VERDE AGRITECH LTD.

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2022

March 30, 2023

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FORWARD-LOOKING INFORMATION

Certain statements contained in this annual information form ("**AIF**") contain forward-looking information about Verde AgriTech Ltd (Verde AgriTech Plc to July 29, 2022) ("**Verde AgriTech**", **"Verde"** or the "**Company**"). Forward-looking information can often be identified by the use of forward-looking terminology such as "anticipate", "believe", "continue", "estimate", "expect", "goal", "intend", "may", "plan" or "will" or the negative thereof or variations thereon or similar terminology.

Forward-looking information in this AIF includes, but is not limited to:

- the Pre-Feasibility study ("**PFS**") on the production of the Company's multinutrient potassium fertilizer, marketed and sold in Brazil under the brands K Forte® and BAKS® and internationally as Super Greensand® (**"the Product**") at the Cerrado Verde Project (defined herein), including forecasts of total resource tonnage, the average grade of potash ("**K_2O**") in the glauconitic siltstone material (the "**Ore**"), production, capital and operating cost estimates, net present value, internal rate of return and payback period (the "**Product PFS**");
- the Company's plans for the exploration and development of, and production from the Cerrado Verde Project and, its other mineral properties;
- the Company's environmental license for the Product production;
- the suitability of the Company's agricultural products for their intended commercial use and Brazil's domestic fertilizer needs;
- the prospects of the Company's exploration properties.

Forward-looking information is subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Although the Company believes that its expectations reflected in the forward-looking information are reasonable, such information involves known or unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company or the Company's projects and operations in Brazil to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, but are not limited to:

- general business, economic, competitive, political and social uncertainties;
- the actual results from current or future exploration activities;
- conclusions of economic evaluations;
- unexpected increases in capital or operating costs;
- changes in equity markets, inflation and changes in foreign currency exchange rates;
- changes in project parameters as plans continue to be refined;
- changes in labour costs;
- expected sales price of the Product;
- expected market potential for the Product;
- possible variations of mineral grade or recovery rates;

- accidents, labour disputes and other risks of the mining industry;
- political risks arising from operating in Brazil;
- delays in obtaining governmental consents, permits, licenses and registrations, approvals or financing; and
- those factors discussed in the sections entitled “Risk Factors” in this AIF.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

The Company has made several assumptions that it believes appropriate, and these include but are not limited to:

- the Product PFS capital and operating estimates will be achieved if development is undertaken;
- the expected sales price of the Product;
- mining lifetime for the Product of 71, 31 and 26 years for 10 million tonnes per year (“**Mtpy**”), 23Mtpy, and 50 Mtpy scenarios, respectively. inferred mineral resources and indicated mineral resources will be upgraded to measured mineral resources or mineral reserves;
- necessary licenses and permits will be obtained when and as required; and
- the Company will be able to secure financing on reasonable terms for required capital.

There can be no assurance that forward-looking information will prove to be accurate, and actual results and future events could differ materially from those anticipated in or implied by such forward-looking information. Readers are cautioned not to place undue reliance on forward-looking information, which speak only as of the date the statements were made, and readers are also advised to consider such forward-looking information while considering the risk factors set forth herein under the heading “*Risk Factors*”. The Company does not intend to update or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors, which affect this information, except where required by law.

CURRENCY AND EXCHANGE RATE INFORMATION

References to “U.S. Dollars” and “US$” in this AIF are to U.S. Dollars, references to “Canadian Dollars” and “C$” in this AIF are to Canadian Dollars, references to “Brazilian Real”, “R$” and “BR” are to Brazilian Reais and references to “Pounds Sterling” and “£” are to U.K. Pounds Sterling.

The Company’s cash resources are held in Canadian Dollars and Brazilian Reais. The Product is sold throughout the world primarily in U.S. Dollars and in Brazil as Brazilian Reais.

The closing, high, low and average exchange rates for Brazilian Real (based on the noon rates) expressed in Canadian Dollars for the year ended December 31, 2022, as reported by the Bank of Canada, were as follows:

Table 1: Brazilian Real Exchange Rates

Brazilian Real	($)
Closing	0.2562
High	0.2710
Low	0.2234
Average	0.2525

As of March 29, 2023, the exchange rate for one Brazilian Real expressed in Canadian Dollars, based upon the noon rate provided by the Bank of Canada was $0.26.

The closing, high, low and average exchange rates for U.S. Dollars (based on the noon rates) expressed in Canadian Dollars for the year ended December 31, 2022, as reported by the Bank of Canada, were as follows:

Table 2: U.S. Dollars Exchange Rates

U.S. Dollars	($)
Closing	1.3544
High	1.3856
Low	1.2451
Average	1.3013

As of March 29, 2023 the exchange rate for one US$ expressed in Canadian Dollars, based upon the noon rates provided by the Bank of Canada was $1.36.

1. CORPORATE STRUCTURE

1.1. Name, Address and Incorporation

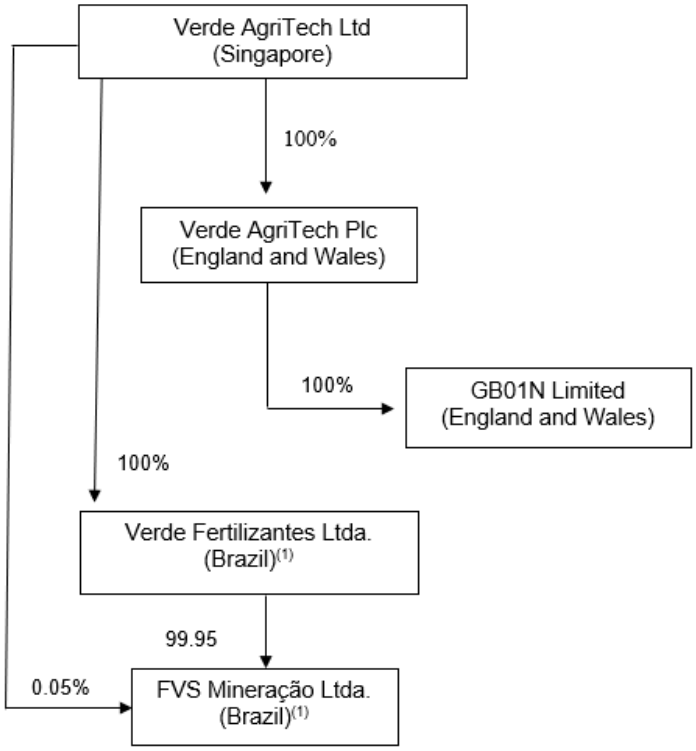
Verde AgriTech Plc ("**Old Verde**") was a public limited company incorporated and domiciled in the United Kingdom that became a wholly owned subsidiary of Verde AgriTech Ltd ("**Verde AgriTech**", **"Verde"** or the "**Company**"), a Group incorporated under the laws of Singapore, by way of a scheme of arrangement effective on July 29, 2022.

As part of the redomicile, Old Verde ordinary shares were exchanged on a one-for-one basis for common shares of Verde and the Company will be accounted for as a continuation of Old Verde. Verde AgriTech Ltd's registered office is 16 Collyer Quay, #17-00, Income at Raffles, Singapore, 049318.

New Verde's ordinary shares trade on the Canadian Toronto Stock Exchange ("TSX") under the same symbol as Old Verde, "NPK", and on the OTC Markets ("OTCMKTS") under the symbol "VNPKF".

1.2. Inter-corporate Relationships

The following diagram sets out the relationship between the Company, its material subsidiaries and the Company's material mineral project.



Notes:

(1) Verde Fertilizantes Ltda. ("**Verde Fertilizantes**") and FVS Mineração Ltda. ("**FVS**") together own 100% of the Cerrado Verde Project.

2. DESCRIPTION OF THE BUSINESS

2.1. General

Verde is an agricultural technology company that develops and produces fertilizers. Rooting our solutions in nature, we make agriculture healthier, more productive, and profitable for farmers. The Company works to improve the health of all people and the planet.

The principal activity of the Company is the production and sale of a multinutrient potassium fertilizer marketed in Brazil under the brands K Forte® and BAKS®, and internationally as Super Greensand® (the **"Product**").

All our products are derived from glauconite, a mineral that has been used as a natural potassium fertilizer for over 250 years.[1] Therefore, we supply salinity and chloride free potassium specialty fertilizers directly to farmers for the same cost as conventional fertilizers.

In Brazil, our Product's price is based exclusively on its potassium content, despite its other nutrients and benefits. K Forte® has 10% K_2O whereas Potassium Chloride has 60% K_2O. Therefore, the farmer in Brazil pays 6 times less per tonne of K Forte® than it pays per tonne of KCl. Project economics are outstanding because our delivered cost to the Cerrado region, in Brazil, is the lowest among all producers.

Verde currently exports its Products to the Unites States of America, Canada, China, Thailand and Paraguay, making exports responsible for 1% of 2022 yearly revenue. Notwithstanding, the Company's main focus is to grow its market share in Brazil, the second largest consumer of potash in the world and the world's largest potash importer.

2.2. Products Development:

K Forte® is a multinutrient fertilizer brand marketed in Brazil. It is a source of potassium, silicon and magnesium, nutrients of progressive release, and also a direct replacement of KCl for the same cost to the farmer without monetising any of the added benefits our technologies provide. The raw material of K Forte® is the Ore.

Super Greensand® is Verde's multinutrient potash fertilizer brand marketed internationally. It is a source of potassium, silicon and magnesium, nutrients of progressive release. The raw material of Super Greensand® is the Ore.

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[1] Greensand and Greensand Soils of New Jersey: A review, J. C. F. Tedrow, 2002. State University of New Jersey. Bulletin, page 4.

BAKS® is a combination of K Forte® plus other nutrients that can be chosen by customers according to the needs of their crop. The product also has a large surface area and high water and ion retention capacity, properties that favour microbial development.

The Products are both fertilizer and soil conditioner, rich in minerals and 100% natural, ideally suited for organic agriculture.

2.3. Technologies Development:

We have developed unique technologies to enable the production of the best solutions for crop nutrition, crop protection, soil improvement and increased sustainability.

Micro S Technology is an exclusive elemental sulfur micronisation technology, that allows for a larger contact surface that facilitates the work of microorganisms and increases nutrient availability to plants.

3D Alliance is a technology developed to transform the three-dimensional structure of the raw materials added to the fertilizer.

Cambridge Tech was developed in partnership with the University of Cambridge. This technology changes the structure of the Ore through mechanical activation, to ensure that potassium and other nutrients are made available to plants progressively.

N Keeper is a proprietary processing technology for the Ore that alters its physical-chemical properties to enable ammonia retention for use as a calibrated additive in Nitrogen fertilizers.

Bio Revolution is a technology that enables the incorporation of microorganisms to mineral fertilizers. Verde's Product is the world's first fertilizer to use Bio Revolution technology. *Bacillus aryabhattai*, widely renowned in agriculture for its multiple benefits, was the first microorganism to be incorporated into Verde's Product.

Dust Control is a technology that promotes a slight aggregation effect on the ultrafine particles of K Forte® and BAKS®, enabling the optimization of crop fertilization by reducing drift during application. The micro-particles are easily dispersed in the soil and their contact is maximized by the ultrafine particle size of Verde's fertilizers, providing uniform application and efficient nutrition to crops.

2.4. Cerrado Verde Project

Cerrado Verde Project ("**Cerrado Verde**" or the "**Project**"), located in the heart of Brazil's largest agricultural market, is the source of a naturally occurring potassium silicate rock from which the Group produces its Products.

In November 2017, the Group announced the conclusion of a Pre-Feasibility Study ("**2017 PFS**") for the expansion of production. The 2017 PFS evaluated the technical and financial aspects of producing 25

Mtpy of the Product divided in three phases: Phase 1 (0.6Mtpy); Phase 2 (5Mtpy) and Phase 3 (25Mtpy). The proposed scalable development was predicated on production growth being financed largely from expected internal cash flow.

On December 22, 2017, the Company received the results of the new NI43-101 compliant technical report of its Pre-Feasibility studies. The results of the study indicated that the Product could be produced in the desired purity and that there is demand in the market for its use as a fertilizer.

Following the announcement of commercial production on July 1, 2018, 2019 was the first full trading year of the Product, produced at the Project located in the state of Minas Gerais, Brazil.

The Group concluded Plant 1's expansion project in October 2019, increasing production capacity to 500,000 tonnes per year ("tpy"). In October 2020, the Group concluded a new expansion project to Plant 1, enabling the combination of two additional nutrients to the Product according to the specific needs of each customer's crop, enhancing its effectiveness.

In August 2021, the Group started the construction of the Plant 2, initially with a 1,200,000 tpy production capacity.

In May 2022, Verde concluded the updated Pre-Feasibility Study ("**PFS**") for the Cerrado Verde Project, which supplants the 2017 PFS, calculating the financial economic potential for the Brazilian agricultural market for potash, sulphur, and the micronutrients zinc, boron, copper and manganese. The PFS contemplates three distinct and independent production scenarios for Verde's Product with the annual production of 10Mtpy, 23Mtpy and 50Mtpy.[2] Please refer to the "CERRADO Verde PROJECT" section for further information about the Project.

In August 2022, the Group announced the start up of its second production plant ("**Plant 2**"), to produce up to 1.2 Mtpy of the Product. It achieved its nameplate capacity in October 2022. In parallel, Plant 2 was undergoing an expansion process to be capable of producing 2.4Mtpy.

In November 2022, Verde announced that the expansion of Plant 2 was complete, with production being ramped up from 1.2 Mtpy to 2.4 Mtpy of Verde's Product. Verde's Plant 1 operates at a capacity of 0.6Mtpy; therefore, Verde's current overall production capacity is 3Mtpy, establishing the Company as Brazil's largest potash producer by capacity. Verde is fully permitted to mine 2,833,000 tpy and has submitted concurrent mining and environmental applications for an additional 25,000,000 tpy, which is still pending approval.

The Group continues to develop its Cerrado Verde Project and will carry on with the market development, engineering studies, construction, finance and environmental licensing efforts to advance the project,

[2] See the press release at: https://investor.Verde.ag/Verde-announces-pre-feasibility-study/

while at the same time continuing to evaluate the potential of its mineral resource for additional products for the agricultural market.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1. Pre-2020

During 2008 the Group identified a large mineral occurrence of a potassium silicate rock, that is believed to be uniquely suited to Brazil's domestic fertilizer needs.

Between 2009-2014, the Group advanced and completed a large drilling program at Cerrado Verde, which has a strike length exceeding 100 km. Potassium mineralization was found from the surface to a maximum depth of 80m, rendering the deposit amenable to open pit mining.

In 2017, the Group announced the conclusion of a Pre-Feasibility Study for the expansion of the current production. The PFS evaluated the technical and financial aspects of producing 25 Mtpy of the Product divided in three phases: Phase 1 (0.6Mtpy); Phase 2 (5Mtpy) and Phase 3 (25Mtpy).

In March 2018, the Group signed a turnkey agreement for the construction of a processing plant in the municipality of São Gotardo, in the state of Minas Gerais (Plant 1).

In July 2018, Verde announced the start-up of Plant 1.

With the successful completion of the production process the Group initiated commercial production on July 1, 2018.

In 2018, the Group also announced a broader line of Super Greensand® products. The line is composed of three versions: Micronized, Powder and Granular and Super Greensand® was listed as a product for sale at Amazon.com, as the Group continued to expand internationally.

In February 2019, the environmental license to expand Plant 1's production to 600,000 tpy was granted.

In March 2019 the Company closed a non-brokered private placement raising C$1.7 million (the "Placement") through the issuance of 2,820,114 units of securities ("Units") at a price of C$0.60 per Unit. Each Unit comprised of one ordinary share of the Company (an "Ordinary Share") and one-half of one Ordinary Share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to purchase an Ordinary Share at an exercise price of C$1.00 until the second anniversary of the closing of the Placement.

In March 2019 the Company was pleased to welcome Felipe Buscacio Paolucci as the Chief Financial Officer ("CFO"). Mr. Paolucci is an executive with over 15 years of experience in finance in multinational companies and over 9 years of experience in the agricultural business. Mr. Paolucci is based in Belo

Horizonte, Brazil, and replaced Mr. Tim Slater, who has acted as the Company's interim CFO for the past few years, based out of London, UK.

In August 2019, the Company was granted an environmental license for a new Plant to be built on a site adjacent to Mine Pit 2 with annual production of 890,000 tpy of Product, ("Plant 2").

In September 2019, the Company was awarded the "Good Environmental Practices Award", promoted by the State System of Environment and Water Resources (SISEMA, in Portuguese) in the category "Best Practice of Mineral Solid Waste Management". The Company has presented its sustainable mining project that is intended to improve the health of people and of the planet.

In October 2019, Plant 1 expansion was concluded, increasing the production capacity to 500,000 tonnes per year.

3.2. 2020

In March 2020, the ANM approved the Feasibility Study (in Portuguese termed "Plano de Aproveitamento Econômico - PAE") for the extraction of 25,000,000 tpy for Mine Pit 2, as part of the Mining Concession Application process.

In July 2020, a new mill was purchased by the Group to replace the original mill bought in 2018, increasing Plant 1 production capacity by 14% to 2,880 tonnes per day, with expected operational capacity of 2,000 tonnes per day.

In October 2020, the Company concluded a new expansion project in Plant 1, which enabled the combination of two additional nutrients to the Product according to the specific needs of each customer's crop, enhancing its effectiveness.

In December 2020, the Company introduced a new product to the market, named BAKS®, which is a combination of K Forte® plus three other nutrients that can be chosen by customers according to their crops' needs. Along with the new product, Verde also introduced two new technologies: 3D Alliance®, which was developed to transform the three-dimensional structure of the raw materials added to the fertilizer, and Micro S Technology®, an exclusive elemental sulfur ("**S**") micronization technology.

3.3. 2021

In February 2021, the Company was certified as a Great Place to Work® ("GPTW"). The GPTW acknowledgment is an annual certification granted to companies that have most of its employees with a positive perception of its work environment.

In June 2021, the Company launched N Keeper®, a proprietary processing technology for the Ore that alters its physical-chemical properties to enable ammonia retention for use as a calibrated additive in Nitrogen fertilizers. N Keeper® leads to the reduction of Nitrogen volatilization loss, which provides the

efficiency of crop fertilization increase, mitigation of environmental impacts, and reduction of climate changes.

In August 2021, the Group started the construction of the Plant 2, initially with a 1,200,000 tpy production capacity.

3.4. 2022

In February 2022, the Group created a Special Committee to evaluate when and how to share profits with shareholders.[3] The Special Committee that conducted the analysis was comprised of independent directors of the Board, consisting of Mr. Michael St Aldwyn (Verde's Lead Independent Director), Mr. Renato Gomes and Mr. Paulo Sérgio Ribeiro.

In April 2022, Bio Revolution, Verde's newest technology that enables the incorporation of microorganisms to mineral fertilizers, was launched by the Group. K Forte® is the first fertilizer in the world to use Bio Revolution technology. *Bacillus aryabhattai*, a bacterial strain widely renowned in agriculture for its multiple benefits, will be the first microorganism to be incorporated into Verde's Product.

In May 2022, Verde concluded the updated Pre-Feasibility Study ("**PFS**") for the Cerrado Verde Project, which supplants the Pre-Feasibility Study completed in December 2017, calculating the financial economic potential for the Brazilian agricultural market for potash, sulphur, and the micronutrients zinc, boron, copper and manganese. The PFS contemplates three distinct and independent production scenarios for Verde's Product with the annual production of 10Mtpy, 23Mtpy and 50Mtpy.[4]

In May 2022, the Group announced its plans for restructure of the Group, with the re-domicile Verde to Singapore (the "**Redomiciliation**") to deliver commercial freedoms and benefits.

In July 2022 the Group concluded its re-domiciliation to Singapore, pursuant to which the new Singaporean Group, Verde AgriTech Ltd, became the holding Group of the UK Group Verde AgriTech Plc. Verde's trading symbol on TSX did not change, continuing as "NPK".[5] The Group's trading symbol on the OTCMKTS is "VNPKF".

In August 2022, the Group announced the commissioning of its second production plant ("**Plant 2**"), to produce up to 1.2 Mtpy of the Product. It achieved its nameplate capacity in October 2022. In parallel, Plant 2 was undergoing an expansion process to be capable of producing 2.4Mtpy.

