VERDE AGRITECH LTD.

ANNUAL INFORMATION FORM
FOR THE YEAR ENDED DECEMBER 31, 2024

March 31, 2025

SUMMARY

FORWARD-LOOKING INFORMATION

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

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

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

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

- general business, economic, competitive, political and social uncertainties;
- the actual results from current development activities;
- conclusions of economic evaluations;
- unexpected increases in capital or operating costs;
- changes in equity markets, inflation and changes in foreign currency exchange rates;
- changes in project parameters as plans continue to be refined;
- changes in labor costs;
- future prices of commodities;
- possible variations of mineral grade or recovery rates;
- accidents, labor disputes and other risks of the mineral exploration industry;

- political risks arising from operating in Brazil; delays in obtaining governmental consents, permits, licenses and registrations;
- approvals or financing; as well as those factors discussed in the section entitled “Risks” in this AIF.
- the Company’s ability to manage its current and future debt obligations, including the successful execution of restructuring agreements and court approvals;
- the risk that the Company may be unable to secure additional financing on favorable terms, or at all, which could materially impact its operational continuity and growth strategy;

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

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

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

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

CURRENCY AND EXCHANGE RATE INFORMATION

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

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

The closing, high, low and average exchange rates for Brazilian Real (based on the noon rates) expressed in Canadian Dollars for the year ended December 31, 2024, as reported by the Bank of Canada, were as follows:

Table 1: Brazilian Real Exchange Rates

Brazilian Real	($)
Closing	0.2327
High	0.2758
Low	0.2315
Average	0.2553

As of March 14, 2025, the exchange rate for one Brazilian Real expressed in Canadian Dollars, based upon the noon rate provided by the Bank of Canada was $0.27.

The closing, high, low and average exchange rates for U.S. Dollars (based on the noon rates) expressed in Canadian Dollars for the year ended December 31, 2024, as reported by the Bank of Canada, were as follows:

Table 2: U.S. Dollars Exchange Rates

U.S. Dollars	($)
Closing	1.4389
High	1.4416
Low	1.3316
Average	1.3698

As of March 27, 2025, the exchange rate for one US$ expressed in Canadian Dollars, based upon the noon rates provided by the Bank of Canada was $1.43.

1. CORPORATE STRUCTURE

1.1. Name, Address and Incorporation

Verde AgriTech Plc. was incorporated in England on August 14, 2006 as “Amazon Mining Holding PLC” under the U.K. Companies Act 1985, which was replaced by the U.K. Companies Act 2006 (the “U.K. Companies Act”).

Verde AgriTech Ltd. (“Verde AgriTech”, “Verde” or the “Company”) is a Company incorporated under the laws of Singapore, by way of a scheme of arrangement effective on July 29, 2022.

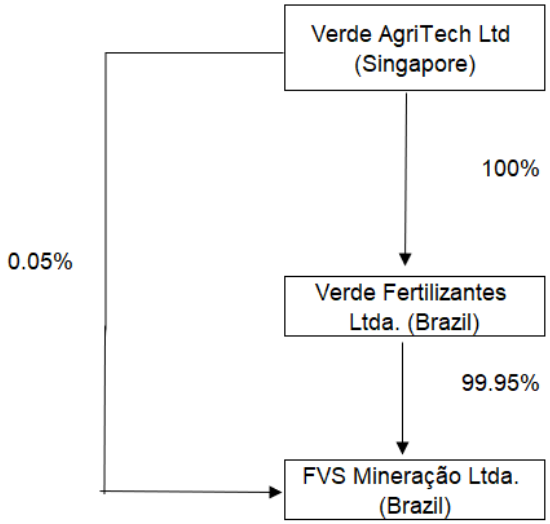
As part of the redomicile from the UK to Singapore, Verde AgriTech Plc’s ordinary shares were exchanged on a one-for-one basis for common shares of Verde. Verde AgriTech Ltd. is accounted for as a continuation of Verde AgriTech Plc.

Verde AgriTech Ltd.’s registered office is 16 Collyer Quay, #17-00, Collyer Quay Centre, Singapore, 049318.

Verde AgriTech Ltd.’s ordinary shares trade on the Canadian Toronto Stock Exchange (”TSX”) under the same symbol as Verde AgriTech Plc, “NPK”.

1.2. Inter-corporate Relationships

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



Notes:

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

2. DESCRIPTION OF THE BUSINESS

2.1. General

Verde AgriTech is a climate-smart agricultural technology company, committed to advancing sustainable and regenerative farming practices in Brazil. The Company produces specialty multi-nutrient potassium fertilizers (the "**Products**") that has potential to play a key role in decarbonizing the agricultural sector.

The Company's mission is to increase agricultural productivity, enhance soil health and significantly contribute to environmental sustainability. With proprietary technologies, Verde develops solutions that meet farmers' immediate needs for crop nutrition while simultaneously addressing global challenges such as food security and climate change.

The Company's core activity is the production and commercialization of fertilizers and other products derived from glauconitic siltstone, a mineral historically used as a natural potassium source for over 250 years.[1]

As a fully integrated company, Verde extracts its natural raw material from areas composed mainly of degraded pastures, processes it, and then distributes its Products for application.

Verde currently exports its Products to the Unites States of America, Canada, China, Thailand, and Paraguay, and exports are responsible for less than 1% of 2024 yearly revenue. Notwithstanding, the Company's primary focus is to grow its market share in Brazil, the second largest consumer of potash in the world and the world's largest potash importer.

