

# VERDE AGRITECH PLC

82 Richmond Street East, Toronto, Ontario M5C 1P1

tel: 416 844-7337

June 1<sup>st</sup>, 2018

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission – Securities Division  
The Manitoba Securities Commission  
Ontario Securities Commission  
New Brunswick Securities Commission  
Nova Scotia Securities Commission  
Office of the Attorney General Securities Division, Prince Edward Island  
Securities Commission of Newfoundland and Labrador

Dear Sirs:

**Re: Verde Agritech Plc**  
**Report of Voting Results pursuant to section 11.3 of National Instrument 51-102 -**  
**Continuous Disclosure Obligations (“NI 51-102”)**

Following the annual and special meeting of shareholders of Verde Agritech Plc (the ‘Company’) held on May 31<sup>st</sup>, 2018 (the ‘Meeting’), and in accordance with section 11.3 of NI 51-102, we hereby advise you of the following voting results obtained at the Meeting:

<b><u>Item Voted Upon</u></b>	<b><u>Voting Result</u></b>						
1. To receive and adopt the Directors’ Report, the Audited Statement of Accounts and the Auditor’s Report for the year ended December 31 <sup>st</sup> , 2017	* The resolution was approved by shareholders by ballot, as follows: <table><thead><tr><th><u>Votes For</u></th><th><u>Votes Against</u></th></tr></thead><tbody><tr><td>6,075,160</td><td>385,860</td></tr><tr><td>(92.14%)</td><td>(5.85%)</td></tr></tbody></table>	<u>Votes For</u>	<u>Votes Against</u>	6,075,160	385,860	(92.14%)	(5.85%)
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6,075,160	385,860						
(92.14%)	(5.85%)						
2. To appoint the auditors, BDO LLP, as the Auditors of the Company for the ensuing year, and to authorise the directors of the Company to fix their remuneration	* The resolution was approved by shareholders on a show of hands.						

3. Election of Directors nominated in the Company's management information circular dated April 24 <sup>th</sup> , 2018	<p>* The nominees proposed by management were elected by ballot by shareholders, as follows:</p> <table border="1"> <thead> <tr> <th></th> <th style="text-align: right;"><u>Votes For</u></th> <th style="text-align: right;"><u>Votes Against</u></th> </tr> </thead> <tbody> <tr> <td>Alysson Paulinelli</td> <td style="text-align: right;">4,790,188 (91.69%)</td> <td style="text-align: right;">382,500 (7.32%)</td> </tr> <tr> <td>Paulo Sergio Ribeiro Machado</td> <td style="text-align: right;">5,092,097 (97.45%)</td> <td style="text-align: right;">80,600 (1.54%)</td> </tr> <tr> <td>Cristiano Veloso</td> <td style="text-align: right;">5,116,397 (97.94%)</td> <td style="text-align: right;">60,300 (1.15%)</td> </tr> <tr> <td>Getulio Lamartine</td> <td style="text-align: right;">4,799,197 (91.86%)</td> <td style="text-align: right;">94,300 (1.81%)</td> </tr> <tr> <td>Renato Gomes</td> <td style="text-align: right;">4,793,188 (91.75%)</td> <td style="text-align: right;">94,300 (1.81%)</td> </tr> </tbody> </table>		<u>Votes For</u>	<u>Votes Against</u>	Alysson Paulinelli	4,790,188 (91.69%)	382,500 (7.32%)	Paulo Sergio Ribeiro Machado	5,092,097 (97.45%)	80,600 (1.54%)	Cristiano Veloso	5,116,397 (97.94%)	60,300 (1.15%)	Getulio Lamartine	4,799,197 (91.86%)	94,300 (1.81%)	Renato Gomes	4,793,188 (91.75%)	94,300 (1.81%)
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4. Special Business to approve the Board authority to allot ordinary shares	<p>* The resolution was approved by shareholders by ballot, as follows:</p> <table border="1"> <thead> <tr> <th></th> <th style="text-align: right;"><u>Votes For</u></th> <th style="text-align: right;"><u>Votes Against</u></th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: right;">1,004,074 (60.80%)</td> <td style="text-align: right;">575,289 (34.83%)</td> </tr> </tbody> </table>		<u>Votes For</u>	<u>Votes Against</u>		1,004,074 (60.80%)	575,289 (34.83%)												
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5. Special Business to empower the Directors to allot securities, pursuant to the authority conferred by Resolution 4 as if section 561 of the Act did not apply to such allotment.	<table border="1"> <thead> <tr> <th></th> <th style="text-align: right;"><u>Votes For</u></th> <th style="text-align: right;"><u>Votes Against</u></th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: right;">1,002,074 (60.67%)</td> <td style="text-align: right;">525,180 (31.80%)</td> </tr> </tbody> </table>		<u>Votes For</u>	<u>Votes Against</u>		1,002,074 (60.67%)	525,180 (31.80%)												
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6. Special Business to approve the issuance of ordinary shares to directors and management	<table border="1"> <thead> <tr> <th></th> <th style="text-align: right;"><u>Votes For</u></th> <th style="text-align: right;"><u>Votes Against</u></th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: right;">1,410,784 (85.42%)</td> <td style="text-align: right;">212,220 (12.85%)</td> </tr> </tbody> </table>		<u>Votes For</u>	<u>Votes Against</u>		1,410,784 (85.42%)	212,220 (12.85%)												
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	1,410,784 (85.42%)	212,220 (12.85%)																	
7. Special Business to approve the Company's stock option plan ("2018 Plan") and the approval of all unallocated Ordinary Shares issuable pursuant to the 2018 Plan.	<table border="1"> <thead> <tr> <th></th> <th style="text-align: right;"><u>Votes For</u></th> <th style="text-align: right;"><u>Votes Against</u></th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: right;">4,512,527 (86.38%)</td> <td style="text-align: right;">617,220 (11.81%)</td> </tr> </tbody> </table>		<u>Votes For</u>	<u>Votes Against</u>		4,512,527 (86.38%)	617,220 (11.81%)												
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Trusting the whole is to your satisfaction, we remain,

Yours faithfully,

**VERDE AGRITECH PLC**

"Cristiano Veloso"

per: **Cristiano Veloso**  
Chief Executive Officer