tokyo, which prevents him to continue being a member of the Boards of public and private companies.
- **Ecolomondo Achieves New Gross Revenue Milestone From Operations At Its Hawkesbury TDP Facility.** On November 5, 2024, the Company announced that it has achieved a new gross revenue milestone from operations for the month of October 2024. Gross revenues from operations for the month of January 2024 stood at \$21,083 and gradually increased to \$78,364 for the month of October 2024 as a result of improved efficiencies in the Tire Shredding & Thermal Decomposition (“TDP”) departments. The Company expects its upward trend in gross revenues to continue with

the commissioning of the new milling line in early 2025. The milling line has been built and is awaiting final inspection, expected to be completed in the coming week. Once approved, it will be shipped to the Hawkesbury TDP facility, with a transit time of 4 to 5 weeks, and installation is expected to begin shortly after arrival.

- **Ecolomondo Files Notice of Change of Auditor.** On October 29, 2024 the Company announced that it has filed a Notice of Change of Auditor as Raymond Chabot Grant Thornton LLP (“**RCGT**”) has recently informed the Company of its resignation, citing challenges related to labor shortages and rising operating costs.
- **Ecolomondo Provides an Update on Tire Shredding at Its Hawkesbury TDP Facility.** On October 7, 2024, the Company provided an update on the tire shredding output at its Hawkesbury TDP facility. The Shredding department processes end-of-life tires into crumb rubber, extracting steel and fiber to create feedstock for the Company’s thermal reactors. Over the past year, the Company improved its shredding capabilities, reaching a capacity of over 15 short tons of crumb rubber in an 8-hour shift, which would provide enough feedstock to supply 2 TDP reactors at full capacity for two 15,000 lb batches per reactor daily. The improved production is expected to drive higher revenues through increased tipping fees, greater sales of steel and oil, and more recovered carbon black, which will be processed once the new milling machine is installed in December 2024. Once fully operational, the Hawkesbury TDP facility is expected to process over 1.1 million scrap tires annually, producing 7.6 million lbs of recovered carbon black, 30,528 barrels of oil, 2.6 million lbs of steel, and 2.3 million lbs of process gas, while also preventing 15,000 tons of CO2 emissions.
- **Ecolomondo Appoints Lynn Côté as new member of its Board of Directors.** On September 30, 2024, the Company announced the appointment of Mrs. Lynn Côté as Director on its Board of Directors. Ms. Côté has a strong experience in cleantech financing with an extensive career for over 30 years at EDC, including 12 years as part of EDC’s Cleantech Team as the National Lead Cleantech Ecosystems and Market Intelligence.
- **Ecolomondo Appoints Jean-François Labbé as Interim CEO.** On September 27, 2024, the Company announced the appointment of Mr. Jean-François Labbé as Interim Chief Executive Officer, replacing Mr. Gary Economo.
- **Ecolomondo Announces Extension and New Exercise Price for September 2021 Warrants.** On September 18, 2024, the Company announced that it intends to modify the exercise price of 3,076,922 common share purchase warrants (the “**Warrants**”) previously announced in its press releases dated September 6, 2024 and September 17, 2024, where it received approval to extend the expiry date the Warrants that were issued pursuant to the Company’s private placement offering initially announced on September 3, 2021 and closed on September 24, 2021. Originally, the Warrants had an expiry date of September 24, 2024 and entitled the holder to purchase one common share of the Company at a price of \$1.00 per common shares. Further to the TSX Venture Exchange approval, the expiry date of the Warrants is extended by an additional 2 years to September 24, 2026. In addition to the extension of the expiry date, the Company has concurrently applied to the TSX Venture Exchange for approval to reduce the exercise price from \$1.00 to \$0.24. The Warrants will include an accelerated expiry clause such that the exercise period of the Warrants will be reduced to thirty (30) days if, for any ten (10) consecutive trading days during the unexpired term of the Warrants, the closing price of the common shares of the Company is at or above a price of \$0.30. In such a scenario, the Company will disseminate a press release, which shall not be more than seven (7) calendar days after the 10th trading day, and provide notice in writing to the holders of the Warrants that the expiry date will be accelerated 30 days from the date of providing such notice wherein the Warrants will expire on the 30th day after the date on which such press release is disseminated.
- **Ecolomondo Announced First Truckload Shipment of Recovered Carbon Black to a Major Customer.** On September 3, 2024, the Company announced the successful initial truckload shipment of recovered carbon black to a major customer. This landmark event marks a significant

