



PRESS RELEASE

EARTH ALIVE COMPLETES SECOND TRANCHE OF \$1,300,000 IN CONVERTIBLE DEBT FINANCING

Montreal, Canada, November 30th 2017—Earth Alive Clean Technologies Inc. (CSE: EAC) (“**Earth Alive**” or the “**Corporation**”) is pleased to announce that it has completed a second tranche in the amount of \$1,300,000, in the private placement offering (the “**Offering**”) of secured convertible debentures (the “**Debenture**”) in the aggregate maximum amount of \$3,000,000, as previously announced. Including the initial tranche of \$500,000 completed on October 11th 2017, the aggregate principal amount outstanding on the Debentures is \$1,800,000. The Debentures bear interest at a rate of 15% per annum, which will be payable, together with the principal, on the maturity date of October 11, 2019. The Debenture holders will have the right to convert, in whole or in part and at any time, the principal amount of the Debentures and accrued and unpaid interest thereon into common shares of the Corporation at a conversion price equal to \$0.35, subject to adjustments to be made in accordance with applicable anti-dilution provisions. In connection with this tranche, warrants (the “**Warrants**”) to acquire 4,965,228 common shares have been issued. The Warrants have an exercise price of \$0.25, subject to adjustments to be made in accordance with applicable anti-dilution provisions, for a term of five (5) years and, in lieu of exercising the Warrants for cash, they may be, in whole or in part, exercised by means of a “cashless exercise”.

All Debentures issued under the Offering are secured by way of a hypothec on all of the Corporation’s intellectual property assets and will rank *pari passu* with the then outstanding Debentures, which hypothec will be removed earlier upon the Corporation completing a third party financing in the amount of \$3M. Investissements MSL Inc., the hypothecary representative for the second tranche subscribers, the Corporation and Investissement Influx Anse Inc. have entered into an intercreditor agreement providing that (i) all Debentures under the Offering will rank *Pari Passu*, (ii) any payment received shall be applied on a pro rata basis, (iii) any enforcement of security (whether the Hypothec or the Influx Anse Hypothec) will require the consent of at least two-thirds (2/3) majority of the outstanding principal amount of all Debentures issued pursuant to the Offering, and (iv) any other to customary provisions.

Any and all securities issued pursuant to the proposed investment will be subject to a statutory hold period of four months and one day from the date of issuance. The Corporation intends to use the proceeds from the proposed investment for working capital purposes and to continue operations.

The securities to be issued pursuant to the offering have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “1933 Act”), or under any state securities laws, and may not be offered or sold, directly or indirectly, or delivered within the United States or to, or for the account or benefit of, U.S.

persons (as defined in Regulation S under the 1933 Act) absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or a solicitation to buy such securities in the United States.

The CSE has neither approved nor disapproved the contents of this press release. The CSE does not accept responsibility for the adequacy or accuracy of this release.

Forward Looking Information

Except for statements of historical fact, this news release contains certain forward-looking statements within the meaning of applicable securities law. Forward-looking statements are frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” occur. Although Earth Alive believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.

For additional company information, please visit: www.earthalivect.com

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