



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

Annual General and Special Meeting  
June 22, 2023 at 6:00 p.m. (SGT)  
16 Collyer Quay, #17-00, Singapore, 049318  
(the "Meeting")

**RECORD DATE:** May 5, 2023  
**CONTROL NUMBER:**  
**SEQUENCE #:**  
**FILING DEADLINE FOR PROXY:** June 20, 2023 at 6:00 p.m. (SGT)

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

The undersigned hereby appoints **Cristiano Veloso, CEO** of the Company, whom failing **Felipe Paolucci, CFO** of the Company (the "Management Nominees"), or instead of any of them, the following Appointee

*Please print appointee name*

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

**- SEE VOTING GUIDELINES ON REVERSE -**

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

**1. Election of Directors**

	FOR	WITHHOLD
a) Cristiano Botelho Veloso	<input type="checkbox"/>	<input type="checkbox"/>
b) Renato Couto Gomes	<input type="checkbox"/>	<input type="checkbox"/>
c) Fernando Joao Prezzotto	<input type="checkbox"/>	<input type="checkbox"/>
d) Luciana De Oliveira Cezar Coelho	<input type="checkbox"/>	<input type="checkbox"/>
e) Madeleine Lee Suh Shin	<input type="checkbox"/>	<input type="checkbox"/>

**2. Appointment of Auditor**

	FOR	WITHHOLD
Appointment of <b>Ernst &amp; Young LLP</b> as Auditor of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

**3. Adoption of the 2022 Audited Statement of Accounts**

	FOR	AGAINST
To receive and adopt the Directors' Report, the Audited Statement of Accounts and the Auditors' Report for the year ended December 31, 2022.	<input type="checkbox"/>	<input type="checkbox"/>

**4. Approval of Directors' remuneration for 2023**

	FOR	AGAINST
To approve the payment of Directors' fees of up C\$24,000 in cash and C\$96,000 in equity compensation for the financial year ending 31 December 2023 to be paid quarterly in arrears to each Independent Director.	<input type="checkbox"/>	<input type="checkbox"/>

**5. Authority to allot and issues shares**

	FOR	AGAINST
That pursuant to Section 161 of the Companies Act 1967 of Singapore, the Directors of the Company be and are hereby authorised to issue such shares in the capital of the Company as and when they deem necessary in accordance with the provisions of the Constitution of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required to be held, whichever is earlier.	<input type="checkbox"/>	<input type="checkbox"/>

**6. Prohibition of Sales to Municipalities Predominantly Composed of Amazon Rainforest**

	FOR	AGAINST
The Amazon rainforest is a crucial ecosystem that provides numerous benefits to the world, including carbon sequestration, biodiversity, and climate regulation. Unfortunately, the Amazon rainforest is under threat from illegal deforestation activities, among other reasons, for agriculture and livestock production. As a responsible and sustainable company, Verde AgriTech recognizes the importance of protecting the Amazon rainforest and takes its commitment to sustainability seriously. In this regard, the Company shall forbid sales of its Product to 218 municipalities predominantly composed of Amazon rainforest, totaling 2.23 million km <sup>2</sup> , as listed in the Schedule B of the Management Information Circular, except for projects that plant native trees for reforestation. The Company shall take reasonable measures to ensure compliance with this resolution, including but not limited to conducting due diligence on its customers' activities. This resolution shall take effect immediately upon its passing and shall be reviewed annually by the Board of Directors to ensure its continued effectiveness in achieving the Company's commitment to sustainability and the protection of the Amazon rainforest.	<input type="checkbox"/>	<input type="checkbox"/>

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

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

## Proxy Voting – Guidelines and Conditions

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

## Investor inSite

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

To register, please visit <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration>

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

## Notice-and-Access

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

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

Verde AgriTech Ltd. has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at [www.sedar.com](http://www.sedar.com) and also at <https://docs.tsxtrust.com/2373>.

If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-600-5869 or email [tsxtis@tmx.com](mailto:tsxtis@tmx.com). In order to receive a paper copy in time to vote before the meeting, your request should be received by June 13, 2023.

## Request for Financial Statements

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

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

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

Annual Financial Statements with MD&A

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

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

Check this box if you wish to receive the selected financial statements electronically and print your email address below

*E-mail (optional)*

By providing my email address, I hereby acknowledge and consent to all provisions outlined in the following: <https://www.tsxtrust.com/consent-to-electronic-delivery?lang=en>

Verde AgriTech Ltd.  
2023