



**VERDE AGRITECH PLC**  
(the "Company")

**FORM OF PROXY ("PROXY")**

Annual and Special Meeting  
May 31, 2018 at 3:00 p.m. (EST)  
82 Richmond Street East,  
Toronto, Ontario M5C 1P1  
(the "Meeting")

**RECORD DATE:** April 13, 2018

**CONTROL NUMBER:**

**SEQUENCE #:**

**FILING DEADLINE FOR PROXY:** May 29, 2018 at 3:00 p.m. (EST)

VOTING METHOD	
<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
<b>FACSIMILE</b>	416-595-9593
<b>MAIL or HAND DELIVERY</b>	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Chairman of the Meeting** (the "Management Nominee"), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

**- SEE VOTING GUIDELINES ON REVERSE -**

**RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

	FOR	AGAINST	WITHHOLD		FOR	AGAINST	WITHHOLD
<b>1. Directors' Report, the Audited Statement of Accounts and Auditors' Report of the Company</b>				<b>5. Disapplication of Pre-Emption Rights</b>			
To receive and adopt the Directors' Report, the Audited Statement of Accounts and the Auditors' Report for the year ended December 31, 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Subject to Resolution 4 above being passed, to empower the Directors pursuant to section 570 of the Act in substitution for all such powers previously given (but without prejudice to the continuing power of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date on which this resolution is passed) to allot securities (within the meaning of section 560 of the Act), pursuant to the authority conferred by Resolution 4 as if section 561 of the Act did not apply to such allotment. The power granted by this Resolution 5 shall expire on the fifth anniversary from the date of the passing of this resolution (unless and to the extent that such authority is renewed or extended prior to such date) save that the Company may before such expiry make an offer or agreement which would or might require the Directors to allot equity securities in pursuance of such an offer as if the authority conferred hereby has not expired.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Appointment of Auditors</b>				<b>6. Issuance of Ordinary Shares to Directors and Management in satisfaction of Cash Compensation Obligations</b>			
Appointment of <b>BDO LLP</b> as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	To consider and, if deemed appropriate, pass, with or without variation, a resolution approving the issuance of ordinary shares of the Company to directors and management of the Company in satisfaction of compensation obligations of the Company which are otherwise to be paid in cash, as more particularly described in the accompanying management information circular.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Election of Directors</b>				<b>7. Stock Option Plan</b>			
a) Alysso Paulinelli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	To consider and, if deemed appropriate, pass, with or without variation, a resolution approving the Company's Stock Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Paulo Sergio Ribeiro Machado	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
c) Cristiano Veloso	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
d) Getulio Lamartine de Paula Fonseca	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
e) Renato Gomes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>4. Authority to Allot Shares</b>							
To authorize the Directors generally and unconditionally in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "Act") pursuant to an offer or agreement made by the Company before the date this resolution is passed) to exercise all powers of the Company to allot relevant securities (pursuant to section 551 of the Act) up to a maximum aggregate nominal amount of \$195,900,000 which represents up to 500,000,000 ordinary shares provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary from the date of the passing of this resolution but the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of this authority and the Directors may allot relevant securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

## Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the ***Voting Methods*** and ***must be received by TSX Trust Company before the Filing Deadline for Proxies***, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a company, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

## Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit [www.tsxtrust.com/investorinsite](http://www.tsxtrust.com/investorinsite)

Click on, “*Register Online Now*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

## Notice-and-Access

The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management’s discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution on the reverse. You should review the Information Circular before voting.

VERDE AGRITECH PLC has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at [www.sedar.com](http://www.sedar.com) and also at <https://docs.tsxtrust.com/2033>.

**If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-600-5869 or email [TMXInvestorServices@tmx.com](mailto:TMXInvestorServices@tmx.com). In order to receive a paper copy in time to vote before the meeting, your request should be received by May 22, 2018.**

## Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

**I am currently a security holder of the Company and as such request the following:**

- Annual Financial Statements with MD&A
- Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

VERDE AGRITECH PLC  
2018