

EARTHLABS INC.
69 Yonge Street, Suite 200
Toronto, Ontario M5E 1K3

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of **EarthLabs Inc.** (the “**Corporation**”) will be held on June 26, 2025 at 11:00 a.m. (Eastern time) at 69 Yonge Street, Suite 200, Toronto, Ontario M5E 1K3, for the following purposes:

1. **TO RECEIVE** the audited financial statements of the Corporation for the financial year ended December 31, 2024 and the report of the auditor thereon;
2. **TO FIX** the number of directors of the Corporation at four (4);
3. **TO ELECT** the directors of the Corporation;
4. **TO APPOINT** the auditors of the Corporation and to authorize the directors to fix their remuneration;
5. **TO APPROVE** the termination of the existing stock option plan of the Corporation and the adoption of a new stock option plan providing for the issuance thereunder and under all other equity compensation plans of the Corporation of a maximum of 27,559,819 common shares; and
6. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The board of directors of the Corporation has by resolution fixed the close of business on Thursday, May 22, 2025 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation’s transfer agent, **Computershare Investor Services Inc.**, not later than **June 24, 2025 at 11:00 a.m. (Eastern Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found in the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted, you should sign and return all proxies and voting instruction forms that you receive.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The accompanying Circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting. Additional information about the Corporation and its consolidated financial statements are also available on the Corporation’s profile at www.sedarplus.ca.

All shareholders, both Registered Shareholders and Non-Registered Shareholders (please see “Advice to Non-Registered Shareholders” in the accompanying Circular to determine if you are a Non-Registered Shareholder) will have the opportunity to vote their shares in advance of the Meeting, either by completing a form of proxy (Registered Shareholders) or a voting instruction form (Non-Registered Shareholders).

Registered Shareholders who are unable to attend the Meeting in person are requested to read, complete, sign and mail the enclosed form of proxy or to vote electronically in accordance with the instructions set out in the proxy and in the Circular accompanying this Notice of Meeting. Non-Registered shareholders must seek instruction on how to complete a voting instruction form and to vote their shares from their broker, trustee, financial institution or other nominee. Generally, Non-Registered Shareholders are not permitted to vote at the Meeting and must ensure they complete their voting instruction form before the date of the Meeting in accordance with the instructions provided by their broker, trustee, financial institution or other nominee. Please see “Advice to Non-Registered Shareholders” in the accompanying Circular for further information.

Should you have any questions regarding information contained in the enclosed documents or if you require assistance in voting your shares, please contact Computershare Investor Services Inc. toll-free in North America at 1-800-564-6253 or International at 514-982-7555 or by email at service@computershare.com.

DATED at Toronto, Ontario this 22nd day of May, 2025.

BY ORDER OF THE BOARD

“Denis Laviolette” (signed)

Executive Chairman of the Board
and Chief Executive Officer