



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**of shareholders of Verde AgriTech Ltd.  
to be held on December 20, 2024, Friday  
at 09:00 a.m. (EST) / 11:00 a.m. (BRT)  
at 300 Prof. Antônio Aleixo, Lourdes  
Belo Horizonte, Minas Gerais  
Brazil, 30180-150**

**AND**

## **MANAGEMENT INFORMATION CIRCULAR**

**DATED November 13, 2024**

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**VERDE AGRITECH LTD.**

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**Meeting**”) of shareholders of Verde AgriTech Ltd. (the “**Company**”) will be held on December 20, 2024, Friday at 11:00 a.m. (BRT) / 9:00 a.m. (EST), at 300 Prof. Antônio Aleixo, Lourdes, Belo Horizonte, Minas Gerais, Brazil, 30180-150. Shareholders will be able to observe the Meeting virtually utilizing ZOOM and are invited to submit questions in advance.

**ORDINARY RESOLUTION – APPOINTMENT OF AUDITORS**

1. To appoint RSM SG Assurance LLP as auditor of the Company in place of Ernst & Young LLP, and to authorize the directors of the Company to fix their remuneration.

**SPECIAL RESOLUTION – REDUCTION OF SHARE CAPITAL**

2. That pursuant to Section 78A and Section 78C of the Companies Act 1967 (Singapore) (“**Companies Act**”), the Company reduces its share capital by returning to Shareholders paid-up share capital which is more than the Company needs by distributing to Shareholders ordinary shares in the share capital of **Oby Rare Earths Pty Ltd (“Oby Shares”)** held by the Company to Shareholders (“**Proposed Distribution**” or “**Distribution**”), in proportion to their respective shareholdings in the Company, on the basis of 1 Oby Share for every 1 ordinary share in the share capital of the Company held by a Shareholder at such record date and time to be determined by the Board, disregarding fractional entitlements (where applicable). Except that for practical reasons, or where the Directors are of the view that such distribution may necessitate compliance with conditions or requirements which the Directors, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the Oby Shares will not be distributed to any such Shareholders (“**Unqualified Shareholders**”). Each Shareholder distributed with Oby Shares will be deemed to have consented to becoming an Oby Shareholder and be bound by its constitution.

That arrangements be made for the Oby Shares which would otherwise have been distributed to the Unqualified Shareholders pursuant to the Proposed Distribution to be held and retained by the Company for the benefit of the Unqualified Shareholders such that once the Oby Shares may be sold or transferred after the expiry of any expected restricted escrow holding period, the Company may appoint such person(s) as the Directors may nominate, who may sell such Oby Shares at prices prevalent at the time of sale (as the Directors deem fit) and thereafter distribute the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith, proportionately among such Unqualified Shareholders according to the respective Oby Shares they would otherwise have been entitled to as at the Record Date in full satisfaction of their rights to the Oby Shares, provided that where the net proceeds to which any particular Unqualified Shareholder is entitled is less than \$500, such net proceeds shall be retained for the benefit of the Company, and no Unqualified Shareholder shall have any claim whatsoever against the Company or Oby in connection therewith.

That any resulting fractional Oby Shares be aggregated and held by the Company for such purposes as the Directors deem fit.

That the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things, decide all questions and exercise all discretions (including

approving, modifying and executing all documents) as they may consider necessary or expedient for the purposes of or in connection with the Proposed Distribution and/or to give effect to the Proposed Distribution as they shall think fit in the interests of the Company.

This Notice of Extraordinary General Meeting of Shareholders (the “**Notice**” or “**Notice of Meeting**”) 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/2373>. Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company’s transfer agent, TSX Trust Company (i) by mail at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Canada, or (ii) by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com), or (iii) 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 December 11, 2024. 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/Extraordinary-General-Meeting> and to participate by submitting 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/2024-ExtraordinaryGeneralMeeting-Questions>. 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 EXTRAORDINARY GENERAL 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 THE APPOINTMENT 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 November 13, 2024

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Cristiano Veloso”*

Cristiano Veloso  
Chair, Board of Directors

Registered Office:  
16 Collyer Quay  
#17-00  
Singapore 049318

## **Explanatory Notes:**

### **Appointment of proxies**

1. Any shareholder is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at the Meeting and you should have received a form of proxy with this Notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy (the procedures are also described in the Circular).
2. Under the Company's Constitution, a shareholder may appoint not more than two proxies to attend and vote at the same general meeting. Where such member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A proxy need not be a shareholder of the Company. If you appoint a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
3. If you wish to appoint a person or company other than the Chairman of the Meeting, please insert the name of your chosen proxy in the space provided on the form of proxy, however in the special circumstances applicable to this Meeting, it is strongly recommended to appoint the Chairman of the Meeting as your proxy. Any alterations to the form must be initiated.
4. The securities represented by the form of proxy will be voted or withheld from voting as directed by the shareholder, however, if such direction is not made in respect of any matter, the proxy will vote in favour of the passing of the matters set forth in the Notice (and if any other matters come before the Meeting the proxy will be voted on such matters in accordance with the best judgement of the appointed proxy).

### **Appointment of proxy using the form of proxy**

5. The notes to the form of proxy explain how to direct your proxy to vote on each resolution or withhold your vote.
6. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the Meeting should he or she so decide.
7. To appoint a proxy using the form of proxy, the form must be:
  - completed and signed;
  - sent or delivered to the Company's registrar and transfer agent, TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada, or faxed to (416)-595-9593; and
  - received no later than 48 hours (including weekends and holidays prior to the Meeting, being at 11:00 a.m. (BRT) / 9:00 a.m. (EST), on December 18, 2024.
8. Any power of attorney or other authority (if any) under which it is signed (or a notarized certified copy of such power of authority) must be included with the form of proxy.

### **Appointment of proxy by joint shareholders**

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of shareholders in respect of the joint holding (the first-named being the most senior).