milestone in the company's journey towards establishing itself as a key player in the global sustainable materials market. The shipment of recovered carbon black represents a major advancement in Ecolomondo's tire recycling operations, utilizing its proprietary thermal decomposition technology to convert end-of-life tires into high-value recovered materials. The carbon black produced at the Hawkesbury facility, a crucial component in numerous industrial applications, is now being delivered to a prominent customer, further demonstrating the effectiveness and scalability of Ecolomondo's innovative recycling solutions. The recovered carbon black shipped to the major customer meets stringent quality standards, showcasing the effectiveness of Ecolomondo's advanced decomposition technology in producing high-value materials. The shipment underscored Ecolomondo's role in reducing tire waste and promoting a circular economy by repurposing end-of-life tires into valuable resources, thereby decreasing environmental impact. The initial shipment marked the beginning of a broader market strategy, allowing Ecolomondo to establish and expand its presence in the recycled materials sector and strengthen relationships with key industry players. The successful delivery to a major customer demonstrates the Company's capability to meet market demands and deliver products that align with industry needs and sustainability goals. The shipment of recovered carbon black aligns with Ecolomondo's broader mission to support sustainability and the circular economy. By converting waste into high-quality materials, the Company contributes to the reduction of landfill waste and the promotion of sustainable resource management. With the successful initial shipment, Ecolomondo is poised for continued success and growth in the recycled materials market. The Company remains committed to enhancing its technology, expanding its customer base, and contributing to a more sustainable and circular economy.

- **Ecolomondo Retains Impaq Capital For Investor Relations Services.** On July 30, 2024, the Company retained IMPAQ Capital Inc. ("**IMPAQ**") to provide investor relations services to the Company in accordance with Policy 3.4 of the TSX Venture Exchange ("**TSXV**") and any other applicable legislation. Under the Agreement effective August 19, 2024 (the "**Agreement**"), the Company will pay IMPAQ a monthly cash fee of \$7,500. No securities of Ecolomondo are being granted to IMPAQ and there are no performance factors contained in the Agreement. The Company and IMPAQ are unrelated and unaffiliated entities. The contract is for an initial period of 6 months effective August 19, 2024, with three-month renewal periods thereafter, unless terminated by the Company.
- **Ecolomondo Announced Closing of Non-Brokered Private Placement Of C\$506,660.** On July 26, 2024, the Company completed a non-brokered private placement (the "**Offering**") for gross proceeds of C\$506,660.04 from the sale of 2,814,778 units of the Company (each, a "**Unit**") at a price of C\$0.18 per Unit. Each Unit consisted of one common share of the Company (each, a "**Unit Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant shall entitle the holder to purchase one common share of the Company (each, a "**Warrant Share**") at a price of C\$0.24 at any time on or before that date which is 2 years after the closing date of the Offering, provided that if the closing price of the common shares on the TSX Venture Exchange is equal to or greater than \$0.30 for a period of 10 consecutive trading days, the Company may accelerate the expiry date of the Warrants by disseminating a press release, and in such case the Warrants will expire on the 30th day after the date on which such press release is disseminated. The Units were sold to purchasers in the provinces of Quebec, Alberta, British Columbia, Manitoba, Ontario and Saskatchewan pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 *Prospectus Exemptions*. The Unit Shares and Warrant Shares are immediately freely tradeable under applicable Canadian securities legislation if sold to purchasers resident in Canada. The purchase of Units pursuant to the Offering by Eliot Sorella and Michael Frankel, each a director or officer of the Company constituted a "related party transaction" as such term is defined by Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*, however is exempt from the formal valuation and shareholder approval requirements under MI 61-101.
- **Ecolomondo Concludes \$3 Million Loan With EDC.** On July 18, 2024, the Company announced that it has concluded the final documentation to the previously announced \$3 million loan (the

