

**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 at Suite 615 – 800 West Pender Street, in the City of Vancouver, on Wednesday, May 18, 2022, at the hour of 11:00 a.m. (local time) for the purpose of:**

1. Setting the number of Directors to be elected at five.
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 year-end November 30, 2021 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 or file it by:

- (a) mail or delivery to Computershare, 8<sup>th</sup> floor, 100 University Avenue, Toronto, Ontario M5J 2Y1
- (b) fax to 604-681-0139 or 1-866-249-7775
- (c) scanned email to: [jonsson@securitieslaw.bc.ca](mailto:jonsson@securitieslaw.bc.ca)
- (d) the internet pursuant to the instructions contained on the Proxy.

Not later than 11:00 a.m. (local time) on Monday, May 16, 2022.

DATED at Vancouver, British Columbia, this 18<sup>th</sup> day of April, 2022

**BY ORDER OF THE BOARD**