### Changing proxy instructions

10. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
11. Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Canada.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### Termination of proxy appointments

13. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada.
14. In the case of a shareholder that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
15. The revocation notice must be received by the Company no later than 48 hours (including weekends and holidays) prior to the Meeting, 11:00 a.m. (BRT) / 9:00 a.m. (EST) on December 18, 2024.
16. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
17. Appointment of a proxy does not preclude you from attending the Meeting and voting in person, however the particular rules applying to this year's Extraordinary General Meeting may prevent any such attendance in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### Notice and Access

18. In November 2012, the Canadian Securities Administrators announced the adoption of regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to advise their shareholders of the availability of all proxy-related materials on an easily accessible website, rather than mailing physical copies of the materials. The Company has decided to deliver the materials for the Meeting (the "**Meeting Materials**") to shareholders by posting the Meeting Materials on TSX Trust Company's website at <https://docs.tsxtrust.com/2373>. This is also in compliance with the Company's Constitution which permit electronic notices to be served by making them available on a website.
19. The Meeting Materials will also be available on the Company's website ([www.investor.verde.ag](http://www.investor.verde.ag)) as of, 2024, and will remain on the website for one full year thereafter. The Meeting Materials will also be available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) as of November 20, 2024. Any registered or non-registered shareholder of the Company wishing to receive a paper copy of the Circular may do so by calling the toll-free number at 1-866-600-5869. In order to receive a paper copy in time to vote before the Meeting, your request should be received by December 11, 2024.

### **Corporate representatives**

20. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:

- (i) if a corporate shareholder has appointed the Chairman of the Meeting as its proxy to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman of the Meeting and the Chairman will vote (or withhold a vote) as a proxy in accordance with those directions; and
- (ii) Corporate shareholders are encouraged to appoint the Chairman of the Meeting as a proxy for the reasons noted above, however if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its proxy, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

## LETTER TO SHAREHOLDERS

### VERDE AGRITECH LTD.

(Incorporated and registered in Singapore  
with registration number **202222202R**)

*Directors:*

Cristiano Veloso  
Fernando João Prezzotto  
Hannah Oh Na Yeon  
Renato Couto Gomes

*Registered Office:*

16 Collyer Quay  
#17-00  
Singapore 049318

November 13, 2024

To the holders of ordinary shares

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Shareholders,

The Extraordinary General Meeting (the “**Meeting**” or “**General Meeting**”) of Verde AgriTech Ltd. (the “**Company**” or “**Verde AgriTech**”) is due to take place on December 20, 2024 at 11:00 a.m. (BRT) / 9:00 a.m. (EST), at 300 Prof. Antônio Aleixo, Lourdes, Belo Horizonte, Minas Gerais, Brazil, 30180-150. Shareholders will be able to observe the Meeting virtually via Zoom: <https://bit.ly/Extraordinary-General-Meeting> and are encouraged to vote and submit their questions in advance of the Meeting through the following link: <https://bit.ly/2024-ExtraordinaryGeneralMeeting-Questions>

#### **A. APPOINTMENT OF AUDITORS**

After careful consideration, the Board has decided to recommend the transition from Ernst & Young LLP (“**EY**”) to RSM SG Assurance LLP (“**RSM**”) as the new independent auditor for Verde AgriTech. 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**. The Board believes that RSM, with its extensive expertise in the agricultural and natural resource sectors, is well-positioned to provide the necessary auditing services and oversight as the Company grows. At the request of Verde AgriTech, EY resigned as the Company’s auditors on 8 October 2024 and pursuant to the Companies Act 1967 of Singapore (“**Companies Act**”), new auditors must be appointed within 3 months after the resignation date of the outgoing auditors.

#### **B. REDUCTION OF SHARE CAPITAL**

The Company is proposing a distribution of its interests in **Oby Rare Earths Pty Ltd** (“**Oby Shares**”) to the shareholders of the Company (“**Shareholders**”) by way of a capital reduction, in proportion to their respective shareholdings in the Company, on the basis of 1 Oby Share for every 1 ordinary share in the share capital of the Company held by a Shareholder at such record date and time to be determined by the Board, disregarding fractional entitlements (where applicable).

No payment and no other form of consideration will be required from the Shareholders for the Proposed Distribution.

The Directors are convening an extraordinary general meeting to seek Shareholders’ approval for the Proposed Distribution by way of a capital reduction. The notice of the extraordinary general meeting is set out on page 3 of this circular.



The purpose of this letter is to provide Shareholders with information relating to the Proposed Distribution and the rationale thereof, and to seek Shareholders' approval at the extraordinary general meeting for the special resolution in respect of the Proposed Distribution.

If a Shareholder is in any doubt as to the course of action he/she should take, he/she should consult his/her bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser(s) immediately.

## **Introduction**

This special resolution is proposed because the Board is proposing to distribute the Company's interests in Oby to the Shareholders of the Company by way of a capital reduction pursuant to Section 78A and Section 78C of the Companies Act ("**Capital Reduction**").

As at the date of this letter, the Company holds 100 Oby Shares being all the issued capital of Oby. The Company intends to undertake the Proposed Distribution by way of Capital Reduction by returning to the Shareholders surplus capital of the Company in excess of its needs. The Proposed Distribution will be made in proportion to a Shareholder's shareholding in the Company, on the basis of 1 Oby Share for every 1 ordinary share held by that Shareholder in the Company ("**Shares**") as at the record date and time which will be determined by the Board ("**Record Date**"), as soon as practicable after the Conditions (as defined below) have been satisfied, fractional entitlements rounded up or down.

Shareholders will receive the Oby Shares pursuant to the Proposed Distribution. No payment and no other form of consideration will be required from the Shareholders for the Proposed Distribution. The Oby Shares will be distributed free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is effected, to be determined by the Board and announced by the Company.

The Proposed Distribution by way of Capital Reduction is subject to Shareholders' approval and the satisfaction of the Conditions.

## **Information on Oby**

Oby is a proprietary limited company incorporated under the laws of Western Australia on 31 October 2024. As at the date of this letter, the total number of issued ordinary shares of Oby is 100. Oby has been incorporated by Verde AgriTech as a special purpose vehicle to acquire mining projects from the Company which are non-core and are prospective for rare earth elements.

Verde AgriTech's mineral concessions, covering 4,708 hectares, have been identified as highly prospective for Magnetic Rare Earth Elements (MREs) mineralization, including Neodymium, Praseodymium, Dysprosium, and Terbium. These MREs are critical for the production of high-performance magnets used in electric vehicles, wind turbines, and other clean energy technologies, making them essential in the global transition to renewable energy.

Verde AgriTech's exploration efforts have revealed significant grades of rare earth oxides in historical drill samples. With this discovery, Verde AgriTech created Oby on 31 October 2024, which will focus on exploring the rare earth potential with these mineral concessions.

