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, BC on Wednesday, December 10, 2025, at the hour of 11:30 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 authorizing 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, 2024, financial statements of the Company and the Auditor's Report thereon.

6. Considering re-approval of the Company's Stock Option Plan.

7. Considering disinterested approval of the reduction in the exercise prices of 625,000 Options held by two Directors as more particularly described in the Information Circular.

8. Considering approval of Directors' actions and activities during the period since the last shareholders' meeting.

9. 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, 14th floor, 320 Bay Street, Toronto, Ontario M5H 4A6

(b) Fax to (604) 681-0139 or 1-866-249-7775

(c) scanned email to: jonsson@securitieslaw.bc.ca

(d) the internet pursuant to the instructions contained on the Proxy.

Not later than 11:30 a.m. (Vancouver local time) on Monday, December 8, 2025.

DATED at Vancouver, British Columbia, this 4th day of November 2025.