

November 20, 2024

Verde Announces Man of War Rare Earths Project Spin-Off

Singapore. Verde AgriTech Ltd (TSX: “**NPK**”) (OTCQX: “**VNPKF**”) (“**Verde**” or the “**Company**”) is pleased to announce the incorporation of Oby Rare Earths Pty. Ltd. (“**Oby**”) in Australia, which will independently advance the Man of War Rare Earths Project (“**MoW**”), subject to shareholder approval.

The MoW spin-off would allow Verde to concentrate exclusively on its core business: producing and commercializing low-carbon specialty fertilizers. The Company will hold a Special Meeting of Shareholders on December 20, 2024, to vote on the approval of the Oby spin-off and the distribution of its shares to Verde’s shareholders.

MoW’s 3,640 meters of diamond core drilling have shown impressive results for magnetic and heavy rare earths in both grade and thickness. For detailed results, please refer to press releases from October 07¹, October 29², and November 18³, 2024.

The Company has commissioned an independent resource calculation, expected to be completed by the end of 2024.

In light of the project’s potential and the substantial investments required for its development, the Board of Directors has decided that it should be pursued by an entity independent of the Company. As a result, Verde established Oby to independently focus on developing the MoW. The word Oby comes from Tupi Guarani. A native Brazilian Indian language and means ‘green’. Both Praseodymium and Neodymium, found in significant quantities at MoW, are bright green when isolated.

The Company decided to incorporate Oby in Australia in order to facilitate a potential IPO on the Australian Stock Exchange (ASX). The ASX has been the most active stock exchange in the rare earths and mining

¹ See more: <https://investor.verde.ag/high-grade-ionic-absorption-clay-magnetic-rare-earth-mineralization-found-in-verdes-historical-drill-holes/>

² See more: <https://investor.verde.ag/verdes-assays-of-over-1500m-of-drilling-find-rare-earth-up-to-12487-ppm-treo-and-3357-ppm-mreo/>

³ See more: <https://investor.verde.ag/verde-reports-up-to-13944-ppm-treo-5222-ppm-mreo-and-213-ppm-dytb/>

sector over the last few years.⁴ Nevertheless, Oby is evaluating other potential financing alternatives in both private and public markets.

REDUCTION OF SHARE CAPITAL

Verde proposes to distribute its interest in Oby to its shareholders through a capital reduction, proportionate to each shareholder's existing stake. Under this arrangement, each shareholder will receive one share in Oby for every ordinary share they hold in the Company as of a record date and time to be determined by the Board and disclosed via a press release. No payment and no other form of consideration will be required from the shareholders for the proposed distribution.

For more detailed information, please see the Management Information Circular at: https://investor.verde.ag/wp-content/uploads/2024/11/VAL-2024-Extraordinary-General-Meeting-MIC-Nov-11-DMS-cmts_13-Nov-2024.pdf

APPOINTMENT OF NEW AUDITORS

In order to save costs without compromising work quality Verde decided to change auditors from Ernst & Young LLP (“**EY**”) to RSM SG Assurance LLP (“**RSM**”) as the new independent auditor for the Company.

In the Special Meeting, the change of auditors will also be voted on.

Requested by Verde, EY resigned as the Company's auditors on 8th of October, 2024. On behalf of the directors the Company would like to thank EY for the work done and look forward to welcoming RSM as our new auditors.

This change is being pursued to align with the Company's evolving business needs and to ensure that we continue to receive high-quality audit services while also optimizing costs. RSM, with its extensive expertise in the agricultural and natural resource sectors, is well-positioned to provide the necessary auditing services.

SPECIAL MEETING OF SHAREHOLDERS

The Company will host a Special Meeting of Shareholders on Friday, December 20, 2024, at 09:00 a.m. Eastern Time. Subscribe using the link below to receive the conference details by email.

Date:	Friday, December 20, 2024
Time:	09:00 am Eastern Time

⁴ Source: <https://www.forbes.com/sites/greatspeculations/2019/11/06/australia-may-be-the-saving-grace-for-the-rare-earth-metals-market/>

Subscription link:	https://bit.ly/Extraordinary-General-Meeting
Information Circular:	https://investor.verde.ag/wp-content/uploads/2024/11/VAL-2024-Extraordinary-General-Meeting-MIC-Nov-11-DMS-cmts_13-Nov-2024.pdf

The questions must be submitted in advance through the following link up to 48 hours before the conference call: <https://bit.ly/2024-ExtraordinaryGeneralMeeting-Questions>

ABOUT VERDE AGRITECH

Verde AgriTech is dedicated to advancing sustainable agriculture through the innovation of specialty multi-nutrient potassium fertilizers. Our mission is to increase agricultural productivity, enhance soil health, and significantly contribute to environmental sustainability. Utilizing our unique position in Brazil, we harness proprietary technologies to develop solutions that not only meet the immediate needs of farmers but also address global challenges such as food security and climate change. Our commitment to carbon capture and the production of eco-friendly fertilizers underscores our vision for a future where agriculture contributes positively to the health of our planet.