For more information on rare earths exploration results by Verde AgriTech please access press releases issued on 07 October and 29 October, 2024.

## **Rationale for the Proposed Distribution**

The Company intends to undertake the Proposed Distribution as the Board believes that it will benefit the Company and Shareholders for the reasons outlined below:

### 1. More reflective valuation

The Proposed Distribution would allow Shareholders and potential investors to value the businesses of Oby and the Company independently, based on their respective performances and growth potential.

### 2. Unlocks value for Shareholder

The Company is of the view that the Proposed Distribution will unlock shareholder value by providing Shareholders with direct ownership of the Oby Shares. The Proposed Distribution will also allow Shareholders the flexibility to deal with the Oby Shares independently of their Shares, subject to any stock exchange restrictions, should Oby seek a listing, and benefit from the direct holdings of two distinct entities without any additional cash outlay.

### 3. Enable management's focus on core businesses

The Proposed Distribution will segregate the principal activities, business strategies and future plans of the Verde AgriTech group and that of Oby and will enable the management of each entity to fully concentrate on their respective core business and oversee their strategies and operations more effectively. In addition, the management of the Verde AgriTech group will be able to fully direct their efforts into growing and developing the core business of the Verde group.

### 4. Direct exposure to the Rare Earths Mineral Market

By completing the Proposed Distribution, the Shareholders will have the opportunity to be invested in the growing market for rare earth minerals and production.

### 5. Separate Funding

By undertaking the Proposed Transaction, Oby will be able to undertake an independent capital raising and potential listing of its securities, without that capital having to be raised by the Company and diluting the shareholders of the Company.

## Details of the Proposed Distribution

The following illustrates the position of a Shareholder who holds 100 fully paid-up Shares as at the Record Date:

<b>Position before the Proposed Distribution</b>	
Number of Shares currently held in Verde AgriTech	100 ordinary shares

<b>Position immediately after the Proposed Distribution</b>	
Number of Shares held in Verde AgriTech after the Proposed Distribution	100 ordinary shares
Number of Oby Shares received per 100 Shares held	100 ordinary shares

As the Company has insufficient reserves to effect a dividend distribution *in specie* of the Oby Shares to the Shareholders, the Board has decided to effect the Proposed Distribution by way of Capital Reduction by reducing the issued and paid-up share capital of the Company by CD\$350,000, taking into account the net book value of the Oby Shares.

There will not be any cancellation of the Shares or reduction in the number of issued Shares. Accordingly, the number of Shares held by each Shareholder will remain the same before and immediately after the Capital Reduction and the Proposed Distribution will not result in any change in the number of issued Shares of the Company.

Upon completion of the Proposed Distribution, Oby will cease to be a subsidiary of the Company.

## **Solvency Statement**

In determining the Proposed Distribution, the Directors have ensured that the Company has retained sufficient capital to support its existing operations and pay its debts, if any. Pursuant to this and in compliance with Section 78C of the Companies Act, the Directors will make a solvency statement (“**Solvency Statement**”) confirming that:

- (a) as regards the Company’s situation at the date of the Solvency Statement, there is no ground on which the Company could be found to be unable to pay its debts;
- (b) the Company will be able to pay its debts as and when they fall due during the period of 12 months immediately following the date of the Solvency Statement; and
- (c) the value of the Company’s assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the Capital Reduction become less than the value of its liabilities (including contingent liabilities).

Copies of the Solvency Statement will be available for inspection throughout the General Meeting as well as at the registered office of the Company for a period of six (6) weeks beginning with the date of the General Meeting.

## **Conditions Precedent to the Proposed Distribution**

To implement the Capital Reduction under Section 78C of the Companies Act, the following conditions must be satisfied (“**Conditions**”):

- (a) The Capital Reduction must be approved by a special resolution, requiring a majority of no less than three-fourths of the votes (the “Capital Reduction Resolution”).
- (b) the “solvency requirements” under the Companies Act must be met, and this involves (i) all directors of the Company making a Solvency Statement in relation to the Capital Reduction no more than 30 days before the meeting at which the special resolution is to be passed; and (ii) a copy of the Solvency Statement being lodged with the Registrar, together with a copy of the special resolution, within 15 days beginning with the special resolution date;
- (c) the “publicity requirements” under the Companies Act must be met, and this involves the Company lodging with the Registrar within 8 days beginning with the special resolution date (i) a notice containing the text of the special resolution for reducing share capital; (ii) the special resolution date; and (iii) the amount of the Company’s share capital that is thereby reduced; and (iv) the number of shares that are thereby cancelled, and paying the prescribed fee;
- (d) the Company must (i) throughout the meeting at which the special resolution is to be passed – make the Solvency Statement or a copy of it available for inspection by the members at the meeting; and (ii) throughout the 6 weeks beginning with the special resolution date – make the Solvency Statement or a copy of it available at the Company’s registered office for inspection free of charge by any creditor of the Company;
- (e) no application being made for the cancellation of the Capital Reduction Resolution by any creditor of the Company within the timeframe prescribed in the Companies Act or, if such application is made, the withdrawal of such application or its dismissal by the judicial authorities; and
- (f) such other approvals, authorizations, consents and confirmations from the regulatory authorities as may be required or advisable and the same remaining in force, including without limitation such approvals from the Toronto Stock Exchange (TSX) and other third parties being obtained for or in connection with the Proposed Distribution by way of Capital Reduction, and if such approvals are given subject to any conditions, such conditions being acceptable to the Company.

A Solvency Statement in relation to the Capital Reduction, duly signed by all directors and made no more than 30 days before this General Meeting at which this special resolution is to be passed, will be made available at the General Meeting for inspection by the members, in accordance with the requirements for implementing the Capital Reduction under the Companies Act.

## **Effective Date of Capital Reduction**

As set out above, the Proposed Distribution by way of Capital Reduction is subject to the satisfaction of the Conditions.

After Shareholders' approval has been obtained for the Proposed Distribution by way of Capital Reduction at the General Meeting, the Company will lodge with ACRA, amongst others, a notice containing the text of the Capital Reduction Resolution. If no creditor of the Company objects to, and applies to the High Court of Singapore for the cancellation of the Capital Reduction Resolution, the Company will lodge further requisite documents with ACRA as provided under Section 78E(2) of the Companies Act after the end of six (6) weeks, and before the end of eight (8) weeks, beginning with the date of the Capital Reduction Resolution upon which the Capital Reduction will take effect.

