COPY NO._____

DATE: _____

PRIVATE PLACEMENT MEMORANDUM

SusGlobal Energy Corp.

Private Offering of Shares of Common Stock

Minimum Offering Amount: $3,000,000 (600,000 Shares of Common Stock at $5.00 per Share)

Maximum Offering Amount: $50,000,000 (10,000,000 Shares of Common Stock at $5.00 per Share)

SusGlobal Energy Corp., a Delaware corporation ("SusGlobal", the "Company," "we," "us," or "our"), is offering (the "Offering") a minimum of 600,000 shares (the "Shares") of common stock, for a minimum aggregate purchase price of $3,000,000 (the "Minimum Offering Amount") and a maximum of 10,000,000 Shares for a maximum aggregate purchase of $50,000,000 (the "Maximum Offering Amount"). Each Share will be sold at a purchase price of $5.00 per Share.

There is currently no trading market for our common stock. Although we intend to seek listing of our common stock on a market, our common stock may never become listed on a market or exchange and a liquid trading market for our common stock may not develop.

We are offering the Shares on a "best efforts, all-or-none" basis with respect to the Minimum Offering Amount and a "best efforts" basis with respect to the Maximum Offering Amount. No assurance can be given that all or any portion of the Shares offered hereby will be sold. Unless a minimum of $3,000,000 is subscribed and accepted from investors in the Offering, no Shares will be sold to investors by the Company in the Offering. The Shares are being offered pursuant to exemptions from registration obtained in Section 4(a)(2) and Regulation D of the Securities Act of 1933, as amended (the "Securities Act") only to persons who qualify as "accredited investors," as defined pursuant to Rule 501 of Regulation D promulgated thereunder. All proceeds will be deposited in an escrow account maintained by Prime Trust, LLC (the "Escrow Agent"). This Offering will be open for a period terminating on October 27, 2017 and may be extended by 90 days at the Company's sole discretion (the "Termination Date"). We contemplate that the proceeds of this Offering will be delivered to the Company at one or more closings held during the offering period. See "Summary of Terms of the Offering" for additional information.

We may engage registered broker-dealers to offer and sell the Shares (each a "Placement Agent"). We may pay the Placement Agent a commission of up to 8% of the gross proceeds received by the Company from the sale of the Shares sold by the Placement Agent, and issue the Placement Agent a warrant to purchase up to 8% of the number of Shares sold by such Placement Agent in the Offering. The Placement Agent Warrants would terminate no later than 5 years from the final Closing and would have an exercise price of up to 125% of the initial conversion price of the

Shares. As of the date of this Memorandum, we have not entered into any underwriting agreement, placement agent agreement, arrangement or understanding for the sale of the Shares being offered by us in the Offering.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO UNITED STATES PERSONS UNLESS THE SECURITIES ARE REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IS AVAILABLE.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES, NOR HAVE ANY OF THE FOREGOING PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE ARE SPECULATIVE SECURITIES WHICH INVOLVE A HIGH DEGREE OF RISK. ONLY THOSE INVESTORS WHO CAN BEAR THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD INVEST IN THESE SECURITIES. PLEASE SEE THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 14 OF THIS PRIVATE PLACEMENT MEMORANDUM (THE "MEMORANDUM").

September 12, 2017

IMPORTANT INVESTOR NOTICES

THIS MEMORANDUM IS SUBMITTED FOR USE BY PROSPECTIVE INVESTORS SOLELY IN CONNECTION WITH THEIR CONSIDERATION OF THE PURCHASE OF THE SECURITIES BEING OFFERED HEREBY.

THE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH STATE LAWS. THE SECURITIES BEING OFFERED HEREBY ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. INVESTORS SHOULD BE AWARE THAT THEY MIGHT BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

IN MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY, THE SECURITIES BEING OFFERED HEREBY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

INVESTORS WILL BE REQUIRED TO REPRESENT THAT THEY ARE FAMILIAR WITH AND UNDERSTAND THE TERMS OF THIS OFFERING AND THAT THEY OR THEIR INVESTOR REPRESENTATIVES HAVE SUCH KNOWLEDGE AND EXPERIENCE IN FINANCIAL AND BUSINESS MATTERS THAT THEY ARE CAPABLE OF EVALUATING THE MERITS AND RISKS OF AN INVESTMENT IN THE SECURITIES BEING OFFERED HEREBY.

NO REPRESENTATIONS OR WARRANTIES OF ANY KIND ARE MADE OR INTENDED TO BE MADE, NOR SHOULD ANY BE INFERRED, WITH RESPECT TO THE ECONOMIC RETURN, IF ANY, OR THE TAX ATTRIBUTES OF AN INVESTMENT IN THE SECURITIES BEING OFFERED HEREBY. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS, HER OR ITS OWN COUNSEL, ACCOUNTANT AND OTHER ADVISORS AS TO LEGAL, TAX, ECONOMIC AND RELATED MATTERS CONCERNING AN INVESTMENT IN THE SECURITIES BEING OFFERED HEREBY AND THE SUITABILITY OF SUCH PROSPECTIVE INVESTOR TO MAKE SUCH INVESTMENT.

A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO RETURN IT AND ALL ENCLOSED DOCUMENTS TO THE COMPANY IF SUCH PROSPECTIVE INVESTOR DOES NOT PURCHASE ANY OF THE SECURITIES BEING OFFERED HEREBY.

PROSPECTIVE INVESTORS ARE ENCOURAGED TO AVAIL THEMSELVES OF THE OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE WRITTEN ANSWERS FROM, THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ADDITIONAL WRITTEN INFORMATION REGARDING THE COMPANY AND

THIS OFFERING, TO THE EXTENT POSSESSED OR OBTAINABLE BY SUCH ENTITIES WITHOUT UNREASONABLE EFFORT OR EXPENSE. REPRESENTATIVES OF THE COMPANY WILL BE MADE AVAILABLE TO PROSPECTIVE INVESTORS UPON REQUEST TO ADDRESS SUCH QUESTIONS.

IN MAKING AN INVESTMENT DECISION REGARDING THE SECURITIES OFFERED HEREBY, THE POTENTIAL INVESTOR MUST RELY ON ITS OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE CONTENTS OF THIS MEMORANDUM ARE NOT TO BE CONSIDERED AS LEGAL, BUSINESS OR TAX ADVICE. THE POTENTIAL INVESTOR SHOULD CONSULT ITS OWN COUNSEL, ACCOUNTANT AND OTHER ADVISORS AS TO LEGAL, TAX, BUSINESS, FINANCIAL AND RELATED ASPECTS OF A PURCHASE OF THE SECURITIES.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES TO ANY PERSON IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION.

THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER, TO MODIFY, AMEND OR WITHDRAW ALL OR ANY PORTION OF THIS OFFERING AND ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE SECURITIES OR TO ALLOT LESS THAN THE AMOUNT OF SECURITIES A POTENTIAL INVESTOR MAY PURCHASE. THE COMPANY WILL HAVE NO LIABILITY WHATSOEVER TO ANY POTENTIAL INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR. THE COMPANY MAY NOT SELL ANY SECURITIES OR ACCEPT ANY OFFER TO PURCHASE SECURITIES UNTIL THE COMPANY HAS DELIVERED TO YOU AND YOU HAVE EXECUTED THE SUBSCRIPTION AGREEMENT REFLECTING THE DEFINITIVE TERMS AND CONDITIONS OF THIS OFFERING. YOU SHOULD CAREFULLY REVIEW THE FULL TEXT OF THE SUBSCRIPTION AGREEMENT AND ALL OTHER DOCUMENTS AND AGREEMENTS PROVIDED TO YOU IN CONNECTION WITH THIS OFFERING PRIOR TO PURCHASING THESE SECURITIES.

A POTENTIAL INVESTOR MUST COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION IN WHICH IT PURCHASES SECURITIES OR POSSESSES OR DISTRIBUTES THIS MEMORANDUM AND MUST OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED BY IT FOR THE PURCHASE BY IT OF THE SECURITIES UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION TO WHICH IT IS SUBJECT OR IN WHICH IT MAKES SUCH PURCHASES, AND THE COMPANY SHALL NOT HAVE ANY RESPONSIBILITY THEREFOR.

FOR RESIDENTS OF ALL STATES

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS

DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE ABLE TO WITHSTAND A TOTAL LOSS OF THEIR INVESTMENT.

NOTICE TO FLORIDA RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT, OR THE FLORIDA SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING.

WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA, ANY SALE IN FLORIDA MADE PURSUANT TO THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT SECTION 517.061(11) IS VOIDABLE BY THE PURCHASER IN SUCH SALE EITHER WITHIN 3 DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER, OR AN ESCROW AGENT OR WITHIN 3 DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER.

THE AVAILABILITY OF THE PRIVILEGE TO VOID SALES PURSUANT TO SECTION 517.061(11) IS HEREBY COMMUNICATED TO EACH FLORIDA OFFEREE. EACH PERSON IS ENTITLED TO EXERCISE THE PRIVILEGE TO VOID SALES GRANTED BY SECTION 517.061(11)(A)(5) AND ANY PERSON WHO WISHES TO EXERCISE SUCH RIGHT MUST, WITHIN 3 DAYS AFTER THE TENDER OF THE PURCHASE PRICE TO THE ISSUER, AN AGENT OF THE ISSUER (INCLUDING ANY DEALER ON BEHALF OF THE COMPANY OR ANY SALES PERSON OF SUCH DEALER) OR AN ESCROW AGENT, CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY AT THE ADDRESS PROVIDED IN THE MEMORANDUM—SUCH LETTER OR TELEGRAM MUST BE SENT AND, IF POSTMARKED, POSTMARKED ON OR PRIOR TO THE END OF THE AFOREMENTIONED THIRD DAY. IF A PERSON IS SENDING A LETTER IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED. TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE DATE IT WAS MAILED. PERSONS WHO MAKE THIS REQUEST ORALLY MUST ASK FOR WRITTEN CONFIRMATION THAT THIS REQUEST HAS BEEN RECEIVED.

NASAA UNIFORM LEGEND

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER

THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NOTICE TO FOREIGN INVESTORS

IF YOU LIVE OUTSIDE THE UNITED STATES, IT IS YOUR RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY PURCHASE, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES.