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[3] See the press release at: https://investor.Verde.ag/Verde-announces-creation-of-independent-special-committee-of-the-board-of-directors/

[4] See the press release at: https://investor.Verde.ag/Verde-announces-pre-feasibility-study/

[5] See the press release at: https://investor.Verde.ag/Verde-announces-completion-of-redomiciliation-process-to-singapore/

In August 2022, the Group announced that it has entered a strategic partnership with Grupo Lavoro, the largest distributor of agricultural inputs in Latin America, to more swiftly open up new markets for the Product in Brazil.[6]

In September 2022, the Group informed that roadworks it was performing for increased truck accessibility to and from its Plant 2 incurred unforeseen groundwater issues,[7] which were rectified in October 2022.[8] As a consequence, Plant 2's production delivery was limited for approximately 6 weeks during Brazilian agricultural seasonality's peak demand for Product, thereby negatively impacting the Group's full year volume.

In September 2022, after serving on Verde's Board of Directors for a combined total of over 24 years, Mr. Getúlio Fonseca, Mr. Paulo Sérgio Ribeiro and Mr. Michael St Aldwyn resigned as Group directors.[9] This was a part of the Group's strategy of Board renewal to better meet the threshold set by certain shareholder advisory firms, which have deemed part of its Board as 'non-independent directors' either because the directors hold too many shares in the Group or the directors have held extensive tenures. Mr. Fonseca, Mr. Ribeiro and Mr. St Aldwyn's resignation was followed by the appointment of Luciana de Oliveira Cezar Coelho, Fernando Prezzotto[10] and Madeleine Lee[11] to act as directors. Ms. Oliveira Cezar Coelho and Ms. Lee were the first women to join the Group's Board.

In October 2022, the Group that Plant 2 achieved its nameplate production capacity of 1.2 Mtpy of Product. Plant 2 was commissioned on August 31, 2022. In parallel, Plant 2 was undergoing an expansion process to be capable of producing 2.4Mtpy.

In November 2022, Verde announced that the expansion of Plant 2 was complete, with production being ramped up from 1.2 Mtpy to 2.4 Mtpy of Verde's Product. Verde's Plant 1 operates at a capacity of 0.6Mtpy; therefore, Verde's current overall production capacity is 3Mtpy, establishing the Company as Brazil's largest potash producer by capacity.

In November 2022, the Brazilian National Mining Agency ("ANM", from *Agência Nacional de Mineração*) issued a set of orders granting Verde multiple easements over lands that will enable the Company to access and build the mines capable of jointly producing up to 23 Mtpy of the Product, as detailed in the

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[6] See the release at: https://investor.Verde.ag/Verde-announces-strategic-sales-partnership-with-lavoro-latin-americas-largest-distributor-of-agricultural-inputs/

[7] See the press release at: https://investor.Verde.ag/Verde-provides-update/

[8] See the press release at: https://investor.Verde.ag/Verde-concludes-repair-of-road-to-plant-2/

[9] See the press release at: https://investor.Verde.ag/Verde-concludes-repair-of-road-to-plant-2/

[10] See the press release at: https://investor.Verde.ag/luciana-de-oliveira-cezar-coelho-and-fernando-prezzotto-join-Verdes-board-of-directors/

[11] See the press release at: https://investor.Verde.ag/madeleine-lee-joins-Verdes-board-of-directors/

PFS.[12] An easement grants a right to cross or otherwise use someone else's land for a specified purpose without the need to own the land. As in most jurisdictions, in Brazil the mineral right is separate from the right to surface land. Verde received multiple favorable decisions from the ANM determining that Verde is entitled to 1,439 hectares of easements, sufficient to enable the Company to implement the 23Mtpy scenario of its PFS, which has a subsequent scenario of 50Mtpy.

In December 2022, Verde filed a request with the National Land Transport Agency ("**ANTT**", from *Agência Nacional de Transportes Terrestres*) for authorization to build a railway branch line (the "**Railway**") to transport up to 50 Mtpy of the Product.[13] The Railway will connect Verde's facilities in São Gotardo to Ibiá, both municipalities in Minas Gerais state, where there is a railway node, part of the Ferrovia Centro Atlântica ("**FCA**"). FCA is the largest railroad network in Brazil, interconnecting seven states and the Federal District.

3.5. Earned Growth Rate

Earned Growth Rate ("EGR") is an accounting-based methodology that provides companies with an objective, data-driven connection between customer success, repeat and expanded purchases, word-of-mouth recommendations, a positive company culture, and business results. It gauges customer loyalty through the lens of revenue growth, identifying which revenue streams come from existing customers doing more business with a company and which ones come from referrals.

The EGR measures the sales growth by volume generated by returning customers and new client purchases made by existing clients' referrals.[14]

Table 3: Earned Growth Rate per Year

Year	2020	2021	2022
Earned Growth Rate	61%	165%	38.71%

Verde's EGR was 38.71% in 2022, which shows a positive rate of sales driven by returning customers and clients' referrals.

[12] See the NI 43-101 Pre-Feasibility Technical Report for further information: https://investor.Verde.ag/wp-content/uploads/2022/05/NI-43-101-Pre-Feasibility-Technical-Report-for-the-Cerrado-Verde-Project.pdf

[13] See the press release at: https://investor.Verde.ag/construction-permit-for-railway-to-freight-up-to-55-market-share-requested-by-Verde/

[14] For a summarized definition of EGR, see article: F. Reichheld, D. Darnell and M. Burns, Net Promoter 3.0, Harvard Business Review, November 2021, available at: https://hbr.org/2021/11/net-promoter-3-0

3.6. Employees

The Company had an average of 348 employees in 2022.

3.7. Competitive Conditions

In 2022 Brazil's consumption of potash (in K_2O) was 5.21 million[15], which is equivalent to 52.10 million tonnes of Verde's Product. This market stood at 3.99 million tonnes (in K_2O) in 2010, 2.71 million tonnes (in K_2O) in 2000, and 1.2 million tonnes (in K_2O) in 1990.[16]

Brazil is the second largest consumer of potash in the world. Currently, over 97% of Brazil's potash is supplied by imports, which also makes the country the world's largest potash importer. The potash consumed in Brazil is mostly in the form of KCl, supplied by the Canadian and Belarus-Russian duopoly. This duopoly controls approximately 80% of the globally traded potash.

Verde's Project economics are outstanding because it has the lowest delivered cost to the Cerrado Region, among all potash producers, due to its low-cost mining e production processes. That allows Verde to supply salinity and chloride free potassium specialty fertilizers directly to farmers for the same cost as imported conventional fertilizers. When replacing potassium salt fertilizers, the Company also improves soil biodiversity.

Seasonality

Agriculture is a seasonal business, which impacts Verde's quarterly revenues. The first quarter of a calendar year is naturally its weakest for fertilizer demand because of the climate seasonality in the agricultural cycle. Most of our sales are expected to take place between June and September, which therefore has a greater impact on Q2 and Q3 financial results. The Company's strategy to reduce seasonality's effects is to anticipate sales from the forthcoming years.

Sustainability

Considering the environmental impacts of salted potassium fertilizers, the Company's sustainable production process, with no water or chemical consumption, no tailings dams or waste generation, and ore recovery rate of 100% can also be considered as a competitive factor.

Our mineral processing does not require tailings dams, nor does it generate any waste by-products because the ore recovery rate is 100%.

The mined area is mainly composed of degraded pasturelands that, once mined, Verde transforms into tropical forest. To that end, the Company planted 4,300 trees in 2019, 5,000 in 2020, 9,888 in 2021 and

[15] Source: Brazilian Fertilizer Mixers Association (from "Associação Misturadores de Adubo do Brasil", in Portuguese).

[16] Source: Brazilian potash consumption, Statistical Yearbook of the National Association for the Dissemination of Fertilizers ("ANDA", from Associação Nacional para Difusão de Adubos).

10,341 in 2022, totaling over 29,500 trees planted. In 2023, Verde intends to plant 5,000 trees. All planted species are native to the region located around the Company's production area.

In 2019, Verde was awarded the “Good Environmental Practices Award”, promoted by the State System of Environment and Water Resources (“SISEMA”, from Sistema Estadual de Meio Ambiente e Recursos Hídricos in Portuguese) in the category “Best Practice of Mineral Solid Waste Management”.

Foreign Operations

The Cerrado Verde Project is located in Brazil and the material operating subsidiary for the Project is Verde Fertilizantes Ltda., a Brazilian limited liability corporation.

4. CERRADO VERDE PROJECT

4.1. General

The Cerrado Verde Project (“Cerrado Verde”) is the source of a naturally occurring potassium silicate rock, a glauconitic siltstone (the “**Ore**”), from which the Company intends to produce the Product. BNA Consultoria e Sistemas (BNA) prepared the PFS for the production of the Product from Cerrado Verde.

The current PFS has been prepared under the guidelines of National Instrument 43-101.

The PFS supplants the Pre-Feasibility Study completed in December 2017 (“**2017 PFS**”), calculating the financial economic potential for the Brazilian agricultural market for potasium, sulphur, and the micronutrients zinc, boron, copper and manganese. The PFS contemplates three distinct and independent production scenarios for Verde’s Product with the annual production of 10Mtpy, 23Mtpy and 50Mtpy.

The Product is a multi-nutrient potassium fertilizer product that has been studied since 2009 by the Company in partnership with specialists in Brazil and abroad. the Product is an alternative to Potassium Chloride (“KCl”), which is a widely used fertilizer in Brazil. There is only one KCl mine in Brazil, so the country, therefore, imports over 97% the potassium consumed internally.

Compared with KCl, which is not the most suitable product for tropical agriculture, the Product production has three great advantages:

1) The Ore that is the raw material for the Product has a high potassium grade (average of 10% K_2O)
2) The Project is close to the largest agricultural region of the country, the Brazilian savannah (Cerrado), giving Verde an strategical geographic advantage.
3) The chloride contained in the potassium chloride is known to have biocidal effects when applied in excess to the soil, which interrupts vital functions of soil organisms, causing their death and therefore leading to a reduction of biodiversity. Soil microorganisms are essential for agriculture

and help to capture carbon into the soil, contributing to the reduction of climate change. Our Product has the lowest salinity index when compared to other fertilizers on the market, which contributes to soil and its microorganisms' preservation, increasing the benefits to farmers, and eliminating the need for potassium chloride.

The Product is an alternative that may allow Brazil to decrease its dependence on potassium imports and is a more sustainable and appropriate fertilizer for tropical soils.

The Company's only material mineral property for purposes of NI 43-101 is the Cerrado Verde Project.

The following information is derived from the PFS, which is incorporated by reference into this AIF, however, certain updates have been made by employees of the Company and have been approved by Bradley Ackroyd of AMS and Beck Nader of BNA, each of whom is a Qualified Person as defined in NI 43-101. A complete copy of the PFS, portions of which are quoted verbatim or paraphrased herein, is available under the Company's profile on SEDAR or on the Company's website, www.investor.verde.ag.

Please refer to the PFS at the following link for a more extensive discussion of the matters summarized in this document: https://investor.Verde.ag/wp-content/uploads/2022/05/NI-43-101-Pre-Feasibility-Technical-Report-for-the-Cerrado-Verde-Project.pdf

The PFS contemplates three Product compositions:

- The Product as a source of potash ("**K_2O**")
- The Product as a source of potash and sulphur ("**K_2O+S**")
- The Product as a source of potash, sulphur, zinc, boron, copper and manganese ("**K_2O+S+Micronutrients**")

The PFS contemplates three distinct production scenarios:

- Annual production of 10Mtpy ("**Plant 3 Scenario**"), representing 13.51% of the Brazilian potash market demand projected for 2025.
- Annual production of 23Mtpy ("**23Mtpy Scenario**"), representing 31.07% of the Brazilian potash market demand projected for 2025.
- Annual production of 50Mtpy ("**50Mtpy Scenario**"), representing 54.97% of the Brazilian potash market demand projected for 2030.

The mineral resource for the PFS remains unchanged from the 2017 PFS (effective date March 2014). The 2017 PFS mineral resource estimate was completed by Bradley Ackroyd (MAIG), an independent "Qualified Person," in accordance with NI 43-101. The 2017 PFS mining plan was modified, considering the three independent production scenarios of and Product compositions.

The PFS is based on the following assumptions:

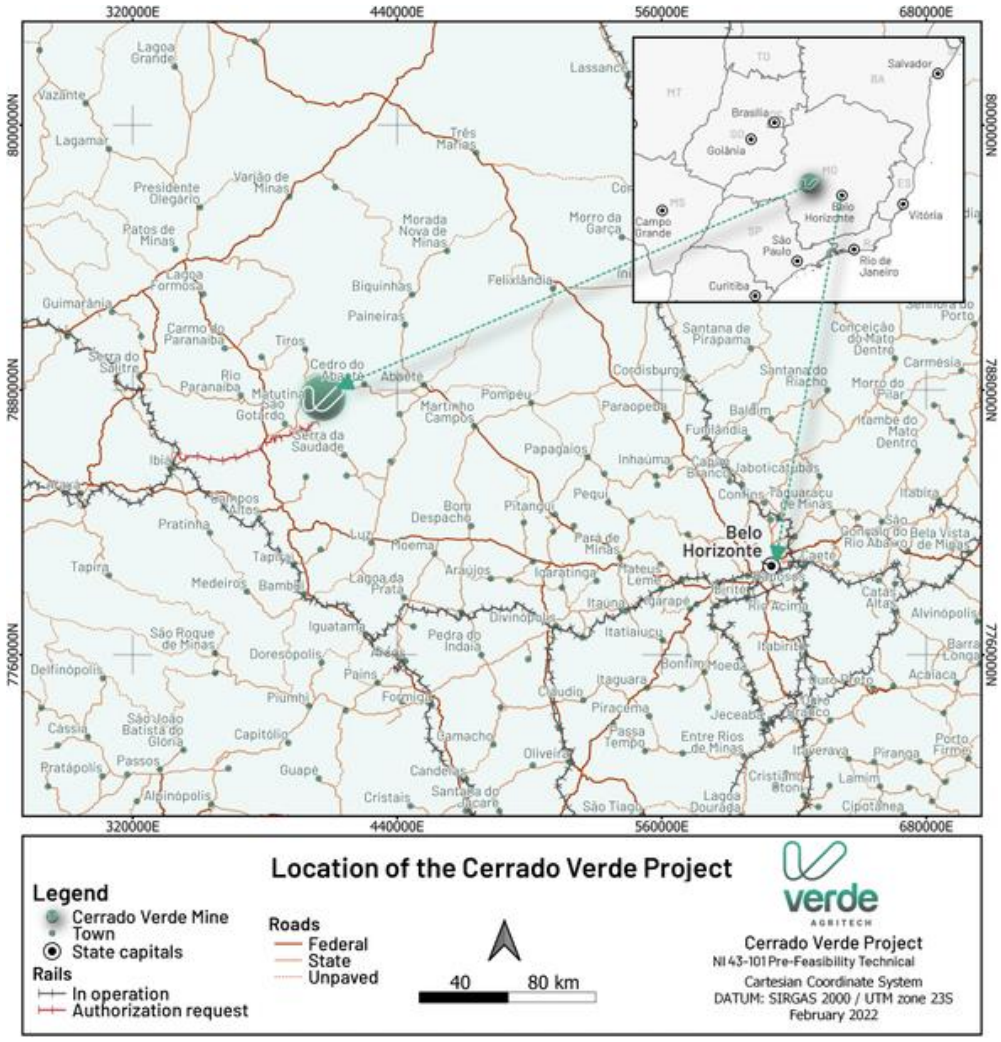
- Contract mining.
- A projected mine life of 72 years for the Plant 3 Scenario, 31 years for the 23Mtpy Scenario and 26 years for the 50Mtpy Scenario.
- Expected mass recovery of 98%.
- A 15% contingency applied to Capex.
- US Dollar-Brazilian Real exchange rate of US$1 = R$5.30.
- KCl long term price of US$368.65 per tonne CFR Brazil, which is the price reference for Product pricing in terms of K_2O equivalent content.
- S-bentonite long term price of US$410.40 per tonne, which is the price reference for Product pricing in terms of Sulphur content.
- Zinc fertilizer (10%) long-term price of US$400.00 per tonne, which is the price reference for the Product pricing in terms of Zinc content.
- Boron fertilizer (10%) long term price of US$1,130.00 per tonne, which is the price reference for the Product pricing in terms of Boron content.
- Copper fertilizer (20%) long term price of US$2,700.00 per tonne, which is the price reference for the Product pricing in terms of Copper content.
- Manganese fertilizer (10%) long term price of US$120.00 per tonne, which is the price reference for the Product pricing in terms of Manganese content.

4.2. Project Description and Location

Project Location

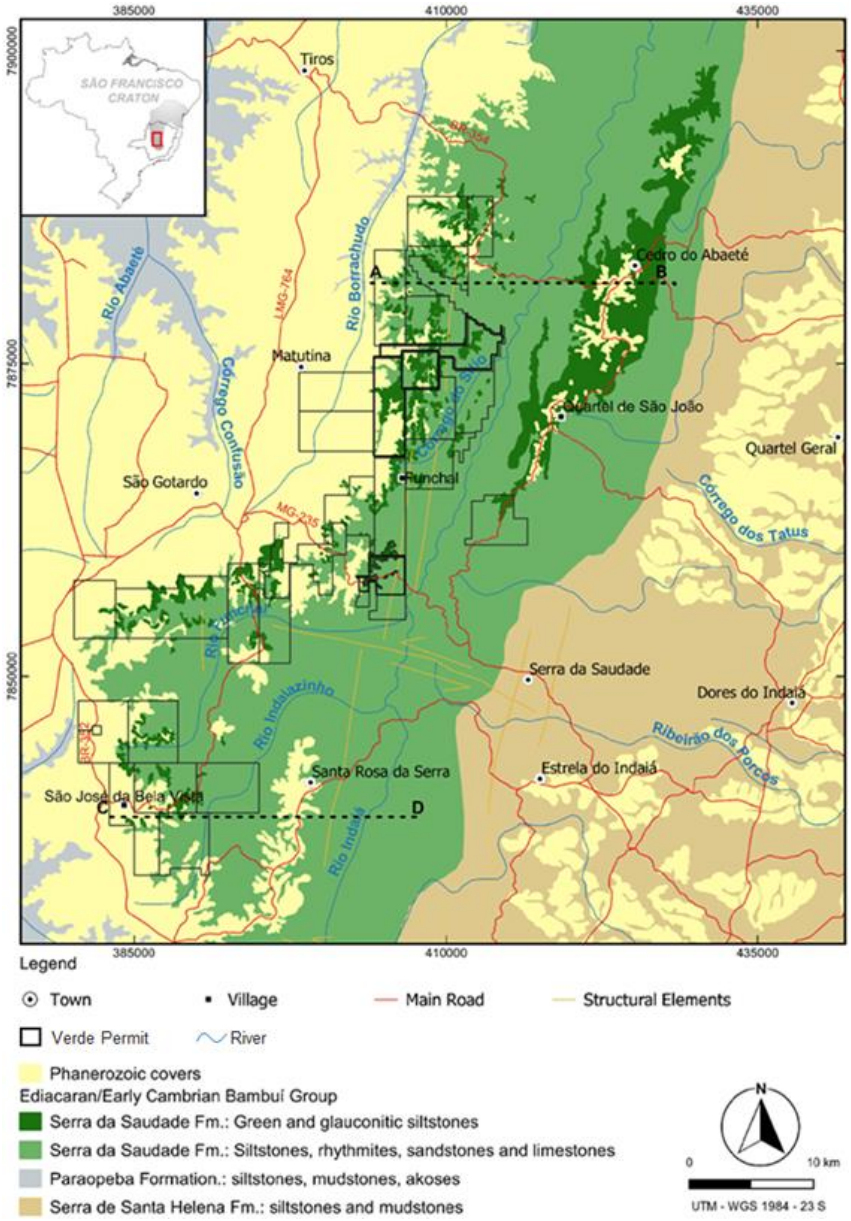
The Cerrado Verde Project is located in the Alto Paranaiba region of Minas Gerais State, Brazil, approximately 39 km to the east of the city of São Gotardo. São Gotardo is located approximately 320 km west of Belo Horizonte (the capital of the state of Minas Gerais) and is connected via a high-quality paved road (BR-262). From São Gotardo, the project area is accessed via secondary gravel roads which connect with the nearby farming region. Some of these will be paved with asphalt.