If, however, a creditor objects to and makes an application to the High Court of Singapore for the cancellation of, the Capital Reduction Resolution, within the prescribed time periods, the Capital Reduction will only take effect if the High Court of Singapore dismisses the creditor's application.

The Company will then publicly announce and notify Shareholders of the effective date of the Capital Reduction.

### **Financial effects of the Proposed Distribution**

At this stage the financial effects of the Proposed Distribution are not able to be quantified. The reason for this is that until Oby raises capital, the value of Oby shares will not be known.

### **Taxation**

Shareholders should note that nothing in this circular is to be regarded as advice on the tax position of any Shareholder in Canada or any other jurisdiction, or any tax implications arising from the Proposed Distribution by way of Capital Reduction. Shareholders who are in doubt as to their respective tax positions in Canada or any other jurisdiction, or any tax implications from the Proposed Distribution by way of Capital Reduction should consult their own professional advisers.

Each shareholder's tax situation is unique, and we strongly recommend consulting a qualified financial advisor or tax professional to understand more in-depth about your specific and personal situation. Additionally, please note that tax obligations may vary based on your personal jurisdiction, which is another reason to seek professional advice.

### **Canadian Federal Income Tax Considerations**

The following is a summary of the principal Canadian federal income tax considerations under the Income Tax Act (Canada) (the "**Tax Act**"), generally applicable to a holder who acquires Oby Shares pursuant to the Proposed Distribution and who, for the purposes of the Tax Act and at all relevant times, is or is deemed to be resident in Canada, is not exempt from tax under Part I of the Tax Act, holds the Oby Shares as capital property, deals at arm's length with the Company and Oby, and is not affiliated with the Company or Oby (a "**Holder**").

Oby Shares will generally be considered to be capital property to a holder unless the holder holds such Oby Shares in the course of carrying on a business of buying and selling securities or has acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Oby Shares will not be "Canadian securities" for the purpose of the irrevocable election under subsection 39(4) of the Tax Act to treat all "Canadian securities", as defined in the Tax Act, owned by a Holder as capital property, and therefore no such election will apply to Oby Shares. Holders who do not hold Oby Shares as capital property should consult their own tax advisors regarding their particular circumstances.

This summary is not applicable to a Holder: (i) with respect to which the Company or Oby is or will be, at any time, a "foreign affiliate" within the meaning of the Tax Act, (ii) that is a "specified financial institution" as defined in the Tax Act, (iii) that is a "financial institution" for the purposes of the mark-to-market rules under the Tax Act, (iv) an interest in which is a "tax shelter investment", as defined in the Tax Act, (v) which has made a "functional currency" reporting election under section 261 of the Tax Act to report the Holder's "Canadian tax results" (as defined in the Tax Act) in a currency other than the Canadian currency, or (vi) that has entered, or will enter, into a "derivative forward agreement", as defined in the Tax Act, with respect to the Oby Shares. Any such Holder should consult its own tax advisor with respect to the income tax considerations applicable to it in respect of an investment in Oby

Shares. This summary assumes that the Company and Oby will not at any time be resident (or deemed to be resident) in Canada for the purposes of the Tax Act. If the Company or Oby is (or becomes) resident in Canada for the purposes of the Tax Act, the Canadian federal income tax consequences to a Holder will in some respects be different from those described in this summary.

This summary is based on the current provisions of the Tax Act and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "CRA") made publicly available prior to the date hereof. This summary also takes into account all proposed amendments to the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Tax Proposals") and assumes that the Tax Proposals will be enacted in the form proposed, although no assurance can be given that the Tax Proposals will be enacted in their current form or at all. Except for the Tax Proposals, this summary does not take into account or anticipate any other changes in law or any changes in the CRA's administrative policies or assessing practices, whether by judicial, governmental or legislative action or decision, nor does it take into account other federal or any provincial, territorial or foreign tax legislation or considerations, which may differ from the Canadian federal income tax considerations described herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder, and no representations with respect to the income tax considerations applicable to any particular Holder are made. This summary is not exhaustive of all Canadian federal income tax considerations. The relevant tax considerations applicable to the acquiring, holding and disposing of Oby Shares may vary according to the status of the Holder, the jurisdiction in which the Holder resides or carries on business and the Holder's own particular circumstances. Accordingly, prospective Holders are urged to consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Oby Shares.

#### *Proposed Distribution*

A Holder will be required to include in computing such Holder's income for a taxation year the fair market value of the Oby Shares on the date of receipt, including amounts deducted for foreign withholding tax, if any. Such amount shall also be applied by way of a reduction to the adjusted cost base of the ordinary shares in the share capital of the Company held by the Holder.

If a Holder is an Unqualified Shareholder, such Holder will be required to include in computing such Holder's income for the taxation year such amount paid to such Holder including amounts deducted for foreign withholding tax, if any.

To the extent that foreign withholding tax is payable by a Holder in respect of the Proposed Distribution, either in respect of the receipt of Oby Shares or the cash amount in the case of an Unqualified Shareholder, such Holder may be eligible for a foreign tax credit or deduction under the Tax Act to the extent and under the circumstances described in the Tax Act. Holders should consult their own tax advisors with respect to the availability of a foreign tax credit or deduction having regard to their own particular circumstances.

#### *Dividends on Oby Shares*

A Holder will be required to include in computing such Holder's income for a taxation year the amount of any dividends, including amounts deducted for foreign withholding tax, if any, received (or deemed to be received) on Oby Shares. Dividends received on Oby Shares by a Holder who is an individual will not be subject to the gross-up and dividend tax credit rules in the Tax Act normally applicable to taxable dividends received from "taxable Canadian corporations" (as defined in the Tax Act). A Holder that is a corporation will not be entitled to deduct the amount of such dividends in computing its taxable income under the rules that generally apply to dividends received from taxable Canadian corporations.

To the extent that foreign withholding tax is payable by a Holder in respect of any dividends received on Oby Shares, the Holder may be eligible for a foreign tax credit or deduction under the Tax Act to the extent and under the circumstances described in the Tax Act. Holders should consult their own tax advisors with respect to the availability of a foreign tax credit or deduction having regard to their own particular circumstances.