“**Loan**”) with Export Development Canada (“**EDC**”). This Loan, previously announced on May 28, 2024, is in addition and separate to the original Loan of \$32.1 million that was executed in April 2019 and restructured in December 2023 with a restated capital amount of \$37,903,920. The additional funds will improve the Hawkesbury subsidiary’s cash position and pay for additional equipment needed to bring the Hawkesbury plant to full commercial operation. The Loan calls for a 2-year term, with a floating interest rate of prime plus 8%. Interest payments will be capitalized until February 28, 2025 and payable thereafter on a monthly basis. Principal along with the interest will be repaid in monthly installments over a period of 12 months starting April 2025. The collateral to the Loan is a first rank security interest and hypothec of \$3 million on all of the borrower’s future and present personal/movable property, and real immovable property owned by Ecolomondo Environmental (Hawkesbury) Inc.

- **Ecolomondo announces completion of Amending Agreement to the EDC Loan.** On June 4, 2024, the Company has concluded the final documentation to the previously announced Conditional Amending Agreement to its Loan agreement (“**Loan**”) with Export Development Canada (“**EDC**”). The original Loan was for an amount of \$32.1 million in project financing with EDC, and executed on April 3, 2019, to finance the construction of the Company’s first of its kind new turnkey thermal decomposition facility in the Town of Hawkesbury, Ontario (the “**Hawkesbury facility**”) to process end-of-life tires to produce sustainable resources. On January 2, 2024, the Company announced that it reached an agreement to restructure its original Loan agreement with EDC, whereby the maturity date of the loan was changed to May 2029 and the interest rate was capped at 8.5% per annum. Capital and interest payments were to begin in May 2024 with quarterly installments, capital payments to be calculated based on a 25-year amortization. The Restructured Loan Agreement also called for accumulated interest up to May 2024 to be capitalized and the total Loan would be increased to \$37,903,920. Interest on the capitalized interest up to May 2029, the new maturity date, would be waived if both the Loan and the accumulated interest were to be repaid by then. The new Amending Agreement executed on May 31, 2024, allows for the postponement of interest payments due in May, August, November 2024 and February 2025. It calls for these postponed interest payments to be paid in kind and capitalized to the Loan. Capital payments due for the same periods will be added to the amount of the Loan to become due on the final maturity date in May 2029.
- **Ecolomondo Reaches a Conditional Agreement For \$3 million Loan With EDC.** On May 28, 2024, the Company announced, subject to final documentation, a new loan of \$3,000,000 (the “**New EDC Loan**”) from EDC to cover projected capital expenditures and working capital needed for the balance of the fiscal year 2024 in respect of the Hawkesbury facility. The additional funds will improve the Hawkesbury subsidiary’s cash position and are expected to pay for additional equipment, to finance the daily operations, to increase plant efficiency and complete the ramp-up. Subject to the execution of final documentation, which is expected to be completed in the next few weeks, the New EDC Loan calls for a 2-year term, with a floating interest rate of prime plus 8%. Interest payments will be capitalized on a monthly basis until February 2025 and payable thereafter on a monthly basis. Principal will be repaid by 12 equal installments starting April 2025. The collateral to the New EDC Loan is a first rank security interest and/or hypothec of \$3 million on all of the borrower’s future and present personal/movable property, and real immovable property backed by a personal guarantee by Eliot Sorella, the Company’s controlling shareholder and Executive Chairman. The New EDC Loan conditions also call for a \$1 million cash injection from the controlling shareholder starting March 1, 2024. The controlling shareholder will continue to fund the operations of the Hawkesbury subsidiary until such time that the New EDC Loan is disbursed, at which time he will be entitled to be reimbursed for all expenditures that exceeded \$1 million.
- **Ecolomondo announces new CEO.** On May 1, 2024, the Company announced the appointment of Mr. Gary Economo as Chief Executive Officer, replacing Eliot Sorella. Mr. Sorella will take on the role of Executive Chairman and retain the position of Chairman of the Board of Directors of the Company. Concurrent with the appointment of Mr. Economo, the Company announces the grant of 1,100,000 stock options at a price of \$0.165 (the “**Options**”). The Options shall be exercised at