2.2. Product Development:

- **K Forte®:** a multi-nutrient potassium specialty fertilizer that serves as a direct substitute for KCl, providing potash to plants along with additional nutrients like manganese, silicon, and Mg magnesium. Its raw material is Glauconitic Siltstone. K Forte® releases nutrients gradually and has a long-term residual effect on the soil. It withstands rain doesn't leach, enabling plants to carry on absorbing its nutrients regardless of the weather. Its large surface area and high water and ion retention capacity favor microbial development, improving soil biodiversity. K Forte® is chloride and salinity free. It can be directly applied in large doses without causing any harm to the plant and soil or soil compaction.
- **Super Greensand®:** Verde's multinutrient potash fertilizer brand is marketed internationally.
- **BAKS ®:** a combination of K Forte® plus other nutrients that can be chosen by customers according to the needs of their crop, increasing nutritional efficiency. BAKS® also promotes increased operational efficiency by reducing the number of fertilizer applications required for crops. It is the only fertilizer in Brazil with micronized sulfur.

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

- **MONDÉ®:** A silicon-based fertilizer that can increase plant resistance to pests, improve structural integrity, and enhance nutrient absorption efficiency. It also promotes water retention, allowing crops to become more resilient to drought conditions.
- **CATU®:** A certified organic fertilizer containing potassium, silicon, manganese, and magnesium, designed to improve soil health and microbial activity.
- **USSU®:** A high-efficiency macro and micronutrient fertilizer that can boost crop productivity, reduce environmental risks, and enhance nitrogen retention in soil.
- **MIRI®:** A micronutrient fertilizer enriched with boron, manganese, silicon, and magnesium, capable of ensuring balanced and efficient nutrition throughout the plant cycle.
- **YBA®:** A specialized fertilizer line tailored for different crop types.
- **AYRA®:** A seed coating material rich in potassium, magnesium, manganese, and silicon.

2.3. Technology Development:

The Company developed unique technologies to enable the production of the best solutions for crop nutrition, crop protection, soil improvement and increased sustainability. They are present in the conception of the products.

The technologies are:

- **Micro S Technology**: exclusive elemental sulfur micronization technology, that allows for a larger contact surface to facilitate the work of microorganisms.
- **3D Alliance:** technology developed to transform the three-dimensional structure of the raw materials added to the fertilizer.
- **Cambridge Tech:** developed in partnership with the University of Cambridge, this technology changes the structure of the raw material through mechanical activation, aiming to ensure that potassium and other nutrients are made available to plants progressively.
- **N Keeper:** processing technology for Verde's raw material that potentially alters its physical-chemical properties to enable ammonia retention for use as a calibrated additive in Nitrogen fertilizers.
- **Bio Revolution:** technology that enables the incorporation of microorganisms into mineral fertilizers. K Forte® was the first fertilizer in the world to use Bio Revolution technology. *Bacillus aryabhattai,* widely renowned in agriculture for its multiple benefits, was the first microorganism incorporated into Verde's Product.
- **Dust Control:** technology that promotes a slight aggregation effect on the ultrafine particles of K Forte® and BAKS®, enabling the optimization of crop fertilization by reducing drift during application. The micro-particles are easily dispersed in the soil and their contact is maximized by the ultrafine particle size of Verde's fertilizers, providing uniform application and efficient nutrition to crops.

Verde's focus on research and development has resulted in four patents for the Company and seven patents pending.

2.4. Cerrado Verde Project

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

In November 2017, the Company announced the conclusion of a Pre-Feasibility Study ("**2017 PFS**") for the expansion of production. The 2017 PFS evaluated the technical and financial aspects of producing 25 Mtpy of the Product divided into three phases: Phase 1 (0.6Mtpy); Phase 2 (5Mtpy) and Phase 3 (25Mtpy). The proposed scalable development was predicted on production growth being financed largely from expected internal cash flow.

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

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

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

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

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

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

In November 2022, Verde announced that the expansion of Plant 2 was complete, with production capacity being ramped up from 1.2 Mtpy to 2.4 Mtpy of Verde's Product.

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

Verde's Plant 1 operates at a capacity of 0.6Mtpy; therefore, Verde's current overall production capacity is 3Mtpy, establishing the Company as Brazil's largest potash producer by capacity in production.

Verde is fully permitted to mine 2,833,000 tpy and has submitted concurrent mining and environmental applications for an additional 25,000,000 tpy, which is still pending approval.

In 2022, Verde has developed partnerships with British universities that are leaders in Soil Science[3] that have proven Verde's Products have the potential to remove carbon dioxide ("**CO_2**") from the atmosphere through Enhanced Rock Weathering ("**ERW**").

ERW refers to a suite of techniques aimed at accelerating natural rock weathering, which involves the breakdown of minerals and the absorption of CO_2 from the atmosphere. In nature, the process takes centuries as the rocks' surface is gradually weathered down and reacts with CO_2 to form new stable carbonate minerals or bicarbonate ions, effectively removing CO_2 from the atmosphere and storing it for thousands of years.

As detailed by an independent study conducted at Newcastle University under the leadership of Prof. David Manning, PhD, a renowned soil scientist, the carbon dioxide removal properties of the Products are estimated at 120kg per ton. Verde's installed overall production capacity is 3,000,000 tpy, translates to a CO_2 removal potential of 360,000 tons per year, with no requirement for additional CAPEX.