CAUTIONARY LANGUAGE AND FORWARD-LOOKING STATEMENTS

All Mineral Reserve and Mineral Resources estimates reported by the Company were estimated in accordance with the Canadian National Instrument 43-101 and the Canadian Institute of Mining, Metallurgy, and Petroleum Definition Standards (May 10, 2014). These standards differ significantly from the requirements of the U.S. Securities and Exchange Commission. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.

This document contains "forward-looking information" within the meaning of Canadian securities legislation and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. This information and these statements, referred to herein as "forward-looking statements" are made as of the date of this document. Forward-looking statements relate to future events or future performance and reflect current estimates, predictions, expectations or beliefs regarding future events and include, but are not limited to, statements with respect to:

- (i) the estimated amount and grade of Mineral Resources and Mineral Reserves;
- (ii) the estimated amount of CO₂ removal per ton of rock;
- (iii) the PFS representing a viable development option for the Project;
- (iv) estimates of the capital costs of constructing mine facilities and bringing a mine into production, of sustaining capital and the duration of financing payback periods;
- (v) the estimated amount of future production, both produced and sold;

- (vi) timing of disclosure for the PFS and recommendations from the Special Committee;
- (vii) the Company's competitive position in Brazil and demand for potash;
- (viii) estimates of operating costs and total costs, net cash flow, net present value and economic returns from an operating mine.
- (ix) the expected terms of the debt restructuring;
- (x) the expected financial impact of the debt restructuring to the Company;
- (xi) the timeline for court approval of the debt restructuring; and
- (xii) the potential arising from the re-assaying of certain core samples.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives or future events or performance (often, but not always, using words or phrases such as "expects", "anticipates", "plans", "projects", "estimates", "envisages", "assumes", "intends", "strategy", "goals", "objectives" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

All forward-looking statements are based on Verde's or its consultants' current beliefs as well as various assumptions made by them and information currently available to them. The most significant assumptions are set forth above, but generally these assumptions include, but are not limited to:

- (i) the presence of and continuity of resources and reserves at the Project at estimated grades;
- (ii) the estimation of CO₂ removal based on the chemical and mineralogical composition of assumed resources and reserves;
- (iii) the geotechnical and metallurgical characteristics of rock conforming to sampled results; including the quantities of water and the quality of the water that must be diverted or treated during mining operations;
- (iv) the capacities and durability of various machinery and equipment;
- (v) the availability of personnel, machinery and equipment at estimated prices and within the estimated delivery times;
- (vi) currency exchange rates;
- (vii) Super Greensand® and K Forte® sales prices, market size and exchange rate assumed;
- (viii) appropriate discount rates applied to the cash flows in the economic analysis;
- (ix) tax rates and royalty rates applicable to the proposed mining operation;
- (x) the availability of acceptable financing under assumed structure and costs;

- (xi) anticipated mining losses and dilution;
- (xii) reasonable contingency requirements;
- (xiii) success in realizing proposed operations;
- (xiv) receipt of permits and other regulatory approvals on acceptable terms; and
- (xv) the fulfilment of environmental assessment commitments and arrangements with local communities.

Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Many forward-looking statements are made assuming the correctness of other forward looking statements, such as statements of net present value and internal rates of return, which are based on most of the other forward-looking statements and assumptions herein. The cost information is also prepared using current values, but the time for incurring the costs will be in the future and it is assumed costs will remain stable over the relevant period.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future experience. We caution readers not to place undue reliance on these forward-looking statements as a number of important factors could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates assumptions and intentions expressed in such forward-looking statements. These risk factors may be generally stated as the risk that the assumptions and estimates expressed above do not occur as forecast, but specifically include, without limitation: risks related to the court approval process for the debt restructuring; risks relating to variations in the mineral content within the material identified as Mineral Resources and Mineral Reserves from that predicted; variations in rates of recovery and extraction; the geotechnical characteristics of the rock mined or through which infrastructure is built differing from that predicted, the quantity of water that will need to be diverted or treated during mining operations being different from what is expected to be encountered during mining operations or post closure, or the rate of flow of the water being different; developments in world metals markets; risks relating to fluctuations in the Brazilian Real relative to the Canadian dollar; increases in the estimated capital and operating costs or unanticipated costs; difficulties attracting the necessary work force; increases in financing costs or adverse changes to the terms of available financing, if any; tax rates or royalties being greater than assumed; changes in development or mining plans due to changes in logistical, technical or other factors; changes in project parameters as plans continue to be refined; risks relating to receipt of regulatory approvals; delays in stakeholder negotiations; changes in regulations applying to the development, operation, and closure of mining operations from what currently exists; the effects of competition in the markets in which Verde operates; operational and infrastructure risks and the additional risks described in Verde's Annual Information Form filed with SEDAR in Canada (available at www.sedar.com) for the year ended December



31, 2023. Verde cautions that the foregoing list of factors that may affect future results is not exhaustive.

When relying on our forward-looking statements to make decisions with respect to Verde, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Verde does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by Verde or on our behalf, except as required by law.

For additional information please contact:

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