



**SWEET EARTH HOLDINGS CORPORATION**  
903 – 700 West Pender Street  
Vancouver, British Columbia V6C 1G8  
Telephone No.: 778-385-1213

### **NOTICE OF ANNUAL GENERAL MEETING**

**TAKE NOTICE** that the annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Sweet Earth Holdings Corporation (hereinafter called the “**Company**”) will be held at the offices of McMillan LLP, located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, by in person / telephone conference call, on Friday, December 23, 2022, at 10:00 a.m. Pacific Time (the “**Meeting**”).

**The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:**

Dial by your location

Canada Toll Free:	1-855-244-8677
Canada Toll:	1-416-915-6530
US Toll Free:	1-855-282-6330
US Toll:	1-415-655-0002
Attendee Access Code:	95400309

The Meeting is to be held for the following purposes:

1. to table the consolidated audited financial statements of the Company for the fiscal year ended June 30, 2022 and the report of the auditor thereon and the related management discussion and analysis;
2. to fix the number of directors at four;
3. to elect directors of the Company for the ensuing year;
4. to appoint SHIM & Associates LLP., Chartered Professional Accounts, as auditor of the Company for the ensuing year, and to authorize the directors to fix the auditor’s remuneration;
5. to pass an ordinary resolution to approve the continuation of the Company’s 10% “rolling” Stock Option Plan, as more particularly described in the accompanying Information Circular; and
6. to pass an ordinary resolution to approve the continuation of the Company’s 10% “rolling” Restricted Share Unit Plan, as described in the accompanying Information Circular.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the audited consolidated financial statements for the year ended June 30, 2022, report of the auditor and related management discussion and analysis will be made available at the Meeting, and copies are available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy.**

**If your shares are held in a brokerage account you are not a registered shareholder. Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.**

**Note of Caution Concerning COVID-19**

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 pandemic (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Please check the Company’s SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.

**Shareholders who wish to attend the Meeting in person must call McMillan LLP at (604) 689-9111 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.**

**DATED** at Vancouver, British Columbia this 24<sup>th</sup> day of November, 2022.

**BY ORDER OF THE BOARD**

*“Peter Espig”*

**Peter Espig  
Chief Executive Officer**