Offering Document under the Listed Issuer Financing Exemption June 13, 2024

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 $0.30 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.
Offering Price per security:	$0.18 per Unit.
Offering:	Up to 8,333,333 Units.
Payment Terms:	Bank draft, certified cheque or wire prior to closing.
Proposed closing date:	The Company shall close on or prior to July 28, 2024 (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 "**TSX-V**") 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 June 13, 2024, the closing price of the Company's common shares on the TSX-V was $0.21.

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 are 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 www.sedarplus.com. 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 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.

- **Ecolomondo announced it received a volume cap for an US$80M bond from the State of Texas.** The Texas Bond Review Board issued a Certificate of Reservation, which states "The amount of US$80 million is hereby reserved for Shamrock Economic Development Corporation ("**Shamrock EDC**", the Issuer) to be used for an Exempt Facility Bond (Ecolomondo Project)". The Company plans to build and operate a six-reactor turnkey TDP facility in Shamrock, Texas. This will be the Company's first US-based waste-to-resources TDP plant capable of processing and recycling end-of-life tires ("**ELT**") into saleable recycled commercial resources for re-use. At this time, projected cost to build the Shamrock facility is projected to total approximately US $93 million, however with the experience garnered building the Hawkesbury facility, the Company is confident it can lower the cost to build. The capital portion of the project is expected to come from a combination of a capital raise, joint venture partners, fixed assets and other considerations. The Shamrock facility will serve as the Company's flagship into the US market. (NDLR: As stated in the most recent MDA of the Company, attached to its most recent unaudited consolidated financial statements as of March 31, 2024, “because of delays in the Hawkesbury commercialization, the Company thought it best to delay the beginning of construction at its Shamrock, Texas, TDP turnkey facility, now expected to begin only by the second quarter of 2025.”)

- **Ecolomondo Starts Ramp-Up at Hawkesbury TDP Facility.** On January 23, 2024, the Company announced the start of ramp-up of operations at its Hawkesbury TDP turnkey facility. The Hawkesbury TDP facility initially started testing its reactors in January 2023 with an initial payload of 1,600 lbs and payloads were gradually increased to reach the optimal goal of 15,000 lbs per production cycle for both reactors in June 2023. Since then, the Company continued to make extensive improvements and capital expenditures, all leading to greater efficiency of the plant. During this time, the Company focused on improving output of the tire shredding line, reactor evacuation, reactor loading and recovered carbon black post-processing systems, with the goal of achieving the coveted output. The most important upgrades and capital expenditures have now been completed and are being implemented. The Company announced that the plant has begun its ramp-up phase. As ramp-up gains momentum, the Company expects the Hawkesbury TDP facility to gradually improve cash flow and to become cash flow neutral (before debt servicing), at 2 batches per day. The Company believes that the Hawkesbury plant has now achieved the threshold to process large quantities of end-of-life tires efficiently, and produce large quantities of sustainable recovered products: oil, gas, steel and recovered carbon black.

- **Appointment of New Board Member.** On January 19, 2024 the Company announced the appointment of Mathieu Couillard to the board of directors of the Company, to replace Alain Denis who recently resigned.

- **Company begins trading on OTCQB**. On January 16, 2024, Ecolomondo announced that it received final approval for listing on the OTCQB Market, operated by OTC Market Group Inc., under the symbol “ECLMF” in the United States.

- **Debt Settlement and Further Loan Agreement.** On January 3, 2024 the Company announced that it has secured additional funding of $1 million from 3212521 Canada Inc., a company controlled by the Company’s controlling shareholder. The Company further announced that, subject to prior TSX Venture Exchange approval (the “**TSXV**”), that 3212521 Canada Inc., a company controlled by the Company’s controlling shareholder, Eliot Sorella, has committed to convert previous loans made to the Company, totaling $3,498,853 as at January 2, 2024, into voting common shares at the discounted price of 13.50 cents, which is the closing price of 18 cents on January 2, 2024, discounted by 25%, in accordance with TSXV policies. In addition, the controlling shareholder intends to advance a further $1 million, with a term of one year having an interest rate of 8.5% per annum, to fund the Company well into the commercialization of the Hawkesbury facility. The controlling shareholder of the lender and of the borrower is Mr. Eliot Sorella, the Company’s President, CEO and Director, a non-arm’s length party. As such, this transaction constitutes a “related party transaction” under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”), however is exempt from the formal valuation an shareholder approval requirements under MI 61-101. The TSXV approved the transaction on January 22, 2024 and the Company issued 25,917,430 common shares in settlement of the $3,498,853 in debt.

- **Agreement to Restructure its Original Project Financing Loan With EDC.** On January 2, 2024, the Company announced execution of an amending agreement to restructure its project financing Loan with EDC.

- **Agreement In Principle to Restructure its Original Project Financing Loan With EDC.** On November 30, 2023, Ecolomondo announced that , subject to the execution of final documentation, which is expected to be completed by mid-December, 2023, the Loan is to be restructured with the interest rate capped at 8.5%, capital principal and interest payments postponed until May of 2024, with the original Loan to then be repaid in quarterly instalments of principal and interest based on a twenty-five year amortization, and the final balance and all capitalized interest will be repayable when the Loan matures in May of 2029. This restructured Loan facility will allow the Company to work through the final steps to bring the new Hawkesbury Thermal Decomposition Process facility to commercial operations. In order to give the parties time to finalize documentation for the restructuring of the Loan, EDC has agreed to postpone principal and interest payments to December 29, 2023.