The Company continues to develop its Cerrado Verde Project and will carry on with the market development, engineering studies, construction, finance and environmental licensing efforts to advance the project, while at the same time continuing to evaluate the potential of its mineral resource for additional products for the agricultural market.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1. Pre-2021

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

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

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

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

[3] See "Verde's Products Remove Carbon Dioxide From the Air" and "Verde's Products Remove Carbon Dioxide from Air in Mere Months of Application".

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

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

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

In December 2020, the Company introduced a new product to the market, named BAKS®, which is a combination of K Forte® plus other nutrients that can be chosen by customers according to their crops' needs. Along with the new product, Verde also introduced two new technologies: 3D Alliance and Micro S Technology.

3.2. 2021

In June 2021, the Company launched N Keeper, a proprietary processing technology for its raw material that alters its physical-chemical properties to enable ammonia retention for use as a calibrated additive in Nitrogen fertilizers. N Keeper leads to the reduction of Nitrogen volatilization loss, which provides the efficiency of crop fertilization increase, mitigation of environmental impacts, and reduction of climate changes.

In August 2021, the Company started the construction of Plant 2.

3.3. 2022

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

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

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

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

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

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

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

In September 2022, after serving on Verde's Board of Directors for a combined total of over 24 years, Mr. Getúlio Fonseca, Mr. Paulo Sérgio Ribeiro and Mr. Michael St Aldwyn retired as Company directors.[8] This was a part of the Company's strategy of Board renewal to better meet the threshold set by certain shareholder advisory firms, which have deemed part of its Board as 'non-independent directors' either because the directors hold too many shares in the Company or the directors have held extensive tenures. Mr. Fonseca, Mr. Ribeiro and Mr. St Aldwyn's retirement was followed by the appointment of Luciana de Oliveira Cezar Coelho, Fernando Prezzotto[9] and Madeleine Lee[10] to act as directors.

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

In November 2022, the Brazilian National Mining Agency ("ANM", from *Agência Nacional de Mineração*) issued a set of orders granting Verde multiple easements over lands that will enable the Company to access and build the mines capable of jointly producing up to 23 Mtpy of the Product, as detailed in the PFS.[11] An easement grants a right to cross or otherwise use someone else's land for a specified purpose without the need to own the land. As in most jurisdictions, in Brazil the mineral right is separate from the right to surface land. Verde received multiple favorable decisions from the ANM determining that Verde is entitled to 1,439

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

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

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

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

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

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

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

hectares of easements, sufficient to enable the Company to implement the 23Mtpy scenario of its PFS, which has a subsequent scenario of 50Mtpy.

3.4. 2023

In June 2023, Verde's shareholders voted to approve the Company's proposal to refrain sales to regions within the Amazon Rainforest - except for projects that plant native trees for reforestation - in a commitment to combat deforestation.[12] The initiative will protect a territory encompassing a total of 2.23 million km².[13] To put its magnitude into perspective, this area surpasses the combined size of Japan, Germany, the United Kingdom, France, and Italy. Aligned with the Company's purpose of improving the health of all the people and the Planet, the Resolution represents a significant step in the ongoing battle against deforestation in one of the world's most biologically rich regions.

In July 2023, Verde announced the carbon removal properties of its K Forte® and Super Greensand®, as detailed by an independent study conducted at Newcastle University under the leadership of Prof. David Manning, PhD, a renowned soil scientist. The carbon dioxide capture potential of the Product is estimated at 120kg per ton. The CO_2 removal does not require any change to the Products' production and farmland application methods, nor does it change the nutritional benefits to plants.

In October 2023, the Company announced the results of its first Life Cycle Analysis, completed by LCA Design Corporation, a leading Canadian consultancy firm. The LCA determines the climate impacts associated with the production of Verde's potassium fertilizer K Forte® from cradle-to-grave. The LCA was conducted according to ISO 14040/44:2006 Standard and Puro Earth Enhanced Rock Weathering Methodology.

3.5. 2024

In February 2024, Verde announced Marcus Ribeiro as Vice President Sales. Mr. Ribeiro will lead a skilled team of 7 account managers, overseeing 2,468 of Verde's clients. These clients collectively cultivate over 940,000 hectares and present a potential purchase volume of 1.4 million tons of Product. Mr. Ribeiro's responsibilities extend to managing Verde's indirect sales team, with a portfolio that includes 110 independent sales agents and distributors. This segment of sales has played a significant role in the Company's revenue, contributing 46% of the Company's sales volume in 2021, 41% in 2022, 37% in 2023. Mr. Ribeiro brings over 20 years of experience in Agribusiness, encompassing roles in commercial, technical, administrative and personnel management.

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[12] The states of Amazonas, Acre, Roraima, and Amapá were entirely considered as Amazon Rainforest. For states that include partial forest areas, municipalities with less than 500 hectares of planted area were considered predominantly Amazon Rainforest.

[13] Source: Brazilian Institute of Geography and Statistics (IBGE), Municipal Digital Mesh of the Brazilian Political-Administrative Division (2022). Available at: https://www.ibge.gov.br/geociencias/organizacao-do-territorio/malhas-territoriais/15774-malhas.html?edicao=36516&t=acesso-ao-produto

As of 31 December 2023, the Company did not meet certain financial covenants related to loan agreements with a financial institution. In March 2024, a waiver letter was issued by the bank, which did not demand immediate repayment due to the breach of the financial covenant and confirmed that the remaining terms of the agreement remain unchanged. As a result, at the date of issuance of the consolidated financial statements, such loans and borrowings are not deemed due for immediate repayment nor required to be repaid before their maturity dates.

