



VERDE AGRITECH LTD.

NOTICE OF 2023 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2023 Annual General and Special Meeting (the “**Meeting**”) of shareholders of Verde AgriTech Ltd. (the “**Company**”) will be held on June 22, 2023 at 6 p.m. (SGT), at 16 Collyer Quay, #17-00, Singapore, 049318. Shareholders will be able to observe the Meeting virtually utilizing ZOOM and are invited to submit questions in advance.

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report, the Audited Statement of Accounts and the Auditors’ Report for the year ended December 31, 2022.
2. To re-elect Mr Cristiano Botelho Veloso who is retiring pursuant to the Company’s Constitution and who, being eligible, offers himself for re-election.
3. To re-elect Mr Renato Couto Gomes who is retiring pursuant to the Company’s Constitution and who, being eligible, offers himself for re-election.
4. To re-elect Mr Fernando Joao Prezzotto who is retiring pursuant to the Company’s Constitution and who, being eligible, offers himself for re-election.
5. To re-elect Mr Luciana De Oliveira Cezar Coelho who is retiring pursuant to the Company’s Constitution and who, being eligible, offers himself for re-election.
6. To re-elect Ms Madeleine Lee Suh Shin who is retiring pursuant to the Company’s Constitution and who, being eligible, offers herself for re-election.
7. To note the retirement of Mr Alysson Paolinelli who is retiring pursuant to the Company’s Constitution.
8. To approve the payment of Directors’ fees of up to 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.
9. To appoint Ernst & Young LLP, as auditors of the Company in accordance with Section 489 of the Companies Act (the “**Act**”), until the conclusion of the next general meeting of the Company at which audited accounts are laid before shareholders and to authorise the directors of the Company to fix their remuneration; and

All of the above resolutions are proposed as ordinary resolutions for the purpose of the Companies Act 1967 of Singapore.

SPECIAL BUSINESS

To consider and, if deemed appropriate, pass, with or without variation, the following resolutions as Ordinary Resolutions:

10. Authority to allot and issues shares

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.

11. Prohibition of Sales to Municipalities Predominantly Composed of Amazon Rainforest

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, totalling 2.23 million km², 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.

1. This Notice of 2023 Annual General and Special Meeting of Shareholders (the “**Notice**”) and the accompanying Management Information Circular (the “**Circular**”) have been prepared and delivered to shareholders pursuant to the notice-and-access provisions under National Instruments 54-101 and 51-102. Accordingly, this Notice and the accompanying Circular are posted online for our shareholders to view at: <https://docs.tsxtrust.com/2033>. Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company's transfer agent, TSX Trust Company by mail at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Canada, by email at tsxtis@tmx.com by toll-free telephone at 1-866-600-5869. In order to receive a paper copy in time to vote before the Meeting, the request should be received by June 13, 2023. A shareholder may also use the toll-free number noted above to obtain additional information about the notice-and-access provisions.

We are inviting Shareholders to observe the Meeting by joining the Zoom webinar, details of which will be provided on registration at this site: https://bit.ly/AnnualMeetingOfShareholders_2023 to participate by asking your questions in advance. Participants will be able to listen to the proceedings at the Meeting through this method regardless of their geographic location.

Questions will be invited in advance through the following link: https://bit.ly/SubmitQuestions_AGM2023. These will be answered either individually or as a grouped set of questions if they relate to the same matter.

SHAREHOLDERS ARE ENCOURAGED TO EXERCISE THEIR RIGHT TO VOTE AT THE GENERAL AND SPECIAL MEETING BY APPOINTING THE CHAIRMAN OF THE MEETING AS THEIR PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE PROXY INSTRUCTIONS INCLUDED IN THE CIRCULAR AS VOTES CAST IN FAVOUR OF ANY OTHER PERSON AS A PROXY WILL FAIL IF THAT PERSON IS UNABLE TO ATTEND IN PERSON AND VOTE. The Circular accompanying this Notice provides additional information relating to the matters to be dealt with at the Meeting and shall be deemed to form part of this Notice. In addition, please review the explanatory notes attached to this Notice.

DATED May 12, 2023

BY ORDER OF THE BOARD OF DIRECTORS

“Cristiano Veloso”

Cristiano Veloso
Director

Registered Office:
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#17-00
Singapore 049318