#### *Disposition of Oby Shares*

A disposition or deemed disposition of an Ordinary Share by a Holder will generally result in a capital gain (or capital loss) equal to the amount by which the proceeds of disposition of such security, net of any reasonable costs of the disposition, are greater (or are less) than the adjusted cost base to the Holder of such security immediately before the disposition. The tax treatment of capital gains and capital losses is discussed in greater detail below under "Taxation of Capital Gains and Capital Losses".

#### *Taxation of Capital Gains and Capital Losses*

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Holder will be included in the Holder's income for the year of disposition. One-half of any capital loss (an "**allowable capital loss**") realized by a Holder in a taxation year generally must be deducted by the Holder against taxable capital gains in that year (subject to, and in accordance with, the provisions of the Tax Act). Any excess of allowable capital losses over taxable capital gains realized by a Holder in the year of disposition may be carried back up to three taxation years or forward indefinitely and deducted against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act.

For capital gains realized on or after June 25, 2024, Tax Proposals contained in draft legislation released on September 22, 2024 (the "**2024 Capital Gains Proposals**") would generally increase the capital gains inclusion rate from one-half to two-thirds for corporations and trusts, and from one-half to two-thirds for individuals (other than most types of trusts) on the portion of net capital gains realized that exceed \$250,000, including net capital gains realized indirectly through a trust or partnership.

Under the 2024 Capital Gains Proposals, two different inclusion rates would apply for taxation years that begin before and end on or after June 25, 2024 (the "**Transitional Year**"). As a result, for its Transitional Year, a Holder would be required to separately identify capital gains and capital losses realized before June 25, 2024 ("**Period 1**") and those realized on or after June 25, 2024 ("**Period 2**"). Capital gains and capital losses from the same period would first be netted against each other. Net capital gain (or net capital loss) would arise if capital gains (or capital losses) from one period exceed capital losses (or capital gains) from that same period. A Holder would be subject to the higher inclusion rate of two-thirds in respect of its net capital gains (or net capital losses) arising in Period 2, to the extent that these net capital gains (or net capital losses) exceed any net capital losses (or net capital gains) incurred in Period 1. Conversely, a Holder would be subject to the lower inclusion rate of one-half in respect of its net capital gains (or net capital losses) arising in Period 1, to the extent that these net capital gains (or net capital losses) exceed any net capital losses (or net capital gains) incurred in Period 2.

The annual \$250,000 threshold for a Holder that is an individual (other than most types of trust) would be fully available in 2024 without proration and would apply only in respect of net capital gains realized in Period 2 less any net capital loss from Period 1.

Under the 2024 Capital Gains Proposals, two-thirds of capital losses realized prior to June 25, 2024 will be deductible against capital gains realized on or after June 25, 2024 included in income at the two-thirds inclusion rate such that a capital loss will offset an equivalent capital gain regardless of the inclusion rate.

The amount of any capital loss realized on the disposition or deemed disposition of Oby Shares by a Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such Oby Shares or shares substituted for such Oby Shares to the extent and in the circumstances specified by the Tax Act. Similar rules may apply where an Oby Share is owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Holders to whom these rules may be relevant should consult their own tax advisors.

Capital gains realized by a Holder that is an individual or trust, other than certain specified trusts, may give rise to a liability for alternative minimum tax under the Tax Act.

#### *Additional Refundable Tax*

A Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" or a "substantive CCPC" (both as defined in the Tax Act) may be liable to pay a refundable tax on its "aggregate investment income"

(as defined in the Tax Act), including taxable capital gains and certain dividends.

#### *Foreign Property Information Reporting*

In general, a Holder that is a “specified Canadian entity” (as defined in the Tax Act) for a taxation year or a fiscal period and whose total “cost amount” (as defined in the Tax Act) of “specified foreign property” (as defined in the Tax Act), including Oby Shares, at any time in the year or fiscal period exceeds C\$100,000 will be required to file an information return with the CRA for the taxation year or fiscal period disclosing certain prescribed information in respect of such property. Subject to certain exceptions, a Holder generally will be a “specified Canadian entity”. Oby Shares will be “specified foreign property” to a Holder. Penalties may apply where a Holder fails to file the required information return in respect of such Holder’s “specified foreign property” on a timely basis in accordance with the Tax Act.

The reporting rules in the Tax Act relating to “specified foreign property” are complex and this summary does not purport to address all circumstances in which reporting may be required by a Holder. Holders should consult their own tax advisors regarding the reporting rules contained in the Tax Act.

#### *Offshore Investment Fund Property Rules*

The Tax Act contains provisions (the “**offshore investment fund property rules**” or “**OIF Rules**”) which, in certain circumstances, may require a Holder to include an amount in income in each taxation year in respect of the acquisition and holding of an Oby Share if: (1) the value of such security may reasonably be considered to be derived, directly or indirectly, primarily from portfolio investments in: (i) shares of the capital stock of one or more corporations, (ii) indebtedness or annuities, (iii) interests in one or more corporations, trusts, partnerships, organizations, funds or entities, (iv) commodities, (v) real estate, (vi) Canadian or foreign resource properties, (vii) currency of a country other than Canada, (viii) rights or options to acquire or dispose of any of the foregoing, or (ix) any combination of the foregoing (collectively, “Investment Assets”) and (2) it may reasonably be concluded that one of the main reasons for the Holder acquiring, holding or having such security was to derive a benefit from portfolio investments in Investment Assets in such a manner that the taxes, if any, on the income, profits and gains from such Investment Assets for any particular year are significantly less than the tax that would have been applicable under Part I of the Tax Act if the income, profits and gains had been earned directly by the Holder.

In making the determination under point (2) in the preceding paragraph, the OIF Rules provide that regard must be had to all of the circumstances, including (i) the nature, organization and operation of any non-resident entity, including Oby, and the form of, and the terms and conditions governing, the Holder’s interest in, or connection with, any such non-resident entity, (ii) the extent to which any income, profit and gains that may reasonably be considered to be earned or accrued, whether directly or indirectly, for the benefit of any non-resident entity, including Oby, are subject to an income or profits tax that is significantly less than the income tax that would be applicable to such income, profits and gains if they were earned directly by the Holder, and (iii) the extent to which any income, profits and gains of any non-resident entity, including Oby, for any fiscal period are distributed in that or the immediately following fiscal period.