In April 2024, Verde announced that it had been named as one of the Top 100 most promising carbon removal innovators competing in the XPRIZE Carbon Removal. The goal of the XPRIZE Carbon Removal is to build a new industry of successful carbon removal companies that collectively reach gigaton-scale. Verde has been ranked amongst the top 100 collection of innovative companies from 25 countries which represent all carbon dioxide removal pathways: Air, Ocean, Land and Rocks. The XPRIZE announcement kicks-off a campaign to promote the most promising carbon removal companies in the world and the publication of the “Top 100 Team Book”.

In the second quarter of 2024, the Company initiated a Strategic Debt Restructuring Plan, which includes seeking specific Preliminary Judicial Relief to obtain temporary protection against actions and foreclosures by 7 banks. This request is aimed at ensuring stability while the Company renegotiate terms with financial creditors. In compliance with legal requirements, all loan payment obligations have been suspended since April 2024. It is important to emphasize that this measure does not affect the Company's operations, nor does it compromise contractual obligations to suppliers. Negotiations with the banks are progressing constructively, and the Company anticipates achieving a significant improvement in debt terms, including a substantial extension of the payment period, a grace period, and a reduction in interest rates. This strategy is aligned with Verde’s long-term objectives and reaffirms the Company’s commitment to financial and operational sustainability.

In May 2024, Verde announced that Hannah Oh has been recommended for appointment to the Company’s Board of Directors at the upcoming Annual General Meeting, pending shareholders’ approval.

Also in May 2024, the Company announced that its common shares begin trading today on the OTCQX® Best Market under the ticker symbol “VNPKF”. OTCQX is the highest market tier of OTC Markets on which 12,000 U.S. and global securities trade. Verde’s common shares will continue to trade on the Toronto Stock Exchange under the symbol “NPK”.

In June 2024, the Company announced that its potassium multinutrient specialty fertilizer, K Forte®, has a significantly lower carbon footprint than traditional potassium chloride fertilizer, according to the calculation tool developed by the Brazilian government, RenovaCalc. The emission factor in RenovaCalc applied to Potassium Chloride, with 60% K_2O mass content, is set at 0.455 tons of carbon dioxide equivalent per ton of K_2O (“t CO_2e/t K_2O”), sourced from the Ecoinvent database. Following RenovaCalc’s criteria and based on K Forte®’s Life Cycle Assessment (“LCA”), the emission factor of the Product is set at 0.0655 t CO_2e/t K_2O. Therefore, the substitution of KCl fertilizer with Verde's Product results in a reduction in emissions of

0.39 t CO_2e/t K_2O, which represents an 85.6% reduction of the carbon footprint for K_2O within sugarcane and corn ethanol production in Brazil.

On October, Verde announced that it had successfully renegotiated with banks holding 73% of its outstanding loans. Following this action, the Company expected the remaining five creditor banks to accept the same terms or face a 75% debt reduction through a court order, as per applicable Brazilian legislation. Under the renegotiated agreement, the repayment term is extended to 120 months, with principal repayments suspended for 18 months. Crucially, 90% of the principal will be repaid on a staged schedule, starting after 55 months. The deal is anticipated to yield cash savings of R$115 million over the next 24 months. Additionally, all interest payments are suspended for 18 months, followed by an average nominal interest payment based on Brazil's CDI (*Certificado de Depósito Interbancário*) plus 2.08%.

Also, in October the Company announced that 4,708 hectares of its mineral concessions are prospective for Magnetic Rare Earths mineralization, following a review of historical drill holes. MREs, including Praseodymium, Neodymium, Dysprosium, and Terbium, are in high demand due to their crucial role in the energy transition and these elements are also essential components in the production of high-performance magnets used in electric vehicles, wind turbines, and other green technologies. Results from 15 additional drill holes revealed a 65-meter mineralized zone with grades of up to 4,209 ppm TREO and 975 ppm MREO. Verde also announced significant assay results from over 1,500 meters of exploration, identifying rare earth elements with concentrations reaching up to 12,487 ppm TREO and 3,357 ppm MREO. Results from 13 additional drill holes revealed an 89-meter mineralized zone with grades of up to 3,706 ppm TREO and 839 ppm MREO.

In November, The Company announced that it had secured a debt renegotiation agreement covering over 92% of its total debt, significantly improving its financial terms. Under the proposed plan, R$8.5 million of debt will be eliminated, while non-adherent creditors, representing R$11.3 million, will face a 75% debt reduction and an interest rate linked to the Taxa Referencial ("TR") (currently 0.82% per year). The renegotiation process now requires court homologation to be finalized.

Also, in November Verde announced significant drilling results from the Alto da Serra target, part of the Man of War Project, confirming a 74-meter mineralized zone with high-grade concentrations of 13,944 ppm Total Rare Earth Oxides (TREO), 5,222 ppm Magnetic Rare Earth Oxides (MREO), and 213 ppm of Dysprosium and Terbium (DyTb). These results complete the reassaying process across 3,640 meters of drilling, reinforcing the project's exploration and development potential. The Company announced also new scandium oxide (Sc_2O_3) discoveries at the Nau de Guerra target within the Man of War Rare Earths Project, confirming 144 ppm Sc_2O_3, alongside high-grade concentrations of TREO and MREO. These findings result from a targeted reassessment of 30 core samples, reinforcing the project's potential.

