

ENVIRONMENTAL WASTE INTERNATIONAL INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an Annual and Special Meeting of Shareholders of Environmental Waste International Inc. will be held on Thursday, September 20, 2001 at The Knightsbridge Room, Le Royal Meridien King Edward Hotel, 37 King Street East, Toronto, Ontario at the hour of 10:00 o'clock in the forenoon, local time, for the following purposes:

1. To receive and consider the report of the directors and to receive and consider the statements of the Company for the fiscal period ended December 31, 2000, together with the auditor's report thereon;
2. To appoint an auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
3. To elect directors for the ensuing year;
4. To consider, and, if appropriate, approve an amendment to the Incentive Stock Option Plan of the Company to reduce the number of Common Shares available for options;
5. To transact such other business as may properly be transacted at such meeting or any adjournment thereof.

If you are unable to attend the meeting in person, please read the information contained in the accompanying Information Circular and the Instrument of Proxy enclosed herewith and complete and return the Proxy within the time period specified in the Information Circular. The enclosed Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the meeting.

Dated at Ajax, Ontario this 16th day of August, 2001.

By order of the board,

"Robert Bryniak"

President