IRS CIRCULAR 230 DISCLOSURE

TO ENSURE COMPLIANCE WITH INTERNAL REVENUE SERVICE CIRCULAR 230, HOLDERS OF THE SECURITIES ARE HEREBY NOTIFIED THAT (i) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES IN THIS MEMORANDUM IS NOT INTENDED OR WRITTEN BY US TO BE RELIED UPON, AND CANNOT BE RELIED UPON, BY ANY SUCH HOLDERS FOR PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON SUCH HOLDERS UNDER THE INTERNAL REVENUE CODE; (ii) SUCH DISCUSSION IS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED IN THIS MEMORANDUM; AND (iii) HOLDERS OF THE SECURITIES SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

FORWARD LOOKING STATEMENTS

Statements in this Memorandum may be "forward-looking statements." Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those risks discussed from time to time in this Memorandum, including the risks described under "Risk Factors."

In addition, such statements could be affected by risks and uncertainties related to:

- our ability to raise funds for general corporate purposes and operations, including our clinical trials;
- our ability to recruit qualified management and technical personnel;
- our ability to complete successfully within our industry;
- fluctuations in foreign currency exchange rates;
- our ability to maintain and enhance our technological capabilities and to respond effectively to technological changes in our industry; and
- our ability to protect our intellectual property, on which our business avoiding infringing the intellectual property rights of others;

Any forward-looking statements speak only as of the date on which they are made, and except as may be required under applicable securities laws; we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this prospectus. Offerees should not place undue reliance on any forward-looking statements. Offerees should not make an investment decision based solely on the Company's projections, estimates or expectations.

NO REPRESENTATION OR WARRANTY OF ANY KIND IS OR CAN BE MADE WITH RESPECT TO THE ACCURACY OR COMPLETENESS OF, AND NO REPRESENTATION OR WARRANTY SHOULD BE INFERRED FROM, FUTURE, PROJECTED, OR FORWARD-LOOKING OPERATING AND FINANCIAL INFORMATION, PERFORMANCE, OR RESULTS, CONTAINED IN THIS MEMORANDUM OR OUR ASSUMPTIONS UNDERLYING THEM. PROSPECTIVE INVESTORS ARE CAUTIONED NOT TO PLACE RELIANCE ON ANY PROJECTIONS.

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EXHIBITS:

EXECUTIVE SUMMARY

The following summary is qualified in its entirety by the more detailed information appearing elsewhere herein and in the exhibits hereto. You should read the entire Memorandum and carefully consider, among other things, the matters set forth in the section captioned "*Risk Factors*." *You are encouraged to seek the advice of your attorney, tax consultant, and business advisor with respect to the legal, tax, and business aspects of an investment in the Shares.*

The terms the "Company," "we," "us," and "our" refer to SusGlobal Energy Corp. All references in this Memorandum to "$" or "dollars" are to United States dollars, unless specifically stated otherwise.

Company Overview

We were formed by articles of amalgamation on December 3, 2014 (originally incorporated on October 7, 2014), in the province of Ontario, Canada. SusGlobal Energy Corp. ("Old SusGlobal"), a company in the start-up stages, and Commandcredit Corp. ("Commandcredit"), an inactive Canadian public company that was formed in Ontario, Canada on June 19, 2000, amalgamated to continue business under the name of SusGlobal Energy Corp. (sometimes referred to in this Memorandum as "SusGlobal Energy Canada"). On December 2, 2014, at annual and special meetings of the shareholders of each of Commandcredit and Old SusGlobal, the amalgamation of Old SusGlobal and Commandcredit was approved. The amalgamation involved issuances of shares of the amalgamated company on a one for one basis to the shareholders of the existing companies resulting in the shareholders of Commandcredit owning 96.4% of the amalgamated company and the shareholders of Old SusGlobal owing the remaining 3.6% of the amalgamated company.

Effective May 23, 2017, we changed our jurisdiction of incorporation by discontinuing from Ontario, Canada and continuing and domesticating as a corporation incorporated under the laws of the State of Delaware (the "Domestication"). Pursuant to the Domestication, each of our then- issued and outstanding common shares automatically converted on a one-for-one basis into shares of common stock of the domesticated Delaware entity.

We are a renewable energy company focused on acquiring, developing and monetizing a global portfolio of proprietary technologies in the waste to energy application.

We believe renewable energy is the energy of the future. Sources of this type of energy are more evenly distributed over the earth's surface than finite energy sources, making it an attractive alternative to petroleum based energy. Biomass, one of the renewable resources, is derived from organic material such as forestry, food, plant and animal residuals. We can therefore help turn what many consider waste into precious energy. We expect that our portfolio will be comprised of four distinct types of technologies: (a) Process Source Separated Organics ("SSO") in anaerobic digesters to divert from landfills and recover biogas. This biogas can be converted to gaseous fuel for industrial processes, electricity to the grid or cleaned for compressed renewable gas; (b) Increasing the capacity of existing infrastructure (anaerobic digesters) to allow processing of SSO to increase biogas yield and (c) Utilize recycled plastics to produce liquid fuels. (d) process digestate to produce a pathogen free organic fertilizer.

Our principal executive offices are located at 200 Davenport Road, Toronto, Ontario M5R 1J2 Canada and our telephone number is (416) 223-8500.

SUMMARY OF TERMS OF THE OFFERING
For Accredited Investors Only

Issuer:	SusGlobal Energy Corp., a Delaware corporation.
Securities Offered:	Subject to the terms of this Memorandum, the Company is offering shares of common stock (the "Shares") on a "best efforts, all-or-none" basis with respect to the Minimum Offering Amount and on a "best efforts" basis with respect to the Maximum Offering Amount. Each Share will be sold at a purchase price of $5.00 per Share.
Purchase Price:	$5.00 per Share, with a minimum subscription of $5,000, or 1,000 Shares; provided that the Company may accept subscriptions for less than 1,000 Shares, in its sole discretion.
Offering Size:	The minimum number of Shares to be sold pursuant to this Offering is 600,000 Shares, for an aggregate purchase price of $3,000,000 and the maximum number of Shares to be sold pursuant to this Offering is 10,000,000 Shares for an aggregate purchase price of $50,000,000.
Offering Period:	The offer and sale of Shares hereunder will commence on the date of this Memorandum and terminate no later than October 27, 2017, which period may be extended by 90 days at the Company's sole discretion (the "Termination Date").
Shares of Common Outstanding After The Offering:	37,779,031 shares of common stock, assuming the sale of the Minimum Offering Amount; or 47,179,031 shares of common stock assuming sale of the Maximum Offering Amount.[1]
Public Market:	There is currently no public market for our common stock. Although we intend to seek listing of our common stock on a market, our common stock may never become listed on a market or exchange and a liquid trading market for our common stock may not develop.
Investor Suitability:	The Shares will be sold only to "accredited investors," as defined in Rule 501(a) of Regulation D under the Securities Act. Investors will be required to represent, among other things, that they have received a copy of this Memorandum, understand the terms of the Offering and are accredited investors, as required under the investor suitability standards. All investors will be required to

1 Based on 37,179,031 shares of common stock outstanding as of the date of this Memorandum.

	deliver an executed Third Party Accredited Investor Conformation in the form attached as Exhibit B. Such Third Party Accredited Investor Confirmation must be on the letterhead of, and be executed by, a licensed (i) attorney, (ii) accountant, (iii) broker-dealer, or (iv) investment advisor. We may accept or reject subscriptions in our sole and absolute discretion.
Risk Factors:	The Shares offered hereby involve a high degree of risk and should be considered only by persons who can afford the loss of their entire investment. Before investing in the Shares, prospective investors should carefully consider the information set forth under the heading "Risk Factors" in this Memorandum.
Use of Proceeds:	We will receive gross proceeds from the sale of the Shares offered hereby of $3,000,000 assuming the sale of the Minimum Offering Amount and $50,000,000 assuming the sale of the Maximum Offering Amount. We will use the net proceeds of the Offering for acquisitions and general corporate purposes. See "Use of Proceeds" on page 21.
Escrow:	All funds from this Offering shall be held in a non-interest-bearing trust escrow account with Prime Trust, LLC as escrow agent. The subscription amount for the Shares will be paid to the escrow account established by the escrow agent, by either check or wire, and held in escrow until satisfaction of all the conditions to the Closing.
Subscription Procedures:	Accredited investors interested in subscribing for Shares in this Offering must do the following: • Deliver a completed and executed Subscription Agreement (including the Accredited Investor Certification) which is attached to this Memorandum as Exhibit A, to the Company at the address provided in the Subscription Agreement. • Deliver to the Escrow Agent, prior to the Termination Date, the full purchase price for the Shares in the amount of $5.00 per Share, by wire transfer or check in accordance with the instructions provided in the Subscription Agreement. Wires should include the account number and the Escrow Agent's routing number (as indicated in Exhibit C attached hereto). • Deliver an executed Third Party Accredited Investor Confirmation (attached hereto as Exhibit B).

Funds and subscription documents will be held in escrow until the closing of this Offering at which time escrowed funds and subscription documents will be released by the Escrow Agent. A closing may be held at any time during the offering period after subscriptions for the Minimum Offering Amount have been received and accepted. Additional closings may be held during the offering period, up to the sale of the Maximum Offering Amount, during the offering period. We contemplate that the proceeds of this Offering will be delivered to the Company at one or more closings held during the offering period. Promptly following the closing, certificates representing the Shares purchased in this Offering will be issued to the investors. If this Offering is not completed for any reason, all proceeds deposited into escrow will be returned to the investors without interest or deduction.

RISK FACTORS

AN INVESTMENT IN THE SECURITIES OFFERED HEREBY IS SPECULATIVE IN NATURE, INVOLVES A HIGH DEGREE OF RISK AND SHOULD NOT BE MADE BY ANY INVESTOR WHO CANNOT AFFORD THE LOSS OF HIS ENTIRE INVESTMENT. EACH PROSPECTIVE PURCHASER SHOULD CAREFULLY CONSIDER THE FOLLOWING RISKS AND SPECULATIVE FACTORS ASSOCIATED WITH THIS OFFERING, AS WELL AS OTHERS DESCRIBED ELSEWHERE IN THIS MEMORANDUM, BEFORE MAKING ANY INVESTMENTS.

