

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
OF
EARTHWORKS INDUSTRIES INC.

TAKE NOTICE that the Annual General and Special Meeting of Shareholders of EARTHWORKS INDUSTRIES INC. (hereinafter called the “Company”) will be held in the Harbour Room, Suite 1100-1177 West Hastings Street, in the City of Vancouver, in the Province of British Columbia, Canada, on Wednesday, July 19, 2017 at the hour of 11.45 a.m. (local time) for the purpose of:

1. Setting the number of Directors at three.
2. Electing Directors for the ensuing year.
3. Reappointing Crowe MacKay LLP, Chartered Professional Accountants, as the Auditors of the Company for the ensuing year, and to authorize the Directors to fix the remuneration to be paid to the Auditors.
4. Receiving and considering the Report to the Shareholders from the Board of Directors.
5. Receiving and considering audited financial statements of the Company and the Auditor’s Report thereon.
6. Considering re-approval of the Company’s Stock Option Plan.
7. Considering approval of Directors’ actions and activities during the period since the last shareholders’ meeting.
8. Transacting such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person are requested to date and sign the accompanying form of Proxy and to return it by mail (or by fax to 1-866-249-7775) – or submitted electronically - to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Canada not later than 2:45 p.m. (Toronto local time) on Monday, July 17, 2017.

DATED at Vancouver, British Columbia, this 20th day of June, 2017.

BY ORDER OF THE BOARD