

ENVIRONMENTAL WASTE INTERNATIONAL INC.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR (THE "CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF ENVIRONMENTAL WASTE INTERNATIONAL INC. (THE "CORPORATION") OF PROXIES TO BE USED AT THE ANNUAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD ON WEDNESDAY, JUNE 25, 2003, AT THE HOUR OF 10:00 O'CLOCK IN THE FORENOON, LOCAL TIME, AT THE CARMICHAEL/JACKSON ROOM, HILTON HOTEL, 145 RICHMOND STREET WEST, TORONTO, ONTARIO, FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING. It is expected that the solicitation will be primarily by mail but proxies may also be solicited personally by regular employees and Directors of the Corporation at a nominal cost. The cost of any such solicitation by management will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are Directors and Senior officers of the Corporation. A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM AT THE MEETING MAY DO SO BY INSERTING SUCH PERSON'S NAME, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND, IN EITHER CASE, DELIVERING THE COMPLETED PROXY TO THE SECRETARY OF THE CORPORATION AT SUITE 950, 20 TORONTO STREET, TORONTO, ONTARIO M5C 2B8, OR TO CIBC MELLON TRUST COMPANY, 320 BAY STREET, TORONTO, ONTARIO, M5H 4A6, AT LEAST 48 HOURS PRIOR TO THE MEETING IN ORDER FOR THE PROXY TO BE VOTED. A Proxy must be executed by a shareholder or his attorney authorized in writing or, if executed by a body corporate, by an Officer or Attorney thereof, duly authorized in writing.

Any Shareholder giving a Proxy may, in addition to any other manner permitted by law, revoke the Proxy by depositing an instrument in writing executed by the Shareholder or by his Attorney authorized in writing, or if the Shareholder is a body corporate, by an Officer or Attorney thereof duly authorized, at the head office of the Corporation or at the CIBC Mellon Trust Company, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed Proxies will be voted or withheld from voting in accordance with the instructions of the Shareholder giving the Proxy on any ballot that may be called for, and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. IF NO CHOICE IS SPECIFIED, THE SHARES REPRESENTED BY SUCH PROXIES WILL BE VOTED IN FAVOUR OF THE MATTER IDENTIFIED IN THE NOTICE OF MEETING.

THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. HOWEVER, IF OTHER MATTERS WHICH ARE NOT KNOWN TO THE MANAGEMENT OF THE CORPORATION SHOULD COME BEFORE THE MEETING, THE SHARES REPRESENTED BY ANY PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS NAMED THEREIN.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of unlimited common shares without nominal or par value of which the Corporation has outstanding 58,398,316 common shares as of the date hereof, each carrying the right to one vote per share.

The Board of Directors of the Corporation has fixed May 22, 2003 (the "Record Date") as the Record Date for the purpose of determining the shareholders entitled to receive notice of the Meeting. The Corporation will prepare a list of shareholders as at the Record Date. In accordance with the voting rights attaching to the common shares, each shareholder named in the list will be entitled to vote, on all resolutions put forth at the Meeting for which such shareholder is entitled to vote, the shares shown opposite his or her name on the said list, except to the extent that (i) the shareholder has transferred his or her shares after the Record Date; and (ii) the transferee of those shares produces properly endorsed share certificates or otherwise establishes that he or she owns the shares and demands, not later than 10 days before the Meeting, that his or her name be included in the list of shareholder before the meeting, in which case the transferee will be entitled to vote his or her shares at the Meeting. The failure of a shareholder to receive the Notice of Meeting does not deprive him or her of the right to vote at the Meeting.

To the knowledge of the Directors and Senior Officers of the Corporation, no person or company beneficially owns, directly or indirectly, or has control or direction over, directly or indirectly, greater than 10% of the outstanding voting shares of the Corporation as of the date hereof.

ELECTION OF DIRECTORS

Management has nominated four persons as directors for the forthcoming year. **The persons named in the enclosed form of Proxy intend to vote for the election of the nominees whose names are set forth below, all of whom are now members of the Board of Directors and have been since the dates indicated. Management does not contemplate that any of the nominees will be unable to serve as a Director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of Proxy reserve the right to vote for another nominee in their discretion.** Each Director elected will hold office until the next Annual Meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the By-laws of the Corporation.

