

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

EnviroLeach Technologies Inc.
Unit 114, 8331 Eastlake Drive
Burnaby, BC
V5A 4W2

Item 2 Date of Material Change

February 28, 2018 and March 1, 2018

Item 3 News Release

A news release dated February 27, 2018, attached as Exhibit A, and a news release dated March 2, 2018, attached as Exhibit B, were disseminated and subsequently filed on SEDAR.

Item 4 Summary of Material Change

EnviroLeach Technologies Inc. completed its brokered and non-brokered private placements of units for total gross proceeds of \$10,050,000.

Item 5 Full Description of Material Change

EnviroLeach Technologies Inc. (the “**Corporation**” or “**EnviroLeach**”), (CSE: ETI) (OTCQB: EVLLF), completed its brokered and non-brokered private placement offering of 6,700,000 units (each, a “**Unit**”) at a subscription price of CAD\$1.50 per Unit, representing total gross proceeds of CAD\$10,050,000. The brokered private placement was completed pursuant to a Placement Agency Agreement between the Corporation and Roth Capital Partners.

Each Unit consists of one common share in the capital of the Corporation and one common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to purchase one common share in the capital of the Corporation (a “**Warrant Share**”) at a price of CAD\$2.50 at any time prior to 4:30 pm (Vancouver time) on March 1, 2020. The expiry date of the Warrants will be subject to acceleration as follows: If at any time after July 2, 2018, the closing price (or closing bid price on days when there are no trades) of the common shares on the Canadian Securities Exchange exceeds CAD\$3.00 for 10 consecutive trading days, then, upon the Corporation sending Warrant holders notice of acceleration of the expiry date and issuing a news release announcing such accelerated expiry date, the Warrants will only be exercisable for a period of 30 days following the date on which notice is sent to the Warrant holders.

The securities issued in connection with this private placement will be subject to a hold period under Canadian securities legislation which will expire on July 2, 2018.

In respect of the brokered portion of the private placement, the Corporation has paid Roth Capital Partners a placement fee of CAD\$608,000 in cash, and issued to Roth Capital Partners 405,333 compensation warrants (each, a “**Compensation Warrant**”). Each Compensation Warrant will entitle the holder to purchase one unit (consisting of one common share and one common share purchase

warrant) at the private placement offering price of CAD\$1.50 per unit, and will be exercisable until March 1, 2020, including by way of cashless exercise. Each underlying common share purchase warrant will be subject to substantially the same terms as are applicable to the Warrants, except that, subject to acceleration, they will also expire on March 1, 2020, and contain a cashless exercise provision.

The Corporation intends to use the proceeds from the private placement for general working capital and to continue the development of its technologies.

The Corporation has also entered into a one-year investment banking agreement with Roth Capital Partners, a relationship-driven investment bank focused on serving emerging growth companies and their investors.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Duane Nelson
Chief Executive Officer

Item 9 Date of Report

March 6, 2018

Exhibit A

News Release dated February 27, 2018



EnviroLeach Announces Private Placement

Vancouver, BC, February 27, 2018 – EnviroLeach Technologies Inc. (the “Corporation” or “EnviroLeach”), (CSE: ETI) (OTCQB: EVLLF), is pleased to announce a brokered and non-brokered private placement offering of 6,700,000 units (each, a “Unit”) at a subscription price of CAD\$1.50 per Unit, representing total gross proceeds of CAD\$10,050,000. The offering has been fully subscribed.

Each Unit will consist of one common share in the capital of EnviroLeach Technologies Inc. and one common share purchase warrant. Each Warrant will entitle the holder thereof to purchase one common share in the share capital of the Corporation (a “Warrant Share”) at a price of CAD\$2.50 at any time prior to 4:30 pm (Vancouver time) on the date that is 24 months from the date of the issuance of the Units. The expiry date of the Warrants will be subject to acceleration as follows: If at any time following the expiry of the four month holding period that will apply to the Warrants and the Warrant Shares under Canadian securities legislation, the closing price (or closing bid price on days when there are no trades) of the common shares on the Canadian Securities Exchange exceeds CAD\$3.00 for 10 consecutive trading days, then, upon the Corporation sending Warrant holders notice of such date and issuing a news release announcing such date, the Warrant will only be exercisable for a period of 30 days following the date on which notice is sent to the Warrant holders.

