

SWEET EARTH HOLDINGS CORPORATION

903 – 700 West Pender Street
Vancouver, British Columbia V6C 1G8

(the “Company”)

NOTICE OF CHANGE OF AUDITOR

(the “Notice”)

To: K.R. Margetson Ltd.

And To: SHIM & Associates LLP, Chartered Professional Accountants

**And To: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission**

The Company is issuing this notice pursuant to section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”) of the change of its auditor from K.R. Margetson Ltd. (the “Former Auditor”) to SHIM & Associates LLP, Chartered Professional Accountants (the “Successor Auditor”). In accordance with NI 51-102, the Company hereby provides notice of the following:

1. The Former Auditor resigned as the Company’s auditor effective December 10, 2021.
2. The Successor Auditor was appointed as the Company’s auditor effective August 23, 2022 to fill the vacancy and to hold office until the next annual meeting of shareholders of the Company.
3. The resignation of the Former Auditor and the appointment of the Successor Auditor was considered and approved by the audit committee and board of directors of the Company.
4. There have been no reservations in the reports of the Former Auditor on the financial statements of the Company for the two most recently completed fiscal years preceding the date of this Notice.
5. In the opinion of the board of directors of the Company, no “reportable event” as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company nor any period from the most recently completed period for which the Former Auditor issued an audit report in respect of the Company and the date of this Notice.
6. This Notice and letters from the Former Auditor and the Successor Auditor have been reviewed by the Company’s audit committee and board of directors.

Dated as of the 22nd day of August, 2022.

SWEET EARTH HOLDINGS CORPORATION

“Chris Cooper”

Chris Cooper
Chief Financial Officer