Figure 1: Location Map of the Cerrado Verde Project



The permit boundaries are defined by UTM coordinates with WGS84 datum (Zone 23S). The coordinates for a central point within the Cerrado ***Verde*** permits are: 7,856,500 N and 394,500 E. The mineralized zones of the Cerrado ***Verde*** Project are composed of ***Ore*** from the Serra da Saudade Formation, in the Bambuí Group. ***Verde*** holds the permits that cover the area where the known mineralization is located.

Figure 2: Cerrado Verde regional geological setting (Verde, February 24, 2022)



Permit Status

The area of the Cerrado Verde Project comprises a total of 30 granted exploration permits covering a total area of 45,734 ha. An application has been submitted for a permit for 2 additional areas, covering an additional area of 2,802 ha.

Verde owns 100% of the Project through its Brazilian subsidiary companies (Verde Fertilizantes LTDA. and FVS Mineração LTDA). There was no previous ownership of the permits immediately before Verde

submitted its applications, with exception of the full transfer of the mining permits related to exploration permit number 830.383/2008. The company subsequently filed the necessary applications to obtain the rights to explore its permits.

Summary of Mineral Rights and Mining Permits

Under Brazilian law, a pit is fully permitted to mine when the Group holds both a Mining Concession/Permit and Environmental License for that area. Verde is fully permitted to mine 2,833,000 tpy and has submitted concurrent mining and environmental applications for an additional 25,000,000 tpy, still pending approval.

The Group has 3 different mine pits, each at different permitting stages and targeting different volumes, as explained below and summarized in the table “Summary of Mineral Rights and Mining Permits”.

Mining Concession (“Portaria de Lavra”) for Mine Pit 1

For Mine Pit 1, the Group is fully permitted to extract 233,000 tpy.

Mining Concession (“Portaria de Lavra”) for Mine Pit 2

On March 26, 2020, the ANM approved the Feasibility Study (“PAE”, from *Plano de Aproveitamento Econômico*) for the extraction of 25,000,000 tpy for Mine Pit 2, as part of the Mining Concession Application process. On March 30, 2020, the Group applied for a 2,500,000 tpy Environmental License for Mine Pit 2. The 2,500,000 tpy Environmental License was approved on December 23, 2020.

On February 10, 2022, the Mining Concession for extraction of up to 2,500,000 tpy of Product was approved by ANM. This Mining Concession was granted to the Company as an expansion to the existing 100,000 tpy Mining Permit (*Guia de Utilização*), previously granted for Mine Pit 2. In total, the Company is now permitted to extract up to 2,600,000 tpy from Mine Pit 2 alone.

On November 12, 2022, Verde filed an Operating Environmental License Application for extraction of up to 22.5 Mtpy for Mine Pit 2.

Mining Concession Application (“Requerimento de Lavra”) for Mine Pit 3

For Mine Pit 3, the Group was fully permitted to extract 49,800 tpy through a Mining Permit (Guia de Utilização) that was valid for three years, with the expiration date of November 09, 2021. The Group has applied for a further Mining Concession of 2,500,000 tpy and a further 2,500,000 tpy Preliminary, Installation and Operation Environmental License.

Table 4: Summary of Mineral Rights and Mining Permits

Mine Pit	Fully Permitted (tpy)	Mining (tpy)		Environmental (tpy)	
		Granted	Pending	Granted	Pending
1	233,000	233,000	0	233,000	0
2	2,600,000	2,600,000	22,500,000	2,600,000	22,500,000
3	0	49,800	2,500,000	0	2,500,000
Total	**2,833,000**	**2,882,800**	**25,000,000**	**2,833,000**	**25,000,000**

The Group holds mineral rights at different stages in the process towards a Mining Concession or a Mining Permit. The different stages are explained in the Glossary on page 03. The chronological order of the steps is as follows:

- Exploration Authorisation Application.
- Final Exploration Report Submission.
- Mining Concession Application.
- Mining Concession Grant.

Under exceptional circumstances, such as when the commercialisation of mineral substances creates the need to supply the market, a Mining Permit can be issued. It is granted by the ANM and allows the mineral extraction in the area before the grant of a Mining Concession, according to the environmental legislation.

The following table represents the summary of the Group's mineral titles as of March 21, 2023. The area covered in each phase is expressed in hectares and the number of mining rights in total for each phase status is expressed in units.

Table 5: Mineral titles summary

Phase Status	Cerrado Verde	
	Area (ha)	Number of Tenements
Exploration Authorisation Application	2,802	2
Mining Concession Applications Under Analysis	41,369	27
Mining Concession Granted	4,365	3
Total	**48,535**	**32**

Three Year History

Table 6: Three Year Permit Status

Mine Pit	Date	Category	Status	Event
2	November 12, 2022	Environment	Applied	22,500,000 Operating Environmental License
2	February 10, 2022	Mining	Granted	2,500,000 tpy Mining Concession
2	December 23, 2020	Environment	Granted	2,500,000 tpy Preliminary, Installation and Operation License
2	November 03, 2020	Mining	Granted	50,000 tpy Mining Permit
3	August 24, 2020	Environment	Applied	2,500,000 tpy Preliminary, Installation and Operation License
1	August 19, 2020	Environment	Granted	233,000 tpy Operating License
2	March 30, 2020	Environment	Applied	2,500,000 tpy Preliminary and Installation License
2	March 26, 2020	Mining	Approved	25,000,000 tpy Feasibility Study
3	March 25, 2020	Mining	Applied	2,500,000 tpy Mining Concession Application

Agreements and Encumbrances

1) Tenement Transfer

On March 30, 2012, the Company prepared and signed a contract for the full transfer of the mining permits related to exploration permit number 830.383/2008 (“830.383/2008”). A payment was made in the amount of R$50,000.00 (approximately US$15,243.90) and a royalty of US$0.03 per tonne of mined ore is due if a mine is operated in this area.

2) Fragata

On October 4, 2016, the Company prepared and signed a private agreement related to ANM permit number 830.383/2008, with a royalty of R$0.50 paid per tonne of mined ore.

3) Selado

Verde signed a lease for a property with a 51 Mt ore resource (called Fazenda Selado), on May 22, 2014. The payments resulting from this agreement are listed below:

- Construction of a house;
- R$10,000.00 for renovation of the existing house;
- Monthly income for the occupants following signature of the agreement);

- R$15,000.00 per effectively impacted hectare, due when the impact effectively occurs. The maximum impacted area will be 35 ha.

4) Confusão

The Company has signed a private agreement to ANM permit number 833.264/2008. A royalty of R$0.50 per tonne of mined ore will be due if there is any extraction in this area.

5) Londônia

The Company has signed a private agreement to ANM permit number 833.263/2008. A royalty of R$0.50 per tonne of mined ore will be due for extraction in this area.

Taxes and Royalties

In Brazil, the ANM (National Agency of Mining) monitors exploration, mining, and mineral processing. This regulatory body also administers mineral exploration permits and mining concessions. Mineral exploration permits are issued by ANM and mining concessions by the Ministry of Mines and Energy.

A mining concession carries a royalty payment obligation to the federal government, the Financial Compensation for the Exploitation of Mineral Resources (CFEM), which is established at 2% of the gross sales price of the mineral product, less taxes levied on its sale.

Environmental Liabilities and Permitting

Environmental regulations and general environmental rules and obligations in Brazil are relatively similar to those applicable in Canada. Brazilian environmental policy is the responsibility of the Ministry of the Environment and is executed at three levels: federal, state, and municipal.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access to Property

From Belo Horizonte, the State Capital, the project site is accessed by travelling 320 km along the BR-352 highway. From the closest town of São Gotardo, the project area is accessed along secondary gravel roads that traverse the farming region. The unpaved roads are in reasonable condition, although some sections require improvement.

Climate and Length of Operating Season

The climate of the region is classified, according to the Brazilian Institute of Geography and Statistics (IBGE) annual report in 2002, as half-humid warm tropical, with average annual temperatures of 22 °C.

Annual rainfall in the area averages between 1,300 mm and 1,800 mm, 84% of which falls during the rainy season between October and March, with the highest rainfall between December and January. Exploration and mining operations can be conducted year-round.

Local Resources and Infrastructure

São Gotardo is the closest town, located 39 km west from the Project site, with a significant population to provide manpower for a potential mining operation, having a population of around 34,000. São Gotardo also has good infrastructure, with domestic power and telephone service available. Also, the Project is very close to Patos de Minas (129 km away), the main city in the Alto Paranaíba area, which has a strong economic, cultural, educational and social environment.

Belo Horizonte, located about 320 km from the Project site, is the capital and the largest city in the state of Minas Gerais, with a population over 2.5 million people. It is the major center of Brazil's mining industry, with infrastructure for mining equipment and services available. There is a large commercial airport with domestic and international flights. Several state and federal government agencies are based there, in addition to private businesses that provide services to the mining industry. Skilled labor is readily available in Belo Horizonte, as well as at the towns near the Project.

Surface Rights

According to Brazilian law, surface rights are separately held from mining rights. Therefore, the landowner has no title to the minerals contained in the soil or in the sub-soil, which are deemed a property of the federal government. The federal government can grant to private companies or individuals the right to exploration and mining of sub surface minerals.

Private companies or individual holders of an Exploration Permit are expected to enter into an agreement with the landowner, allowing them access to the area, in order to conduct exploration activities. If an agreement is not reached, Brazilian Mining Code establishes a judicial procedure by means of which the mining company or individual secures access to the area by paying the landowner a compensation for damages to his or her property and loss of income due to exploration.

Verde has agreements in place with the relevant landowners, which allows them to undertake exploration in the permits.

Private companies or individuals holding a Mining Permit are entitled to access the area necessary for the mine infrastructure. Such surface rights are obtained by agreement with the landowner, providing compensation for the price of the land and additional losses caused by the occupation of such land. In case such agreement is not reached, surface rights are granted by the local Court based upon previous payments by the mining company or individual according to the amount judicially determined for such compensation.

In addition to compensation for damages, the landowner is entitled by law to a royalty equal to 50% of the Financial Compensation for the Exploitation of Mineral Resources (CFEM). However, there may be an agreement between the mining company and the landowner, establishing a compensation that is satisfactory for both parties (J. MENDO, 2009). The Company is considering the purchase of all properties within their permits, so this amount will not be owed once Verde becomes the owner.

Verde has started to negotiate agreements with landowners to gain access and has already entered into an agreement with the landowners of Fragata (Section 4.3.2) and Selado (Section 4.3.3). Between 2018 and 2019, the company acquired four properties containing ore, totaling 173.74 ha.

The Brazilian National Mining Agency ("ANM", from Agência Nacional de Mineração) issued a set of orders granting Verde multiple easements over lands that will enable the Company to access and build the mines capable of jointly producing up to 23 Mtpy of the Product, as detailed in the PFS. An easement grants a right to cross or otherwise use someone else's land for a specified purpose without the need to own the land. As in most jurisdictions, in Brazil the mineral right is separate from the right to surface land. Verde received multiple favorable decisions from the ANM determining that Verde is entitled to 1,439 hectares of easements, sufficient to enable the Company to implement the 23Mtpy scenario of its PFS, which has a subsequent scenario of 50Mtpy.

Physiography

The Cerrado Verde Project is located within the hydrographic basin of Indaiá River, a tributary river on the left-hand margin of the São Francisco River. According to Secretaria do Estado de Ciência e Tecnologia de Minas Gerais, the Indaiá River basin is part of the geomorphological unit know as São Francisco Plateau, where the edges of the hills and the crest points dip towards the NE with high structural controls.

The main drainages in the Cerrado Verde region are the rivers Indaiá, Abaeté, Borrachudo and its tributaries. These rivers have meandering channel style morphology with predominantly dendritic drainage patterns evident in areas where pelitic rocks dominate. To the north of the project is the Três Marias Dam which constitutes the main mouth / confluence point of the rivers in the region.

The main topographic feature across the Cerrado Verde region is the Serra da Saudade ridge. The landscape can be separated into three domains that may be correlated to typical South American surfaces:

- **Upper Surface:** Older stage of the group that has exposed the Areado Group Sandstones and Mata da Corda Group;
- **Intermediate Surface:** Refers to the second stage of the group after the dissection of the Upper Surface (triggered by the resumption of the erosive process). The average altitude of the intermediate surface is 750 to 850m ASL. The intermediate surface presents as an irregular

surface which stretches along a N-S strike and is developed over the Serra da Saudade Formation represented by psammitic lithotypes; and

- **Basal Surface:** the youngest, bordering the São Francisco River, with elevation ranging from 570 to 630m. Exposure occurs in pelites of the Serra de Santa Helena and Serra da Saudade formations.

Topography, Elevation and Vegetation

The peneplain developed by the Ore (i.e., the ground over which the Areado Group was deposited) undulates between an altitude of 850m and 1,000m. Higher elevations of peneplain development are found in the more southern parts of the Serra da Saudade range. In the middle portion of the Serra da Saudade range (location of Cerrado Verde Project), the peneplain is placed between 880m and 920m. Therefore, it is reasonable to infer that all of the surface exposures of the glauconitic meta-argillite unit were the result of the Tertiary erosion cycles that stripped off the Mesozoic rocks (Mata da Corda and Areado groups).

The local vegetation consists of primitive savannah (cerrado) relicts, still preserved between subsistence plantations and familiar livestock.

History

Exploration History

The Ore occurrence has been known as a potential potash resource since the 1960's, although only regional mapping has been undertaken in the permits held by Verde over the years.

Verde does not have data with respect to past owners or any prior exploration work. Verde is not aware of any historic resource estimation work on the property. There has been no historical mining on the property. There is no data or information available on prior exploration or development previous to the current owner.

Resource Estimation History

Coffey Mining (March 2010)

Verde commenced drilling across the Cerrado Verde Project in late 2009. In March 2010, Coffey Mining Pty Ltd ("Coffey Mining") was commissioned by Verde to complete a mineral resource estimate.

The maiden mineral resource estimate was based upon 19 RC drill holes (997m), which targeted only a select portion of the regional Ore within the Verde permits. All holes were successful in intersecting the Ore.

Coffey Mining estimated a Mineral Resource for the Cerrado Verde Project with an effective report date of February 27, 2010. All grade estimations were completed using Ordinary Kriging (OK) for K_2O. The estimation was constrained within the mineralization interpretations.

A total Inferred resource of 161Mt at 8.75% K_2O was determined (no cut-off grade applied).

Coffey Mining considered the permits to have the potential to host a very large tonnage potash resource within the Ore unit. This was demonstrated by the preliminary resource numbers generated from an initial drilling program, as well as regional mapping and grab sampling across the permit package.

Coffey Mining recommended that a Preliminary Economic Assessment ("PEA") be undertaken on the Cerrado Verde Project prior to undertaking any additional resource definition drilling.

SRK Consulting (February 2012)

In late February 10, 2012, SRK Consulting (SRK) was commissioned by Verde to prepare an NI 43-101 PEA for the Cerrado Verde Project.

As part of the PEA, SRK reported an updated mineral resource estimate for the Cerrado Verde Project based on drilling completed throughout 2010 and 2011.

The resource update included: Target 1, Target 2, Target 3, Target 4, Target 5, Target 6, Target 7, Target 10, Target 11, Target 12, Target 13, Target 14, Target 16, Target 17. Funchal Norte is now referred to as Target 8 and is included in Target 7. Volodymyr Myadzel constructed the geologic and resource model for Targets 1, 2, 3, 4, 5, 6, 7, 10, 11, 12, 13, 14, 16 and 17. Dr. Myadzel was responsible for the resource estimation methodology and the resource statement.

A total indicated resource of 71 Mt at 9.22% K_2O was determined by SRK Consulting (7.5% K_2O cut-off grade applied) with an additional inferred resource totaling 2,764 Mt at 8.91% K_2O (7.5% K_2O cut-off grade applied).

The resource estimate has been undertaken in compliance with accepted CIM definitions for indicated and inferred resources in accordance with NI 43-101 Standards of Disclosure for Mineral Projects.

AMS (March 2014)

In late March 2014, Verde retained AMEC, NCL and AMS to prepare a Pre-Feasibility Study (PFS) for the Cerrado Verde Thermo Potash (TK) Project.

A combined mineral resource statement that incorporates previously reported mineral resources completed by SRK Consulting has been prepared for the Cerrado Verde Project by AMS. A combined measured and indicated mineral resource of 1,472 Mt at 9.28% K_2O (using a 7.5% K_2O cut-off) and an

inferred mineral resource of 1,850 Mt at 8.60% K_2O (using a 7.5% K_2O cut-off grade) are reported for the Cerrado Verde Project.

The statement has been classified by Qualified Person Bradley Ackroyd (MAIG) in accordance with NI 43-101, and accompanying documents 43-101.F1 and 43-101.CP. It has an effective date of 31 of March 2014.

Reserve Estimation History

NCL (March 2014)

On March 31, 2014, Verde hired AMEC, NCL and AMS to prepare a PFS for the Cerrado Verde ThermoPotash (TK) Project, with NCL being responsible for the reserve estimates.

NCL studied the Cerrado Verde Project as a conventional open pit operation. NCL has determined the following mining details for the project:

- Ore mining will be carried out by bulldozers while waste rock will be mined out directly by hydraulic excavators. There will be no use of explosives on the TK mine site.
- Load and haul equipment will be rented to the mining contractor and will be operated by Verde´s personnel. Ancillary equipment will be operated by the contractor's personnel. All equipment will be maintained by the mining contractor.

A series of economic pit shells were calculated using the Lerchs-Grossman algorithm for different TK prices. The selection of a final pit shell for mine design was based on a NPV maximization strategy, taking into account factors such as external waste dump size and desired life of mine.

The LoM mining schedule feeds 233 Ktpy of fresh rock to the primary crusher. The expected mass recovery is 100%.

The Mineral Resources are inclusive of the Mineral Reserves.

Table 7: Cerrado Verde Project – Mineable Reserve Summary (NCL)

Ore Reserves	Mass (Kt)	K_2O (%)
Proven Reserve	5,381	10.87
Probable Reserve	1,639	10.77
Total Reserve	**7,020**	**10.85**

(1) As of March 31, 2014.

(2) A variable cutoff grade was used to report reserves, between 10.2% and 10.6% K_2O.

(3) Numbers may not add up due to rounding.

(4) Overall strip ratio of 0.34 to 1.

(5) Waste contains inferred resources, which may potentially be upgraded to higher category resources, and possibly to reserves after sufficient definition work has been completed.

(6) Based on 100% mining recovery.

BNA (December 2017)

On December 22, 2017, Verde hired BNA to prepare a PFS for the Cerrado Verde Project, with BNA being responsible for the reserve estimates.

BNA studied the Cerrado Verde Project as a conventional open pit operation, with the following characteristics:

- Both Ore and waste mining will be performed using hydraulic excavators. As a precautionary measure, it has been assumed that 30% of the Ore and 30% of the waste will be mined after a drilling and blasting operation.
- Loading and hauling operations, including equipment maintenance, will be conducted by a mining contractor.

A series of economic pit shells were calculated using the Lerchs-Grossman algorithm through the application of the Revenue Adjustment Factor ("RAF"). This factor is applied to the selling price(s) of the product(s), in such a manner that a mathematical pit is generated for each applied factor. The selection of a final pit shell for mine design was based on an NPV maximization strategy.

The Project was divided into three distinct phases, the respective production rates and duration of which are shown below:

- Phase 1: 600,000 t of final product per year, for the first 2 years.
- Phase 2: 5 Mt of final product per year, from year 3 to year 6.
- Phase 3: 25 Mt of final product per year for the remainder of the life of the mine.

The expected mass recovery is 100%.

The Mineral Resources are inclusive of the Mineral Reserves.

Table 8: Cerrado Verde Project – Mineable Reserve Summary (BNA)

	Proven Reserve	Probable Reserve	Total Reserve
Tonnes (Mt)	68.11	709.17	777.28
K_2O Grade (%)	10.34	9.72	9.78

(1) As of December 22, 2017.