If applicable to Oby Shares held by a Holder, the OIF Rules generally require the Holder to include in the Holder’s income for each taxation year in which the Holder owns such securities an imputed return equal to the amount, if any, by which (i) the total of all amounts each of which is the product obtained when the Holder’s “designated cost” (as defined in the Tax Act) of such securities at the end of a month in the year is multiplied by one-twelfth of the aggregate of the prescribed rate of interest for the period including that month plus two percentage points exceeds (ii) any dividends or other amounts included in computing such Holder’s income for the year (other than a capital gain) from such securities determined without reference to the OIF Rules. Any amount required to be included in computing a Holder’s income in respect of Oby Shares under these provisions will be added to the adjusted cost base and the designated cost of such securities to the Holder.

The OIF Rules are complex and their application will potentially depend, in part, on the reasons for a Holder acquiring, holding or holding Oby Shares. Holders are urged to consult their own tax advisors regarding the application and consequences of the OIF Rules in their own particular circumstances.

## **No prospectus for Proposed Distribution - Exemptions for Singapore, Canada, United States and United Kingdom**

### **Singapore**

Shareholders residing in Singapore should note that the Proposed Distribution is made in reliance on the exemption under section 272(1) of the Securities and Futures Act 2001 of Singapore. It is not made in or accompanied by a prospectus that is registered by the Monetary Authority of Singapore.

### **Canada**

This letter and the Notice of Meeting may be made available, and the Oby Shares distributed, in Canada solely to existing Verde shareholders in reliance upon exemptions from the prospectus and registration requirements of the applicable Canadian securities law in each province and territory of Canada. No securities commission in Canada has reviewed or in any way passed upon this Notice of Meeting or the merits of the Distribution. Any resale of the Shares in Canada must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements.

### **United Kingdom**

Neither this letter nor the Notice of Meeting nor any other document relating to the Distribution has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (“FSMA”)) has been published or is intended to be published in respect of the Shares.

This letter and the Notice of Meeting does not constitute an offer of transferable securities to the public within the meaning of the UK Prospectus Regulation or the FSMA. Accordingly, this document does not constitute a prospectus for the purposes of the UK Prospectus Regulation or the FSMA.

This letter and Notice of Meeting is issued on a confidential basis in the United Kingdom to existing shareholders of Verde AgriTech.

This letter and Notice of Meeting may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Verde.

In the United Kingdom, this letter and Notice of Meeting is being distributed only to, and is directed at, persons (i) who fall within Article 43 (members of certain bodies corporate) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, or (ii) to whom it may otherwise be lawfully communicated (together “relevant persons”). The investments to which this letter and Notice of Meeting relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this letter or the Notice of Meeting or any of its contents.

### **United States**

This letter and Notice of Meeting has not been filed with, or reviewed by, the US Securities and Exchange Commission or any US state securities authority and none of them has passed upon or endorsed the merits of the Distribution or the accuracy, adequacy or completeness of the letter and the Notice of Meeting. Any representation to the contrary is a criminal offence.

The Oby Shares have not been, and will not be, registered under the US Securities Act 1933 or the securities laws of any US state or other jurisdiction. Upon completion of the Distribution, the Shares will be issued pursuant to an



exemption from the registration requirements under the US Securities Act and applicable US state securities laws. The Distribution is not being made in any US state or other jurisdiction where it is not legally permitted to do so.

US shareholders of Verde AgriTech should note that the Distribution is made of securities of an Australian company in accordance with the laws of Singapore and Australia. The Distribution is subject to disclosure requirements of Singapore that are different from those of the United States.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws, since Verde AgriTech and Oby are located in outside the United States and most, if not all, of their officers and directors are residents of countries other than the United States. You may not be able to sue their respective officers or directors in Singapore or Australia for violations of the US securities laws. It may be difficult to compel Verde AgriTech and Oby to subject themselves to a US court's judgment.

### **Permitted Shareholders**

No action has been taken to register or qualify the Shares or otherwise permit a public offer of such securities in any jurisdiction outside Australia.

Based on the information available to Verde AgriTech, shareholders of Verde AgriTech whose addresses are shown in the register on the record date for the Distribution as being in the following jurisdictions will be entitled to have Shares distributed to them subject to any qualifications set out below in respect of that jurisdiction:

- Australia;
- Canada;
- United Kingdom;
- United States; and
- any other person or jurisdiction in respect of which Verde AgriTech reasonably believes that it is not prohibited and not unduly onerous or impractical to issue Shares to a Verde AgriTech shareholder with a registered address in such jurisdiction.

Nominees, custodians and other Verde AgriTech shareholders who hold Verde AgriTech shares on behalf of a beneficial owner resident outside Australia, Singapore, Canada and the United States, may not forward this letter and the Notice of Meeting (or any accompanying document) to anyone outside these countries.

### **Unqualified Shareholders**

The Company plans to make arrangements for the Oby Shares which would otherwise have been distributed to the Unqualified Shareholders to be held by a nominee on behalf of Unqualified Shareholders such that once the Oby Shares may be sold for cash proceeds after the expiry of any restricted escrow holding period, the nominee shall sell these Oby Shares at prices prevalent at the time of sale (as the Directors deem fit) and thereafter distribute the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith (averaged across all sales of such Oby Shares), proportionately among the Unqualified Shareholders according to their respective entitlements to the Oby Shares as at the Record Date in full satisfaction of their rights to the Oby Shares. Where the net proceeds to which any particular Unqualified Shareholder is entitled is less than \$500, such net proceeds shall be retained for the benefit of the Company, and no Unqualified Shareholder shall have any claim whatsoever against the Company or Oby in connection therewith.

As security prices may vary from time to time (assuming a liquid market is available), the net proceeds of sale to Unqualified Shareholders may be more or less than the notional dollar value of the reduction of capital. Where costs and expenses of sale (averaged across all sales of such Oby Shares) exceeds the gross sale proceeds, the net sale proceeds will be nil, in which case the Unqualified Shareholders will not receive any payment. The nominee will act on a best-efforts basis to sell the Unqualified Shareholders' Oby Shares and will not be liable to the Unqualified Shareholders' for any loss suffered as a result.

