



VERDE AGRITECH PLC

NOTICE OF 2018 ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 Annual and Special Meeting of shareholders of Verde AgriTech plc (the “**Company**”) will be held on, May 31, 2018 at 3:00 p.m. (EST) at 82 Richmond Street East, Toronto, Ontario M5C 1P1 to transact the following business (of which resolutions 1 through 3 will be proposed as ordinary business and resolutions 4 through 7 as special business):

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report, the Audited Statement of Accounts and the Auditors’ Report for the year ended December 31, 2017;
2. To appoint BDO LLP, as auditors of the Company in accordance with Section 489 of the Companies Act (the “**Act**”), until the conclusion of the next general meeting of the Company at which audited accounts are laid before shareholders and to authorise the directors of the Company (the “**Directors**”) to fix their remuneration;
3. To elect Directors for the ensuing year; and

SPECIAL BUSINESS

4. To authorise 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;
5. 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;
6. 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.

7. To resolve that:

- (i) the Company's stock option plan approved by the board of directors on April xx, 2018, (the "**2018 Plan**") be and is hereby approved, ratified and confirmed;
- (ii) all unallocated Ordinary Shares of the Company issuable pursuant to the 2018 Plan be and are hereby approved and authorized until May 31, 2021; and
- (iii) any Director or Officer of the Company be and is hereby authorized to do all such acts and things and to sign, execute and deliver all documents, agreements and statements, as such Director or Officer may, in their discretion, consider necessary to fully effect and carry out the provisions of the foregoing resolutions.

and to transact such further and other business as may properly come before the meeting or any adjournment(s) thereof.

This Notice of Annual and Special Meeting of Shareholders and the Circular have been prepared and delivered to shareholders under the notice-and-access rules under National Instruments 54-101 and 51-102. Accordingly, this Notice of Annual and Special Meeting of Shareholders and Circular are posted online for our shareholders to view at <https://docs.tsxtrust.com/2033>. Any Shareholder who wishes to receive a paper copy of the Circular, should contact the Company's transfer agent, TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario, Canada M5H 4H1, Fax: (416) 361-0470, Toll-free: 1-866-600-5869. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

The accompanying management information circular (the "**Circular**") provides additional information relating to the matters to be dealt with at the meeting, and form part of this notice. In addition, please review the explanatory notes attached to this notice.

DATED April 24, 2018

BY ORDER OF THE BOARD OF DIRECTORS

"Cristiano Veloso"

Cristiano Veloso
Director

Registered Office:
19 Salatin House
Cedar Road
Sutton, Surrey
SM2 5DA United Kingdom

Explanatory Notes:

Appointment of proxies

Any shareholder is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy (the procedures are also described in the Circular).

A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A shareholder may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a shareholder of the Company. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

If you wish to appoint a person or company other than the Chairman, please insert the name of your chosen proxy in the space provided on the form of proxy. Any alterations to this form must be initialed.

The securities represented by the form of proxy will be voted or withheld from voting as directed by the shareholder, however, if such direction is not made in respect of any matter, the proxy will be voted in favour of the passing of the matters set forth in the notice of meeting (and if any other matters come before the meeting the proxy will be voted on such matters in accordance with the best judgement of the appointed proxy).

Appointment of proxy using the form of proxy

The notes to the form of proxy explain how to direct your proxy to vote on each resolution or withhold your vote.

Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the above meeting should he or she so decide.

To appoint a proxy using the form of proxy, the form must be:

- completed and signed;
- sent or delivered to the Company's registrar and transfer agent, TSX Trust Company, at: 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 or faxed to (416) 361-0470; and
- received no later than 3:00 p.m. (EST) on May 29, 2018.

Any power of attorney or other authority (if any) under which it is signed (or a notarized certified copy of such power of authority) must be included with the form of proxy.

Appointment of proxy by joint shareholders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of shareholders in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Canada.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada.

In the case of a shareholder that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than 3:00 p.m. (EST) on May 29, 2018.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Notice and Access

In November 2012, the Canadian Securities Administrators announced the adoption of regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to advise their shareholders of the availability of all proxy-related materials on an easily accessible website, rather than mailing physical copies of the materials. The Company has decided to deliver the materials for the meeting (the "**Meeting Materials**") to shareholders by posting the Meeting Materials on TSX Trust Company's website: <https://docs.tsxtrust.com/2033>.

The Meeting Materials will also be available on the Company's website (www.verdeagritech.com) as of April 30, 2018, and will remain on the website for one full year thereafter. The Meeting Materials will also be available on SEDAR at www.sedar.com as of April 30, 2018. Any registered or non-registered shareholder of the Company wishing to receive a paper copy of the Circular may do so by calling the toll free number: 1-866-600-5869. In order to receive a paper copy in time to vote before the meeting, your request should be received by May 22, 2018.

Corporate representatives

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:

(i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as a corporate representative in accordance with those directions; and

(ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend,

who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.