the latest on the first-year anniversary of the appointment, and the Options and its underlying common shares will be subject to a hold period of two (2) years from the date hereof.

- Ecolomondo announces another milestone.** On March 1, 2024, the Company announced it reached another milestone when it recently performed simultaneous batches of 16,000 lbs in each of its two reactors and in full automatic mode. This important step in the ramp-up of the Hawkesbury TDP facility confirms many key elements of Ecolomondo's technology, in particular: the Company's investments in the automation have led to process efficiency and ensure output optimization. The control system allows for the least amount of human interface and the total supervision of the entire TDP process and all process parameters of both reactors to produce batches of 16,000 lbs each, within the expected process timeframe of 8 hours.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

Our objectives for the use of the available funds include, but are not limited to: i) general working capital; ii) implement sales and marketing programs in order to increase awareness in the market along with Investor Relations activities and the development of new customer relationships; iii) expenses associated to the ongoing preparation for the company's Shamrock Texas project; and iv) to optimize the process and production in the Hawkesbury TDP Facility.

PART 3: USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

Available Funds

The net proceeds of the offering and the funds which will be available to the Company after this offering are as follows:

		Assuming 100% of the Offering⁽¹⁾
A.	Amount to be raised by this offering	\$1,000,000
B.	Selling commissions and fees ⁽²⁾	\$60,000
C.	Estimated offering costs (e.g., legal, accounting, audit)	\$20,000
D.	Net proceeds of offering: D = A - (B+C)	\$920,000
E.	Working capital as at most recent month end ⁽³⁾	\$361,000
F.	Additional sources of funding ⁽⁴⁾	\$250,000
G.	Total available funds: G = D+E+F	\$1,531,000

Notes:

(1) There is no minimum offering amount.

(2) Upon closing, the Company may pay Finders (defined in "Part 4: Fees and Commissions") a Cash Fee (defined in "Part 4: Fees and Commissions") of up to 6% of gross proceeds raised from subscribers introduced by Finders.

(3) Working capital, as reported in its most recent month-end March 31, 2025. The Company has excluded from its working capital a deposit of \$2,733,910 from a potential future partner, advances of \$1,585,274 from a company under common control and \$500,000 that is forfeited by a potential buyer.

(4) The Company has access to a line of credit in the amount of \$250,000 with a Canadian financial institution.

How will we use the available funds?

The Company plans to allocate the net proceeds of the Offering for projected capital expenditures and for general working capital purposes to meet strategic objectives and commitments, including the acceleration of the production ramp-up of the new Hawkesbury TDP facility and the initial planning, preparation and legal expenses of the project in Shamrock, Texas.

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Hawkesbury Facility	\$1,195,000
Shamrock Facility	\$20,000
Corporate G&A including salaries, legal, audit, public listing costs	\$316,000
Total	\$1,531,000

We intend to spend the net proceeds as stated. We will reallocate funds only for sound business reasons. The most recent audited financial statements contained a Going Concern Note (Period Ended December 31, 2024):

“Since inception, the Company has incurred operating losses. As at December 31, 2024, the Company has an accumulated deficit of \$30,749,435 (\$26,743,082 as at December 31, 2023) as well as negative working capital. The Company has not yet completed the construction of its Hawkesbury plant to enable the Company to establish a stabilized source of revenue sufficient to cover operating expenses. Based on the current level of expenditures and available liquidity, management estimates that the Company will require additional financing within the next twelve months.