In November, Verde announced 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. Following this, on December, the Company announced the results of its Extraordinary General Meeting of

Shareholders (EGM), where all proposed resolutions were successfully approved. As part of its strategic initiatives, the Company also set the Record Date for the distribution of interests in Oby Rare Earths Pty Ltd (“Oby”). Additionally, the Company has implemented cost reduction measures to enhance operational efficiency, reinforcing its commitment to financial sustainability and long-term growth

In December, Verde announced new niobium oxide (Nb_2O_5) discoveries at the Man of War Rare Earths Project, identifying a 95-meter mineralized zone with high-grade concentrations of up to 2,274 ppm Nb_2O_5 and a maiden mineral resource estimate of 1.35 billion tons at the Man of War Rare Earths Project, confirming an average grade of 3,437 ppm Total Rare Earth Oxides (TREO) and 793 ppm Magnetic Rare Earth Oxides (MREO). The estimate, prepared in accordance with NI 43-101 standards, reinforces Man of War’s position as one of the world’s largest ionic adsorption clay rare earth deposits.

3.5. Employees

The Company had 142 employees on December 31, 2024.

3.6. Competitive Conditions

In 2024, Brazil’s consumption of potash (in K_2O) was 8.04 million[14] tons, which is equivalent to 80.4 million tons of Verde’s Product. This market stood at 3.99 million tons (in K_2O) in 2010, 2.71 million tons (in K_2O) in 2000, and 1.2 million tons (in K_2O) in 1990.[15]

Brazil is the second largest consumer of potash in the world. Currently, over 97% of Brazil's potash is supplied by imports, which also makes the country the world’s largest potash importer. The potash consumed in Brazil is mostly in the form of KCl, supplied by Canada, China, Belarus and Russia productions. Together, they control approximately 80% of the globally traded potash.

Seasonality

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

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

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

Foreign Operations

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

Sustainability

Verde has a solid corporate governance foundations and track record. The Company in dedicated to developing lower-impact operations and foster sustainability.

Guided by the definition of "Just Transition", the Company is committed to promoting the sustainable economic development of its surrounding communities. Utilizing the insights obtained from a participative diagnostic process, Verde plans to refine its sustainability strategy for the coming years. The Company's primary objective is to enhance the financial autonomy of these communities.

Operations:

- Verde is ISO 14001 certified, and it underpins the Company´s commitment to minimizing environmental impact, preventing pollution, and promoting sustainability in operations.
- The area where Verde extracts its raw materials primarily consists of degraded pastureland, deforested decades ago by local landowners for cattle breeding, minimizing environmental interventions.
- Verde is actively restoring the region's native forest, prioritizing the reforestation of endangered species. Since 2019, the Company has successfully planted over 30,000 trees representing 49 different species.
- Verde's operations prioritize the utilization of hydropower renewable energy.
- The Company's mineral processing does not require generate tailings nor does require any dams. Its production process consumes significantly less water compared to that of other mining or fertilizer production companies.
- In 2019, Verde was awarded the "Good Environmental Practices Award", promoted by the State System of Environment and Water Resources ("SISEMA", from Sistema Estadual de Meio Ambiente e Recursos Hídricos in Portuguese) in the category "Best Practice of Mineral Solid Waste Management".

Products, logistics and sales

- Verde's Products have the lowest salinity index when compared to other fertilizers on the market.
- The Company plans to build a railway branch line connecting its production facilities to a major freight route in Brazil, reducing CO_2 footprint compared to road transportation.
- As part of Verde's dedication to combat deforestation, the Company refrains from selling its products in 218 municipalities predominantly covered by the Amazon rainforest.

Social Initiatives

- Verde is committed to community development and actively engages in partnerships to support social initiatives that contribute positively to local communities. In 2022, the Company has allocated over R$300,000 towards regional initiatives supporting sport, culture, education, and health.
- The Company partners with 6 local schools on environmental educational initiatives for sanitation, preservation, recycling and sustainable agriculture practices. Via the "Planting My Own Food" project, Verde incentivizes food autonomy, emphasizing the significance of organic, sustainable farming practices through the collaborative establishment of school gardens.
- Modern agriculture's emphasis on productivity and profit margins has resulted in soil depletion, with extensive use and limited nutrient replenishment. Verde's Products address this issue by offering up to 70 minerals and trace elements to restore soil health and enhance crop productivity. Verde seeks to promote nutrient-rich agricultural practices on a global scale, potentially benefiting food exporters and improving overall well-being.
- In 2022, Verde enhanced access for all rural residents to the urban zone of São Gotardo with increased safety by improving the local road infrastructure. This included the construction of 22 kilometers of roads, 14 kilometers of asphalt, and a new bridge.

Governance

- Verde has been listed in Toronto Stock Exchange since 2007, reporting audited financials since the same year. The Company's current audit firm is RSM SG Assurance LLP.
- The Company is incorporated under the Companies Act 1967 of Singapore and compliant with the Accounting and Corporate Regulatory Authority (ACRA) standards.
- Verde holds ISO 9001 and 14001 certifications, evidencing its dedication to quality management and environmental responsibility.
- Verde's Products are certified organic by several governmental and non-governmental organizations, including some of the most stringent global standards such as the Washington State Fertilizer Registration and the California Department of Food & Agriculture.
- To maximize transparency and corporate governance, apart from Verde's President, all directors of Verde's Board are independent.
- The Company's independent committees are: Audit Committee, Compensation Committee, and Nominating and Governance Committee.