### **Interests of Directors and controlling Shareholders**

The following table sets forth the name and province or state and country of residence of each Director of the Company, as well as such individual's position within the Company, principal occupation and number of securities beneficially owned or controlled or directed, directly or indirectly by each such Director. The statement as to securities beneficially owned, or controlled or directed, directly or indirectly, by the Directors hereinafter named in each instance is based upon information furnished by the person concerned and is as at the date of this Circular:

<b>Name, Place of Residence and Position Held Within the Company</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Number of Ordinary Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly</b>
<b>Cristiano Veloso</b> United Kingdom Director	Founder, Chairman and Chief Executive Officer of the Company	August 2006	9,559,659
<b>Renato Gomes</b> <sup>(1) (2) (3)</sup> Finland Director	President and Chief Executive Officer of Atlantica Mining Corporation	June 2009	256,716
<b>Fernando Prezzotto</b> <sup>(1) (2) (3)</sup> Brazil Director	Founder and CEO of SEMPRES AgTech	September 2022	Nil
<b>Hannah Oh</b> <sup>(1) (2) (3)</sup> Singapore Director	Co-Founder of IXO	June 2024	Nil

**Notes:**

- (1) Member of the Corporate Governance and Nominating Committee
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.

**Directors' Recommendation**

Having considered, inter alia, the terms and/or rationale of the Proposed Distribution by way of Capital Reduction, the Directors are of the view that the Proposed Distribution by way of Capital Reduction is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favor of the Proposed Distribution by way of Capital Reduction.

In giving the above recommendations, the Directors have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As different Shareholders would have different investment objectives and profiles, the Directors recommend that any individual Shareholder who may require specific advice in relation to his specific investment portfolio should consult his bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser(s).

Overall, the Directors are of the view that the proposals to be considered at the Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The Directors unanimously recommend that shareholders vote in favor of the proposed resolutions, as they propose to do in respect of their own holdings in the ordinary share capital of the Company.

Shareholders are requested to complete the reply-paid form of proxy in accordance with its instructions and return it to TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada as soon as possible, and in any event no later than 48 hours (including weekends and holidays) prior to the Meeting, at 09:00 a.m. (EST) / 11:00 a.m. (BRT) on December 18, 2024. Shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy. The return of a form of proxy will not preclude a shareholder from attending and voting at the Meeting if he/she so wishes. Full details are given in the form of proxy.

It is the intention of the management to give a presentation to shareholders at the Meeting to update them on operational progress and we look forward to as many as possible observing the Meeting and to receiving shareholders' questions in advance to enable an open dialogue and the maximum shareholder engagement possible in the current circumstances.

### **Directors' Responsibility Statement**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this circular constitutes full and true disclosure of all material facts about the Proposed Distribution by way of Capital Reduction, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this circular misleading. Where information in this circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this circular in its proper form and context.

Yours faithfully,

*"Cristiano Veloso"*

Cristiano Veloso  
Chair, Board of Directors

**VERDE AGRITECH LTD.****MANAGEMENT INFORMATION CIRCULAR****SOLICITATION OF PROXIES**

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Verde AgriTech Ltd. (the “**Company**”) for use at the Extraordinary General Meeting (the “**Meeting**”) of holders (“**Shareholders**”) of ordinary shares (“**Ordinary Shares**”) of the Company, and any adjournment(s) or postponement(s) thereof, to be held at the time and place and for the purposes set forth in the attached Notice of Extraordinary General Meeting (the “**Notice**”).

It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally by regular employees of the Company at a nominal cost. The costs of solicitation will be borne by the Company.

The information contained in this Circular is given as of November 13, 2024, unless otherwise indicated. All dollar amounts in this Circular are expressed in Canadian dollars unless otherwise indicated.

**NOTICE AND ACCESS**

The Company has elected to use the notice-and-access provisions (“**Notice-and-Access Provisions**”) for the Meeting pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) with respect to the mailing of Meeting materials to both registered Shareholders and beneficial Shareholders (“**Non-Registered Shareholders**”).

The Notice-and-Access Provisions are a new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Circular and any additional materials on a non-SEDAR+ website rather than delivering such materials by mail. Reporting issuers may still choose to continue to deliver such materials by mail, and Shareholders will be entitled to request delivery of a paper copy of this Circular at the Company’s expense.

In order for the Company to utilize the Notice-and-Access Provisions to deliver proxy-related materials by posting this Circular (and if applicable, other materials) electronically on a website that is not SEDAR+, the Company must send a notice to Shareholders, indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain a paper copy of those materials from the Company.

Basic information about the Meeting and the matters to be voted on, an explanation of how a Shareholder can obtain a paper copy of this Circular and any related financial statements and MD&A, and an explanation of the Notice-and-Access Provisions process, have been built into the Notice. The Notice has been delivered to Shareholders by the Company, along with the applicable voting document (a form of proxy in the case of registered Shareholders or a voting instruction form in the case of Non-Registered Shareholders) and the notice described in the preceding paragraph (together, the “**Notice Package**”).

The Company will not rely upon the use of “stratification”. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Circular with the Notice Package. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting.

Please review this Circular carefully and in full prior to voting in relation to the matters to be conducted at the Meeting. This Circular is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and at <https://investor.verde.ag/>.

Any registered Shareholder and any Non-Registered Shareholder wishing to receive a paper copy of this Circular may do so by calling the toll-free number: 1-866-600-5869.

In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of this Circular prior to the Proxy Deadline (as defined below), any Shareholder wishing to request a paper copy of the Circular as described above, should ensure such request is received by at 09:00 a.m. (EST) / 11:00 a.m. (BRT) on December 11, 2024. Following the Meeting, Shareholders who still wish to receive a paper copy of the Circular should contact the Company's registrar, TSX Trust Company, toll free, at 1-866-600-5869.

### **APPOINTMENT AND DEPOSIT OF PROXIES**

The enclosed form of proxy provides for the appointment of the Chairman of the Meeting as proxy.

**A Shareholder has the right to appoint any other person (who need not be a Shareholder) to attend, speak and vote on his/her behalf at the Meeting or any adjournment or postponement thereof. Such right may be exercised by striking out "the Chairman of the Meeting" on the form of proxy and by inserting in the blank space provided for that purpose the name of the desired person. To be effective, proxies must be deposited with the Company, c/o the Company's registrar, TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada not later than 48 hours before the time appointed for the Meeting or any adjournment(s) or postponement(s) thereof (the "Proxy Deadline"), together with any power of attorney or other authority (or a notarized certified copy thereof) under which it is signed.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Ordinary Shares represented by the proxy submitted by a Shareholder appointing the Chairman of the Meeting will be voted in accordance with the directions, if any, given in the proxy. Where the Shareholder has not specified in the proxy the manner in which the Ordinary Shares represented by the proxy are to be voted, such Ordinary Shares will be voted in favor of the passing of the matters set forth in the Notice.