The following table and note thereto state the names of all the persons proposed to be nominated for election as Directors, their principal occupation or employment for the past five years, the year in which they became Directors of the Corporation, and the approximate number of shares of the Corporation beneficially owned, directly or indirectly, by each of them as of May 21, 2003. The Corporation does not have an executive committee of the board of directors and members of the audit committee are indicated by an asterisk.

| NAME | NUMBER OF SHARES | CHIEF OCCUPATION |
|---|------------------|--|
| Stephen Simms * Thornhill, Ontario Director since September, 1993 | 1,150,400 | President of the Corporation |
| Emanuel Gerard* New York, New York Director since February 1, 1999 | 3,674,448 | Business Executive Chairman Gerard Klauer Mattison & Co., Inc. New York, Investment Bankers |
| William E. Bateman* Toronto, Ontario Director since August 1996 | 719,560 | Barrister and Solicitor in Private Practice in Toronto, Ontario |
| Hans-Joerg Hungerland Wolfsburg, Germany Director since August, 1996 | 451,000 | Self-Employed Business Consultant |

Note: The information as to shares beneficially owned not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.

STATEMENT OF EXECUTIVE COMPENSATION

The information contained is provided as required under Form 40 contained in the Regulations under the Ontario Securities Act (the "Policy") for Small Business Issuers, as such term is defined in the Policy.

Summary Compensation Table

The following information is provided for the Corporation's Executive Officers for the fiscal periods ended December 31, 2000, 2001 and 2002;

| Name and Principal Position | Annual Compensation | | | | Long-Term Compensation |
|-----------------------------|---------------------|---------|-------|--------------|------------------------|
| | Year | Salary | Bonus | Compensation | Shares Under Option |
| Stephen Simms | 2002 | 136,486 | Nil | Nil | 1,200,000 |
| Robert Bryniak | 2001 | 165,000 | Nil | Nil | 1,150,000 |
| Stephen Simms | 2001 | 132,000 | Nil | Nil | 900,000 |
| Robert Bryniak | 2000 | 144,000 | Nil | Nil | 1,100,000 |

(1) Stephen Simms is the only "Named Executive Officer" (as such term is defined in the Policy). As of April 26, 2002, Mr. Bryniak was no longer an officer or director.

Stock Option Plan

The Corporation has a stock option plan (the "Plan") relating to the common shares of the Corporation. Eligibility for participation in the Plan is restricted to directors, officers and other key employees of the Corporation and its subsidiaries, and consultants.

Stock Options Granted During The Year Ended December 31, 2002

The table set out below provides information regarding stock options granted to the Executive Officers during the year ended December 31, 2002.

| Name | Number of Common Shares Under Options Granted | Percentage of Total Options Granted to Employees | Option Exercise Price Per Share | Market Price Per Share When Granted | Option Expiration Dates |
|---------------|---|--|---------------------------------|-------------------------------------|-------------------------|
| Stephen Simms | 100,000 | 0.1% | \$0.30 | \$0.30 | Oct. 2, 2006 |
| Stephen Simms | 300,000 | 5.6% | \$0.25 | \$0.25 | Jun 26, 2007 |
| Stephen Simms | 350,000 | 6.6% | \$0.15 | \$0.08 | Dec. 31, 2003 |

Stock Options Exercised as at December 31, 2002

The table set out below provides information regarding outstanding stock options for the Executive Officer, as at December 31, 2002:

| Name | Acquired on Exercise | Value Realized (1) | Common Shares Under Unexercised Options | | Value of Unexercised "In-the-Money Options" | |
|---------------|----------------------|--------------------|---|---------------|---|---------------|
| | | | Exercisable | Unexercisable | Exercisable | Unexercisable |
| Stephen Simms | 60,000 | \$0.00 | 1,200,000 | Nil | \$3,500 | Nil |

(1) Represents the difference between the closing price of the Corporation's shares on the date of the exercise of the option and the exercise price.