THIS MEMORANDUM CONTAINS CERTAIN STATEMENTS RELATING TO FUTURE EVENTS OR THE FUTURE FINANCIAL PERFORMANCE OF OUR COMPANY. PROSPECTIVE INVESTORS ARE CAUTIONED THAT SUCH STATEMENTS ARE ONLY PREDICTIONS, INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY. IN EVALUATING SUCH STATEMENTS, PROSPECTIVE INVESTORS SHOULD SPECIFICALLY CONSIDER THE VARIOUS FACTORS IDENTIFIED IN THIS MEMORANDUM, INCLUDING THE MATTERS SET FORTH BELOW, WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS.

Risks Related to Our Business and Industry

We have a history of net losses and we expect to incur additional losses.

In each year since our inception we have incurred losses and have generated only $15,721 in revenue. For the year ended December 31, 2016, net losses attributable to common stockholders aggregated $551,529 and, at December 31, 2016, the Company's accumulated deficit was $2,447,815. We expect to incur further losses in the development of our business. We cannot assure you that we can achieve profitable operations in any future period.

Our independent registered public accounting firm's report contains an explanatory paragraph that expresses doubt as to our ability to continue as a going concern.

Although our consolidated financial statements have been prepared assuming we will continue as a going concern, our independent registered public accounting firm, in its report accompanying our consolidated financial statements as of and for the years ended December 31, 2016 and 2015, expressed substantial doubt as to our ability to continue as a going concern as of December 31, 2016, as a result of our operating losses since inception and because the Company expects to incur further losses in the development our business. The inclusion of a going concern explanatory paragraph may make it more difficult for us to secure additional financing or enter into strategic relationships on terms acceptable to us, if at all, and may materially and adversely affect the terms of any financing that we may obtain.

We may experience claims that our products infringe the intellectual property rights of others, which may cause us to incur unexpected costs or prevent us from selling our products.

We seek to improve our business processes and develop new products and applications. Many of our competitors have a substantial amount of intellectual property that we must continually monitor to avoid infringement. We cannot guarantee that we will not experience claims that our processes and products infringe issued patents (whether present or future) or other intellectual property rights belonging to others. If we are sued for infringement and lose, we could be required to pay substantial damages or be enjoined from using or selling the infringing products or technology. Further, intellectual property litigation is expensive and time-consuming, regardless of the merits of any claim, and could divert our management's attention from operating our business.

Our relationship with our employees could deteriorate, and certain key employees could leave the Company, which could adversely affect our business and our results of operations.

Our business involves complex operations and therefore demands a management team and employee workforce that is knowledgeable and expert in many areas necessary for our operations. We rely on our ability to attract and retain skilled employees, including our specialized research and development and sales and service personnel, to maintain our efficient production. The departure of a significant number of our highly skilled employees or of one or more employees who hold key regional management positions could have an adverse impact on our operations, including as a result of customers choosing to follow a regional manager to one of our competitors.

We face intense competition, and our failure to compete successfully may have an adverse effect on our net sales, gross profit and financial condition.

Our industry is highly competitive. Many of our competitors may have greater financial, technical and marketing resources than we do and may be able to devote greater resources to promoting and selling certain products, and our competitors may therefore have greater financial, technical and marketing resources available to them than we do.

If we do not compete successfully by developing and deploying new cost-effective products, processes and technologies on a timely basis and by adapting to changes in our industry and the global economy, our net sales, gross profit and financial condition could be adversely affected.

Failure to comply with the Foreign Corrupt Practices Act, or FCPA, and other similar anti-corruption laws, could subject us to penalties and damage our reputation.

We are subject to the FCPA, which generally prohibits U.S. companies and their intermediaries from making corrupt payments to foreign officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment, and requires companies to maintain certain policies and procedures. Certain of the jurisdictions in which we conduct business are at a heightened risk for corruption, extortion, bribery, pay-offs, theft and other fraudulent practices. Under the FCPA, U.S. companies may be held liable for actions taken by their strategic or local partners or representatives. If we, or our intermediaries, fail to comply with the requirements of the FCPA, or similar laws of other countries, governmental authorities in the United States or elsewhere, as applicable, could seek to impose civil and/or criminal penalties, which could damage our reputation and have a material adverse effect on our business, financial condition and results of operations.

We are not insured against all potential risks.

To the extent available, we maintain insurance coverage that we believe is customary in our industry. Such insurance does not, however, provide coverage for all liabilities, including certain hazards incidental to our business, and we cannot assure you that our insurance coverage will be adequate to cover claims that may arise or that we will be able to maintain adequate insurance at rates we consider reasonable.

We may not be able to consummate future acquisitions or successfully integrate acquisitions into our business, which could result in unanticipated expenses and losses.

Part of our strategy is to grow through acquisitions. Consummating acquisitions of related businesses, or our failure to integrate such businesses successfully into our existing businesses, could result in unanticipated expenses and losses. Furthermore, we may not be able to realize any of the anticipated benefits from the acquisitions.

In connection with potential future acquisitions, the process of integrating acquired operations into our existing operations may result in unforeseen operating difficulties and may require significant financial resources that would otherwise be available for the ongoing development or expansion of existing operations. Some of the risks associated with acquisitions include:

- unexpected losses of key employees or customers of the acquired company;
- conforming the acquired company's standards, processes, procedures and controls with our operations;
- coordinating new product and process development;
- hiring additional management and other critical personnel;
- negotiating with labor unions; and
- increasing the scope, geographic diversity and complexity of our operations.

In addition, we may encounter unforeseen obstacles or costs in the integration of businesses we may acquire. Also, the presence of one or more material liabilities of an acquired company that are unknown to us at the time of acquisition may have a material adverse effect on our financial condition or results of operations.

Business disruptions could seriously harm our net sales and increase our costs and expenses.

Our worldwide operations could be subject to extraordinary events, including natural disasters, political disruptions, terrorist attacks, acts of war and other business disruptions, which could seriously harm our net sales and increase our costs and expenses. These blackouts, floods and storms could cause disruptions to our operations or the operations of our suppliers, distributors, resellers or customers. Similar losses and interruptions could also be caused by earthquakes, telecommunications failures, water shortages, tsunamis, typhoons, fires, extreme weather conditions, medical epidemics and other natural or manmade disasters for which we are predominantly self-insured.

Risks Relating to Our Common Stock and this Offering

There is no public market for our securities and an active trading market may not develop.

There is currently no public or other market for shares of our common stock. Although we intend to seek listing on a market, we may never become listed on a market or exchange and a liquid trading market for our common stock may not develop.

Even if our common stock becomes listed on a market, we cannot predict the extent to which investor interest in us will lead to the development of an active trading market or how liquid that market might become. An active public market for our common stock may not develop or be sustained. If an active public market does not develop or is not sustained, it may be difficult for you to sell your shares of common stock at a price that is attractive to you, or at all.

We have never paid dividends on our securities.

We have never paid dividends on our securities and do not presently intend to pay any dividends in the foreseeable future. We anticipate that any funds available for payment of dividends will be re-invested into the Company to further our business strategy.

We may issue preferred stock in the future, and the terms of the preferred stock may reduce the value of our common stock.

Our Board of Directors is authorized to create and issue one or more series of preferred stock, and, with respect to each series, to determine number of shares constituting the series and the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, which may include dividend rights, conversion or exchange rights, voting rights, redemption rights and terms and liquidation preferences, without stockholder approval. If we create and issue one or more series of preferred stock, it could affect your rights or reduce the value of our outstanding common stock. Our Board of Directors could, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power of the holders of our common stock and which could have certain anti-takeover effects.

We may be exposed to risks relating to evaluations of controls required by Sarbanes-Oxley Act of 2002.

Pursuant to Sarbanes-Oxley Act of 2002, our management will be required to report on, and our independent registered public accounting firm may in the future be required to attest to, the effectiveness of our internal control over financial reporting. Although we prepare our financial statements in accordance with accounting principles generally accepted in the United States of America, our internal accounting controls may not meet all standards applicable to companies with publicly traded securities. If we fail to implement any required improvements to our disclosure controls and procedures, we may be obligated to report control deficiencies and our independent registered public accounting firm may not be able to certify the effectiveness of our internal controls over financial reporting. In either case, we could become subject to regulatory sanction or investigation. Further, these outcomes could damage investor confidence in the accuracy and reliability of our financial statements.

If our internal controls and accounting processes are insufficient, we may not detect in a timely manner misstatements that could occur in our financial statements in amounts that could be material.

As a public company, we will have to devote substantial efforts to the reporting obligations and internal controls required of a public company, which will result in substantial costs. A failure to properly meet these obligations could cause investors to lose confidence in us and have a negative impact on the market price of our shares. We expect to devote significant resources to the documentation, testing and continued improvement of our operational and financial systems for the foreseeable future. These improvements and efforts with respect to our accounting processes that we will need to continue to make may not be sufficient to ensure that we maintain adequate controls over our financial processes and reporting in the future. Any failure to implement required, new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting obligations in the United States or result in misstatements in our financial statements in amounts that could be material. Insufficient internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our shares and may expose us to litigation risk.

As a public company, we will be required to document and test our internal control procedures to satisfy the requirements of Section 404 of Sarbanes-Oxley, which requires annual management assessments of the effectiveness of our internal control over financial reporting. During the course of our testing, we may identify deficiencies which we may not be able to remediate in time to meet our deadline for compliance with Section 404. We may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404. If we are unable to conclude that we have effective internal control over financial reporting, then investors could lose confidence in our reported financial information, which could have a negative effect on the trading price of our shares.

For as long as we are an "emerging growth company," we will not be required to comply with certain reporting requirements, including those relating to accounting standards and disclosure about our executive compensation, that apply to some other public companies.

As an "emerging growth company" under the JOBS Act, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements. We are an emerging growth company until the earliest of:

- the last day of the fiscal year during which we have total annual gross revenues of $1 billion or more;

- the last day of the fiscal year following the fifth anniversary of our offering under Form S-4 which was declared effective by the Securities and Exchange Commission on May 12, 2017;

- the date on which we have, during the previous 3-year period, issued more than $1 billion in non- convertible debt; or

- the date on which we are deemed a "large accelerated filer" as defined under the federal securities laws.