### **REVOCAION OF PROXIES**

A Shareholder who has given a proxy may revoke the proxy by an instrument in writing, including another proxy, duly executed by the Shareholder or by his or her attorney authorized in writing, deposited with the Company as provided above. A Shareholder may also revoke a proxy in any other manner permitted by law, but such revocation must be prior to the exercise of such proxy in respect of the particular matter.

### **MANNER OF VOTING AND EXERCISE OF DISCRETION BY PROXIES**

If a Shareholder appoints the Chairman of the Meeting as his or her proxy, the Chairman of the Meeting will vote the Ordinary Shares in respect of which he is appointed in accordance with the direction of the Shareholder appointing him. **In the absence of such direction, such Ordinary Shares will be voted in favor of the passing of each of the resolutions described below.**

The enclosed form of proxy confers discretionary authority upon the person named therein with respect to amendments or variations to matters identified in the notice of the Meeting and with respect to other matters which may properly come before the Meeting or any adjournment or postponement thereof. At the time of the printing of this Circular, management knows of no such amendments, variations, or other matters to come before the Meeting, other than the matters referred to in the notice of the Meeting. However, if any other matters should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the appointed proxy.

## VOTING BY BENEFICIAL SHAREHOLDERS

The information in this section is of significant importance to Shareholders who do not hold their Ordinary Shares in their own name. Most Shareholders are "non-registered" shareholders because the Ordinary Shares they own are not registered in their names but are instead registered in the name of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as "Beneficial Shareholders") should note that only registered Shareholders or their duly appointed proxy holders are entitled to vote at the Meeting. If Ordinary Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Ordinary Shares will not be registered in such Shareholder's name on the records of the Company. Such Ordinary Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Ordinary Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Extraordinary General Meeting.**

Existing regulatory policy in Canada requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Ordinary Shares are voted at the Meeting. Often the form supplied to a Beneficial Shareholder by its broker is almost identical to the form of proxy provided by the Company to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Ordinary Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Ordinary Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Ordinary Shares must be communicated to Broadridge well in advance of the Extraordinary General Meeting) in order to have the Ordinary Shares voted.**

This Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBO's**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBO's**"). Subject to the provision of the Canadian Securities Administrators' National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* ("**NI 54-101**"), issuers may request and obtain a list of their NOBO's from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Ordinary Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Ordinary Shares on your behalf.

The Company's OBO's can expect to be contacted by Broadridge or their broker or their broker's agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Ordinary Shares registered in the name of their broker, a Beneficial Shareholder may attend the Meeting as proxy holder for the registered Shareholder and vote the Ordinary Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Ordinary Shares as proxy holder for the registered Shareholder should enter their own names in the blank space on the proxy or voting instruction card provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

### INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Circular, no person who has been a director or executive officer of the Company at any time since January 1, 2023, being the beginning of the Company's last completed financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has or has had any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon.

### VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

On October 31, 2024, the record date for the Meeting (the "**Record Date**"), 52,669,724 Ordinary Shares were issued and outstanding. Each Ordinary Share entitles a Shareholder to vote on all matters to be acted upon at a meeting of Shareholders. All Shareholders of record as at the Record Date will be entitled to attend and vote at the Meeting.

To the knowledge of the directors or executive officers of the Company, there are no persons who beneficially own, or control or direct, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to the voting securities of the Company, other than as set out in the following table:

Name of Shareholder	Number of Common Shares <sup>(1)(2)</sup>	Percentage of Common Shares <sup>(1)(2)</sup>
Cristiano Veloso	9,559,659	18.15%

- (1) The information as to Ordinary Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the relevant shareholder.
- (2) On a non-diluted basis.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Appointment of Auditor

As requested by Verde AgriTech, Ernst & Young LLP (“**EY**”) resigned as the Company’s auditors on 8 October 2024. RSM SG Assurance LLP (“**RSM**”) has been considered and recommended by the Audit Committee and the Board of Directors of the Company to be appointed as the auditor of the Company at the Meeting. There were no “reportable events” between the Company and EY within the meaning of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”). In accordance with Section 4.11 of NI 51- 102, a notice of change of auditor was sent to EY and RSM, each of which provided a letter to the securities regulatory authority in each province of Canada where the Company is a reporting issuer stating that they agree with the statements in the notice of change of auditor. A reporting package, as defined in NI 51-102, is attached as Schedule “A” to this Circular and includes the notice of change of auditor and the above-mentioned letters from EY and RSM to the applicable securities regulatory authorities. The reporting package has also been filed under the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

At the Meeting, Shareholders will be requested to appoint RSM SG Assurance LLP, and to authorize the board of directors (“**Board**” or “**Board of Directors**”) to fix the auditors’ remuneration.

In order to be effective, the Ordinary Resolution approving the appointment of the auditor must be approved by a majority of the votes cast in relation to the Ordinary Resolution (ignoring for this purpose any votes which are cast as neither for nor against).

### Share Capital Reduction

At the Meeting, Shareholders will be requested to approve the Share Capital Reduction.

In order to be effective, the Special Resolution approving the share capital reduction must be approved by a majority of not less than three-fourth of the votes cast in relation to the Special Resolution (ignoring for this purpose any votes which are cast as neither for nor against).

**In the absence of a contrary instruction (assuming that one of the directors or a senior executive of the Company attending the Meeting in person acts as Chairman of the Meeting), the Chairman of the Meeting intends to vote FOR the appointment of RSM SG Assurance LLP as auditors of the Company, and to authorize the Board of Directors to fix the remuneration of the auditors; and also intends to vote FOR the Share Capital Reduction.**

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as defined in NI 51-102), or any associate or affiliate of any informed person has, since January 1, 2023 (being the commencement of the Company’s last completed financial year), had any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.



### **ADDITIONAL INFORMATION**

Additional information regarding the Company and its business activities is available under the Company's profile on the SEDAR+ website located at [www.sedarplus.ca](http://www.sedarplus.ca). The Company's financial information is provided in the Company's audited consolidated financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the Company's profile on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at <https://investor.verde.ag>. Copies of the Company's consolidated financial statements and related management discussion and analysis are available upon request, free of charge to Shareholders of the Company, by contacting the Chief Financial Officer, at the Company's principal office located at 16 Collyer Quay #17-00 Singapore 049318.