EARTHRENEW INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

TAKE NOTICE THAT an annual general and special meeting (the "**Meeting**") of the shareholders of EarthRenew Inc. (the "**Corporation**") will be held at 9:00 a.m. (Calgary time) on Wednesday, June 28, 2023 at the offices of Dentons Canada LLP, 15th Floor, Bankers Court, 850 – 2nd Street S.W., Calgary, Alberta for the following purposes:

1. to receive and consider the audited financial statements of the Corporation as at and for the financial years ended December 31, 2022 and 2021 and the report of the auditor thereon;

2. to fix the number of directors of the Corporation to be elected at the Meeting at five (5);

3. to elect the board of directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed;

4. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditor;

5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the stock option plan of the Corporation, as more particularly set forth in the accompanying management information circular (the "**Circular**");

6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve an amendment to the articles of the Corporation to change the name of the Corporation to "Replenish Nutrients Holding Corp." or such other name as the board of directors deems appropriate and as may be approved by applicable regulatory authorities, as more particularly set forth in the accompanying Circular;

7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving the continuance of the Corporation out of the jurisdiction of Ontario under the *Business Corporations Act* (Ontario) and into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta) and the repeal and replacement of the Corporation's by-laws in connection therewith, as more particularly set forth in the accompanying Circular; and

8. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Circular.

Only shareholders of record as at the close of business on May 9, 2023 are entitled to receive notice of the Meeting.

DATED at Okotoks, Alberta as of the 15th day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Neil Wiens*"
Neil Wiens
Chief Executive Officer, Chief Technology Officer and Director

IMPORTANT

It is desirable that as many shares as possible be represented at the Meeting. We encourage all shareholders to vote their shares prior to the Meeting by completing the enclosed instrument of proxy and returning it as soon as possible in the envelope provided for that purpose. A proxy will not be valid unless it is delivered to our transfer agent, TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 (Attention: Proxy Tabulation Group), or by facsimile to the Proxy Tabulation Group's attention at (416) 595-9593, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or an adjournment or postponement thereof. As an alternative to completing and submitting an instrument of proxy, you may vote electronically through the internet at www.voteproxyonline.com by following the instructions on-screen. To vote through the internet, you will require your 12-digit control number found on your instrument of proxy. All instructions are listed in the enclosed instrument of proxy.