For so long as we remain an "emerging growth company", we will not be required to:

- have an auditor report on our internal control over financial reporting pursuant to the Sarbanes- Oxley Act of 2002;

- comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements (auditor discussion and analysis);

- submit certain executive compensation matters to shareholders advisory votes pursuant to the "say on frequency" and "say on pay" provisions (requiring a non-binding shareholder vote to approve compensation of certain executive officers) and the "say on golden parachute" provisions (requiring a non-binding shareholder vote to approve golden parachute arrangements for certain executive officers in connection with mergers and certain other business combinations) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010; and

- include detailed compensation discussion and analysis in our filings under the Exchange Act and instead may provide a reduced level of disclosure concerning executive compensation.

In addition, the JOBS Act provides that an "emerging growth company" can take advantage of the extended transition period for complying with new or revised accounting standards. The Company has elected to opt out of this extended transition period for complying with new or revised accounting standards. This election is irrevocable.

The offering price for the Shares and other terms of the Offering have been determined by the Company.

The price at which the Shares are being offered and the other terms of the Offering have been determined by us. There is no relationship between the offering price and our assets, book value, net worth, or any other economic or recognized criteria of value. Rather, the price of the Shares was derived based upon various factors including prevailing market conditions, our future prospects and our capital structure.

An investment in the Shares is speculative and there can be no assurance of any return on any such investment.

An investment in the Shares is speculative and there is no assurance that investors will obtain any return on their investment. Investors will be subject to substantial risks involved in an investment in the Company, including the risk of losing their entire investment.

We will have broad discretion over the use of the net proceeds.

The gross proceeds to us from the sale of the Shares, assuming the sale of the Minimum Offering Amount, will be $3,000,000, and $50,000,000 assuming the sale of the Maximum Offering Amount. We estimate the net proceeds from the Offering to us will be $3,000,000 if the Minimum Offering Amount is sold and $50,000,000 if the Maximum Offering Amount is sold after payment of fees and expenses of the Offering. We will use the net proceeds of this Offering for working capital and acquisitions. Our management, however, will have broad discretion as to the application of such proceeds. There can be no assurance that management's use of the proceeds generated by this Offering will prove optimal or translate into revenue or profit for the Company.

The securities will be offered by us on a "best efforts" basis with respect to the Maximum Offering Amount and we may not raise the Maximum Offering Amount.

We are offering the Maximum Offering on a "best efforts" basis. In a "best efforts" offering such as the one described in this Memorandum, there is no assurance that we will sell the Maximum Offering Amount. Accordingly, we may close upon amounts less than the Maximum Offering Amount (but not less than the Minimum Offering Amount), which may not provide us with sufficient funds to fully implement our business plan.

Investor funds will not accrue interest while in escrow prior to the closing of the Offering.

All funds delivered in connection with subscriptions for Shares will be held in a non-interest-bearing escrow account until the closing of the Offering, if any. If we fail to sell and receive payments sufficient for the Minimum Offering Amount during the offering period, investor subscriptions will be returned without interest or deduction. Investors in the Shares offered hereby will not have the use of escrowed funds or receive interest on such funds pending the completion of the Offering.

There are significant restrictions on the transferability of the Shares.

The offer and sale of the Shares is being made without registration under state and federal securities laws in reliance upon the "private offering" exemption of Section 4(a)(2) and/or Rule 506 of Regulation D under the Securities Act as well as available exemptions under applicable state securities laws. The Shares will be "restricted securities" under the Securities Act and cannot be resold or otherwise transferred unless they are registered under the Securities Act and any applicable state securities laws or are transferred in a transaction exempt from such registration. Consequently, each investor's ability to control the timing of the liquidation of his or her investment in the Company may be restricted. Investors should be prepared to hold the securities comprising the Shares for an indefinite period of time.

You should consult your own tax and legal advisors concerning income tax risks.

We urge each prospective subscriber to consult with its own representatives, including its own tax and legal advisors, with respect to the federal (as well as state and local) income tax consequences of this investment before purchasing any securities. Prospective subscribers should not construe the information set forth in this Memorandum as providing any tax advice and this Memorandum is not intended to be a complete or definitive summary of the tax consequences of an investment in the Shares. Prospective subscribers are advised to consult with their own tax counsel concerning the tax aspects of the purchase of Shares.

The Shares are being offered pursuant to an exemption from registration under the Securities Act.

The Offering described in this Memorandum is being made in reliance upon the so-called "private placement" exemption from registration with the SEC provided by Section 4(a)(2), Regulation D of the Securities Act and the exemptions from registration provided by the Blue Sky laws of states in which the Shares are offered. However, reliance upon these exemptions is highly technical and should not be viewed as a guarantee that such exemptions are indeed available. If for any reason the private placement exemption is not available for the Offering, and no other exemption from registration is found to be available, and the Offering is not registered pursuant to applicable federal or state authorities, the sale of the Shares would be deemed to have been made in violation of the applicable laws, thus requiring registration of the Shares. As a remedy for such a violation, each investor would have the right to rescind its purchase and to have its full investment returned. If an investor requests return of its investment, it is possible that funds would not be available to the Company. Any refunds made would reduce funds available to the Company for its operations.

There are no independent experts representing investors.

Counsel, accountants and other experts who are available to the Company regarding the structure and terms of the Offering, did not and do not represent the investors. The Company urges each prospective investor to consult its own legal, tax and financial advisers regarding the desirability of purchasing the Shares and the suitability of an investment in the Company.

USE OF PROCEEDS

We estimate that we will receive net proceeds (prior to the payment of offering expenses) of approximately $3,000,000 assuming the sale of the Minimum Offering Amount and $50,000,000, assuming the sale of the Maximum Offering Amount. We intend to use the net proceeds for acquisitions and general corporate purposes.

The amount and timing of the Company's use of proceeds will vary depending on a number of factors, including, but not limited to, the amount raised in the Offering, the amount of cash generated or used by our operations, and the success of our business efforts. The Company's management will have broad discretion in the allocation of the net proceeds of this Offering.

We anticipate, based on our present operating plan and assumptions, the proceeds derived from the sale of the Minimum Offering Amount will be sufficient to satisfy our cash requirements and maintain our operations for a period of at least 24 months after the Offering, and the proceeds derived from the sale of the Maximum Offering Amount will be sufficient to satisfy our cash requirements for the foreseeable future.

DETERMINATION OF OFFERING PRICE

We have determined the offering price per Share, which price does not necessarily bear any relationship to established valuation criteria such as earnings, book value or assets. Rather, such price was derived from a subjective consideration by management of various factors including:

- the history and prospects for the industry in which we compete;
- our future prospects; and
- our capital structure.

Due to the nature of the offering price, such valuation may not be indicative of prices that may prevail for our securities at any time or from time to time in the future.

DIVIDEND POLICY

We have never paid any cash dividends on our capital stock and do not anticipate paying any cash dividends on our capital stock in the foreseeable future. Holders of common stock will be entitled to dividends on a pro-rata basis with other holders of our common stock. We intend to retain future earnings to fund ongoing operations and future capital requirements of our business. Any future determination to pay cash dividends will be at the discretion of our Board of Directors and will be dependent upon our financial condition, operational needs, capital requirements and such other factors as the Board of Directors deems relevant.

BUSINESS

Overview

We are a renewable energy company focused on acquiring, developing and monetizing a global portfolio of proprietary technologies in the waste to energy application.

With the growing amount of organic wastes being produced by society as a whole, we believe there is a need for sustainable global management of these wastes. Through our proprietary technology and processes, we believe we are equipped to achieve this objective.

We believe renewable energy is the energy of the future. Sources of this type of energy are more evenly distributed over the earth's surface than finite energy sources, making it an attractive alternative to petroleum based energy. Biomass, one of the renewable resources, is derived from organic material such as forestry, food, plant and animal residuals. We can therefore help turn what many consider waste into precious energy. Our portfolio will be comprised of four distinct types of technologies:

- Process Source Separated Organics ("SSO") in anaerobic digesters to divert from landfills and recover biogas. This biogas can be converted to gaseous fuel for industrial processes, electricity to the grid or cleaned for compressed renewable gas.
- Increasing the capacity of existing infrastructure (anaerobic digesters) to allow processing of SSO to increase biogas yield.
- Utilize recycled plastics to produce liquid fuels.
- Process digestate to produce a pathogen free organic fertilizer.

The convertibility of organic material into valuable end products such as biogas, liquid biofuels and compost shows the utility of renewable energy. These products can be converted into electricity, fuels and marketed to agricultural operations that are looking for an increase in crop yields, soil

amendment and environmentally-sound practices. This practice also diverts these materials from landfills and reduces greenhouse gas emissions that result from landfilling organic wastes.

We can provide peace of mind that the full lifecycle of organic material is achieved, global benefits are realized and stewardship for total sustainability is upheld.

Our project and services offered can benefit the public and private markets. The following includes some of our work managing organic waste streams: Anaerobic Digestion, Dry Digestion, Biogas production, Wastewater Treatment, In- Vessel Composting, SSO Treatment, Biosolids Heat Treatment and Composting.

We provide a full range of services for handling organic residuals in a period where innovation and sustainability are paramount. From start to finish we offer in-depth knowledge, a wealth of experience and cutting-edge technology for handling organic waste.

The primary focus of the services we provide includes identifying idle or underutilized anaerobic digesters and integrating our technologies with capital investment to optimizing the operation of the existing digesters to reach their full capacity for processing SSO. Our processes not only divert significant organic waste from landfills, but also result in methane avoidance, with significant Greenhouse Gas ("GHG") reductions from waste disposal. The processes also produce renewable energy through the conversion of wastewater biosolids and organic wastes in the same equipment (co-digestion) and valuable end products such as biogas, electricity and organic fertilizer, considered Class AA organic pathogen free fertilizer.

Currently, our primary customers are municipalities in both rural and urban centers throughout southern and central Ontario, Canada and in New York State, United States. Much of the research and development that has been carried out has been completed by our chief executive officer (the "CEO") through multiple projects carried out on projects prior to the formation of SusGlobal. Where necessary, to be in compliance with Provincial, State and local environmental laws and regulations, we submit applications to the respective authorities for approval prior to any necessary engineering is carried out.

Employees

We currently have a total of five (7) employees, all performing services under consulting or employment contracts, of which three (3) are executive officers.

Products and Services

On May 6, 2015, the Company finalized an agreement with Syngas SDN BHD ("Syngas"), a company incorporated under the laws of Malaysia, providing an exclusive license for the Company to use Syngas Intellectual Property within North America for a period of five years from the date of the agreement, renewable every five years upon written request. Syngas produces equipment that uses

an innovative process to produce liquid transportation fuel from plastic waste material. The Company and Syngas intend to collaborate and cooperate with a view to achieving economic and financial success for their respective businesses. The Company will continue to pursue other similar intellectual property around the world as we combine this and other technologies in innovative configurations to monetize the portfolio of proprietary technologies and processes to deliver value to our customers and shareholders.