4. CERRADO VERDE PROJECT

4.1. General

The Cerrado Verde Project ("Cerrado Verde") is the source of a naturally occurring potassium silicate rock, a glauconitic siltstone (the "**Ore**"), from which the Company intends to produce the Product. BNA Consultoria e Sistemas (BNA) prepared the Pre-Feasibility Study for the production of the Product from Cerrado Verde in 2022.

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

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

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

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

1) The Ore that is the raw material for the Product has a high potassium grade (average of 10% K_2O)
2) The Project is close to the largest agricultural region of the country, the Brazilian savannah (Cerrado), giving Verde a strategical geographic advantage.
3) The chloride contained in the potassium chloride is known to have biocidal effects when applied in excess to the soil, which interrupts vital functions of soil organisms, causing their death and therefore leading to a reduction of biodiversity. Soil microorganisms are essential for agriculture and help to capture carbon into the soil, contributing to the reduction of climate change. Verde's Product has the lowest salinity index when compared to other fertilizers on the market, which contributes to soil and its microorganisms' preservation, increasing the benefits to farmers, and eliminating the need for potassium chloride.

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

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

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

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

The PFS contemplates three Product compositions:

- The Product as a source of potash ("**K_2O**")
- The Product as a source of potash and sulfur ("**K_2O+S**")

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

The PFS contemplates three distinct production scenarios:

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

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

The PFS is based on the following assumptions:

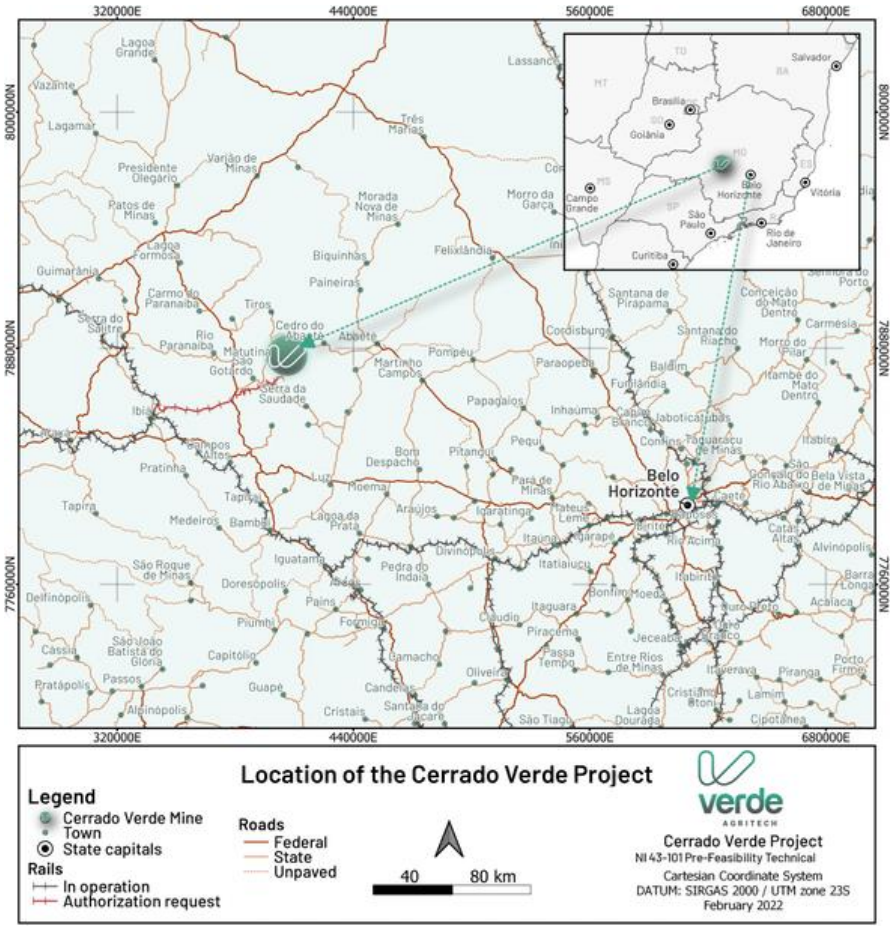
- Contract mining.
- A projected mine life of 72 years for the Plant 3 Scenario, 31 years for the 23Mtpy Scenario and 26 years for the 50Mtpy Scenario.
- Expected mass recovery of 98%.
- A 15% contingency applied to Capex.
- US Dollar-Brazilian Real exchange rate of US$1 = R$5.30.
- KCl long term price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

