



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the shareholders of Next Green Wave Holdings Inc. (the “Company”) will be held at Suite 300 – 1055 West Hastings Street, Vancouver, B.C, V6E 2E9, Canada on Friday November 5, 2021, at 2:30 P.M. (PST) to consider resolutions as noted below.

**Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees and other stakeholders, shareholders are encouraged not to attend the Meeting in person. The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:**

**Please click the link below to join the webinar:**

**<https://us02web.zoom.us/j/81678718276?pwd=MmwvcktYSHowQ1RRKzNmMVRVK21vdz09>**

**Passcode: 467440**

**Or**

**In Canada Dial: +1 587 328 1099 or +1 778 907 2071**

**Webinar ID: 816 7871 8276**

**Passcode: 467440**

**International numbers available: <https://us02web.zoom.us/j/81678718276?pwd=MmwvcktYSHowQ1RRKzNmMVRVK21vdz09>**

We are continuously monitoring the current coronavirus pandemic. In light of rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, Shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Information Circular.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of COVID-19. Should any changes to the Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed under the Company’s profile at [www.sedar.com](http://www.sedar.com). In the event of any changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting materials.

**\*\*\*DUE TO THE COVID 19 VIRUS, WE ARE REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON\*\*\***

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 2:30 p.m.(Pacific Time) on Wednesday November 3, 2021.** Attendance by ZOOM conference allows Shareholders to listen to, but not to vote at, the Meeting.

**The Meeting is to be held to consider resolutions  
for the following purposes:**

1. To receive and consider the comparative financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditor thereon;
2. To set the number of directors at four;
3. To elect directors for the ensuing year;
4. To appoint Dale Matheson Carr-Hilton, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company's Stock Option Plan; and
6. to consider and, if deemed advisable, to pass a special resolution, to approve and authorize an alteration of the Corporation's Articles to include advance notice provisions. Refer to "Particulars of Matters to be Acted Upon – Advance Notice Provision" in the accompanying Management Proxy Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof. The consolidated audited financial statements for the year ended December 31, 2020, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on [www.sedar.com](http://www.sedar.com).

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date, and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, fax or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.**

**DATED** at Vancouver, British Columbia October 1, 2021

**BY ORDER OF THE BOARD OF DIRECTORS  
OF NEXT GREEN WAVE HOLDINGS INC.**

/s/ "Michael Jennings"  
**Michael Jennings**  
**Chief Executive Officer**