On August 3, 2016, the Company signed an agreement with Grimsby Energy Inc. from Grimsby, Ontario, Canada, to allow hydrolyzed and pasteurized organic wastes to be processed at their Anaerobic Biodigester. The agreement commenced November 1, 2016 and can be terminated by either party within three hundred and sixty-five days minimum written notice. Up to the date of this Memorandum, there has been no activity under this agreement.

On August 13, 2016, the Company's wholly-owned subsidiary, SusGlobal Energy Canada I Ltd., took over operation of the biodigester and electricity generating facility (the "BioGrid Project") located in Owen Sound, Ontario, Canada. The expansion and operation agreement (the "BioGrid Agreement") for the BioGrid, a facility owned by the Township of Georgian Bluffs and the Township of Chatsworth (the "Municipalities"), was signed by the company on June 7, 2016. Approximately three weeks after assuming the operations of the BioGrid, the facility encountered a catastrophic gas engine failure. The repair of the engine took approximately three months. During this period, the Company invoked the Force Majeure provision under section 17 of the Agreement. On November 4, 2016, the Company was informed by the Municipalities, that they rejected the Force Majeure and served the Company with Notice of Immediate Termination. The Company and the Municipalities met on March 31, 2017 and the Municipalities reiterated their position that the Agreement is terminated. The Company will settle its insurance claim for the catastrophic gas engine failure prior to considering any of its options regarding the Municipalities.

On December 7, 2016, the Company was awarded funding for the Advanced Water Technologies Program ("AWT"), a program for business led collaborations in the water sector. AWT is administered by the Southern Ontario Water Consortium to assist small and medium sized businesses in the Province of Ontario, Canada to leverage world-class research facilities and academic expertise to develop and demonstrate water technologies for successful introduction to market. It is designed to enhance the Ontario water cluster and continue to build Ontario's reputation for water excellence around the world. The Company's academic partner is the Centre for Alternative Wastewater Treatment ("CAWT") at Fleming College in Lindsay, Ontario Canada. The program budget is for $616,480 ($800,000 CAD), of which the Company contributes 50% in cash and in-kind contributions and CAWT contributes 50%.

Effective January 1, 2017, the Company obtained a Line of Credit of $4,238,300 ($5,500,000 CAD) with PACE Savings and Credit Union Limited ("PACE"). The Line of Credit facility was to be advanced in tranches to allow for the funding of acquisitions, engineering, permitting, construction costs and equipment purchases for the BioGrid. On February 2, 2017, the Company received the first advance in the amount of $1,232,960 ($1,600,000 CAD).

On May 9, 2017, the company signed a memorandum of agreement (the "Agreement") with Kentech, a corporation existing under the laws of the province of Ontario, Canada. The Agreement provides the Company the right to acquire and the right to use the equipment and innovative processes of Kentech in relation to the production of liquid fertilizer from organic waste material. The

Agreement is for a period of five years, commencing on the date of the Agreement. The Agreement may be terminated by either party on providing six months' notice.

On June 15, 2017, the Company submitted its bid to BDO Canada Limited (the "Astoria Receiver"), the court appointed receiver for Astoria Organic Matters Limited and Astoria Organic Matters Canada LP (together "Astoria"), for the assets of Astoria. The bid, which was later revised on June 28, 2017, consisted of a cash amount, of which $462,360 ($600,000 CAD) was paid as a deposit and a reservation of 529,970 restricted common shares of the Company to be issued on closing. The principal assets of Astoria are a completed organic composting facility and a waste transfer station having an environmental compliance approval to process waste from the Province of Ontario, the Province of Quebec and the State of New York. The deposit was provided by PACE and the balance of the cash offer was provided by PACE by way of a credit facility. On July 12, 2017, the Company's bid was accepted by the Astoria Receiver. On July 27, 2017, the Company entered into an Asset Purchase Agreement (the "APA") which was then amended on August 1, 2017. The transaction and APA was court approved on August 31, 2017 and the Company closed on September 12, 2017 acquiring all right, title, benefit and interest in and to the assets described in the APA.

The Company also provided a deposit to the ministry of the environment and climate change ("MOECC") and to a local municipality, totaling approximately $253,000 (approximately $328,000 CAD) to operate the facility. In addition, the Company also purchased the outstanding accounts receivable based on the book value of seventy percent of the accounts receivable under ninety days on closing.

Legal Proceedings

We are not party to any legal proceedings.

SECURITY OWNERSHIP OF CERTAIN STOCKHOLDERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of common stock as of the date of this Memorandum by our officers and directors and any shareholders know to us to beneficially own 5% or more of our outstanding Common Stock.

Name (1)	**Number of Shares of Common Stock Beneficially**	**% Pre-Offering (2)**	**% after Minimum Offering**	**% after Maximum Offering**

	Owned			
Marc Hazout	7,900,000	21.25%	20.91%	16.75%
Ike Makrimichalos	500,000 (3)	1.35%	1.33%	1.06%
Gerald Hamaliuk	3,311,500 (3)	8.91%	8.77%	7.02%
Vincent Ramoutar	2,000,000 (3)	5.38%	5.30%	4.24%
Gordon Miller	20,000	0.05%	0.05%	0.04%
Marsha Guy Laurence Zeifman Ryan Duffy	20,000 20,000 307,261	0.05% 0.05% 0.83%	0.05% 0.05% 0..81%	0.04% 0.04% 0.65%
All officers and directors as a group (8 persons)	**14,078,761**	**37.87%**	**37.27%**	**29.84%**

(1) The address for the above identified officers and directors of the Company is c/o 200 Davenport Road, Toronto, ON, Canada M5R 1J2.
(2) Based upon 37,179,031 shares of common stock outstanding as of the date of this Memorandum. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to the shares shown. Except where indicated by footnote and subject to community property laws where applicable, the persons named in the table have sole voting and investment power with respect to all shares of voting securities shown as beneficially owned by them. Percentages are based upon the assumption that each shareholder has exercised all of the currently exercisable options he or she owns which are currently exercisable or exercisable within 60 days and that no other shareholder has exercised any options he or she owns.
(3) Of the total shares of 5,811,500, 5,800,000 have been pledged as security for a Line of Credit with PACE.

DIRECTORS AND MANAGEMENT

Our Board of Directors currently consists of seven directors. For the size and scope of our business and operations, we believe a board of approximately this size is appropriate as it is small enough to allow for effective communication among the members but large enough so that we get a diverse set of perspectives and experiences around our board room. Our bylaws provide that, in uncontested elections, directors will be elected by a majority of the votes cast, and in contested elections, directors will be elected by a plurality of the votes cast.

Each director on our Board of Directors will serve a one-year term or until their successor has been duly elected and qualified, subject to their earlier death, resignation, disqualification or removal. Pursuant to the Delaware General Corporation Law and our bylaws, in general, any vacancies on our Board of Directors resulting from death, retirement, resignation, disqualification, removal or other cause may be filled only by an affirmative vote of a majority of the remaining directors then in office, although less than a quorum, or by a sole remaining director. Our current directors are as follows:

Name **Age** **Position**

Marc M. Hazout	52	Chairman of the Board, President and Director
Gerald P. Hamaliuk	70	Chief Executive Officer and Director
Vincent R. Ramoutar	54	Director
Gordon E. Miller	64	Director
Marsha E. Guy	62	Director
Laurence W. Zeifman	56	Chairman of the Audit Committee and Director
Ryan Duffy	55	Director

We believe that each of our directors possesses the experience, skills and qualities to fully perform his duties as a director and contribute to our success. Our directors were nominated because each is of high ethical character, highly accomplished in his field with superior credentials and recognition, has a reputation, both personal and professional, that is consistent with our image and reputation, has the ability to exercise sound business judgment, and is able to dedicate sufficient time to fulfilling his obligations as a director. Our directors as a group complement each other and each of their respective experiences, skills and qualities so that collectively the Board operates in an effective, collegial and responsive manner. Each director's principal occupation and other pertinent information about particular experience, qualifications, attributes and skills that led the Board to conclude that such person should serve as a director, are as follows:

Gerald P. Hamaliuk, age 70 has served as CEO and as a member of the board of directors of the Company since December 2014. Since 2001, Mr. Hamaliuk has served as the president of Landfill Gas Canada Oakville (Canada), Shenzhen (China), Kuala Lumpur (Malaysia), a company that utilizes Canadian biogas technology to develop renewable energy projects that reduce greenhouse gas emissions in developing countries in Asia. From 1997 to 2001, Mr. Hamaliuk was a vice-president industrial division/business development Engineer at Kilborn Engineering Inc. and SNCLavalin after SNC acquired Kilborn in 1997.

The determination was made that Mr. Hamaliuk should serve our Board of Directors because of his extensive experience in the services the Company intends to offer.

Marc M. Hazout, age 52, has served as Executive Chairman and President (the "President") of SusGlobal Energy since it was founded in 2014. Since 2005, Mr. Hazout has also served as the chief executive officer, president, principal financial and accounting officer and a director of Silver Dragon Resources Inc., a company whose common stock is quoted on the OTC marketplace and is engaged in the acquisition and exploration of silver and other mineral properties. Mr. Hazout has over 15 years of experience in public markets, finance and business operations. Over the past several years, Mr. Hazout has been involved in acquiring, restructuring and providing management services as both a director and an officer to several publicly traded companies. In 1998, Mr. Hazout founded and has been President and Chief Executive Officer of Travellers International Inc. ("Travellers"), a private equity firm headquartered in Toronto. Over the past several years, Travellers has focused on building relationships in China with the objective of participating in that country's growth opportunities. Mr. Hazout attended York University in Toronto studying International Relations and Economics. Mr. Hazout speaks English, French and Hebrew, as well as some Spanish and Italian.

The determination was made that Mr. Hazout should serve on our Board of Directors because he possesses significant experience in securities and capital markets and brings an extensive network of relationships in China.