- **EDC Amending Agreement**. On October 31, 2023, Ecolomondo entered into an agreement to amend the Loan with EDC. The amending agreement allows for the postponement of principal and interest payments to November 30, 2023, as the Company continues to work through the final steps to bring the new Hawkesbury facility to commercial operations.

- **Application for Listing on OTCQB**. On October 10, 2023, Ecolomondo announced that it filed an application for listing on the OTCQB Market under the symbol “ECLMF” in the United States.

- **TSSA Certification of Process Syngas**. On August 2, 2023, Reactor 1 of Ecolomondo’s 2-reactor TDP plant in Hawkesbury, Ontario, received certification from the Technical Standards and Safety Authority (“TSSA”) of Ontario to allow the use of the syngas (process gas) produced from TDP production cycles as the energy source to fire up the reactor. The certification for the 2nd reactor is in process.

- **ISCC Certification**. On July 11, 2023, Ecolomondo received the International Sustainability and Carbon Certification (“**ISCC**”) for its Hawkesbury facility. ISCC is a Global Sustainability Certification System and offers chain-of-custody certification systems to ensure traceability and feedstock identity. It is an independent multi-stakeholder initiative and leading certification system supporting sustainable, fully traceable, deforestation free and climate-friendly supply chains. With an ISCC certification, Ecolomondo contributes to environmentally, socially, and economically sustainable production.

- **Successful Hawkesbury TDP facility Testing**. On July 7, 2023, Ecolomondo successfully performed the simultaneous production cycles of optimal payloads using both of reactors at its Hawkesbury TDP facility. The Hawkesbury TDP facility initially began testing its reactors in January 2023 with an initial payload of 1,600 lbs and payloads were gradually increased and reached the optimal payload goal of 15,000 lbs per production cycle of each reactor. The successful testing demonstrates that TDP is capable of processing industrial quantities of end-of-life tires to produce industrial quantities of sustainable oil, gas and recovered carbon black. Steel is extracted from tires at the shredding stage and not the thermal stage.

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) upgrade of our existing mill capacity to produce larger volumes of Carbon Black by ordering and commissioning a new mill that will meet our customers required specifications and volume requirements; iii) hire and train new mechanics and operators, and to provide them with the tools and training to be able to operate and maintain the company’s proprietary process and proprietary equipment; iv) the engineering, purchasing and installation of a new custom conveyer system for reducing the time to load the reactors, and a new conveyer system for the new carbon black mill; v) 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; and vi) expenses associated to the ongoing preparation for the company's Shamrock Texas project.

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:

A.	Amount to be raised by this offering	$1,500,000
B.	Selling commissions and fees(1)	$105,000
C.	Estimated offering costs (e.g., legal, accounting, audit)	$25,000
D.	Net proceeds of offering: D = A - (B+C)	$1,370,000
E.	Working capital as at most recent month end (deficiency)(2)	$(1,225,000)
F.	Additional sources of funding (3)	$ 3,000,000
G.	Total available funds: G = D+E+F	$3,145,000

Notes:
(1) 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 7% of gross proceeds raised from subscribers introduced by Finders.
(2) Working capital, as reported in its most recent month-end May 31, 2024, is adjusted and excludes additional loans of approximately $500,000 from companies under common control, $500,000 that is forfeited by a potential buyer, a deposit of $2,574,500 received from a joint venture partner and the current portion of long-term debt of approximately $2,175,000 that has been postponed and capitalized to the loan.
(3) The Company reached a conditional agreement for an additional $3 million Loan with EDC, announced on May 24, 2024.

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	
Hawkesbury Facility	$2,200,000
(see Business objectives above: i-ii-iii-iv-v)	
Shamrock Facility	$150,000
(see Business objectives above: vi)	
Corporate G&A including salaries, legal, audit, public listing costs	$795,000
Total	$3,145,000

We intend to spend the net proceeds as stated. We will reallocate funds only for sound business reasons.

The most recent financial statements contained a Going Concern Note (Period Ended March 31, 2024):

"Since inception, the Company has incurred operating losses. As at March 31, 2024, the Company has an accumulated deficit of $29,441,079 ($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 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. The carrying amounts of assets, liabilities, revenues and expenses presented in the consolidated financial statements and the consolidated balance sheets classification have not been adjusted as would be required if the going concern assumption were not appropriate."

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 neutral (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
$3,744,369(1)	General working capital purposes	$3,744,369	Nil

(1) The Company received loans from 3212521 Canada Inc., a company controlled by the Company's controlling shareholder.

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 7% 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)

NA

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)

NA

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.com 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 June 13, 2024.

This offering document, together with any document filed under Canadian securities legislation on or after June 13, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

"Gary Economo"	***"Donald Prinsky"***
Gary Economo **CEO**	**Donald Prinsky** **CFO**