(2) A cutoff grade of 8.5% K_2O was used to report reserves.

(3) Overall strip ratio of 0.29 to 1.

(4) Waste contains inferred resources, which have the potential to be upgraded to higher category resources, and possibly reserves, after sufficient definition work has been completed.

(5) Based on 100% mining recovery.

Mining History

The mining works were initiated on May 15, 2017, by means of a *Mining Permit*. Mining is performed as an open pit operation without production of waste. The table below shows the amount of ore extracted by the Company since 2018:

Table 9: Tonnes of ore extracted per year

Year	Extracted ore (tonnes)
2018	29,648
2019	123,000
2020	248,653
2021	395,759
2022	628,000

Geology and Mineralization

The Cerrado Verde Project region is mainly underlain by Neoproterozoic and Cretaceous rock units, which are partly covered by Cenozoic sandstones, lateritic sediments and soils.

The thickness of the Ore unit varies from 15 m to 80 m in the southernmost domain, to over 50 m in the northern half of the Serra da Saudade range.

Verde’s permits run for the entire 120 km strike length and reach a potential width of up to 500 m.

The previous Pre-Feasibility Study (March 2014) presented the Project’s mineralization as a glauconitic meta-argillite. However, after performing detailed mineralogical studies using a combination of optical microscopy, X-ray diffraction, electron microprobe analysis and scanning electron microscopy, it was determined that the ore is a silty-clayed sedimentary rock. Despite the folds found in the outcrops, no minerals, metamorphic structures or evidence of deformation were identified in the thin sections. The natural fragmentation in the outcrops is due to the fractures and bedding surfaces. Therefore, the Project’s mineralization is now appropriately referred to as Ore. Despite this change in nomenclature, the Project's mineral resources were not affected, as the Ore deposit is homogeneous in its glauconitic siltstone content.

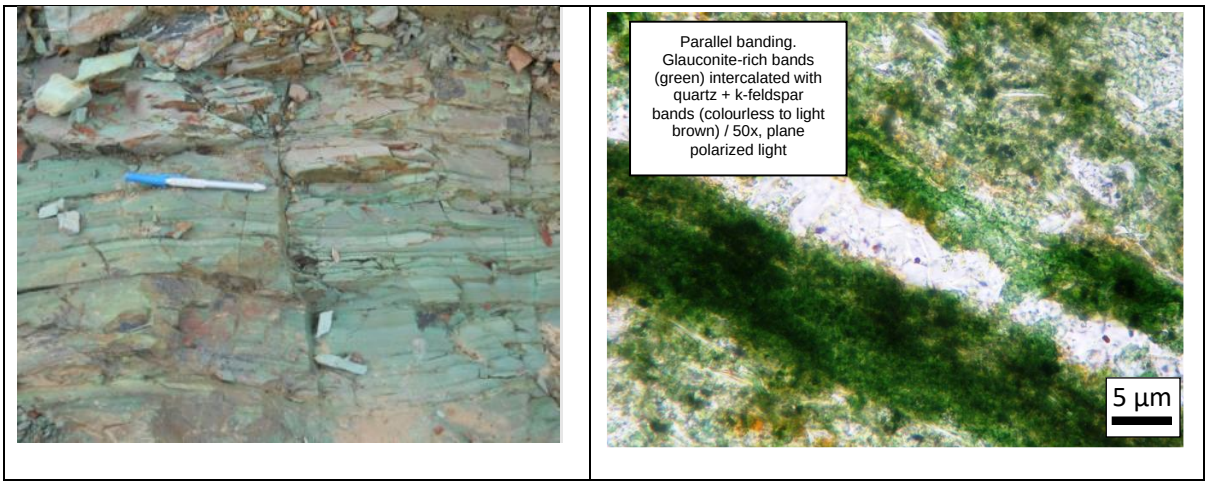
The Ore unit shows millimeter-to centimeter-thick bands that are rich in glauconite, dark green in color and interbedded with quartz-rich layers.

Studies of thin cross sections conducted on fresh samples of Ore identified: glauconite (40%-80%), K-feldspar (10%-15%), quartz (10%-60%), muscovite-sericite (5%), biotite (2%), titanium oxide (<1%),

manganese oxide (<1%), goethite (<1%), barium phosphate and rare-earth element phosphates (trace amounts).

Enriched levels of potassium with K_2O grades from 8% to 12% are associated with the glauconitic levels, which are dark-green in color.

Figure 2: Mineralized Ore Unit and Photomicrograph of sample CV DH 05 (32m – 34m)



The Figure shows parallel banding, where glauconite-rich bands (green) are intercalated with quartz feldspar bands (colorless to light brown)/ 50x, on a plane polarized light.

Exploration and Drilling

Up until 2011, exploration work was focused on a number of Ore units across the Cerrado Verde permit areas, known as Target 1, Target 2, Target 3, Target 4, Target 5, Target 6, Target 7, Target 10, Target 11, Target 12, Target 13, Target 14, Target 16 and Target 17.

In 2012 exploration activities were concentrated on a select number of higher grade K_2O targets. Four specific areas were chosen based on the preliminary K_2O grades from exploration drilling: target areas 7, 10 and 12 were selected, in addition to a new area located within exploration permit number 830.383/2008, which was acquired by the Company from a third party. Geological mapping suggests that these four target areas belong to a single Ore 'domain'. Subsequently, these 4 individual target areas were collectively grouped into a single target area known as Target 7.

A total of four drilling campaigns were completed across Verde's exploration permits. Verde drilled a total of 695 Reverse Circulation (RC) holes totaling 40,225 m and 25 diamond core (DC) holes totaling 1,717 m. Exploration drilling conducted throughout the 2012 field campaign focused entirely on testing K_2O mineralization within the Target 7 mineralized domain.

Sample Preparation, Analyses and Security

Sampling Method

Samples for laboratory analyses were prepared at the project site by Verde technicians and sent in a Verde vehicle to the respective laboratories. A summary of the current drilling completed by Verde, along with the laboratories utilised for each phase of drilling is shown in Table 5 below.

Table 10: Laboratories Used in Analysing Verde Drilling

Year	Company Name	Type of Drilling	Number of Holes	Meters Drilled	Lab Used
2009	Verde	RC	19	997m	Bureau Veritas (Brazil)
2011	Verde	RC / DDH	452	26,609m	SGS Geosol
2012	Verde	RC / DDH	264	15,865m	SGS Geosol

Sample Preparation and Assaying Methods

2009 Program

For the initial RC drilling program, samples were taken on 2m intervals and then riffle split down to 3kg samples for submission.

Samples were sent to Bureau Veritas laboratory in Vespasiano, Minas Gerais State, Brazil. This laboratory is part of the international chain of laboratories owned by Bureau Veritas that has ISO 14001 certification. The samples were received, dried, crushed to 2mm, riffle split and analysed by XRF for Fe_2O_3, SiO_2, Al_2O_3, CaO, MgO, MnO, TiO_2, Na_2O, K_2O, BaO, P_2O_5, Cr_2O_3, SrO and LOI.

While Verde undertook no quality control for this initial drilling program, Bureau Veritas inserted duplicates, blanks and certified standards at a rate of 5% to ensure their own quality control.

2011 and 2012 Programs

RC samples were generally taken on 1 to 3m intervals and then riffle split down to 1.3kg samples for submission. DC samples were taken on 2m intervals (half core samples collected) and submitted to the laboratory.

Approximately 96% of the total drill meters are accounted for by RC drilling, of which a total of 12% were drilled moist and further 4.7% were drilled wet. AMS have reviewed the sampling procedure, quantity and spatial location of wet drill samples across the Cerrado Verde project area, and believe there to be no significant bias within the database, which is material to the overall resource reported. In addition, AMS made note of a number of DDH twin holes to original RC drilling (include moist and wet sampling), and noted no significant bias between DDH and RC sampling.

*Q*uality Controls and Quality Assurance

Initially, the Company lacked appropriate internal QA/QC systems for the drilling campaign that began in May 2010. To ensure internal control, a certified standard, a powder blank, and a duplicate were included and sent to the laboratory with every 20 routine samples. The individual analytical runs were closely monitored and approved by the analyst using duplicate controls such as Thompson and Howarth, QQ, and Correlation plots. For accuracy control, reference material certified by Australian GeoStats Pty Ltd and IPT (Brazilian Institute of Technological Research) was utilized. The blank material was prepared from pulverized quartz. Following analysis at the SGS laboratory, pulps were selected with every 20 routine samples and sent for analysis to ALS Brasil Ltda laboratory or Bureau Veritas Brazil as external control reference. Additional information on the QA/QC protocol is available in Section 12 of the 2017 PFS.

Sample Security

Verde DDH and RC drill cuttings are currently stored in a rented facility. After logging, core samples are marked for splitting and sampling by Verde geologists. Each RC and DDH core sample is placed in a plastic bag, which in turn is placed in a nylon bag for transporting via truck to the sample preparation laboratories located in Belo Horizonte. AMS considers the sampling security implemented by Verde to meet current industry best practice.

Mineral Processing and Metallurgical Testing

All required metallurgical tests to produce the Product were performed with the Ore.

On February 2022, a test was performed to determine the basic parameters for comminution applications to rate the feasibility of the installation of HAZEMAG hammer mills.

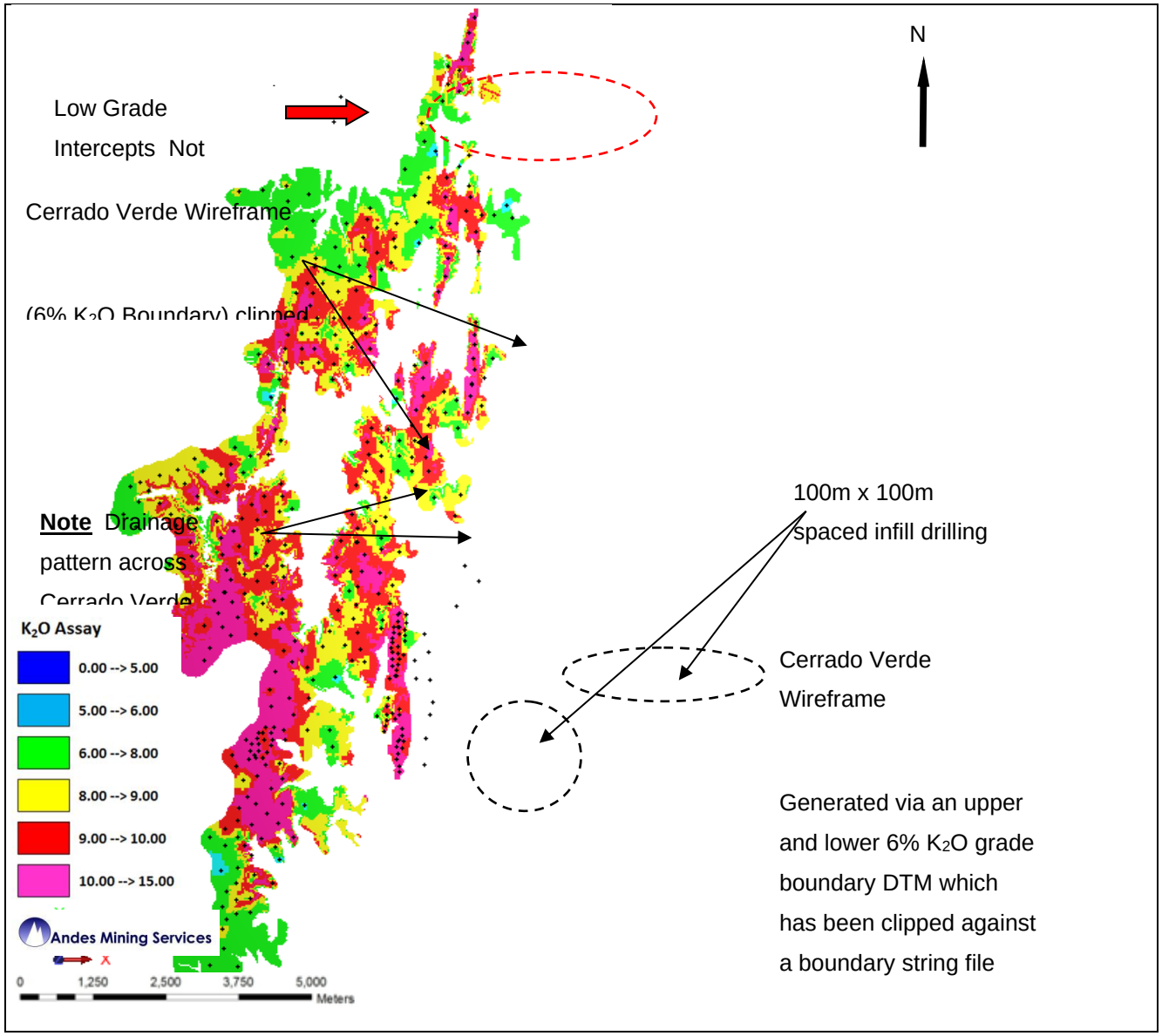
The test program carried out confirmed that the HAZEMAG Range of Hammer Mill is applicable based on the Abrasion Index of the raw material. Crushability of the ore does indicate that capacity expectation can be exceeded compared to limestone. Based on this estimate an economic operation will be feasible.

Mineral Resources

The Cerrado Verde Project mineral resource estimate is based on 435 drill holes (26,609m) drilled at a nominal spacing of approximately 200m by 200m. A total of 420 reverse circulation drill holes (25,563m) and 15 diamond drill holes (1,046m) have been completed.

The mineral resource estimate has focused on a flat lying, sub horizontal mineralized domain which has been defined at surface and drill tested to the depth of mineralization using a nominal 6% K_2O grade cut-off to guide the wire framing process, as shown for Target 7 in Figure 3.

Figure 3: Cerrado Verde Block Model Target 7– Coded by K_2O Grade (Estimate) - (AMS, 28 March 2014)



A combined measured and indicated mineral resource of 1.47 billion tonnes at 9.28% K2O (using a 7.5% K2O cut-off) and an inferred mineral resource of 1.85 billion tonnes at 8.60% K2O (using a 7.5% K2O cut-off grade) are reported for the Project. The Mineral Resources estimated by the PFS are:

Table 11: Mineral Resources Summary[17]

Total	Volume (million tonnes)	Average Grade (% K_2O)
Measured Resource	83	10.13
Indicated Resource	1,389	9.23
Measured & Indicated	1,472	9.28
Inferred	1,850	8.60

Table 12: Measured, Indicated and Inferred Mineral Resource Grade Tonnage Report (AMS & SRK Consulting) - Ordinary Kriging (OK) & Inverse Distance Weighting With Power Two (IDW2) (Block Model – 50mE X 50mN X 5mRL / 10mRL)[18]

Target	Cut-Off (% K2O)	Tonnes (Mt)	Average Grade (% K_2O)
Measured Resource Category			
Target 7	7.5	83	10.13
Total Measured		**83**	**10.13**
Indicated Resource Category			
Target 6	7.5	23	8.83
Target 7	7.5	1,366	9.24
Total Indicated		1,389	9.23
Total Measured & Indicated		**1,472**	**9.28**
Inferred Resource Category			
Target 1	7.5	236	8.72
Target 2	7.5	12	8.54
Target 3	7.5	126	8.72
Target 4	7.5	147	9.03
Target 5	7.5	27	8.31
Target 6	7.5	48	8.84
Target 7	7.5	305	8.89
Target 11	7.5	47	8.27
Target 13	7.5	168	8.50
Target 14	7.5	325	8.65
Target 16	7.5	257	8.15
Target 17	7.5	151	8.19
Total Inferred		**1,850**	**8.60**

[17] Mineral resources are not mineral reserves and do not have demonstrated economic viability. Effective Date of the mineral resource estimate is March 31, 2014. Appropriate rounding has been applied to the table.

[18] IDW2 Estimate (SRK Block Model - 50mE x 50mN x 10mRL) --> Targets 1,2,3,4,5,6,11,13,14,16 and 17. OK Estimate (AMS Block Model - 50mE x 50mN x 5mRL) --> Target 7

Mineral Reserve Estimates

BNA studied the Cerrado Verde Project as a conventional open pit operation, with the following characteristics:

- Mining of both Ore and waste rock will be performed using hydraulic excavators. As a precautionary measure, it has been assumed that 80% of the Ore and waste rock will be mined after a drilling and blasting operation.

- Loading and hauling operations, including equipment maintenance, will be conducted by a mining contractor.

A series of economic pit shells were calculated using the Lerchs-Grossman algorithm through the application of the Revenue Adjustment Factor (RAF). This factor is applied to the selling price(s) of the product(s), in such a manner that a mathematical pit is generated for each applied factor. The selection of a final pit shell for mine design was based on an NPV maximization strategy.

The Project was divided into three distinct scenarios, with the following respective production rates and duration:

- Plant 3 Scenario: 10 Mt of final product per year, for 72 years.
- 23 Mtpy Scenario: 23 Mt of final product per year, for 31 years
- 50 Mtpy Scenario: 50 Mt of final product per year, for 26 years.

The expected mass recovery is 98%.

The Mineral Resources include the Mineral Reserves.

Table 13: Mineable Reserve Results – 10 Mt Scenario and 23 Mt Scenario

	Proven Reserves	Probable Reserves	Total Reserves
Tonnes (Mt)	68.45	647.22	715.67
K_2O Grade (%)	10.44	9.96	10.01

(1) As of May 12, 2022.

(2) A cutoff grade of 9.0% K_2O was used to report reserves.

(3) Overall strip ratio of 0.51 to 1.

(4) Waste contains inferred resources, which have the potential to be upgraded to higher category resources, and possibly reserves, after sufficient definition work has been completed.

(5) Based on 100% mining recovery.

Table 14: Mineable Reserve Results – 50 Mt Scenario

	Proven Reserves	Probable Reserves	Total Reserves
Tonnes (Mt)	80.63	1,217.037	1,297.66
K_2O Grade (%)	9.96	9.14	9.19

(1) As of May 12, 2022.

(2) A cutoff grade of 7.5% K2O was used to report reserves.

(3) Overall strip ratio of 0.36 to 1.

(4) Waste contains inferred resources, which have the potential to be upgraded to higher category resources, and possibly reserves, after sufficient definition work has been completed.

(5) Based on 100% mining recovery.

Recovery Methods

The following items will describe the processes adopted for each of the 10 Mtpy, 23 Mtpy and 50 Mtpy scenarios. In all scenarios, the mined Ore will have a top size of 500 mm.

In these scenarios, the fertilizer production process consists of the comminution of Ore, which may or may not include other feedstocks. Sulphur and other micronutrients are added to the Product prior to milling, in different crop-specific proportions, to produce BAKS®, a mixed mineral fertilizer, using an exclusive elemental sulphur micronization technology called Micro S Technology®. The hammer mill performs the Ore's comminution in to powder granulometry and, where applicable, mixes additional raw materials, resulting in a uniform product in granulometric and chemical terms. After passing through the hammer mill's screens, the particles exit the process with a powder granulometry.

Market Study

The Market Study calculated the potential Brazilian agricultural market for potash ("**Potassium Oxide**" or "**K_2O**"), sulphur ("**Sulphur**"), and the micronutrients zinc, boron, copper and manganese (the "**Micronutrients**" or "**Zn, B, Cu and Mn**"). Sulphur and Micronutrients are added to Verde's multinutrient potassium fertilizer K Forte® (the "**Product**") to produce BAKS®, a product launched by the Company on December 15, 2020, which has a higher selling point. The additional elements contained in BAKS® allow Verde to meet the specific demands of different crops and soil conditions, thereby boosting the overall Brazilian market serviceable by the Company's products.

The Pre-Feasibility Study completed in December 2017 ("**2017 PFS**") evaluated the technical and financial aspects of total annual production of up to 25,000,000 tpy of Product. The 2017 PFS assumed that a railroad connection was needed to distribute the 25,000,000. Now, based on further and more recent studies for the PFS, the Company has determined the viability of using road haulage for distribution logistics of up to 23,000,000 tpy. A rail spur will only be necessary for logistics of production exceeding such amount, therefore postponing the construction of a railroad access and its related capex.

The PFS contemplates three distinct production scenarios, each modelled in light of the latest Study:

- Scenario A: Annual production of 10Mtpy.
- Scenario B: Annual production of 23Mtpy.
- Scenario C: Annual production of 50Mtpy.