Vincent R. Ramoutar, age 54, is a seasoned executive and an inventor who has gained exposure in several high-tech businesses in an entrepreneurial startup environment. Having co-founded or worked in six startup companies. Vincent's specialties include raising capital for startups, corporate strategy, marketing, and business development. Mr. Ramoutar has been involved in several energy and resources companies as an adviser since 2007 and has provided management services and partnerships in the European public markets with focus on raising capital and growth opportunities. Mr. Ramoutar obtained a Bachelor of Science degree in computer science from New York Institute of Technology (magna cum laude), New York.

The determination was made that Mr. Ramoutar should serve on our Board of Directors because he possesses significant experience in securities and capital markets and brings an extensive network of relationships in several technology markets.

Gordon E. Miller, 64, has held several senior management positions with the Ontario Ministry of the Environment and was the Environmental Commissioner of Ontario from 2000 to 2015. Mr. Miller was also a Professor at Sir Sandford Fleming College, Frost Campus, Lindsay, Ontario from 1986-1989 where SusGlobal Energy in partnership with the College recently was awarded an application under the AWT Program for academic research. Mr. Miller graduated with honors from the University of Guelph in Guelph, Ontario, with a Hon. B.Sc. in Biology and a M.Sc. in Plant Ecology. Mr. Miller has been recognized for his many publications as well as his many scientific and technical presentations.

The determination was made that Mr. Miller should serve on our Board of Directors because of his strong scientific and technical experience which will be extremely valuable as the Company continues to grow.

Marsha E. Guy, age 62, has been the National Director Sales & Marketing of GFL Environmental Inc. ("GFL") for six years and brings over 25 years of experience in the waste and recycling management industry. Ms. Guy has contributed to the growth and success of a number of companies in the waste management industry, expanding the company portfolio through organic sales and acquisition growth. Ms. Guy has been involved in the restructuring and alignment of company activities both as National Manager and Director to several publicly traded companies. During Marsha's career, she has had the great privilege of relationship building, information processing and opportunity identification. Marsha's determination and strength of will have been paramount in the forward movement of integration of waste management activities across Canada. Ms. Guy attended the Harvard School of Business studying Economics.

The determination was made that Ms. Guy should serve on our Board of Directors because she possesses strength and determination in moving the integration of waste management activities across Canada making her experience extremely valuable to the Company's technology integrations for waste management.

Laurence W. Zeifman, age 56 is a partner of Zeifmans LLP, ranked Canada's eighteenth largest CA firm with a total staff of over 100. For over twenty years, Mr. Zeifman served as managing partner, successfully steering its steady growth and emergence as a leading mid-sized firm, and continues to serve on the firm's management committee. As well, he has serviced the auditing, accounting and/or consulting needs of a clientele of medium-sized public and private companies, including those in the financial services and health care sectors, being instrumental in the growth of

his clients, and assisting them in managing their growth. Mr. Zeifman has also played a key role in Zeifmans' quality control regime, maintaining compliance with the rules of professional conduct of CPA Ontario (formerly the Institute of Chartered Accountants of Ontario), and the professional standards of CPA Canada (formerly the Canadian Institute of Chartered Accountants). Mr. Zeifman is Zeifmans' contact partner to Nexia International, Chair of Nexia Canada and a member of Nexia International's Marketing and Business Development Committee. Nexia is an international network of accounting firms, and one of the ten largest accounting organizations in the world.

The determination was made that Mr. Zeifman should serve on our Board of Directors because of his financial and accounting experience which will be extremely valuable as the Company continues to grow.

Ryan Duffy, age 55 is the President and CEO of Blackstone Energy Services Inc. a Canadian firm that manages energy portfolios for a diverse range of companies across North America and the Caribbean. Blackstone is a leading provider of integrated custom energy management solutions that help large energy users manage their energy budget at risk, achieve efficiency improvements, implement renewable generation, and carbon offsetting. Prior to Blackstone Mr. Duffy worked with a number of Fortune 500 companies, including several in the energy space. Mr. Duffy is very active within the energy committee on Trans Canada's-Tolls Task Force, Union Gas'– Marketer Council, the IESO's – Information Technology Standing Committee, the Energy Services Association of Canada and the Canadian Manufactures and Exporters-Energy Committee. In addition, he is a member of the Canadian Healthcare Energy Society, the Association of Power Producers of Ontario, the Ontario Energy Association, SWITCH Ontario, and was a former board member of Rethink Sustainability Initiative. For his community involvement and corporate successes, Mr. Duffy was recently awarded the Ontario Sustainable Energy Association's SMARTpreneur of the Year Award.

The determination was made that Mr. Duffy should serve on our Board of Directors because of his business and energy sector experience which will be extremely valuable as the Company continues to grow.

Corporate Governance

Corporate Governance Guidelines

Our Board of Directors is responsible for overseeing the management of our company.

The Board's principal responsibilities are to supervise and evaluate management, to oversee the conduct of our business, to set policies appropriate for the business and to approve corporate strategies and goals. The Board is to carry out its mandate in a manner consistent with the fundamental objective of enhancing shareholder value.

Director Independence

Based on information provided by each director concerning his background, employment, and affiliations, we believe that Vincent Ramoutar, Gordon Miller, Laurence Zeifman, Ryan Duffy and Marsha Guy are "independent" as that term is defined under the Nasdaq Marketplace Rules.

Board Committees

Our Board has established three standing committees: the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Copies of the committee charters of each of the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee setting forth the responsibilities of the committees can be found under the Corporate Governance section of our website at www.susglobalenergy.com and such information is also available in print to any stockholder who requests it from us. Our website is not incorporated into this Memorandum.

Audit Committee

The Audit Committee was established to assist the Board in fulfilling its oversight responsibilities in the following principal areas: (1) accounting policies and practices, (2) the financial reporting process, (3) financial statements provided by the Company to the public, (4) risk management including systems of accounting and financial controls, (5) appointing, overseeing and evaluating the work and independence of the external auditors, and (6) compliance with applicable legal and regulatory requirements. The Audit Committee currently consists of Laurence Zeifman, Vincent Ramoutar and Ryan Duffy.

Compensation Committee

The Compensation Committee is responsible for setting and administering the policies and programs that govern both annual compensation and stock option programs for the executive officers and directors of the Company. The Compensation Committee is also responsible for providing oversight with regard to the corporation's various programs of compensation, including all incentive plans, stock option plans and stock purchase plans. The Compensation Committee currently consists of Marsha Guy, Vincent Ramoutar and Gordon Miller.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee was established to assist the Board in its responsibilities relating to reviewing our operational compliance with applicable legal requirements and sound ethical standards. The Corporate Governance and Nominating Committee currently consists of Gordon Miller, Ryan Duffy and Laurence Zeifman.

Code of Ethics

We have adopted a Code of Conduct and Ethics that applies to our officers, employees and consultants and a Financial Management Code of Conduct for our Chief Executive Officer, Chief Financial Officer and senior financial officers. Our Code of Conduct and Ethics and our Financial

Management Code of Conduct are available on our website at www.susglobalenergy.com or upon request to the Company's corporate secretary.

Executive Officers

Set forth below is certain information relating to our current executive officers and key employees. Biographical information for Messrs. Hamaliuk and Hazout is set forth above under Board of Directors.

Name	Age	Title
Gerald Hamaliuk	70	Chief Executive Officer and Director
Marc Hazout	52	Chairman and President
Ike Makrimichalos	61	Chief Financial Officer

Ike Makrimichalos, age 61 has been the Chief Financial Officer (the "CFO") at the Company since 2014. Since July 2013, Mr. Makrimichalos has been the controller at Silver Dragon Resources Inc., a company whose common stock is quoted on the OTC marketplace and is engaged in the acquisition and exploration of silver and other mineral properties. Since July 2011, Mr. Makrimichalos has been the Chief Financial Officer at Auto Sector Retiree Health Care Trust. From September 2011 to November 2013, Mr. Makrimichalos was the Chief Financial Officer of Royal Standard Minerals Inc., a mining exploration company whose common stock is quoted on the OTCPink marketplace. From November 2009 to September 2011, Mr. Makrimichalos was the controller at Mukuba Resources Limited, a mining company whose common stock is quoted on the NEX. Mr. Makrimichalos left public practice in 2008, after serving over twenty-seven years with Deloitte & Touche LLP. Mr. Makrimichalos received a Bachelor of Arts from the University of Toronto and became a Chartered Accountant in December 1986.

Involvement in Certain Legal Proceedings

To our knowledge, our directors and executive officers have not been involved in any of the following events during the past ten years:

1. any bankruptcy petition filed by or against such person or any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

2. any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting his involvement in any type of business, securities or banking activities or to be associated with any person practicing in banking or securities activities;

4. being found by a court of competent jurisdiction in a civil action, the SEC or the Commodity Futures Trading Commission to have violated a Federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain summary information with respect to the compensation paid to the Company's CEO, President and CFO for services rendered in all capacities to the Company for the fiscal year ended December 31, 2016 and 2015. Other than as listed below, the Company had no executive officers whose total annual salary and bonus exceeded $100,000 for that fiscal year:

Summary Compensation Table

Name and principal position	Year	Salary ($)	Bonus ($)	Stock awards ($)	Option awards ($)	Non-equity incentive plan compensation ($)	Nonqualified deferred compensation earnings ($)	All other compensation ($)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Gerald Hamaliuk	2016 2015	45,290 46,998		100,000*					45,290 146,998
Chief Executive Officer									
Marc Hazout	2016	45,290							45,290
President	2015	46,998		50,000*					96,998
Ike Makrimichalos	2016	36,232							36,232
Chief Financial Officer	2015	37,598		50,000*					87,598

* The aggregate grant date fair values were computed in accordance with FASB Topic 718 and consisted of 2,000,000 shares issued to the executive officers on January 29, 2015 and March 27, 2015 and were priced at the private placement offering price of $0.10 per share, totaling $200,000.

Employment, Consulting and Management Agreements

Pursuant to consulting agreements (the "**Consulting Agreements**") dated November 1, 2014, the Company engaged (i) Travellers and Marc Hazout to provide the services of executive chairman and president of the Company, (ii) Ike Makrimichalos to provide the services of CFO of the Company, and (iii) Landfill Gas Canada Ltd. and Gerald Hamaliuk to provide the services of CEO of the Company (the counterparties to each Consulting Agreement are referred to as "**Consultants**").