4.2. Project Description and Location

Project Location

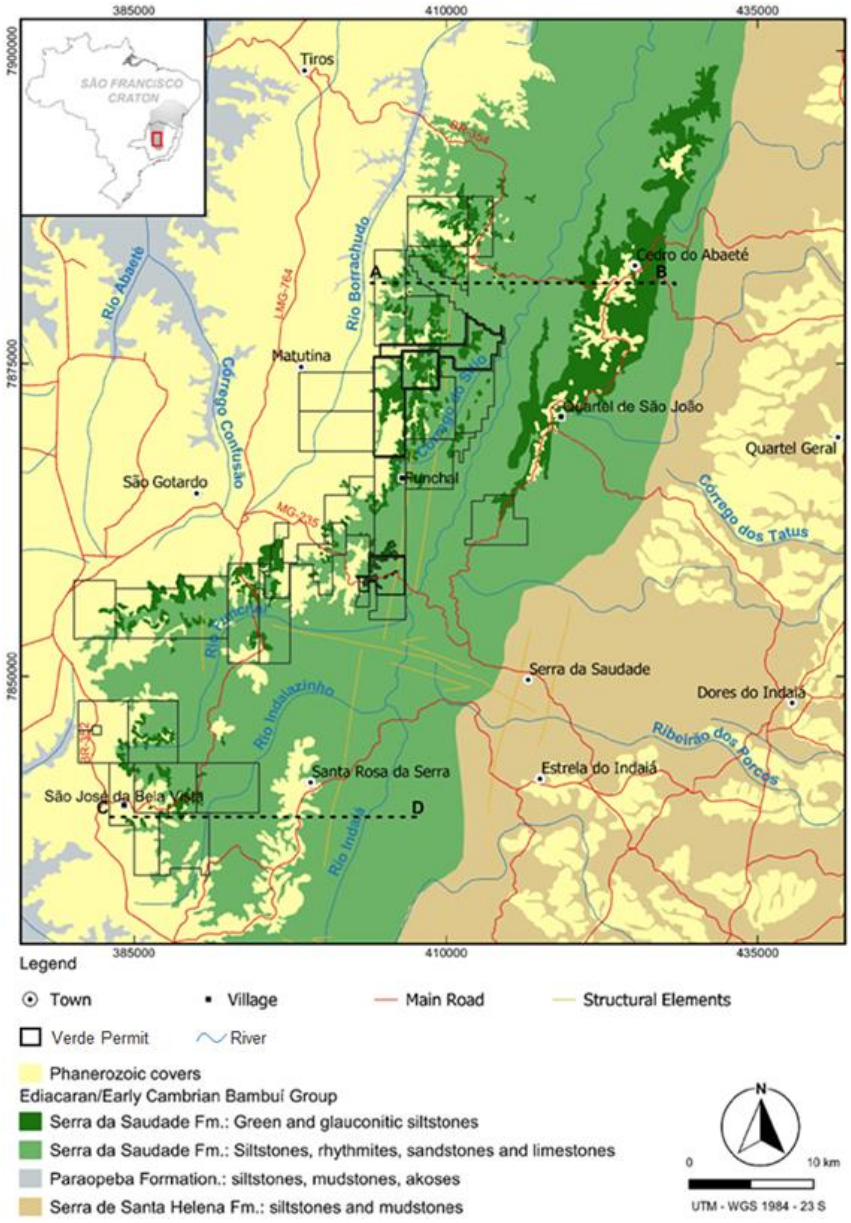
The Cerrado Verde Project is located in the Alto Paranaiba region of Minas Gerais State, Brazil, approximately 39 km to the east of the city of São Gotardo. São Gotardo is located approximately 320 km west of Belo Horizonte (the capital of the state of Minas Gerais) and is connected via a high-quality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

Figure 1: Location Map of the Cerrado Verde Project



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

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



Permit Status

The area of the Cerrado Verde Project comprises a total of 32 granted exploration permits covering a total area of 48,536 ha.

Verde owns 100% of the Project through its Brazilian subsidiary companies (Verde Fertilizantes LTDA. and FVS Mineração LTDA). There was no previous ownership of the permits immediately before Verde submitted its applications, with exception of the full transfer of the mining permits related to exploration permit number 830.383/2008. The company subsequently filed the necessary applications to obtain the rights to explore its permits.

Summary of Mineral Rights and Mining Permits

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

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

Table 4: Summary of Mineral Rights and Mining Permits

Mine Pit	Fully Permitted to Produce (tpy)	Mining (tpy)		Environmental (tpy)	
		Granted	Pending	Granted	Pending
1	233,000	233,000	0	233,000	0
2	2,600,000	2,600,000	22,500,000	2,600,000	22,500,000
3	0	0	2,500,000	0	2,500,000
Other pits	0	0	11,560,000	0	0
Total	**2,833,000**	**2,833,000**	**36,560,000**	**2,833,000**	**25,000,000**

The different stages in the process towards a granting a Mining Concession or a Mining Permit are explained in the Glossary section. The chronological order of the steps is as follows:

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

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

The following table represents the summary of the Company’s mineral titles as of March 14, 2025. The area covered in each phase is expressed in hectares and the number of mining rights in total for each phase status is expressed in units.

Table 5: Mineral titles summary

Phase Status	Cerrado Verde	
	Area (ha)	Number of Tenements
Exploration Authorization	2,802	2
Mining Concession Applications Under Analysis	41,369	27
Mining Concession Granted	4,365	3

Total	**48,535**	**32**

Three Year History

Table 6: Three Year Permit Status

Mine Pit	Date	Category	Status	Event
10	June 16, 2023	Mining	Granted	400,000 tpy Mining Concession Application
7	March 29, 2023	Mining	Granted[(1)]	2,500,000 tpy Feasibility Study
8	March 29, 2023	Mining	Granted[(1)]	1,500,000 tpy Feasibility Study
9	March 29, 2023	Mining	Granted[(1)]	1,000,000 tpy Feasibility Study
10	March 20, 2023	Mining	Applied	400,000 tpy Mining Concession Application
2	November 12, 2022	Environmental	Applied	22,500,000 Operating Environmental License
9	October 25, 2022	Mining	Applied	1,000,000 tpy Mining Concession Application
8	October 25, 2022	Mining	Applied	1,500,000 tpy Mining Concession Application
7	October 25, 2022	Mining	Applied	2,500,000 tpy Mining Concession Application
6	September 12, 2022	Mining	Granted	4,660,000 tpy Feasibility Study
6	July 12, 2021	Mining	Applied	4,660,000 tpy Mining Concession Application

[(1)] Feasibility study approved by ANM, but not yet published by the Brazilian Federal Government.