Potash Pricing

The value of the Product's potash content was calculated based on the cost of KCl, considering the applicable logistic costs from its arrival at Brazilian ports to its final customer. The price for KCl CFR Brazil port adopted for the Study was estimated at US$368.65. The average delivered cost to the farmer was calculated at US$539.16. Table 01 shows the breakdown of KCl cost per tonne delivered to the farmer.

Table 15: Breakdown of KCl cost per tonne delivered to the farmer

Description	Brazil's Weighted Average	
	Amount in US$	Amount in R$
CFR Brazil Port Price	368.65	1,768.35
Brazil Port costs[19]	25.07	132.87
Demurrage	6.00	31.80
AFRMM[20] Tax	8.75	46.38
Cost of transportation from Brazil Port to distributor	37.21	197.22
Average margin added by distributor	81.82	433.64
Average transportation cost from distributor to farmer	12.00	63.60
Total	**539.16**	**2,857.57**

Source: Tec-Fértil.

Despite the Product's inherent qualities as a multi-nutrient product, the calculation of its price per tonne was based on its K_2O content equivalent, without contemplating the additional nutrients and benefits that it delivers. KCl has 60% K_2O whereas the Product has 10% K_2O. Therefore, considering the concentration of potash in the Product, a farmer will pay approximately 6 times less per tonne of Product than per tonne of KCl. As result, the farmers would pay US$89.86 per tonne of Verde's Product as a source of K_2O.

[19] The costs of ports and transport from the port to the distributor are represented by the weighted average considering the demand in tonnes for each one of the ports in Brazil.

[20] Additional Freight for the Renewal of the Merchant Marine. This is an additional charge on freight levied by Brazilian and foreign shipping companies operating in Brazilian ports based on the bill of lading and the cargo manifest.

For the purposes of the Study, the Company assumed pricing of the Product's K_2O content at a 5% discount to conventional KCl as part of its market strategy to accelerate Product trial and adoption across an expanding Brazilian market.

Sulphur Pricing

The value of the Product's sulphur content was calculated based on the sale price of sulphur from S-bentonite, a widely available source of sulphur. The price for the Study was estimated at US$410.40 per tonne of S-bentonite. The feedstock purchased and beneficiated by Verde to produce fertilizer grade sulphur is elemental sulphur. The price for the Study was estimated at US$ 263.97 per tonne for the feedstock.

Table 16: Long-term price of the feedstock and similar source of sulphur

Description	Feedstock product	Similar product
Material	Elemental sulphur	S-bentonite
Concentration of nutrient (%)	99	90
Price (US$ / per percentage point per tonne of fertilizer, "**ppt**")	2.34[21]	4.56[22]

Source: Tec-Fértil.

Micronutrients Pricing

The Micronutrients' pricing was based on the average individual amounts of each Micronutrient, in kilograms per hectare, as applied for different crops in different regions of Brazil based on fertilization needs and alternatives. Crops that use the largest amount of Micronutrients are Soybeans, Corn, Coffee, Cotton, Reforestation, and Sugarcane.

Table 17: Micronutrients' feedstock sources for Verde's Product

Description	Zinc	Boron	Copper	Manganese
Feedstock	Zinc Oxide	Ulexite	Copper Oxide	Manganese Oxide
Concentration of nutrient (%)	20	10	20	55
Cost (US$/ppt)[23]	17.14	40.00	111.76	10.70

Source: Tec-Fértil.

[21] Taxes and logistical costs already included in the feedstock acquisition value. Long-term cost per tonne of elemental sulphur = US$ 263.97.

[22] Sulphur is predominantly applied as an additive to macronutrient formulations (such as N, P and K). Therefore, the nutrient's logistical and application costs are considered in the formulations of the products in which they are found. Long-term cost per tonne of S-Bentonite = US$ 410.40.

[23] Long-term cost per tonne of feedstock: Zinc Oxide = US$ 342.80; Ulexite = US$ 400.00; Copper Oxide = US$ 2,235.20; and Manganese Oxide = US$ 588.50.

Table 18: Long-term cost of similar sources of Micronutrients including soil application cost

Description	Zinc	Boron	Copper	Manganese
Concentration (%)	10	10	20	10
Price (US$/ppt)[24]	40.00	113.00	135.00	12.00

Source: Tec-Fértil.

The amount paid by the farmer per tonne of Product as a source of K_2O plus sulphur and micronutrients varies according to the intended concentration of each nutrient. A weighted average price for this Product being a source of K_2O plus sulphur and micronutrients delivered to the farm was assumed at US$109.19 per tonne.

Market Share

Future demand estimates for nutrients relied on parameters of total planted area, crop and productivity. In addition, the Study accounted for the percentage of producers that apply each nutrient, in light of crop requirements, supply and fertilization alternatives. These criteria were used to calculate the demand for potash, sulphur, and micronutrients on a state-by-state basis across Brazil.

Potash

The Study detailed the Brazilian market share for potash that the Project will be able to supply. Table 05 presents Brazil's historical consumption of K_2O from 2000 to 2020, and the projected consumption up to 2070, with the equivalent amount of K Forte demand.

Table 19: Historical and projected Brazilian K_2O consumption and K Forte® equivalent

Year	Brazilian K_2O Consumption (tonnes)	Equivalent amount of Verde's Product 10% K_2O (tonnes)
2000	2,713,562	27,135,620
2010	3,999,706	39,997,060
2020	6,810,773	68,107,730
2030	8,358,971	83,589,710
2070	12,499,412	124,994,120

Sources: ANDA (potash consumption from 2000 to 2020) and Tec-Fértil (potash demand forecast up to 2070)

Sulphur

[24] Long-term cost per tonne of similar product including soil application cost: Granulated zinc = US$ 400.00; Granulated boron = US$ 1,130.00; Granulated copper = US$ 2,700.00; and Granulated manganese = US$ 120.00.

According to the Study, the Project would be able to supply 11.66% of the Brazilian sulphur market in Scenario A, 27.28% in the Scenario B and 53.78% in Scenario C. Table 06 presents an estimated consumption value for sulphur in 2020, and the projected consumption up to 2070 according to agribusiness growth forecast.

Table 20: Brazilian sulphur consumption

Year	Brazilian sulphur Consumption (tonnes)
2020	1,794,297
2030	2,239,164
2070	3,348,286

Source: Tec-Fértil, 2022 (Calculation of sulphur consumption in 2020 and sulphur demand forecast for 2070)

Micronutrients

The Study detailed the Brazilian market share for Micronutrients that the Project will be able to supply under the three scenarios of production, as shown in Table 07:

Table 21: Targeted market share for Zn, B, Cu and Mn in Brazil

Micronutrient		Zinc	Boron	Copper	Manganese
Market share	Scenario A (10M tpy)	12.97%	17.61%	12.53%	8.66%
	Scenario B (23M tpy)	29.43%	37.87%	30.46%	24.68%
	Scenario C (50M tpy)	55.73%	62.68%	54.77%	56.06%

Source: Tec-Fértil, 2022.

Table 08 presents an estimated consumption value for zinc, boron, copper and manganese in 2020, and the projected consumption up to 2070 according to agribusiness growth forecast.

Table 22: Brazilian Zn, B, Cu and Mn consumption

Year	Brazilian Consumption (tonnes)			
	Zinc	Boron	Copper	Manganese
2020	25,315	26,831	5,382	10,310
2030	31,967	34,301	6,793	13,265
2070	47,801	51,291	10,158	19,836

Source: Tec-Fértil, 2022 (Calculation of micronutrients consumption in 2020 and micronutrients demand forecast for 2070).

Indicative Economics

As part of the verification process for the reserves presented in this report, BNA conducted an economic valuation of the Cerrado Verde Project for the material classified as reserves. This section outlines the capital and operating costs considered in this valuation. All costs are based on a conversion rate of US$1.00 = R$5.30.

Capital costs for the Project have a nominal accuracy of -25% to +25% and include a 15% contingency. A summary of expected capital costs for each Scenario is presented as follows:

Table 23: Capital Costs Summary

Investments (US$ million)			
Description	**Plant 3 Scenario**	**23Mtpy Scenario**	**50Mtpy Scenario**
Processing plant			
Plants	29.38	70.60	111.17
Conveyor belt and loading wagons	N/A	N/A	28.49
Unloading of wagons	N/A	N/A	19.12
Processing subtotal	29.38	70.60	158.78
Roads improvement	10.57	30.88	6.80
Railway branch line[25]	N/A	N/A	283.02
Owner's cost[26]	5.93	11.42	33.13
Subtotal	45.89	112.90	481.73
Contingencies (15%)	6.88	16.93	72.26
Total	**52.77**	**129.84**	**553.99**

Operating costs are estimated based on preliminary mine and process design criteria and engineering, as well as budgetary quotes. Operating costs are calculated to a PFS-level of accuracy and are expected to have an accuracy of ±25%, including a 15% contingency.

[25] The investment in the railway branch construction is expected to be assumed by the rail operator.

[26] Owner's cost includes licensing, technical studies and projects, land purchase, equipment and personnel mobilization and demobilization.

Table 24: Operating Costs Summary

Operating Costs (US$/tonne of Product)			
Description	**Plant 3 Scenario**	**23Mtpy Scenario**	**50Mtpy Scenario**
Mining[27]	4.55	4.24	4.48
Processing	2.07	2.38	2.01
General and Administrative	4.20	2.81	2.01
Others[28]	0.34	0.29	0.26
Contingency (15%)	1.67	1.46	1.31
Total	**12.83**	**11.18**	**10.07**

An economic-financial analysis was conducted in order to evaluate the feasibility of the Project. Tables 01 through 03 show the summary of the financial-economic analysis for the three Scenarios.

Table 25: Summary of the financial-economic analysis for the Plant 3 Scenario

Plant 3 Scenario				
Description	**Unit**		**Value**	
Proven and probable reserves	million tonnes		715.67	
K_2O grade	%		10.01	
Capex	US$ million		52.77	
Operating cost	US$/tonne of Product		12.83	
Sustaining capital	US$/tonne of Product		0.50	
Product composition	**Unit**	**K_2O**	**K_2O + S**	**K_2O + S + Micronutrients**
Product Sale Price	US$/tonne of Product	80.75	91.54	100.21
NPV after-tax	US$ billion	2.91	3.41	3.97
NPV discount rate	%	8.00	8.00	8.00
IRR after-tax	%	427.17	482.93	560.86
Cumulative Cash Flow	US$ billion	17.05	19.97	23.22

[27] Mining operating costs are estimated as a weighted average between transport distance and the feedstock's mass.

[28] Others Include: Mining Labour, Environmental Recovery, Environmental Compensation and Support Facilities Maintenance.

Table 26: Summary of the financial-economic analysis for the 23Mtpy Scenario

23Mtpy Scenario				
Description	**Unit**		**Value**	
Proven and probable reserves	million tonnes		715.67	
K_2O grade	%		10.01	
Capex	US$ million		129.84	
Operating cost	US$/tonne of Product		11.18	
Sustaining capital	US$/tonne of Product		0.50	
Product composition	**Unit**	**K_2O**	**K_2O + S**	**K_2O + S + Micronutrients**
Product sale price	US$/tonne of Product	80.72	91.66	99.90
NPV after-tax	US$ billion	5.81	6.84	7.95
NPV discount rate	%	8.00	8.00	8.00
IRR after-tax	%	387.11	437.95	505.02
Cumulative Cash Flow	US$ billion	16.14	19.02	22.07

Table 27: Summary of the financial-economic analysis for the 50Mtpy Scenario

50Mtpy Scenario				
Description	**Unit**		**Value**	
Proven and probable reserves	million tonnes		1,297.66	
K_2O grade	%		9.19	
Capex	US$ million		553.99	
Operating cost	US$/tonne of Product		10.07	
Sustaining capital	US$/tonne of Product		0.50	
Product composition	**Unit**	**K_2O**	**K_2O + S**	**K_2O + S + Micronutrients**
Product Sale Price	US$/tonne of Product	74.05	84.79	92.05
NPV after-tax	US$ billion	9.34	11.50	13.54
NPV discount rate	%	8.00	8.00	8.00
IRR after-tax	%	167.86	196.19	227.08
Cumulative Cash Flow	US$ billion	22.74	28.04	32.98

5. RISK FACTORS

The Board regularly reviews the risks to which the Company is exposed and ensures through Board Committees and regular reporting that these risks are minimized to the extent possible. The Audit Committee is responsible for the implementation and review of the Company's internal financial controls and risk management systems.

The extraction of natural resources involves a high degree of risk. The following risk factors should be considered in assessing the Company's activities. Should any one or more of these risks occur, it could have a material adverse effect on the business, prospects, assets, financial position or operating results of the Company. The risks noted below do not necessarily comprise all those faced by the Company.

Additional risks not currently known to the Company or that the Company currently deems would not likely influence an investor's decision to purchase securities of the Company may also impact the Company's business, prospects, assets, financial position or operating results.

There has been no change to the impact of risks on the previous year.

5.1. Ukraine and Russia conflict risk

The Company is exposed to price risk related to consumables and services. In 2022, prices for electricity, fuel, and other materials, commodities and consumables required for the Company's operations have experienced substantial recent increases associated with global inflation as well as supply chain delivery, further heightened with the Russian-Ukraine conflict. To date, there has not been a significant impact on our operations relating to supply chain availability; however, inflationary increases on energy, fuel, contractor costs and consumables are expected to impact operating costs. The Company has implemented procurement strategies to mitigate the impact and to continue to monitor these risks.

5.2. Uncertainty in the estimation of mineral resources and mineral reserves

The estimation of mineral reserves, mineral resources and related grades has a degree of uncertainty. Until such time as the mineral reserves and mineral resources are actually mined and processed, the quantity of grades must be considered as estimates only. The mineral reserve estimates of the Company have been determined or reviewed by an independent consultant and are based on assumed cut-off grades and costs that may prove to be inaccurate. Any material change in these variables may affect the economic outcome of current and future projects.

5.3. Mining risks

Mining operations are inherently risky. These operations are subject to all hazards and risks encountered in exploration, development and production. These include but are not limited to formation pressures, seismic activity, rock bursts, fires, power outages, cave-ins, flooding, explosions and other conditions involved in the drilling and removal of material. Any of these events could result in serious damage to the mine and other infrastructure, damage to life or property, environmental damage and possible legal liability.

The Company has all necessary permits in place to continue with the current operation. As expansion plans progress, the Company will be required to submit revised plans for approval. There can be no guarantee that these revised plans will be agreed to or approved in a timely manner.

The Company's profitability will depend, in part, on the economic returns and actual costs of developing its mining projects, which may differ from the estimates made by the Company.

5.4. Credit risk

The Company is exposed to credit risk, which is the risk that one party of a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Exposure to credit risk arises primarily from trade receivables.

The Company has developed procedures to ensure that the sale of goods is made only to customers with an appropriate credit history. Customers who do not meet the Company's credit requirements may only conduct transactions with the Company on a prepayment basis.

5.5. Production risk

Production risk relates to the possibility that the Company output levels will be lower than expected. Factors affecting production include adverse weather conditions and failure of equipment and machinery. Mining of the Product continues throughout the year with maximum capacity (within permitted mining limits) during the summer, dry months of the year. Regular inspection and service of equipment and machinery is carried out to ensure they are in full working order.

5.6. Expected Market Potential of the Product

The Product is a new product without an established market. Substantial investment may be required to develop the market in Brazil and, if relevant, internationally. Although an established market for potassium-based fertilizers already exists, there is no assurance that the Company's market development efforts will result in the sales of the Product.

5.7. Uncertainty of Acquiring Necessary Permits

The Company's current and future operations will require approvals and permits from various federal, state and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such approvals and permits for the existing operations or additional approvals or permits for any possible future changes to operations. Prior to any development on any of its properties, the Company must receive permits from appropriate governmental authorities. There can be no assurance that the Company will continue to hold all permits necessary to develop or continue operating at any particular property or obtain all the required permits on reasonable terms or in a timely basis. The Company has been successful in obtaining environmental and mining licences for small scale production and continues to apply for the appropriate licences to meet future production in line with its expansion plans.

5.8. Uninsurable Risks

The development and production of mineral properties involves numerous risks including unexpected or unusual geological operating conditions such as rock bursts, cave-ins, fires, flooding and earthquakes. Insurance may not be available to cover all of these risks, may only be available at economically unacceptable premiums or may be inadequate to cover any resulting liability. Any uninsured liabilities that arise would have a material adverse effect on the Company's business and results of operations.

5.9. Operations in a Foreign Country and Regulatory Requirements

All the Company's properties are located in Brazil and mineral exploration and mining activities as well as project development may be affected in varying degrees by changes in political, social and financial stability, inflation and changes in government regulations relating to the mining industry. Any changes in regulations or shifts in political, social or financial conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety. Brazil's status as a developing country may make it more difficult for the Company to obtain any financing required for the exploration and development of its properties due to real or perceived increased investment risk.

Currently there are no restrictions on the repatriation from Brazil on the earnings of foreign entities. Capital investments registered with the central bank in Brazil may similarly be repatriated. There can be no assurance that restrictions on repatriation of earnings and capital investments from Brazil will not be imposed in the future.

5.10. Competition

The Company competes with other mining companies as well as other companies producing agricultural products, many of which have greater financial and technical resources and experience, particularly with respect to the potash industry and the limited number of mineral opportunities available in South America. Competition in the mining industry is primarily for properties which can be developed and can produce economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. In addition, many competitors not only explore for and mine potash, but conduct refining and marketing operations on a world-wide basis.

Such competition may result in the Company being unable to acquire desired properties on terms acceptable to the Company, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's business and results of operations.

The Company also competes with other potash mining and/or marketing companies, many of which have greater marketing, financial and technical resources and experience, in exporting and marketing its potash or potassium-based products. The Company is vulnerable to increases in the supply of potash beyond market demand either from the opening of new potash mines or the expansion of existing potash mines by the Company's competitors, which could depress prices and have a material adverse effect on the Company's business, financial condition and results of operation.

5.11. Title Matters

While the Company has diligently investigated title to all mineral properties and, to the best of its knowledge, title to all properties is in good standing; this should not be construed as a guarantee of title. The properties may be affected by undetected defects in title, such as the reduction in size of the mineral claims and other third party claims affecting the Company's priority rights, at the discretion of the ANM. The Company's interests in mineral properties are comprised of exclusive rights under government licences and contracts to conduct operations in the nature of exploration and, in due course if warranted, development and mining, on the licence areas. Maintenance of such rights is subject to ongoing compliance with the terms of such licences and contracts.

5.12. Uncertainty of Additional Capital

In the past, the Company has relied on sales of equity securities to meet its capital requirements. The Company plans to use predominantly production revenue to cover costs going forward with a small

amount of bank financing. There is no assurance that the Company will be successful in obtaining the required financing.

The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company. The development of the Company's projects may require substantial additional financing. Failure to obtain such financing may result in delaying or indefinite postponement of exploration, development or production on any or all of the Company's projects or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. If the Company, through the issuance of securities from treasury, raises additional financing, control of the Company may change and security holders may suffer additional dilution. See "Risk Factors – Dilution".

5.13. Government Royalties

The Federal Government of Brazil collects royalties on mineral production, with up to half of such royalties being paid to surface rights owners. The current Brazilian federal royalty applicable to fertilizer production is a 2% Financial Compensation for Mineral Exploration ("CFEM", from *Compensação Financeira pela Exploração Mineral*) for Ore. This level and the level of any other royalties, payable to the Brazilian government in respect of the production of minerals may be varied at any time as a result of changing legislation, which could materially adversely affect the Company's results of operations.

5.14. Market Factors and Volatility of Commodity Prices

The Company's future profitability and long-term viability will depend, in large part, on the global market price of minerals produced and their marketability. The marketability of mineralized material, which may be acquired or discovered by the Company, will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations in the prices of minerals sought, which are highly volatile, inflation, consumption patterns, speculative activities, international political and economic trends, currency exchange fluctuations, interest rates, production costs and rates of production. The effect of these factors cannot be accurately predicted, but may result in the Company not receiving an adequate return on invested capital. Prices of certain minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the control of the Company. Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by the Company would have a material adverse effect on the Company, and could result in the suspension of mining operations by the Company.