Under the Consulting Agreements, each of (i) Travellers International Inc. together with Marc Hazout and (ii) Landfill Gas Canada Inc. together with Gerald Hamaliuk is entitled to fees of $5,000 (CAD) per month and Ike Makrimichalos is entitled to fees of $4,000 (CAD) per month. In addition, the Company agreed, subject to approval of the Company's CEO and the Board, to grant the Consultants under each Consulting Agreement 500,000 common shares of the Company. The Company has also agreed to reimburse each consultant for certain out-of-pocket expenses incurred by the Consultant.

Each Consulting Agreement has a term of one year and provides that, if the Company terminates the Consulting Agreement the Consultant is entitled to be paid six months' compensation as well as any bonus compensation owing. Upon Constructive Discharge (as defined in the Consulting Agreements) and subject to certain notification requirements and the Company's opportunity to cure the Constructive Discharge, the Consultant is entitled to six months' compensation as well as any bonus compensation owing. The three consulting agreements have been extended at the same monthly amounts, on a month to month basis until new consulting agreements are completed.

Effective January 1, 2017, new consulting agreements were finalized for the services of the President and for the CEO. The consulting agreements are for a period of three years, commencing January 1, 2017. For each of these two executive officers, the monthly fees will be as follows: $3,853 (5,000 CAD) for 2017 and $11,559 (15,000 CAD) for 2018 and 2019. In addition, the CEO was granted 3,000,000 Restricted Stock Units ("RSUs"). The RSUs will vest in three equal installments annually on January 1, 2018, 2019 and 2020. The Company has also agreed to reimburse each for certain out-of-pocket expenses incurred by each executive officer.

The Company has an employment agreement with its accounting and office manager for a period of one year, effective February 1, 2017, at a monthly amount of $4,238 ($5,500 CAD).

Stock Option Plan

The Board has adopted a stock option plan (the "**Plan**") to encourage common share ownership in the Company by directors, officers, employees and consultants of the Company. Under the Plan, the total number of common shares that are reserved and set aside for issuance under the Plan and pursuant to any other management options outstanding may not exceed 10% of the number of issued and outstanding common shares at the date of the grant, and the number of shares reserved for issuance to any one person may not exceed 5% of the number of issued and outstanding common shares at the date of the grant.

Under the Plan, options may be granted only to directors, officers, employees and consultants of the Company or its affiliates or to a personal holding company of such an optionee, and options are non-assignable. At the time that a grant of options is approved, the Board shall fix the exercise price of such options at a price that is not lower than the fair market value of the common shares at the time of the grant. Full payment of the exercise price must be made upon the exercise of the options.

Options granted under the Plan shall have a term of no longer than five years. No options have been granted under the Plan.

Director Compensation Policy

The Company does not currently have a director compensation policy. For the year ended December 31, 2016, as noted below no option or stock awards were granted to directors and no cash payments were made to directors during the fiscal year ended December 31, 2016. We did not pay any compensation to any director of the Company for services as director during the year ended December 31, 2016.

Outstanding Equity Awards at Fiscal Year End

Effective November 1, 2016, the Company's vice-president of corporate development was offered 115,000 common shares of the Company at a price of $0.10 per common share, exercisable within 180 days of the effective date of the contract, which began effective November 1, 2016. The offer was exercised on April 30, 2017. In addition, effective January 1, 2017, the Company's CEO was granted 3,000,000 RSUs. The RSUs will vest in three equal installments annually on January 1, 2018, 2019 and 2020. The Company has no other stock options or warrants outstanding as at the date of this filing and as at December 31, 2016 and 2015.

Related Party Transactions

During the year ended December 31, 2016, the Company incurred $45,289 ($60,000 CAD) (2015-$46,998; $60,000 CAD) in management fees charged by Travellers and $45,289 ($60,000 CAD) (2015-$46,998; $60,000 CAD) in management fees charged by Landfill Gas Canada Limited ("LFGC"), an Ontario company controlled by a director and CEO of the Company. The balance of the management fees, in the amount of $36,230 ($48,000 CAD) (2015-$37,598; $48,000 CAD) was charged by the Company's CFO and $6,037 ($8,000 CAD) (2015-$nil) was charged by the Company's vice-president of corporate development. As at December 31, 2016, unpaid remuneration and unpaid expenses in the amount of $95,396 ($128,083 CAD) (2015-$38,150; $52,802 CAD) is included in accounts payable and $61,982 ($83,220 CAD) (2015-$18,261; $25,275 CAD) is included in accrued liabilities.

In addition, the Company incurred a fee of $7,624 ($10,000 CAD) from Travellers, who provided the funds to establish the letter of credit noted for the BioGrid Project.

During the year ended December 31, 2016, the Company incurred $31,702 ($42,000 CAD) (2015-$28,199; $36,000 CAD) in rent paid under a rental agreement to Haute Inc., an Ontario company controlled by the President of the Company.

Loans payable in the amount of $217,482 ($292,000 CAD) (December 31, 2015-$59,245; $82,000 CAD), owing to Travellers and bearing interest at the rate of 12% per annum are due on demand and unsecured. As at December 31, 2016, $15,043 ($20,197 CAD) (December 31, 2015-$682; $944 CAD), in interest is included in accrued liabilities. One of the loans owing to Travellers, in the amount of $61,074 ($82,000 CAD) was repaid subsequent to the year-end, including accrued interest. There are no written agreements evidencing these loans.

During the year ended December 31, 2016, Silver Dragon Resources Ltd., an Ontario company in which the President of the Company is also a director and chief executive officer,

provided funds to the Company totaling $53,968 ($71,500 CAD). The loans were non-interest bearing, due on demand and unsecured. The loans were repaid in full on December 5, 2016. There are no written agreements evidencing these loans.

The Company had one-year consulting contracts with each of its three officers, which expired on October 31, 2015. The monthly payments for the three officers totaled $10,427 ($14,000 CAD). The Company extended the consulting contracts, at the same monthly amounts, on a month to month basis until new consulting contracts are completed. As noted above, effective January 1, 2017, new consulting agreements were signed for the President and the CEO, expiring December 31, 2019. For each of these two executive officers, the monthly fees will be as follows: $3,853 ($5,000 CAD) for 2017 and $11,559 ($15,000 CAD) for 2018 and 2019. In addition, the CEO was granted 3,000,000 RSUs. The RSUs will vest in three equal installments annually on January 1, 2018, 2019 and 2020. The Company has also agreed to reimburse each for certain out-of-pocket expenses incurred by each executive officer.

On November 1, 2014, the Company entered into a one-year premises lease agreement with Haute Inc., an Ontario company controlled by and the President of the Company, expiring October 31, 2015. The monthly minimum payment was $2,234 ($3,000 CAD). The Company's monthly rent continued at the same amount through December 2015. Subsequent to the December 31, 2015 year-end and effective January 1, 2016, the Company signed a new premises lease agreement with Haute Inc., for a period of one year at a minimum monthly amount of $2,607 ($3,500 CAD). Effective January 1, 2017, the Company entered into a new three-year premises lease agreement with Haute Inc., at a monthly amount of $3,082 ($4,000 CAD) for 2017, $ 3,853 ($5,000 CAD) for 2018 and $4,624 ($6,000 CAD) for 2019. The Company is also responsible for all expenses and outlays in connection with its occupancy of the leased premises, including, but not limited to utilities, realty taxes and maintenance.

DESCRIPTION OF SECURITIES

Authorized Capital Stock

The authorized capital stock of the Company consists of 150,000,000 shares of common stock par value $0.0001 per share and 10,000,000 shares of preferred stock, par value $.0001 per share. As of the date of this Memorandum, there are issued and outstanding 37,179,031 shares of common stock and 0 shares of preferred stock.

Common Stock

Voting. Each holder of common stock will generally be entitled to one vote on all matters submitted to a vote of stockholders of the Company. Except as otherwise required by law, holders of common stock (as well as holders of any preferred stock entitled to vote with the common stockholders) will generally vote together as a single class on all matters presented to the stockholders for their vote or approval, including the election of directors. There will be no cumulative voting rights with respect to the election of directors or any other matters.

Dividends and distributions. Subject to applicable law and the rights, if any, of the holders of any series of preferred stock of the Company then outstanding, the holders of common stock will have the right to receive dividends and distributions, whether payable in cash or otherwise, as may be declared from time to time by its Board of Directors, from legally available funds.

Liquidation, dissolution or winding up. Subject to applicable law and the rights, if any, of the holders of any series of preferred stock of then outstanding, in the event of the liquidation, dissolution or winding-up of the Company, holders of common stock will be entitled to share ratably in proportion to the number of shares of common stock held by them in the assets available for distribution after payment or reasonable provision for the payment of all creditors.

Other provisions. There will be no redemption provisions or sinking fund provisions applicable to the common stock.

The rights, preferences, and privileges of the holders of the common stock will be subject to, and may be adversely affected by, the rights, preferences and privileges of the holders of any series of preferred stock of the Company.

Shares Reserved for Future Issuances

As noted above under Outstanding Equity Awards at Fiscal Year End.

Preferred Stock

Our Board of Directors is authorized by resolution to create and issue one or more series of preferred stock, and, with respect to each series, to determine the number of shares constituting the series and the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, which may include dividend rights, conversion or exchange rights, voting rights, redemption rights and terms and liquidation preferences, without stockholder approval. Our Board of Directors may therefore create and issue one or more series of preferred stock with voting and other rights that could adversely affect the voting power of the holders of our common stock and which could have certain anti-takeover effects. Before the Company may issue any series of preferred stock, its Board of Directors will be required to adopt resolutions creating and designating such series of preferred stock.

RESTRICTIONS ON TRANSFER OF SECURITIES

The Shares are subject to restrictions on transfer and have not been registered under the Securities Act. Such securities must be held indefinitely unless:

- there is in effect a registration statement under the Securities Act covering the proposed disposition or transfer and such disposition or transfer is made in accordance with such registration statement;

- you notify us of the proposed disposition or transfer and obtain a legal opinion from our counsel or from outside counsel, at your cost and reasonably satisfactory to us, that such disposition or transfer will not require registration under the Securities Act;

- the securities are sold pursuant to an exemption from the registration requirements of the Securities Act afforded by Rule 144 of the Securities Act or similar rule then in effect, and our counsel, or an outside counsel reasonably satisfactory to us, provides a legal opinion, at your cost, that such disposition is exempt from registration under the Securities Act; or

- the restrictive legend may be removed, without volume or manner of sale requirements, pursuant to Rule 144 under the Securities Act, and we or our counsel has instructed our transfer agent as to such legend removal.

