



SWEET EARTH HOLDINGS CORPORATION

903 – 700 West Pender Street
Vancouver, British Columbia V6C 1G8
Telephone No.: 604-423-4499

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 on Thursday, December 21, 2023 at 10:00 a.m. (PST) for the following purposes:

1. To receive and consider the consolidated audited financial statements of the Company together with the auditor’s report thereon and related management discussion and analysis for the year ended June 30, 2023.
2. To set the number of directors at four (4).
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 Stock Option Plan, as described in the accompanying Information Circular.
6. To pass an ordinary resolution to approve the continuation of the Company’s 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 fiscal year ended June 30, 2023, 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.sedarplus.ca.

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.

DATED at Vancouver, British Columbia this 17th day of November, 2023.

BY ORDER OF THE BOARD

“Robert Dubeau”

Robert Dubeau
President and Chief Executive Officer