5.14. Cyclical Industry

The market for potash tends to move in cycles. Periods of high demand, increasing profits and high capacity utilization lead to new plant investment and increased production. This growth increases supply until the market is over-saturated, leading to declining prices and declining capacity utilization until the cycle repeats. This cyclicality in prices can result in supply/demand imbalances and pressures on potash prices and profit margins, which may impact the Company's financial results, and common share prices. The potash industry is dependent on conditions in the economy generally and the agriculture sector. The agricultural sector can be affected by adverse weather conditions, cost of inputs, commodity prices, animal diseases, the availability of government support programs and other uncertainties that may affect sales of fertilizer products.

5.15. Exchange Rate Fluctuations

Exchange rate fluctuations may adversely affect the Company's financial position and results. The Company's financial results are reported in Canadian Dollars and its costs are incurred primarily in Canadian Dollars and Brazilian Reais. The appreciation of the Brazilian Real against the Canadian Dollar could increase the actual revenues and operating costs of the Group's operations and materially affect the results presented in the Group's financial statements. Currency exchange fluctuations may also materially affect the Company's future cash flow from operations, its results of operations, financial condition and prospects. The Company does not currently have in place a policy for hedging against foreign currency risks. The Company manages foreign currency risk by regularly reviewing the balances held in currencies other than the functional currency.

5.16. Dependence on Key Executives and Technical Personnel

The Company is currently dependent on the services of a relatively small management team. Locating mineral deposits and successfully bringing them into production in Brazil depends on a number of factors, not the least of which is the technical skill of the personnel involved. Due to the relatively small size of the Company, the loss of members of the management team or the Company's inability to attract and retain additional highly skilled employees may materially adversely affect its business and future operations. The Company does not currently carry any "key man" life insurance on any of its executives. The non-executive directors of the Company devote only part of their time to the affairs of the Company.

5.17. Lack of Hedging Policy

The Company does not have a resource hedging policy and has no present intention to establish one. Accordingly, the Company has no protection from declines in mineral prices. The Company will explore the merits of hedging foreign currency reserves against foreign currency exchange rate fluctuations.

5.18. History of Earnings

The Company generated operating revenue of C$80,271,000 and achieved an operating profit of C$23,387,000 for the year ended 31 December 2022. Management anticipates that the Company will generate net profits going forward. However, there is no assurance the Company will generate sufficient earnings, operate profitably, or provide a return on investment in the future.

5.19. Dilution

The Company currently has 52,597,950 Ordinary Shares outstanding and 53,041,660 on a fully diluted basis. To the extent the Company should, in future, issue any additional warrants, additional options, convertible securities or other similar rights, the holders of such securities will have the opportunity to profit from a rise in the market price of the Ordinary Shares with a resulting dilution in the equity interest of any persons who become holders of Ordinary Shares. The Company's ability to obtain additional financing during the period such rights are outstanding may be adversely affected and the existence of the rights may have an adverse effect on the price of the Ordinary Shares. The holders of warrants, options and other rights may exercise such securities at a time when the Company would, in all likelihood, be able to obtain any needed capital by a new offering of securities on terms more favourable than those provided by the outstanding rights.

In some circumstances, the increase in the number of Ordinary Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of the Ordinary Shares. In addition, as a result of such additional Ordinary Shares, the voting power of the Company's existing shareholders may be diluted.

5.20. Officers and Directors of the Company Own a Significant Number of Ordinary Shares and Can Exercise Significant Influence

The officers and directors of the Company, as a group, beneficially own, on a non-diluted basis, approximately 21.91% of the outstanding Ordinary Shares. The officers and directors, as shareholders, will be able to exert significant influence on matters requiring approval by shareholders, including the election of directors and the approval of any significant corporate transactions.

5.21. Future Sales of Ordinary Shares by Existing Shareholders

Sales of a large number of Ordinary Shares in the public markets, or the potential for such sales, could decrease the trading price of the Ordinary Shares and could impair the Company's ability to raise capital through future sales of Ordinary Shares.

5.22. Conflicts of Interest

Directors of the Company are or may become directors of other reporting companies or have significant shareholdings in other mining companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Company and its directors attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. The directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time.

5.23. The Cerrado Verde Project is Managed by a Subsidiary

The material operating subsidiary for the Cerrado Verde Project is Verde Fertilizantes. The directors of Verde Fertilizantes are Felipe Paolucci, Elton Golçaves, and Gustavo Santos. Despite the controls that the Company has put in place, there may be risks associated with ensuring that the corporate actions of Verde Fertilizantes reflect the decisions of the Board of Directors and management of the Company.

5.24. Political, Economic and Social Instability Associated Key Priorities

Political, economic and social instability may affect our business including, for instance, if any of the jurisdictions in which we operate introduce restrictions on monetary distributions, forced divestitures or changes to or nullification of existing agreements, mining permits or leases.

5.25. Cybersecurity Threats

Cyberattacks or breaches of our systems, including the Group's CRM, or exposure to potential computer viruses, could lead to disruptions to our operations, loss of data, or the unintended disclosure of confidential information and/or personally identifiable information or property damage.

6. DIVIDENDS

6. Dividend Policy

The Company has neither declared nor paid any dividends on its Ordinary Shares since the date of its incorporation. Up to this moment, the Company has retained its earnings to finance growth and expand its operations and did anticipate paying any dividends on its Ordinary Shares.

The actual timing, payment and amount of any dividends declared and paid by the Company will be determined by and at the sole discretion of the Board of Directors from time to time based upon, among other factors, the cash flow, results of operations and financial condition of the Company, the need for funds to finance ongoing operations and exploration and such other considerations as the Board of Directors in its discretion may consider or deem relevant.

7. DESCRIPTION OF CAPITAL STRUCTURE

7.1. Ordinary Shares

As at the date of this AIF, the Company has 52,597,951 Ordinary Shares of $0.3918 each, issued and outstanding.

The Company is a Singaporean limited company.

Under Section 161 of the Companies Act 1967 of Singapore, directors of a company must not, without the prior approval of the company in general meeting, exercise any power of the company to issue shares.

Approval for the purposes of this section may be confined to a particular exercise of that power or may apply to the exercise of that power generally; and any such approval may be unconditional or subject to conditions.

Any approval for the purposes of this section continues in force until:

(a) the conclusion of the annual general meeting commencing next after the date on which the approval was given; or
(b) the expiration of the period within which the next annual general meeting after that date is required by law to be held,

whichever is the earlier; but any approval may be previously revoked or varied by the company in general meeting.

7.2. Verde AgriTech Ltd. Constitution

The Company Constitution contains provisions as described below.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member entitled to vote may vote in person or by proxy or by attorney. On a show of hands every member or representative of a member who is present in person or by proxy shall have one vote. On a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share held by him.

Alteration of Capital

Subject to the provision of the Companies Act 1967 of Singapore, the Company may from time to time by ordinary resolution do one or more of the following:

A. consolidate and divide all or any of its share capital;
B. subdivide its shares or any of them such that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share is the same as it was in the case of the share from which the reduced share is derived;
C. cancel the number of shares which at the date of the passing of the resolutions have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the number of the shares so cancelled; and
D. convert the share capital or any class of shares from one currency to another currency.

Subject to the provision of Verde AgriTech Ltd. Constitution and the Companies Act 1967 of Singapore, the Company may convert any class of shares into any other class of shares.

Dividends and Other Distributions

Subject to the provisions of the Companies Act 1967 of Singapore, the Company may declare dividends in any general meeting, but any dividend declared shall not exceed the amount recommended by the Directors. Treasury shares held by the Company, if any, shall not be entitled to dividends.

The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

No dividend shall be paid otherwise than out of profits or bear interest against the Company.

Apportionment of dividends

A. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid by reference to the 28 amounts paid or credited as paid on the shares in respect of which the dividend is paid.
B. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid.
C. If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly. For the purposes of sub-paragraph (A), an amount paid or credited as paid on a share in advance of calls shall not be treated for the purposes of this paragraph as paid on the share.

Distribution of assets in specie

If the Company shall be wound up, the liquidators may, with the sanction of a special resolution of the Company:

D. divide amongst the members in specie the whole or any part of the assets of the Company, whether they consist of property of the same kind or not;
E. set a value as the liquidator considers fair upon the property referred to in sub-paragraph (A);
F. determine how the division of property shall be carried out as between the members or different classes of members; and
G. vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.

No member is compelled to accept any shares or other securities on which there is any liability.

8. COMPARISON OF FOREIGN LAWS

8.1. Ontario vs. Corporate Law under Companies Act 1967 of Singapore

The Company is incorporated under the Companies Act 1967 of Singapore. Set out below is a summary of some of the shareholder rights and remedies found under Ontario and the corporate law under Companies Act 1967 of Singapore, respectively. The following summary is not an exhaustive statement of all relevant laws, rules and regulations and is intended only as a general guide only and should not be construed as legal advice. Investors should consult with their own legal adviser if they require further information.

Table 28: Summary of Ontario vs. Corporate Law under Companies Act 1967 of Singapore

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
Share Capital	Under the Business Corporations Act (Ontario) (the "**OBCA**") articles specify share capital. Typically, a corporation is authorised to issue an unlimited number of common shares.	Under Section 161 of the Companies Act 1967 of Singapore (the "**Act**"), directors must not, without the prior approval of the company in general meeting, exercise any power of the company to issue shares.
Voting Rights	Under the OBCA and typical articles, each common share of a corporation entitles the holder to one vote at a meeting of shareholders. Unless the by-laws or applicable stock exchange rules provide otherwise, voting at a meeting of shareholders is generally conducted by show of hands, except where a ballot is demanded. Any shareholder or proxy holder entitled to vote at the meeting may demand a ballot either before or after any vote by show of hands.	Voting rights may be specified in a company's constitution. Under Section 179(1)(c) of the Act, each shareholder who is personally present and entitled to vote at a general meeting of the company and on a vote by a show of hands is entitled to a single vote. In circumstances where a poll is called, each shareholder has one vote for every share he or she owns. Under Section 178 of the Act, the following have the right to demand a poll vote: (a) not less than five shareholders having a right to vote on a resolution; (b) shareholder(s) representing not less than 5% of the total voting rights of all shareholders having the right to vote on a resolution; or shareholder(s) holding shares in the company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 5% of the total sum paid up on all the shares conferring that right, have the right to demand a poll vote.
Quorum of Shareholders	Typical by-laws provide that the presence of two persons present in person, each being a shareholder entitled to vote or a duly appointed proxy or proxy holder for an absent shareholder so entitled, holding or representing in the aggregate not less than a specified percentage of the issued shares of the corporation with voting rights at such meeting will constitute a quorum for the transaction of business at the meeting of shareholders.	Section 179(1)(a) of the Act and the constitution require the presence of two shareholders entitled to vote, (in person or by a duly appointed proxy) to form a quorum at a general meeting of the company.
Notice of Shareholders Meetings	Under the OBCA, notice of a general meeting of a corporation's shareholders must be given to the shareholders entitled to vote (and the directors and auditors) at	Subject to the provisions of the Act relating to special resolutions where a notice of at least 21 "clear" days is required, notice of an annual general meeting of a company

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
	least 21 days (but not more than 50 days) before the date of the meeting.	must be given to the shareholders who are entitled to vote (and the directors and auditors) at least 14 "clear" days (i.e., excluding the day the notice is served but including the day the meeting is held) prior to the date of the meeting. In the case of any other general meeting, notice must be given to shareholders at least 14 clear days for ordinary resolutions, or at least 21 clear days for special resolutions prior to the meeting, although this can be reduced, as provided under Section 177(3) of the Act, if it is so agreed by (i) in the case of an annual general meeting, all the shareholders entitled to attend and vote; or (ii) in the case of any other general meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than 95% of the total voting rights of all the members having a right to vote at that meeting. In the case of traded public companies, certain other conditions may need to be satisfied.
Annual General Meeting	Under the OBCA, the annual meeting of the corporation must be called by the directors not later than 15 months after holding the last preceding annual meeting.	Under Section 175 of the Act, an annual general meeting of a company must be held within six months after the end of each financial year.
Calling Meetings	Under the OBCA, the board of directors of a corporation may call a special meeting of shareholders at any time. The OBCA further provides that the holders of not less than 5% of the issued shares of a corporation that carry the right to vote at a meeting may requisition the directors to call a meeting of shareholders for the purposes stated in the requisition.	Under Section 177(1) of the Act, holders of not less than 10% of the total number of issued and paid-up shares (excluding treasury shares) of a company that carry the right to vote at a general meeting may request that the directors call a general meeting.
Shareholder Proposed Resolutions	The OBCA entitles a shareholder to submit to a corporation notice of any matter that the person proposes to raise at the meeting ("Proposal") and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. If a corporation receives notice of a Proposal and is soliciting proxies, it would then be required to set out the Proposal in its	Under Section 177 of the Act, two or more shareholders holding not less than 10% of the total number of issued shares of the company (excluding treasury shares) may call a meeting of the company. A meeting of a company or of a class of shareholders, other than a meeting for the passing of a special resolution, must be called by written notice of not less than 14 days or such

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
	management proxy circular (and, if requested by the person submitting the Proposal, include or attach the Proposal and a statement in support of the Proposal not exceeding 500 words in the aggregate). However, a Proposal for the nomination for the election of directors is required to be signed by the holders of at least 5% of the outstanding shares entitled to vote at such meeting.	longer period as is provided in the constitution. Under Section 176 of the Act, the directors of a company, despite anything in its constitution, must, on the requisition of shareholders holding at the date of the deposit of the requisition not less than 10% of the total number of paid-up shares as at the date of the deposit carries the right of voting at general meetings, immediately proceed duly to convene an extraordinary general meeting of the company to be held as soon as practicable but in any case not later than 2 months after the receipt by the company of the requisition.
Passing Resolutions at a General Meeting	Under the OBCA, a resolution at a general meeting of a corporation's shareholders is to be passed by a simple majority of votes cast by the shareholders entitled to vote on the resolution.	Under the Act, an ordinary resolution proposed at a general meeting is passed on a simple majority of votes cast in favour by the shareholders present, either in person or by proxy, who are entitled to vote on the resolution.
Special Resolutions	Under the OBCA, a special resolution must be passed by a majority of not less than two-thirds of the votes cast by the shareholders entitled to vote on the resolution. Approval by special resolution of the shareholders is required for such actions as: • amending a corporation's articles; • changing a corporation's name; • increasing or reducing stated capital, if the corporation's stated capital is stated in its articles; • undertaking a voluntary liquidation and dissolution; • amalgamating with another arm's length corporation; • continuing under the laws of another jurisdiction; and • undertaking the sale, lease or exchange of all or substantially all of the property of the corporation other than in the ordinary course of business.	Under Section 184 of the Act, a special resolution proposed at a general meeting is passed on a majority of not less than three-fourths of such shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy present at a general meeting Approval by special resolution of the shareholders is required for such actions as: • amending a company's constitution; • changing a company's name; • reducing a company's capital; or • winding-up a company.
Relief from Oppression	The OBCA provides that a corporation's shareholder or the Ontario Securities Commission may apply to a court for an order directing an investigation to be made	Under Section 216 of the Act, any shareholder of a company may apply to the Court for an order under this section on the ground (a) that the affairs of the company

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
	of the corporation and any of its affiliated corporations. For the court to make such an order of investigation, among other requirements, it must appear to the court that the business of the corporation or any of its affiliates has been carried on with intent to defraud a person or that powers of the directors were exercised in a manner that was oppressive or unfairly prejudicial to the interests of a shareholder. No person may publish anything relating to the application for investigation except with the authorization of the court or the written consent of the corporation being investigated. In addition, a "complainant" (as that term is defined under the OBCA, which includes shareholders, former shareholders, directors and officers, former directors and officers, and any other persons who, in the discretion of the court, are proper persons to bring an action) who complains that: • any act or omission of the corporation or any of its affiliates effects or threatens to effect a result; • the business or affairs of the corporation or any of its affiliates have been or are threatened to be carried on or conducted in a manner; or • the power of the directors of the corporation or its affiliates have been or are threatened to be exercised in a manner; that is oppressive or unfairly prejudicial to or that unfairly disregards the interests of any security holder, creditor, director or officer, may apply to the court for an order to rectify the matters complained of. This remedy is known as the "oppression remedy". The powers of the court under the OBCA in making an order are broad: it may make any order it thinks fit, from a simple order amending a corporation's by-laws to an order liquidating and dissolving the corporation.	are being conducted or the powers of the directors are being exercised in a manner oppressive to one or more of the shareholders including the applicant or in disregard of his, her or their interests as shareholders; or (b) that some act of the company has been done or is threatened or that some resolution of the shareholders, has been passed or is proposed which unfairly discriminates against or is otherwise prejudicial to one or more of the shareholders (including the applicant). If on such application the Court is of the opinion that either of such grounds is established the Court may, with a view to bringing to an end or remedying the matters complained of, make such order as it thinks fit and, without limiting the foregoing, the order may (a) direct or prohibit any act or cancel or vary any transaction or resolution; (b) regulate the conduct of the affairs of the company in future; (c) authorise civil proceedings to be brought in the name of or on behalf of the company by such person or persons and on such terms as the Court may direct; (d) provide for the purchase of the shares or debentures of the company by other shareholders or by the company itself; (e) in the case of a purchase of shares by the company provide for a reduction accordingly of the company's capital; or (f) provide that the company be wound up.
Inspection of Books	Under the OBCA, a shareholder or creditor of a corporation, their agent or legal representative may examine the corporate	Under Section 189 of the Act, the minutes of all general meetings, meetings of directors, and resolutions passed by written

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
	records (including the securities register, articles and by-laws, minutes of meetings and resolutions of shareholders) at the corporation's registered office or such other place where such records are kept during the corporation's usual business hours and may take extracts from those records, free of charge. If a corporation is an "offering corporation" (as defined in the OBCA), any other person may examine the corporation's corporate records upon payment of a reasonable fee.	means must be kept by the company at the registered office or the principal place of business in Singapore of the company, and must be open to the inspection of any shareholder without charge. Any shareholder is entitled to be furnished within 14 days after the shareholder has made a request in writing in that behalf to the company with a copy of any minutes (excluding minutes of directors' meetings and directors' written resolutions) at a charge not exceeding $1 for every page thereof. Under Section 192 of the Act, the register and index must be open to the inspection of any shareholder without charge and of any other person on payment for each inspection of $1 or such less sum as the public company requires. Any shareholder or other person may request the public company to furnish that shareholder or other person with a copy of the register, or of any part thereof, but only so far as it relates to names, addresses, number of shares held and amounts paid on shares, on payment in advance of $1 or such less sum as the company requires for every page thereof required to be copied and the company must cause any copy so requested by any person to be sent to that person within a period of 21 days or within such further period as the Registrar considers reasonable in the circumstances commencing on the day next after the day on which the request is received by the company

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
Derivative Action and Shareholder Class Action	Under the OBCA, representative shareholder actions or derivative actions are available to a corporation's shareholders and other "complainants" (as defined under the OBCA to include shareholders, former shareholders, directors and officers, former directors and officers, the director appointed under the OBCA to carry out duties and exercise powers under the OBCA, and any other persons who, in the discretion of the court, are proper persons to bring an action).The OBCA, to a large extent, has supplemented the Canadian common law and equity rules on the availability of actions. In addition to allowing complainants to bring actions in the name and on behalf of a corporation or any of its subsidiaries, the statutory provisions of the OBCA also allow complainants to intervene in existing proceedings, either for prosecuting or defending it, or to bring about its discontinuation on behalf of the corporation. Whether seeking to bring an action or to intervene, certain substantive and procedural requirements must first be met, including the requirement that the court be satisfied that the complainant is acting in good faith and that it appears to be in the interests of the corporation or its subsidiary. To bring a derivative action, it is first necessary to obtain the leave of the court. The granting of leave is not automatic, but requires the court to exercise judicial discretion. The court may grant leave if: • the complainant is acting in good faith; • the complainant has given notice to the directors of a corporation or its subsidiary of the complainant's intention to apply to the court not less than 14 days before bringing the application, or as otherwise ordered by the court, if the directors of the corporation or its subsidiary do not bring, diligently prosecute or defend or discontinue the action; and • it appears to the court that it is in the interests of the corporation or its subsidiary for the legal proceeding to	Under Section 216(A) of the Act, complainant may apply to the Court for permission to bring an action or arbitration in the name and on behalf of the company or intervene in an action or arbitration to which the company is a party for the purpose of prosecuting, defending or discontinuing the action or arbitration on behalf of the company.