The securities will bear a legend setting forth these restrictions on transfer and any legends required by state securities laws.

PLAN OF DISTRIBUTION

Subject of the terms and conditions set forth herein, the Company is offering a minimum of $3,000,000 of Shares, on a "best efforts, all-or-none" basis and a maximum of $50,000,000 of Shares, on a "best efforts" basis, at a purchase price of $5.00 per Share.

The Offering is being made pursuant to exemptions from registration available under the Securities Act, and pursuant to certain other statutory exemptions. The Company may reject subscriptions in its sole discretion, in whole or in part, for any reason or for no reason. If this Offering is oversubscribed, the Company may determine, in its sole discretion, to reject subscriptions in whole or in part or to allocate to any prospective investor less than the number of Shares to which the investor subscribed, subject to the Company's obligation to return to any prospective investor funds transmitted by such investor in respect of a rejected subscription, in whole or in part.

Our affiliates and our officers and directors may purchase Shares in the Offering for their own accounts on the same terms as set forth herein. Such purchases may be made in order for the Offering to meet the Minimum Offering Amount necessary for closing.

The offering period shall commence on the date of this Memorandum and will continue until October 27, 2017, provided, however, this period may be extended by 90 days in the Company's sole discretion. The initial closing of this Offering may occur at any time during the offering period after the Company has received and accepted subscriptions for the Minimum Offering Amount. Further closings may be held, up to the sale of the Maximum Offering Amount, at any time during the offering period. We contemplate that the proceeds of this Offering will be delivered to the Company at one or more closings held during the offering period.

By signing and returning the Subscription Agreement to us, you will:

- Commit to purchase the number of Shares that you enter on the signature page, at the price specified on that page;

- Make various representations and warranties to us, including that you:

  - Recognize that an investment in our securities is speculative and involves a high degree of risk;

  - Are a knowledgeable and experienced investor, and an accredited investor within the meaning of Regulation D under the Securities Act;

  - Are purchasing the securities for your own account, for investment, and not with a view to the resale or distribution of the securities, and that the securities will contain a restrictive legend to that effect;

  - Must bear the economic risk of your investment in the securities unless and until a registration statement is declared effective by the SEC or you are permitted to sell under SEC Rule 144, which rule contains specified limitations and requirements, and

  - Were given access to any information about us that you requested, including the opportunity to ask questions of our management.

You should carefully read the Subscription Agreement, which is attached to this Memorandum, and should not submit it unless all statements it makes about you are correct.

The purchase price for the Shares offered hereby has been determined by us and does not necessarily bear any relationship to our book value, assets, earnings or other generally accepted valuation criteria. Accordingly, the Offering price should not be considered to be indicative of the actual value of the securities.

We may engage one or more Placement Agents to offer and sell the Shares. We may pay the Placement Agent a commission of up to 8% of the gross proceeds received by the Company from the sale of the Shares sold by the Placement Agent, and issue the Placement Agent a warrant to purchase up to 8% of the number of Shares sold by such Placement Agent in the Offering. The Placement Agent Warrants would terminate no later than 5 years from the final Closing and would have an exercise price of up to 125% of the initial conversion price of the Shares. As of the date of this Memorandum, we have not entered into any underwriting agreement, placement agent agreement, arrangement or understanding for the sale of the Shares being offered by us in the Offering.

SUBSCRIPTION PROCEDURES

If after careful review of this Memorandum, completion of your investigation of the Company, consideration of the risks involved in an investment in the securities, satisfaction of all questions or concerns related to such an investment decision, and your determination that you meet the suitability requirements provided herein and in the subscription documents, you wish to subscribe for Shares,

then review, complete and deliver the subscription documents and the purchase price as directed herein prior to the date the Offering terminates.

To subscribe for Shares offered herein:

- Review, complete execute and deliver to the Company (at the address set forth in the Subscription Agreement) prior to the Termination Date the Subscription Agreement and executed Third Party Accredited Investor Questionnaire attached to this Memorandum as Exhibit A and Exhibit B, respectively; and

- Deliver to the Escrow Agent, prior to the Termination Date, the full purchase price for the Shares you wish to purchase by wire transfer or check in accordance with the instructions provided in the Subscription Agreement. Wires should include the account number and the Escrow Agent's routing number (as indicated in Exhibit C attached hereto).

The Escrow Agent will hold the funds representing the purchase price until acceptance of the subscription and satisfaction of all closing conditions to this Offering. You may not withdraw funds deposited into escrow, except as set forth in the Subscription Agreement. The Company may accept any subscription in whole or in part, or reject any subscription, in its sole discretion for any reason whatsoever and terminate this Offering at any time prior to its acceptance of subscriptions. In the event that your subscription is rejected or this Offering is otherwise terminated or withdrawn, funds delivered by you to the Escrow Agent will be returned to you without interest or deduction.

After each closing of the Offering, the Escrow Agent will release the funds pursuant to the terms and conditions of the escrow agreement. Promptly following a closing, the Company will issue to the investors the Shares purchased in this Offering.

INVESTOR SUITABILITY STANDARDS

THE PURCHASE OF THE SECURITIES INVOLVES SIGNIFICANT RISKS AND IS A SUITABLE INVESTMENT ONLY FOR CERTAIN TYPES OF POTENTIAL INVESTORS. SEE "RISK FACTORS."

Prospective investors should consider carefully each of the risks associated with this Offering, particularly those described in "Risk Factors." In view of these risks and the consequent long-term nature of any investment in the Company, this Offering is available only to investors who have substantial net worth and no need for liquidity in their investments. The Company, in reliance upon the criteria set forth in Rule 501(a) promulgated under Regulation D of the Securities Act, has established investor suitability standards for investors in the Shares. Securities will be sold only to an investor who:

(a) represents that such investor is acquiring the securities for such investor's own account, for investment only not with a view to the resale or distribution thereof;

(b) acknowledges that the right to transfer the securities will be restricted by the Securities Act, applicable state securities laws and certain contractual restrictions, and that the investor's ability to do so will be restricted by the absence of a market for the securities; and

(c) represents that such investor qualifies as one or more of the following:

(1) Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds $1,000,000 not including their principal residence;

(2) Any natural person who had an individual income in excess of $200,000 in each of the two most recent years, or joint income with that person's spouse in excess of $300,000 in each of those years, and has a reasonable expectation of reaching the same income level in the current year;

(3) Any bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended; any insurance company as defined in Section 2(13) of the Act; any investment company registered under the Investment Company Act of 1940 (the "Investment Company Act") or a business development company as defined in Section 2(a)(48) of the Investment Company Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of $5.0 million any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 ("ERISA"), if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of $5.0 million or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

(4) Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

(5) Any organization (described in Section 501(c)(3) of the Internal Revenue Code), Company, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5.0 million;

(6) Any director, or executive officer of the Company;

(7) Any trust, with total assets in excess of $5.0 million not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a person who has such knowledge and experience in financial and business matters that he is

capable of evaluating the merits and risks of the prospective investment, or the Company reasonably believes immediately prior to making any sale that such purchaser comes within this description; or

(8) Any entity in which all of the equity owners are accredited investors.

Investors will be required to make certain representations and to satisfy certain other standards and conditions, which are set forth in a Subscription Agreement that must be executed by all investors in this Offering.

Prospective investors will be required to represent in writing that they meet the suitability standards set forth above, which represent minimum suitability requirements for prospective investors. Satisfaction of such standards by a prospective investor does not mean that the Shares are a suitable investment for such investor. In addition, certain states may impose additional or different suitability standards, which may be more restrictive.

As used in this Memorandum, the term "net worth" means the excess of total assets over total liabilities. In determining income, an investor should add to his or her adjusted gross income any amounts attributable to tax-exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depreciation, contributions to an IRA or Keogh retirement plan, alimony payments and any amount by which from long-term capital gains has been reduced in arriving at adjusted gross income.

We may make or cause to be made such further inquiry and obtain such additional information as we deem appropriate with regard to the suitability of prospective investors. We may reject subscriptions in whole or in part if, in our discretion, we deem such action to be in our best interests.

ADDITIONAL INFORMATION

We will make available to each prospective investor the opportunity to ask questions of, and receive answers from, our Company or a person acting on our behalf concerning the terms and conditions of this Offering, our Company or any other relevant matters. We will respond with any additional information necessary and not of a proprietary nature to verify the accuracy of the information set forth in this Memorandum, to the extent that we possess such information or can acquire it without unreasonable effort or expense. To the extent necessary, we will provide prospective investors with supplements to this Memorandum contained new or changed material information about us or this Offering until such time as this Offering is closed.

We are subject to the informational requirements of the Exchange Act and, in accordance therewith, file annual, quarterly and current reports and other information with the U.S. Securities and Exchange Commission. Reports and other information can be inspected and copied at the public reference room maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information about its public reference room. Our filings are also available to you free of charge on the SEC's website at http://www.sec.gov. Our filings with the SEC set forth on Exhibit E are incorporated by reference in this Memorandum.

Exhibit A

Subscription Agreement

See attached.

Exhibit B

Wiring and Check Instructions:

Please go to **www.CrowdVest.co** and complete the "Invest Now" process and obtain "offering code" and "Investor ID" once approved, wire instructions will follow.

Check Mailing Address:
Prime Trust
2300 W Sahara Ave
Suite 1170
Las Vegas, NV 89102

Please make checks payable to "Prime Trust FBO SusGlobal Energy Corp."
Include "Investor ID" on check, a note with your name, phone number and email address, in case we have any questions.

Exhibit C

SEC FILINGS INCORPORATED BY REFERENCE

The following documents filed with the SEC under the Exchange Act are hereby incorporated by reference in this Memorandum:

Amendment No. 4 to the Registration Statement on Form S-4, filed with the Securities and Exchange Commission on May 11, 2017.

Post-Effective Amendment No. 1 to the Registration Statement on Form S-4, filed with the Securities and Exchange Commission on June 7, 2017.

The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 31, 2017.

The Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on June 9, 2017.

The Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 14, 2017.

All documents filed by the Company pursuant to the Exchange Act after the date of this Memorandum and prior to the termination of the Offering shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as modified or superseded, to constitute a part of this Memorandum.

The Company will provide to any prospective investor in the Shares, without charge, upon such person's written or oral request, a copy of any and all documents that have been incorporated by reference herein.