



FORM OF PROXY ("PROXY")

General Meeting  
July 14, 2022 at 10:00 a.m. EDT  
The offices of Duane Morris, Citypoint, 16th Floor, One Ropemaker Street, London, EC2Y 9AW, UK  
Shareholders may observe the meeting by joining the Zoom webinar at:  
<https://bit.ly/SpecialMeetingOfShareholders-2022>  
Questions will be invited in advance through the following link:  
<https://bit.ly/SubmitQuestion-2022SpecialMeeting>  
(the "Meeting")

RECORD DATE: June 3, 2022  
CONTROL NUMBER:  
SEQUENCE #:  
FILING DEADLINE FOR PROXY: July 12, 2022 at 10:00 a.m. EDT

VOTING METHOD	
INTERNET	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
FACSIMILE	(+1) 416-595-9593
MAIL	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

1. Matters Related to the Proposed Scheme of Arrangement

FOR      AGAINST

"THAT:  
1.1 the scheme of arrangement dated [21] July 2022 (in its original form or with or subject to any modification, addition or condition approved or imposed by the Court) (the "Scheme") proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme), a print of which has been produced to the meeting and for the purpose of identification signed by the Chairman of this meeting, be approved and the directors of the Company be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect;

    

1.2 with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 162:

\*SCHEME OF ARRANGEMENT

162 Scheme of Arrangement

(a) In this article, the "Scheme" means the scheme of arrangement dated [21] July 2022, between the Company and the holders of its Scheme Shares (as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and/or agreed by the Company and New Verde AgriTech PLC and (save as defined in this article) expressions defined in the Scheme shall have the same meanings in this article.

(b) Notwithstanding any other provision of these articles, if the Company issues any ordinary shares (other than to New Verde AgriTech PLC or its nominee(s)) after the adoption of this article and before the Scheme Record Time (as defined in the Scheme), such ordinary shares shall be issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the holders of such ordinary shares, and any subsequent holder of such ordinary shares (other than New Verde AgriTech PLC and/or its nominee or nominees) shall be bound by the Scheme accordingly.

(c) Subject to the Scheme becoming Effective (as defined in the Scheme), if any ordinary shares in the Company are issued to any person (a "New Member") (or transferred to any subsequent holder or any nominee of such New Member or any subsequent holder) (other than under the Scheme or to New Verde AgriTech PLC or its nominee(s)) after the Scheme Record Time (the "Transfer Shares"), they shall (on the Effective Date (as defined in the Scheme) or, if later, on issue) be immediately transferred to New Verde AgriTech PLC (or as it may direct) in consideration of the issue by New Verde AgriTech PLC to the New Member (or to any transferee if such share have been so transferred to any subsequent holder or any nominee of such New Member or any subsequent holder) of such number of new ordinary shares in New Verde AgriTech PLC as the New Member would have been entitled to receive in aggregate if the Transfer Shares transferred hereunder had been Scheme Shares and the New Member had been the holder thereof at the Scheme Record Time.

(d) The number of new shares to be issued or transferred to the New Member under this Article 162 may be adjusted by the Directors of the Company in such manner as the Company's auditors may determine on any re-organisation of or material alteration of the share capital of either the Company or New Verde AgriTech PLC or any other return of value to holders of New Verde AgriTech PLC Shares effected after the Scheme Record Time.

(e) To give effect to any transfer required by Article 162(c) above, the Company may appoint any person as agent for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to transfer the Transfer Shares to New Verde AgriTech PLC and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the agent be necessary or desirable to vest the Transfer Shares in New Verde AgriTech PLC and/or its nominee(s) and pending such vesting, to exercise all such rights attaching to the Transfer Shares as New Verde AgriTech PLC may direct.

(f) If the Scheme shall not have become Effective by the date referred to in clause 9 of the Scheme, this Article 162 shall not be effective.

1.3 conditional on the Scheme becoming effective, the Company shall be re-registered as a private limited company and the name of the Company be changed to Verde AgriTech Limited; and

1.4 conditional on the Scheme becoming effective, the admission of the Company's shares to trading on TSX be cancelled."

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 corporation, 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 <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration>

Click on, “*Register*” 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 [tsxtis@tmx.com](mailto:tsxtis@tmx.com). In order to receive a paper copy in time to vote before the meeting, your request should be received by July 5, 2022.**