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
	be brought, prosecuted, defended or discontinued. The court has broad powers to direct the conduct of any such legal proceeding.	
Takeover Regulations	Subject to certain exceptions, in the Securities Act (Ontario) (and Multilateral Instrument 62-104 in all other Canadian jurisdictions) requires any person or persons acting in concert to make a formal offer to all other security holders for their securities when they acquire, together with securities already owned, more than 20% of the outstanding securities of that class.	Not subject to the Singapore Takeover Code as the shares of the Company are not public traded in a stock exchange in Singapore.

8.2. Brazilian Corporate Law

The *Sociedade Limitada* (hereafter "**LLC**"), which is comparable to the limited liability company in Canada or the United States, is the most common form of company in Brazil. LLCs are governed by a *Contrato Social* (Articles of Association).

The authorised capital of an LLC consists of a fixed number of "*quotas*", or shares, held by quotaholders or members, which can be increased at any time by the quotaholders. There are generally no minimum capital requirements for an LLC. Each share has a voting right attached to it, and voting rights can vary based on the value of each quota. LLCs in Brazil require a minimum of two quotaholders, either individuals or corporations, domiciled in Brazil or abroad.

LLCs do not have boards of directors. Instead, they are managed by one or more "*administrador*", or manager, resident in Brazil and appointed by the quotaholders. The appointment of managers who are not quotaholders is subject to the approval of all quotaholders, where the capital stock is not fully paid,

and of at least 2/3 of the quotas once the capital is fully paid up. The powers of the managers are set forth in the articles of association of the LLC. Managers of LLCs can be removed by the quotaholders.

There must be at least one quotaholders' meeting each year in order to approve the previous year's financial reports. Quotaholders have the right to call a quotaholders' meeting if the managers of the LLC unreasonably delay the calling of a meeting. Meetings of quotaholders are subject to the following procedures: the notice of meetings must be published a minimum of three times; there must be eight days between the first and second notices; and five days between subsequent notices. If all quotaholders attend the meeting or declare, in writing, to know the place, date, time and agenda of the meeting, the foregoing procedural requirements for the meeting can be waived. Also, if the LLC has less than 10 quotaholders, the notice requirement can be made by alternative means if permitted in the LLC's articles of association.

Generally, quotaholder approval is obtained by receiving 50% plus one vote of the quotaholders attending the meeting. Brazilian Law requires some decisions to be ratified by a qualified majority. The most common situations are: an alteration in the articles of association, a merger, an acquisition or a liquidation requires the approval of quotaholders representing ¾ of the total capital; and the appointment of quotaholders as administrators, the removal of administrators, administrators' salaries and the request for protection against creditors require the approval of quotaholders representing a majority of the capital.

Quotaholders have a right to inspect the minute books of the LLC at any time, unless the articles of association establish special procedures or time windows for the inspection.

As a general rule, dividends are distributed proportionally to each quotaholder based on their capital holdings. Articles of association may establish a non-proportional distribution of profits.

Quotaholders have a right to start a derivative action against an LLC for unfair treatment or oppression.

Upon dissolution, the LLC's assets are subject to liquidation. Except in special circumstances, quotaholders do not have any personal liability for the LLC's debt. In some exceptional cases, where fraud has been demonstrated, a court may order the piercing of the corporate veil. In these exceptional cases, the personal assets of quotaholders might be used to pay the LLC's debts. In the event that there is a positive balance as a result of the liquidation, the remaining assets of the LLC are distributed to the quotaholders.

Traditionally, limited liability companies in Brazil needed at least two members. In 2011, the Brazilian Civil Code was amended to allow the incorporation of companies with a single quotaholder, called the *Empresa Individual de Responsabilidade Limitada* ("EIRELI"). The National Department of Commercial

Registration has taken the view that it will only allow an EIRELI where the single quotaholder is an individual and not a corporation.

9. MARKET FOR SECURITIES

9.1. Trading Price and Volume

The Company's Ordinary Shares are currently listed for trading under the trading symbol "NPK" on the Toronto Stock Exchange (TSX) and the OTC Markets under the symbol "VNPKF". The following table lists the price ranges and average volumes traded on TSX for such shares for each month during the year ended December 31, 2022.

Table 29: NPK Trading Price and Volume

Month	Low ($)	High ($)	Avg Volume
January, 2022	2.77	4.44	145,985
February, 2022	4.80	7.60	246,189
March, 2022	6.70	9.84	338,087
April, 2022	7.25	10.74	349,205
May, 2022	7.82	10.66	289,705
June, 2022	6.93	9.74	274,086
July, 2022	5.82	8.70	200,240
August, 2022	7.29	9.33	167,795
September, 2022	4.38	7.16	209,319
October, 2022	4.57	6.47	120,290
November, 2022	5.13	7.56	161,291
December, 2022	4.72	5.37	108,520

9.2. Prior Sales

The Company did not issue any securities not listed or quoted on a marketplace during the year ended on December 31, 2022.

10. DIRECTORS AND OFFICERS

10.1. Names, Occupation and Security Holding

The following table and the notes thereto set out the name, province or state and country of residence of each director and executive officer of the Company, their current position and office with the Company, their principal occupation or employment during the last five years, and the date on which they were first elected or appointed a director of the Company.

Table 30: Director's and Executive Officer's Names, Occupation and Security Holding

Name, Place of Residence and Position Held Within the Company	Principal Occupation(s) During Last Five Years If Different from Office Held	Since
Cristiano Botelho Veloso Surrey, U.K. Founder, President, Chief Executive Officer and Chairman	Mr. Veloso earned a certificate in Sustainable Business Strategy from Harvard Business School (USA), he holds a Master's Degree from the University of East Anglia (UK) and a Bachelor of Laws Degree from the Federal University of Minas Gerais (Brazil). Cristiano has nearly two decades of experience and knowledge in the agricultural and mineral sectors. Cristiano leads Verde as an innovative company which seeks to revolutionize global production of food through sustainable technologies.	Aug 2006*
Renato Gomes(1)(2)(3) Helsinki, Finland Director	Mr. Gomes is co-Founder & President of Pix Force, ranked as Brazil's number one artificial intelligence startup, He is also co-Founder and a Board Director of Graphite Company of the Americas, which is developing a graphite mine and processing plant in Brazil. Mr. Gomes holds a degree in electronics and a law degree both from the Federal University of Minas Gerais (Brazil), a master's degree from the London School of Economics (U.K.) and a doctorate from Georgetown University (U.S.A.). Mr Gomes is a qualified solicitor in New York, Portugal and Brazil.	Jun 2009*
Alysson Paolinelli Belo Horizonte, Brazil Director	Mr. Paolinelli is the President of the Brazilian Association of Corn Producers ("Abramilho"). Mr. Paolinelli held positions such as the Brazilian Minister of Agriculture, President of the National Confederation of Agriculture, President of Minas Gerais State Bank, Congressman, Secretary of Agriculture for Minas Gerais State, and Professor and Dean of Lavras University. In 2006 he was awarded the World Food Prize. Mr. Paolinelli has been nominated for the 2021 Nobel Peace Prize.	Jan 2014*
Luciana de Oliveira Cezar Coelho (2)(3) Sao Paulo, Brazil Director	Mrs. Oliveira Cezar Coelho is the founding and managing partner of STS GAEA Capital and board member in multiple companies with billion-plus market valuation, such as Raízen S.A.,the second largest fuel distribution company in Brazil, and Energisa S.A., the fifth largest electricity distribution group in Brazil. Before founding STS GAEA in 2013, Mrs. Oliveira Cezar Coelho was one of the founding partners of STK Capital, an asset management company focused on public equities and also of the financial advisory boutique Virtus BR Partners. Prior to Virtus, she was the Managing Director responsible for the coverage of clients in the industrial segment at Banco Santander and Managing Director of the Industrials and Conglomerates Advisory Group at ABN Amro. Before ABN Amro, Mrs. Oliveira Cezar Coelho was Vice President in the Investment Banking division of Merrill Lynch in SP and in the Merger and Acquisitions Group in NY. Previously, she was an Associate in the Merger and Acquisitions Group of Lehman Brothers in NY. Mrs. Oliveira Cezar Coelho is also certified for membership of Fiscal Committee by the Brazilian Institute of Corporate Governance (IBGC).	Sep 2022

Madeleine Lee [(1)(2)] **Singapore** Director	Ms. Lee has been in investment management for 36 years. She has worked with the Government of Singapore Investment Corporation, Morgan Grenfell and Commerzbank and National University of Singapore Endowment office. In 2008 Ms. Lee founded Athenaeum Pte Ltd, an investment and advisory company which offers high-level Strategic Asset Allocation consultancy to Family Offices, as well as investments in Private Assets. She is an Independent Non-Executive Director of HKSE listed First Pacific Co, where she is Chair of Audit and Risk Management Committee. Ms. Lee is also Board Director of Singapore Institute of Management and Chair of Investment Committee, and The Arts House Limited where she is Lead Director and also Chair of Audit and Risk Committee. Madeleine Lee has a BA Honours in Economics and Accounting and an MBA and is a Chartered Financial Analyst. Ms. Lee is also a Fellow of the Eisenhower Fellowship, US.	Sep 2022
Fernando Prezzotto[(1)(3)] Santa Catarina, Brazil Director	Mr. Prezzotto is a serial entrepreneur focused on innovative solutions for agribusiness. In 2021 he was elected by Ernst & Young the entrepreneur of the year in Brazil. He is the founder and CEO of SEMPRE AgTech, a company focused on the genetic improvement of plants, on the research of transgenic events and on the creation of eco-friendly biopesticides with RNAi technology and other gene editing techniques. He is also the founder and CEO of Produce, a company that provides agricultural inputs and technical services to producers of all crops, with over 3,800 sales consultants throughout Brazil. Mr. Prezzoto acts as a mentor and entrepreneur of Endeavor, an acceleration network for companies, present in over 40 markets around the world. He is an angel investor in multiple startups, with a focus on emerging markets. In addition to his corporate activities, Mr. Prezzoto is also a farmer with ongoing agricultural production.	Sept 2022
Tim Slater Surrey, U.K. Company Secretary	Mr. Slater is the Managing Director of Harmer Slater Limited Chartered Accountants in the United Kingdom, and has been involved in the preparation of all of the Company's financial statements and audit materials since 2007.	N/A
Noraini Latiff Singapore Company Secretary	Mr. Latiff is a qualified Chartered Secretary and has worked as a Company Secretary for many public listed companies in Singapore. Since 2006, she heads are corporate secretarial arm of the law firm Selvam LLC in Singapore. Selvam LLC is the joint venture partner of the law firm Duane Morris & Selvam LLP in Singapore.	N/A
Felipe Paolucci Belo Horizonte, Brazil Chief Financial Officer	Mr. Paolucci is an executive with over 15 years of experience in finance in multinational companies and over 9 years of experience in the agricultural business. Mr. Paolucci replaced Mr. Slater, who has acted as the Company's interim CFO for the past few years.	March 2019*

*Appointed under Verde AgriTech PLC

Notes:

(1) Member of the Corporate Governance and Nominating Committee.

(2) Member of the Audit Committee.

(3) Member of the Compensation Committee.

The Company's Constitution (Regulation 71) requires all of the directors are to retire at each annual meeting. A director retiring by rotation may offer himself for re-election to the Board of Directors. Notwithstanding the foregoing, the TSX requires that all directors of listed issuers be elected annually.

As of the date of this AIF, an aggregate of 11,526,400 Ordinary Shares were beneficially owned, or controlled or directed, directly or indirectly, by the current directors and executive officers of the Company as a group representing approximately 21.91% of the issued and outstanding Ordinary Shares on a non-diluted basis. The information as to Ordinary Shares beneficially owned, or controlled or directed, directly or indirectly, by the current directors and executive officers, not being within the knowledge of the Company, has been provided by the respective directors and executive officers and aggregated.

10.2. Management of Subsidiaries

The directors of Verde Fertilizantes and FVS are Felipe Paolucci, Elton Golçaves, and Gustavo Santos. The director of GB01N Limited is Cristiano Veloso and the secretary is Tim Slater. Mr. Veloso's term as director of GB01N Limited began in 2006. Mr. Slater's term as secretary of GB01N Limited began in 2009. Due to the Group's Redomiciliation to Singapore, the UK subsidiary companies are undergoing a dissolution process.

10.3. Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Company's knowledge, no current director or executive officer of the Company is, or has been within the ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order or similar order or an order that denied such company access to any exemptions under securities legislation, for a period of more than 30 consecutive days that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; (ii) was subject to a cease trade order or similar order or an order that denied such company access to any exemptions under securities legislation, for a period of more than 30 consecutive days that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the Company's knowledge, no director or executive officer of the Company, and no shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company: (i) is, or has been within the ten years before the date of this AIF, a director or executive officer of any

company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten years before the date of this AIF become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the Company's knowledge, no director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court, or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

10.4. Conflicts of Interest

Certain directors and officers of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. Pursuant to the U.K. Companies Act, directors who have an interest in a proposed transaction are required to disclose their interest and refrain from voting on the transaction. See also "Risk Factors – Conflicts of Interest".

11. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company, are from time to time, involved in claims, legal proceedings, investigations or complaints arising in the ordinary course of business. Other than disclosed below, to the best of the Company's knowledge, the Company is not and was not,during the year ended December 31, 2022, a party to any legal proceedings which may be material, nor is any of its property, nor was any of its property during the year ended December 31, 2022, the subject of any such legal proceedings and as at the date hereof, no such legal proceedings are known to be contemplated.

12. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Company is not aware of any transaction of any of the following persons or companies within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company: (i) a director or executive officer of the Company; (ii) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding common shares of the Company; and (iii) an associate or affiliate of any of the persons or companies referred to in (i) and (ii).

Readers should note that the Company's public disclosure documents for the three most recently completed financial years, which are available under the Company's profile on SEDAR at www.sedar.com, including the management information circulars of the Company for the meetings of the Company's shareholders held in those years, provide information on various consulting and service agreements entered into by the Company with certain of its directors and officers or companies controlled by such persons. However, all such agreements were entered into in the ordinary course of business and were not then, and are not now, deemed to materially affect the Company.

13. TRANSFER AGENTS AND REGISTRARS

The principal registrar and transfer agent of the Company is TSX Trust Company, at its office in the City of Toronto, Canada.

14. MATERIAL CONTRACTS

There have been no material contracts entered into by the Company within the last financial year or before the last financial year that are still in effect, other than contracts entered into in the ordinary course of business.

15. NAMES AND INTERESTS OF EXPERTS

The following is a list of the persons or companies named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 – *Continuous Disclosure Obligations* by Verde AgriTech during, or relating to Verde AgriTech's most recently completed financial year and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company:

- The "qualified person" (as defined in NI 43-101) for the 2017 Technical Report are Mr. Bradley Ackroyd of Andes Mining Services Ltd (AMS) and Mr. Beck Nader of BNA Consultoria e Sistemas

(BNA). The aforementioned firms or persons held less than one percent of the outstanding Ordinary Shares (or no Ordinary Shares) of the Company or an associate or affiliate of the Company when they prepared the 2017 Technical Report, or following the preparation of such report, and did not receive any direct or indirect interest in any securities of the Company or of any associate or affiliate of the Company in connection with the preparation of such report. None of the aforementioned persons are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

- PKF Littlejohn LLP is the current auditor of the Group. PKF Littlejohn LLP reports that it is independent of the Company as required by Ethical Standards published by the Auditing Practices Board, an operating body of the Financial Reporting Council in the United Kingdom.

16. AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The text of the Audit Committee's charter is set out as Schedule "C" to this AIF.

Composition of the Audit Committee

The members of the Audit Committee are Mr. Renato Gomes, Mrs. Luciana de Oliveira Cezar Coelho and Mrs. Madeleine Lee . Mr. Gomes, Mrs. Coelho and Mrs. Lee are all "financially literate" and all three members are "independent", as those terms are defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**").

Relevant Education and Experience

The education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an audit committee member is as follows:

Ms. Lee is an award-winning investment manager with experience on multiple board of directors. Ms. Lee has more than 30 years of experience in managing public and private equities, and has worked for the Government of Singapore Investment Corporation, Chase Manhattan Bank, and Morgan Grenfell Investment Management Asia. She was chief investment officer of Commerzbank Asset Management Asia Ltd., and the founder of bowtieAsia and Athenaeum Limited.

Mrs. Coelho is the founding and managing partner of STS GAEA Capital and board member in multiple companies with billion-plus market valuation. She has over 20 years of experience in mergers and acquisitions, corporate restructuring, debt and equity capital markets, financial restructuring and private equity investment. Subsecretary of Mines and Energy for Minas Gerais state from 2007 to 2014.

Mr. Gomes is co-Founder & President of Pix Force, ranked as Brazil's number one artificial intelligence startup, he is also co-Founder and a Board Director of Graphite Company of the Americas, which is developing a graphite mine and processing plant in Brazil. Renato Gomes holds a degree in electronics and a law degree both from the Federal University of Minas Gerais (Brazil), a masters degree from the London School of Economics (U.K.) and a doctorate from Georgetown University (U.S.A.).

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in section 2.4 or Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board of Directors, and where applicable by the audit committee, on a case by case basis.

External Auditor Service Fees (By Category)

The aggregate fees charged to the Company by the external auditor PKF Littlejohn LLP for the financial years ended December 31, 2022, and December 31, 2021 are as follows:

Table 31: External Auditor Service Fees

Services	December 31, 2022 (C$)	December 31, 2021 (C$)
Audit Fees for the Year Ended	102,300	58,097
Total Fees	**102,300**	**58,097**

(1) The term “Audit Fees” means the aggregate fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year.
(2) Converted from Pounds Sterling and Brazilian Real to Canadian Dollars using the average noon buying rate for Pounds Sterling reported by the Bank of Canada for the fiscal period ended December 31, 2022, being £1.00 = C$1.63, R$1.00 = C$3.90.

17. ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com and on the Company’s website at https://investor.verde.ag/.

Additional financial information is provided in the Company’s audited financial statements and management discussion and analysis for the Company’s most recently completed year-end.

SCHEDULE A
GLOSSARY

3D Alliance®: Technology developed to transform the three-dimensional structure of the raw materials added to the fertilizer. The materials are subjected to a mechanical process, increasing their specific surfaces and forming microparticles that release nutrients progressively. The fertilizers resulting from the mixture are homogeneous and can be evenly distributed in the soil. The 3D Alliance® technology is used in the BAKS® production process.

ANM: See “National Mining Agency”.

BAKS®: The Group’s newest product, which is a combination of K Forte® (source of potassium, silicon and magnesium) plus three other nutrients that can be chosen by customers according to their crops’ needs. BAKS® was launched by the Group on December 15, 2020.

Bio Revolution: Verde’s technology that enables the incorporation of microorganisms to mineral fertilizers. K Forte® will be the first fertilizer in the world to use Bio Revolution technology. The Group has filed for patent protection of its Bio Revolution technology.

Cerrado Verde Project (“the Project”): Located in Minas Gerais state, Brazil, it is a potassium-rich deposit 100% owned by Verde, from which the Group is producing solutions for crop nutrition, crop protection, soil improvement, and increased sustainability. The Project has an NI 43-101 Measured and Indicated Mineral Resource Estimate of 1.47 billion tonnes at a grade of 9.28% K2O, which includes a Measured Mineral Resource of 1.85 billion tonnes with an average grade of 8.60% K2O. The Pre-Feasibility Study of the Project evaluated the technical and financial aspects of producing 50 Mtpy of the Product divided in three scenarios: “Plant 3 Scenario1” (10 Mtpy); “23Mtpy Scenario” (23 Mtpy) and “50Mtpy Scenario” (50 Mtpy). The Cerrado Verde Project has been in production since 2017.

CIF (“Cost Insurance and Freight”): Shipment term used to indicate that the seller is responsible for the goods and costs of insurance and freight from the factory to the buyer’s destination.