The securities issued in connection with this private placement will be subject to a four month hold period under Canadian securities legislation. Completion of the offering is subject to all required regulatory approvals, including the acceptance of the Canadian Securities Exchange (the “CSE”).

In respect of the brokered portion of the private placement, upon receiving CSE approval, the Corporation will pay the placement agent a placement fee of CAD\$608,000 in cash, and issue to the placement agent 405,333 compensation warrants (each, a “Compensation Warrant”). Each Compensation Warrant will entitle the placement agent to purchase one unit (consisting of one common share and one common share purchase warrant) at the private placement offering price of CAD\$1.50 per unit, and will be exercisable for a period of 24 months including by way of cashless exercise. Each underlying common share purchase warrant will be subject to substantially the same terms as are applicable to the Warrants, except that, subject to acceleration, they will expire 24 months after the issue date of the Compensation Warrants.

The Corporation intends to use the proceeds from the private placement for general working capital and to continue the development of its technologies.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities.

About EnviroLeach Technologies Inc.

EnviroLeach Technologies is a technology company and near-term gold producer that is engaged in the development and commercialization of environmentally-friendly formulas and technologies for the treatment of materials in the mining and E-Waste sectors. Using its proprietary non-cyanide, water-based, near neutral pH treatment process, EnviroLeach extracts precious metals from ores, concentrates, and E-Waste using only FDA approved additives to ambient temperature water.

Contact Information:

EnviroLeach Technologies Inc.

Duane Nelson
President & CEO
info@EnviroLeach.com

Exhibit B

News Release dated March 2, 2018



**EnviroLeach Announces Closing of Brokered Private Placement and
Investment Banking Agreement with Roth Capital Partners**

Vancouver, BC, March 2, 2018 – EnviroLeach Technologies Inc. (the “Corporation” or “EnviroLeach”), (CSE: ETI) (OTCQB: EVLLF), is pleased to announce that, further to its press release of February 27, 2018, it has completed its brokered and non-brokered private placement offering of 6,700,000 units (each, a “Unit”) at a subscription price of CAD\$1.50 per Unit, representing total gross proceeds of CAD\$10,050,000. The brokered private placement was completed pursuant to a Placement Agency Agreement between the Corporation and Roth Capital Partners.

Each Unit consists of one common share in the capital of the Corporation and one common share purchase warrant (each, a “Warrant”). Each Warrant entitles the holder to purchase one common share in the capital of the Corporation (a “Warrant Share”) at a price of CAD\$2.50 at any time prior to 4:30 pm (Vancouver time) on March 1, 2020. The expiry date of the Warrants will be subject to acceleration as follows: If at any time after July 2, 2018, the closing price (or closing bid price on days when there are no trades) of the common shares on the Canadian Securities Exchange exceeds CAD\$3.00 for 10 consecutive trading days, then, upon the Corporation sending Warrant holders notice of acceleration of the expiry date and issuing a news release announcing such accelerated expiry date, the Warrants will only be exercisable for a period of 30 days following the date on which notice is sent to the Warrant holders.

The securities issued in connection with this private placement will be subject to a hold period under Canadian securities legislation which will expire on July 2, 2018.

In respect of the brokered portion of the private placement, the Corporation has paid Roth Capital Partners a placement fee of CAD\$608,000 in cash, and issued to Roth Capital Partners 405,333 compensation warrants (each, a “Compensation Warrant”). Each Compensation Warrant will entitle the holder to purchase one unit (consisting of one common share and one common share purchase warrant) at the private placement offering price of CAD\$1.50 per unit, and will be exercisable until March 1, 2020, including by way of cashless exercise. Each underlying common share purchase warrant will be subject to substantially the same terms as are applicable to the Warrants, except that, subject to acceleration, they will also expire on March 1, 2020, and contain a cashless exercise provision.

The Corporation intends to use the proceeds from the private placement for general working capital and to continue the development of its technologies.

The Corporation is also pleased to announce that it has entered into a one-year investment banking agreement with Roth Capital Partners (www.rothcp.com), a relationship-driven investment bank focused on serving emerging growth companies and their investors.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities.

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