The Company is actively seeking to secure additional funding through: equity-based financing, debt-financing or other arrangements; however, there is no assurance that the Company will be successful in this or any of its endeavours or become financially viable and continue as a going concern. Consequently, these material uncertainties raise significant doubt regarding the Company's ability to continue as a going concern.”

Management expects that the Going Concern Note will be resolved with the ramp-up of production at its Hawkesbury facility. As ramp-up gains momentum, the Company expects the Hawkesbury TDP facility to gradually improve cash flow and to become cash flow positive (before debt servicing), at 2 batches per day.

How have we used the other funds we have raised in the past 12 months?

Previous Financing Activity	Intended use of Funds	Use to date	Variance
\$3,000,000 ⁽¹⁾	\$3,000,000 loan: to improve the Ecolomondo Environmental (Hawkesbury) Inc.'s cash position and pay for additional equipment needed to bring the Hawkesbury plant to full commercial operation.	\$3,000,000	No variance as of the date hereof or impact on business objectives and milestones.
\$2,000,000 ⁽²⁾	Loan extended to Ecolomondo Environmental	\$2,000,000	No variance as

	(Hawkesbury) Inc. to assist mainly with the purchase, installation and commissioning of the new milling equipment.		of the date hereof or impact on business objectives and milestones.
\$506,660 ⁽³⁾	Private placement offering : projected capital expenditures and for general working capital purposes to meet strategic objectives and commitments, including the acceleration of the production ramp-up of the new Hawkesbury TDP facility and the initial planning, preparation and legal expenses of the project in Shamrock.	\$490,000	No variance as of the date hereof or impact on business objectives and milestones.

Notes:

(1) On July 18, 2024, the Company announced that it has concluded the final documentation to the previously announced \$3 million loan with Export Development Canada.

(2) On February 3, 2025, the Company announced the conclusion of final documentation for its previously disclosed \$2 million credit facility with Export Development Canada.

(3) On July 26, 2024, the Company completed a non-brokered private placement for gross proceeds of C\$506,660.04 from the sale of 2,814,778 units of the Company (each, a "Unit") at a price of C\$0.18 per unit. Each unit consisted of one common share of the Company and one common share purchase warrant, each warrant entitling the holder to acquire one additional common share at a price of \$0.24 for a period of two (2) years, subject to acceleration rights.

PART 4: FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

- a) the name of the dealer, finder, or other person

The Company has not engaged any dealers or finders in connection with this offering. However, the Company may pay finder's fees to persons (each, a "Finder") in respect of subscribers introduced by the Finder. Further information will be provided in subsequent news releases, once available.

- b) a description of each type of compensation and the estimated amount to be paid for each type

The Company may pay a Cash Fee (as defined below).

- c) if a commission is being paid, the percentage that the commission will represent of the gross proceeds of the offering

The Company may pay a cash fee of up to 6% of the gross proceeds raised in this offering (the "Cash Fee") in respect of the subscribers introduced by the Finder.

- d) details of any broker's warrants or agent's option (including number of securities under the warrants or option, exercise price and expiry date)

N/A.

- e) if any portion of the compensation will be paid in securities, details of the securities (including number, type and, if options or warrants, the exercise price and expiry date)

N/A.

Do the Agent(s) have a conflict of interest?

To the knowledge of the Company, it is not a “related issuer” or “connected issuer” of or to any Finders, as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*.

PART 5: PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6: ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the issuer's continuous disclosure at www.sedarplus.ca and <https://ecolomondo.com/>.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

PART 7: DATE AND CERTIFICATE

Dated April 30, 2025.

This offering document, together with any document filed under Canadian securities legislation on or after April 30, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

“Jean-François Labbé”

Jean-François Labbé
Interim CEO

“Donald Prinsky”

Donald Prinsky
CFO