Dust Control: Technology that promotes a slight aggregation effect on the ultrafine particles of K Forte® and BAKS®, enabling the optimization of crop fertilization by reducing drift during application. The micro-particles are easily dispersed in the soil and their contact is maximized by the ultrafine particle size of Verde's fertilizers, providing uniform application and efficient nutrition to crops.

Exploration Authorisation Application ("Requerimento de Pesquisa"): Claim for the geological exploration of an area. Interested parties must file an application for exploration authorisation with the ANM and state a case for conducting mineral exploration activities. The Exploration Authorisation Applications are analysed in order of filing date. If the party requesting an exploration authorisation meets the necessary legal requirements and an exploration authorisation has not been previously issued for any part of the area in question, then the ANM will grant the exploration authorisation.

Exploration Authorisation ("Alvará de Pesquisa"): Once mineral exploration is completed, a final exploration report must be submitted for ANM's review and approval. If approved, the next step is to file, within one year, all applications for a mining concession with the Ministry of Mines and Energy (MME). The Exploration Authorisation guarantees to the owner, be it an individual or a legal entity, the power and duty to carry out mineral research work in the entitled area. It grants the rights to conduct exploration activities for a period from two to four years, which may be renewed for an additional period (and potentially additional renewals on a case-by-case basis). An exploration authorisation does not entitle the holder the right to extract mineral substances. During the research work, extraction will only be allowed in exceptional circumstances, with a specific title issued by the ANM (Mining Permit – "Guia de Utilização"). At the end of the research stage, the holder of the mining right must present a Final Exploration Report with the results obtained from the work.

Environmental License ("Licença Ambiental"): The environmental licensing process consists of a three-step system, each step is a separate license contingent upon the prior step. In the state of Minas Gerais there is the possibility of licensing phases simultaneously, depending on the size of the project, according to the Normative Resolution 217/2017. The three phases are, as follows:

- **Preliminary License ("Licença Prévia – LP"):** Granted at the planning stage of the project, this license signals the approval of its location, concept and environmental feasibility. It establishes the basic requirements to be met during the subsequent implementation phases. The maximum term for LPs is five years.

- **Installation License ("Licença de Instalação – LI"):** This license authorises the setup of the works and commencement of construction based on the specifications set forth in the previous license and the approved plans, programs and project designs, including environmental control measures. The maximum term for LIs is six years.

- **Operating License ("Licença de Operação – LO"):** This license authorises the operation contingent upon compliance with the terms of the LO and the LI, including any environmental control measures and operating conditions. The maximum term for LOs is 10 years.

At the federal level, the environmental licenses are regulated by the Brazilian National Council for the Environment ("Conselho Nacional do Meio Ambiente - CONAMA)" Resolution No. 237/1997 and by Complementary Law No. 140/2011; at the state level, the environmental license are regulated by the State Environmental Policy Council ("Conselho Estadual de Política Ambiental – COPAM").

Feasibility Study ("Plano de Aproveitamento Econômico – PAE"): report filed as part of the Mining Concession Application. It demonstrates quantitative geological and technological study of the mineral deposit and as well as demonstrating the technical-economic feasibility of a mine.

Final Exploration Report ("Relatório Final de Pesquisa"): At the end of the exploration stage, the holder of the mining right must present a Final Exploration Report with the results obtained from the work, containing a quantitative geological and technological study of the mineral deposit and demonstrate the technical-economic feasibility of a mine. The ANM analyses this report technically through a site visit. If the ANM approves the report based on the potential merits of a future mining operation, the titleholder has a one-year period to prepare and file the Mining Concession Application with the Federal Minister of Mines and Energy.

FOB ("Free on Board"): Shipment term used to indicate that the buyer is responsible for the goods and costs of insurance and freight from the seller's product factory.

Glauconitic Siltstone: The source of a naturally occurring potassium silicate rock, which has been used as a natural potassium fertilizer for over 250 years. Glauconitic Siltstone is the raw material for all of Verde's Products. It is composed by glauconite (40%-80%), K-feldspar (10%-15%), quartz (10%-60%), muscovite-sericite (5%), biotite (2%), titanium oxide (<1%), manganese oxide (<1%), goethite (<1%), barium phosphate and rare-earth element phosphates (trace amounts).

Group: Verde AgriTech Ltd (Verde AgriTech Plc to July 29, 2022) and its subsidiaries.

Hectare: One hectare is equal to 10,000 square meters and is equivalent to approximately 2.47 acres.

KCl: See "Potassium Chloride".

K Forte® ("the Product"): Multinutrient potassium fertilizer brand marketed in Brazil by the Group.

K_2O: Chemical term used in the analysis and marketing of fertilizers that contain different potassium compounds, as a comparison of their relative potassium content when compared to equivalent potassium oxide (K_2O).

Kilometer: Metric unit of measurement approximately equal to 0.62 miles.

MME: See “Ministry of Mines and Energy”.

Micro S Technology®: The Group’s exclusive elemental sulfur micronization technology, that allows for a larger contact surface. This facilitates the work of microorganisms and oxidation rate increases and so nutrients become available to plants more efficiently. This increases the absorption of sulfur and, consequently, the development of the plant. Micro S Technology® allows micronized sulfur, one of the additional nutrients most required by farmers, to be added to BAKS®.

Mine Site: An economic unit comprised of an underground and/or open pit mine, a treatment plant and equipment and other facilities necessary to produce metals concentrates, in existence at a certain location.

Mineral Reserve: A mineral reserve is the economically mineable part of a measured and/or indicated mineral resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at pre-feasibility or feasibility level as appropriate that include application of modifying factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which mineral reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a mineral reserve must be demonstrated by a pre-feasibility study or feasibility study.

Probable Mineral Reserve: The economically mineable part of an indicated, and in some circumstances, a measured mineral resource. The confidence in the modifying factors applied to a probable mineral reserve is lower than that applied to a proven mineral reserve.

- **Proven Mineral Reserve:** The economically minable part of a measured mineral resource. A proven mineral reserve implies a high degree of confidence in the modifying factors.

Mineral Resource A mineral resource is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

- **Indicated Mineral Resource:** That part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed. An indicated mineral resource has a lower level of confidence than that applied to a measured mineral resource and may only be converted to a probable mineral reserve.

- **Inferred Mineral Resource:** That part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. An inferred mineral resource has a lower level of confidence than that applying to an indicated mineral resource and must not be converted to a mineral reserve. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration.

- **Measured Mineral Resource:** That part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity. A measured mineral resource has a higher level of confidence than that applying to either an indicated mineral resource or an inferred mineral resource. It may be converted to a proven mineral reserve or to a probable mineral reserve.

Mineral Right ("Direito Minerário"): Authorisation to research and/or prospect a tenement. It is granted by the federal government through the ANM or the MME, depending on their respective competencies.

Mineralization: The concentration of minerals within a body of rock.

Mining Concession Application ("Requerimento de Lavra"): This application must satisfy certain requirements, including the presentation of the mining Group's Feasibility Study ("Plano de

Aproveitamento Econômico – PAE"). While the ANM reviews the application for a mining concession, the applicant retains the exclusive rights to this area. Mine construction and development activity can only begin after the publication of a mining concession issued by the MME and provided that the respective license is also granted pursuant to applicable Brazilian environmental laws.

Mining Concession ("Portaria de Concessão de Lavra"): guarantees to the owner the power and duty to explore the mineral deposit until it is exhausted, without a definite term. The title can only be obtained by mining companies and only after undertaking the authorised exploration through an exploration authorisation and subsequent approval of the Final Exploration Report. One of the essential documents for requesting a mining concession is the Feasibility Study, which must demonstrate the technical and economic viability of the project and indicate, among other information, the mining method, the planned scale of production and the mine closure plan.

Mining Permit ("Guia de Utilização"): exceptional mining permit with predetermined expiration date. It is granted by the ANM and allows the mineral extraction in the area before the grant of a Mining Concession, according to the environmental legislation.

Ministry of Mines and Energy ("Ministério de Minas e Energia – MME"): federal government's branch responsible for making public policy that covers the geological, mineral and energy resources, hydroelectric, mining, and metallurgic energy sectors.

Mtpy: Million tonnes per year.

N Keeper® Technology: proprietary processing technology for the Ore that alters its physical-chemical properties to enable ammonia retention for use as a calibrated additive in Nitrogen fertilizers. N Keeper® leads to the reduction of Nitrogen volatilization loss, which increases the efficiency of crop fertilization and mitigates the impact on the environment and climate changes.

National Mining Agency ("Agência Nacional de Mineração – ANM"): federal agency subordinated to the Ministry of Mines and Energy. It is responsible for the management of mining activities and Brazilian mineral resources. Former National Department of Mineral Production ("Departamento Nacional de Produção Mineral - DNPM").

NI 43-101: National Instrument 43-101 - Standards of Disclosure for Mineral Projects within Canada.

Open Pit: Surface mining in which the ore is extracted from a pit. The geometry of the pit may vary with the characteristics of the ore body.

Ore: A mineral or aggregate of minerals from which metal can be economically mined or extracted.

Ore Grade: The average amount of K_2O expressed as a percentage.

P4G": See "Paid for Growth".

Paid for Growth ("P4G"): Verde's cornerstone program aimed at distributing gains to shareholders

PFS: See "Pre-Feasibility Study".

Potassium chloride ("KCl"): The most commonly used source of potash. It is composed of approximately 52% of potassium ("K") and 47% of Chloride (Cl^-), representing 60% of K_2O. Potassium Chloride's salinity index is 116. According to the article 'Effects of Some Synthetic Fertilizers on the Soil Ecosystem' (HEIDE HERMARY, 2007), applying 1 pound of potassium chloride to the soil is equivalent to applying 1 gallon of bleach. Verde's Product eliminates the need for Potassium Chloride. KCl is also frequently referred to as muriate of potash ("MOP").

Pre-Feasibility Study ("PFS"): A pre-feasibility study is a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors which are sufficient for a Qualified Person, acting reasonably, to determine if all or part of the mineral resource may be converted to a mineral reserve at the time of reporting. A pre-feasibility study is at a lower confidence level than a feasibility study.

Product: Multinutrient potassium fertilizer marketed in Brazil under the brands K Forte® and BAKS® and internationally as Super Greensand®, whose production and sale is the principal activity of the Group.

Tonne: A unit of weight. One metric tonne equals 2,204.6 pounds or 1,000 kilograms.

tpy: Tonnes per year.

Qualified Person: As defined in NI 43-101, an individual who: (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral

project and the technical report; and (c) is a member or licensee in good standing of a professional association.

Super Greensand® (“the Product”): Multinutrient potassium fertilizer brand marketed internationally by the Group.

SCHEDULE B

TABLE OF ABBREVIATIONS

Abbreviations	Description
"	inches
%	percent
°	degrees
°C	degrees centigrade
3D	tridimensional
ANM	Brazil's mining regulatory agency, National Mining Agency
AMS	Andes Mining Services
ANDA	Brazil's National Fertilizer Distributors Association
Ca	calcium
CAPEX	capital expenditure
CFEM	financial compensation for the exploitation of mineral resources
cfr	cost and freight
CIM	Canadian Institute of Mining
Cl	chlorine
cm	centimeter
CMEC	Consórcio Mineiro de Engenheiros Consultores Ltda
DC	diamond core drilling
DDH	diamond drill hole
DFS	Definitive Feasibility Study
ANM	National Mining Agency
DTM	digital terrain model
E	east
EIA	environmental impact study
EPAMIG	Empresa de Pesquisa Agropecuária de Minas Gerais
FOB	free on board
g/cm^3	grams per cubic centimeter
h	hour
h/Wk	hour per week
ha	hectare
ICMS	imposto sobre circulação de mercadorias e prestação de serviços
IDW2	inverse distance weighting with power two
IPD	Instituto de Promoção do Desenvolvimento
IRR	Internal rate of return

K	potassium
K_2O	potassium oxide
K_2SO_4	potassium Sulfate
KCl	potassium chloride
kg	kilogram
km	kilometer
km^2	square kilometers
KNO_3	potassium nitrate
kt	kilo tonnes
ktpy	kilo tonnes per year
L	liter
LI	Construction Permit
LOI	loss on ignition
LOM	life of mine
LP	Preliminary Permit
m	meter
m^3	cubic meters
MAPA	Brazilian Ministry of Agriculture
MDIC	Ministry of Development, Industry and Foreign Trade
MME	Ministry of Mines and Energy
Mg	magnesium
mm	milimeter
Mt	million tonnes
Mtpy	million tonnes per year
N	north
N	nitrogen
Na	sodium
NE	northeast
NPV	net present value
OK	ordinary kriging
PEA	Preliminary Economic Assessment
PFS	Pre-Feasibility Study
QA/QC	quality assurance/quality control
R	coefficient of correlation
R$	Brazilian Reais
RC	rotary-percussion reverse circulation drilling
RL	relative level

RU	Ramp-up
S	south
s	second
Si	Silicon
t	tonnes
TAH	annual permit tax
TK	ThermoPotash
tpy	Tonnes per year
US$	United States Dollar
USA	United States of America
UTM	Universal Transverse Mercator coordinate system
W	west
WACC	weighted average cost of capital
WGS84	World Geodetic System 1984
XRF	X-ray fluorescence
Y	year

SCHEDULE C
AUDIT COMMITTEE CHARTER

VERDE AGRITECH LTD

This charter governs the operations of the Audit Committee (the "**Committee**") of Verde AgriTech Ltd (the "**Company**"). The purpose, composition, responsibilities, and authority of the Committee are set out in this Charter.

This Charter and the Articles of the Company and such other procedures, not inconsistent therewith, as the Committee may adopt from time to time, shall govern the meetings and procedures of the Committee.

1. Purpose

The Committee shall provide assistance to the Board of Directors of the Company (the "Board") in fulfilling their oversight responsibility to the shareholders, potential shareholders, the investment community, and others relating to:

(a) the integrity of the Company's financial statements;

(b) the financial reporting process;

(c) the systems of internal accounting and financial controls;

(d) financial risk management;

(e) the performance of the Company's internal audit function (if applicable) and independent auditors;

(f) the independent auditors' qualifications and independence; and

(g) the Company's compliance with ethics policies and legal and regulatory requirements.

2. Composition

The Committee shall be composed of at least three (3) directors of the Company (the "**Members**"), each of whom is "independent" as defined by applicable Canadian laws and regulations as well as the rules of relevant stock exchanges.

All Members shall be "financially literate" as defined in National Instrument 52-110 – *Audit Committees* or any successor policy, meaning that the director has the ability to read and understand a set of financial

statements that present the breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the Company's financial statements.

Members shall be appointed by the Board and shall serve until they resign, cease to be a director, or are removed or replaced by the Board.

3. Authority

The Committee is authorized to carry out its responsibilities as set out in this Charter, and to make recommendations to the Board arising therefrom.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the authority to engage, and to set and pay the compensation of, independent accountants, legal counsel, and other advisers as it determines necessary to carry out its duties.

The Committee may also communicate directly with the auditors, legal and other advisors, management, and employees of the Company to carry out its responsibilities and duties set out in this Charter.

The Company shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

4. Responsibilities

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of their activities to the Board. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior. The following shall be the principal direct responsibilities of the Committee:

(a) Recommend the appointment and termination (subject, if applicable, to shareholder ratification), compensation, and oversight of the work of the independent auditors,

including resolution of disagreements between management and the auditors regarding financial reporting. The Committee shall arrange for the independent auditors to report directly to the Committee.

(b) Pre-approve all audit and non-audit services provided by the independent auditors and not engage the independent auditors to perform the specific non-audit services prohibited by law or regulation. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

(c) At least annually, obtain and review a report by the independent auditors describing:

(i) The firm's internal control procedures.

(ii) Any material issues raised by the most recent internal control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

(iii) All relationships between the independent auditor and the Company (to assess the auditor's independence).

(d) Establish clear hiring policies for employees, partners, former employees, and former partners of the current and former independent auditors of the Company that meet the requirements of applicable securities laws and stock exchange rules.

(e) Discuss with the auditors, the overall scope and plans for audits of the Company's financial statements, including the adequacy of staffing and compensation. Ensure there is rotation of the audit partner having primary responsibility for the independent audit of the Company at such intervals as may be required.

(f) Discuss with management and the auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs (e.g. Company's Code of Business Conduct and Ethics).

(g) Periodically meet separately with management and the auditors to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the auditors to meet privately with the Members, which shall at a minimum

include an *in-camera* meeting following each quarterly meeting. The Committee shall review with the auditor any audit problems or difficulties and management's response.

The processes set forth represent a guide with the understanding that the Committee may supplement them as appropriate.

5. Chair Responsibilities

The Chair of the Committee shall provide leadership to the Committee to enhance the Committee's effectiveness and ensure adherence to this Charter:

(a) convene and preside over Committee meetings and ensure they are conducted in an efficient, effective, and focused manner that promotes meaningful discussion;

(b) assist management with the preparation of an agenda and ensure that meeting materials are prepared and disseminated in a timely manner and are appropriate in terms of relevance, efficient format and detail;

(c) adopt procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition and management of meetings;

(d) ensure that the Committee has sufficient time and information to make informed decisions; and

(e) provide leadership to the Committee and management with respect to matters covered by this Charter.

The Committee shall designate one of its Members as chair of the Committee (the "**Chair**").

The Corporate Secretary of the Company, or the individual designated as fulfilling the function of Secretary of the Company, will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Corporate Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

6. Specifically Delegated Duties

For purposes of this Charter, specific accounting, financial, and treasury-related duties delegated to the Committee by the Company's Board of Directors include:

Accounting and Financial

(a) Receive regular reports from the independent auditor on the critical policies and practices of the Company, and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management.

(b) Where applicable, review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditor's report on management's assertion.

(c) Review and discuss annual and interim earnings press releases before the Company publicly discloses this information.

(d) Review and approve the interim quarterly unaudited financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and, where applicable, the independent auditors prior to the filing of the Company's Quarterly Report or their inclusion in any filing with regulatory authorities. Also, the Committee shall discuss the results of the quarterly review, if any, and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.

(e) Review with management and the independent auditors the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report to shareholders and any other filing with regulatory authorities, including their judgment about the quality, not just the acceptability of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.

(f) The Committee shall discuss any matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards and shall specifically review with the independent auditors, upon completion of their audit:

(i) the contents of their report;

(ii) the scope and quality of the audit work performed;

(iii) the adequacy of the Company's financial and auditing personnel;

(iv) co-operation received from the Company's personnel during the audit;

(v) significant transactions outside of the normal business of the Company; and

(vi) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles, or management systems.

(g) Establish procedures for the review of the public disclosure of financial information extracted from the financial statements of the Company.

(h) Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Approve investment policies and appoint investment managers, where appropriate, for the Company's retirement and other funded benefit plans.

Perform such other duties in respect of financial matters as, in the opinion of the Board, should be performed by the Committee.

7. Meetings and Proceedings

The Committee shall meet as frequently as required, but not less than four times each year. Any Member or the independent auditors of the Company may call a meeting of the Committee.

The agenda of each meeting of the Committee will include input from the independent auditors, directors, officers, and employees of the Company as appropriate. Meetings will include presentations by management, or professional advisers and consultants when appropriate, and will allow sufficient time to permit a full and open discussion of agenda items.

Forty-eight (48) hours advance notice of each meeting will be given to each Member verbally, by telephone or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call. Any Member may call a meeting of the Committee.

The independent auditors of the Company are entitled to attend and be heard at meetings of the Committee where there is the approval of the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report to shareholders and any other filing with regulatory authorities. For certainty, the independent auditors of the Company may still be requested by the Committee to attend other meetings of the Committee, from time to time.

The quorum for each meeting of the Committee is a majority of the Members. The Chair of the Committee shall chair each meeting. In the absence of the Chair, the other Members may appoint one of their number as chair of a meeting. The chair of a meeting shall not have a second or casting vote.

The Chair of the Committee or his delegate shall report to the Board following each meeting of the Committee.

The Secretary or his delegate shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of meetings shall be distributed to the Members and the other directors of the Company after preliminary approval thereof by the Chair of the Committee.

The Committee shall meet regularly, at a minimum quarterly, in camera to facilitate full communication.

8. Self-Assessment

The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices.

The Committee shall review and reassess this Charter at least annually and obtain the approval of the Company's Board for any changes.

Last approved: March 28, 2023

Approved by: Board of Directors