The total number of common shares subject to options as of May 21, 2003 was 4,499,500. A summary of options to purchase common shares as of May 21, 2003 is set forth below.

| Optionees | No. of Common Shares | Exercise Price | Expiry Date |
|--|----------------------|----------------|--------------------|
| Directors and Officers (4 in total) | 100,000 | \$0.25 | August 20, 2003 |
| | 250,000 | \$0.16 | December 16, 2004 |
| | 225,000 | \$0.44 | October 12, 2005 |
| | 525,000 | \$0.60 | December 31, 2005 |
| | 169,000 | \$0.30 | October 2, 2006 |
| | 75,000 | \$0.39 | October 25, 2006 |
| | 325,000 | \$0.25 | June 26, 2007 |
| Employees (10 in total) | 75,000 | \$0.39 | September 23, 2003 |
| | 25,000 | \$0.39 | November 17, 2003 |
| | 10,000 | \$0.25 | March 30, 2004 |
| | 51,000 | \$0.35 | March 30, 2004 |
| | 27,000 | \$0.32 | April 22, 2004 |
| | 75,000 | \$0.25 | September 23, 2004 |
| | 25,000 | \$0.25 | November 17, 2004 |

| | | | |
|--------------------|---------|--------|-------------------|
| | 50,000 | \$0.30 | February 28, 2005 |
| | 57,500 | \$0.30 | March 30, 2005 |
| | 35,000 | \$0.30 | April 16, 2005 |
| | 250,000 | \$0.44 | October 12, 2005 |
| | 425,000 | \$0.60 | December 31, 2005 |
| | 100,000 | \$0.30 | October 2, 2006 |
| Employees (Cont'd) | 200,000 | \$0.39 | October 2, 2006 |
| | 300,000 | \$0.25 | June 26, 2007 |
| Consultants | 250,000 | \$0.25 | July 30, 2003 |
| (8 in total) | 100,000 | \$0.25 | August 20, 2003 |
| | 125,000 | \$0.50 | October 2, 2003 |
| | 200,000 | \$0.25 | October 16, 2003 |
| | 25,000 | \$0.25 | December 1, 2003 |
| | 350,000 | \$0.25 | December 31, 2003 |
| | 25,000 | \$0.30 | March 31, 2004 |
| | 25,000 | \$0.25 | November 4, 2004 |
| | 25,000 | \$0.25 | December 1, 2004 |

COMPOSITION OF THE COMPENSATION COMMITTEE

Three directors, Messrs. Emanuel Gerard, Hans Hungerland and William Bateman acted as the Corporation's Compensation Committee during the fiscal year ended December 31, 2002.

COMPENSATION OF DIRECTORS

No compensation is paid by the Corporation to directors of the Corporation or its subsidiaries for attending meeting of the board or a committee of the board.

REPORT ON EXECUTIVE COMPENSATION

It is the responsibility of the Compensation Committee to determine the level of compensation in respect of the Corporation's senior executives with a view to providing such

executives with a competitive compensation package having regard to performance. Performance is defined to include achievement of the Corporation's strategic objective of growth and the enhancement of shareholder value through increases in the stock price resulting from a stronger balance sheet and increased earnings.

Compensation for executive officers is composed primarily of three components; namely, base salary, performance bonuses and the granting of stock options. Performance bonuses are considered from time to time having regard to the above referenced objectives.

In establishing the levels of base salary, the award of stock options and performance bonuses, the Compensation Committee takes into consideration individual performance, responsibilities, length of service and levels of compensation provided by industry competitors.

The Compensation Committee is also responsible for reviewing the Corporation's manpower and succession to ensure that adequate plans are in place.

Chief Executive Officer

The Corporation had entered into an Employment Agreement dated September 25, 2000 with Mr. Robert Bryniak to act as President of the Corporation. That agreement provided that Mr. Bryniak will be remunerated at a rate of \$13,750 per month and extended until December 31, 2003. Mr. Bryniak ceased to be an officer and director of the Corporation on April 26, 2002. At that time, Dr. Stephen Simms became President of the Corporation at the same rate of remuneration and the same entitlement to normal vacation, insurance and expense benefits commensurate with his position. The arrangement with Dr. Simms also contains provisions that would result in the payment of the Performance Bonus in the event that revenue and earning targets are met.

The Compensation Committee has determined that this employment agreement is consistent with the compensation paid to chief executive officers of comparable companies.

The foregoing report as of May 21, 2003, was submitted to the Corporation by the Compensation Committee:

Emanuel Gerard
Hans Hungerland
William Bateman

INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS

No director, officer or other insider of the Corporation, or any associate or affiliate thereof, has or had any material interest in any transaction within the past three years or in any proposed transaction that has materially affected or will materially affect the Corporation.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

No director or senior officer of the Corporation was indebted to the Corporation at anytime during the fiscal year ended December 31, 2002.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

In accordance with the disclosure requirements of The Toronto Stock Exchange (the “TSE”) and using the corporation governance guidelines set out in the TSE Company Manual as a reference, the Board of Directors of the Corporation has adopted the following statements of corporate governance practices:

The Board implicitly and explicitly acknowledges its responsibility for the stewardship of the Corporation as follows:

- (i) The Board participates in strategic planning as the acceptor and/or adopter of the strategic plans proposed and developed by management. The strategic planning process has been the responsibility of management. The Board will undertake periodic reviews of the strategic planning process.
- (ii) The Board has considered and does in its deliberations consider the principal risks of the Corporation’s business and receives periodic reports from management of the Corporations’ assessment and management of those risks.
- (iii) The Board has, from time to time, considered succession issues and takes responsibility for appointing and monitoring officers of the Corporation.
- (iv) The Board has discussed and considered how the Corporation communicates with its various shareholders and periodically reviews and approves the Corporation’s communications with the public but has no formal communication policy.
- (v) The Board, directly and through its Audit Committee, assesses the integrity of the Corporation’s internal control and management information systems.

COMPOSITION AND FUNCTION OF THE BOARD OF DIRECTORS

The Board currently comprises four members of whom three: Messrs. Gerard, Hungerland and Bateman are unrelated directors.

The Board has considered the relationship of each current director.

The Board of Directors expressly assumes responsibility for developing the Corporation’s approach to governance issues and is responsible for the responses to governance guidelines. The Corporation has not developed position descriptions for the Board and Chief Executive Officer. Any responsibility that is not delegated to management or a Board committee remains with the Board.

COMMITTEES OF THE BOARD

The board has not considered a formal nominating committee. Nominations for the Board have been the result of recruitment efforts by several directors and have been discussed informally with several directors before being brought to the Board as a whole.

The Board has not constituted a committee comprises exclusively of outside directors, a majority of whom are unrelated directors, to assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors.

The Corporation does not have a formal process of orientation and education for new members of the Board. This process is handled informally by members of the Board.

The Board has not adopted a system that would enable an individual director to engage an outside advisor at the expense of the Corporation in appropriate circumstances. If such an engagement were appropriate, it would be subject to the approval of the unrelated directors of the Board in consultation with the Chief Executive Officer.

The Audit Committee is currently composed of three directors, the majority of whom are unrelated. The Compensation Committee is currently composed of three directors, all of whom are unrelated.

The Audit Committee reviews the annual and quarterly financial statements, material investments and transactions that could materially affect the financial position of the Corporation. The Audit Committee also establishes and monitors procedures to resolve conflicts of interest and for reviewing audit and financial matters. Through meetings with external auditors and senior management, the Audit Committee discusses, among other things, the effectiveness of the internal control procedures established for the Corporation.

The mandate of the Compensation Committee is, in part, to make recommendations to the Board of Directors, with respect to the appointment and remuneration of executive officers of the Corporation. The Compensation Committee meets as required to implement its mandate. The Compensation Committee further reviews compensation paid to management of similarly sized companies to ensure that remuneration to management of the Corporation is consistent with industry standards. The Compensation Committee also considers and makes recommendations to the Board of Directors with respect to the granting of stock options.

APPOINTMENT OF AUDITORS

Mr. Wm. Andrew Campbell, Chartered Accountant has been nominated for appointment as auditor of the Corporation for the forthcoming year, at a remuneration to be fixed by the directors. Mr. Campbell was first appointed as auditor in December, 1999.

The persons named in the accompanying instrument of Proxy intend to vote for the appointment of Mr. Campbell as auditor for the forthcoming year, unless instructions to the contrary are given.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

The directors proposed as nominees for election to the Board of Directors of the Corporation are the recipients of the options for services, as described above.

GENERAL

Information contained herein is given as of May 21, 2003. Management knows of no matters to come before the Annual Meeting of Shareholders other than the matters referred to in the Notice of Meeting. If any matters which are not now known should properly come before the Meeting, the accompanying Proxy Instrument will be voted on such matters in accordance with the best judgment of the person voting it.

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.

"Stephen Simms"
President

Ajax, Ontario, Canada
May 21, 2003