Agreements and Encumbrances

Tenement Transfer

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

Londônia

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

Taxes and Royalties

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

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

Environmental Liabilities and Permitting

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

Access to Property

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

Climate and Length of Operating Season

The climate of the region is classified, according to the Brazilian Institute of Geography and Statistics (IBGE) annual report in 2002, as half-humid warm tropical, with average annual temperatures of 22 °C. Annual rainfall in the area averages between 1,300 mm and 1,800 mm, 84% of which falls during the rainy season between October and March, with the highest rainfall between December and January. Exploration and mining operations can be conducted year-round.

Local Resources and Infrastructure

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

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

Surface Rights

According to Brazilian law, surface rights are separately held from mining rights. Therefore, the landowner has no title to the minerals contained in the soil or in the sub-soil, which are deemed a property of the

federal government. The federal government can grant to private companies or individuals the right to exploration and mining of sub surface minerals.

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

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

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

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

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

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

Physiography

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

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

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

- **Upper Surface:** Older stage of the group that has exposed the Areado Group Sandstones and Mata da Corda Group;
- **Intermediate Surface:** Refers to the second stage of the group after the dissection of the Upper Surface (triggered by the resumption of the erosive process). The average altitude of the intermediate surface is 750 to 850m ASL. The intermediate surface presents as an irregular surface which stretches along a N-S strike and is developed over the Serra da Saudade Formation represented by psammitic lithotypes; and
- **Basal Surface:** the youngest, bordering the São Francisco River, with elevation ranging from 570 to 630m. Exposure occurs in pelites of the Serra de Santa Helena and Serra da Saudade formations.

Topography, Elevation and Vegetation

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

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

History

Exploration History

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

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

Resource Estimation History

1) Coffey Mining (March 2010)

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

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

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

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

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

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

2) SRK Consulting (February 2012)

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

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

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

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

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

3) AMS (March 2014)

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

A combined mineral resource statement that incorporates previously reported mineral resources completed by SRK Consulting has been prepared for the Cerrado Verde Project by AMS. A combined measured and indicated mineral resource of 1,472 Mt at 9.28% K_2O (using a 7.5% K_2O cut-off) and an inferred mineral resource of 1,850 Mt at 8.60% K_2O (using a 7.5% K_2O cut-off grade) are reported for the Cerrado Verde Project.

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

Reserve Estimation History

1) NCL (March 2014)

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

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

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

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

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

The Mineral Resources are inclusive of the Mineral Reserves.

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

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

(1) As of March 31, 2014.

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

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

(4) Overall strip ratio of 0.34 to 1.

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

(6) Based on 100% mining recovery.

2) BNA (December 2017)

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

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

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

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

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

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

The expected mass recovery is 100%.

The Mineral Resources are inclusive of the Mineral Reserves.

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

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

(1) As of December 22, 2017.

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

(3) Overall strip ratio of 0.29 to 1.

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

(5) Based on 100% mining recovery.

Mining History

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

Table 9: Tons of ore extracted per year

Year	Extracted ore (tons)
2018	29,648
2019	123,000
2020	248,653
2021	395,759
2022	628,000
2023	414,847
2024	313,665

Geology and Mineralization

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

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

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

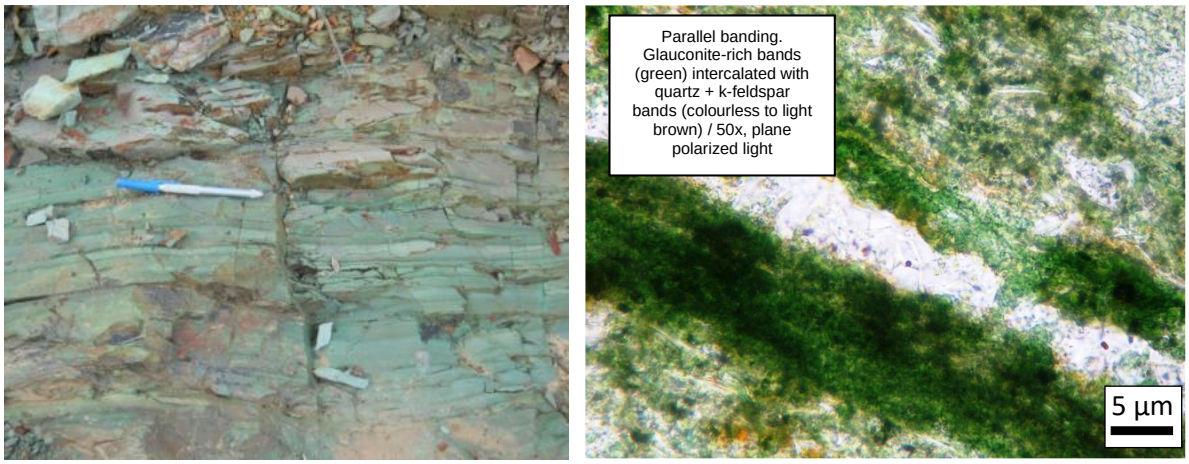
The previous Pre-Feasibility Study (March 2014) presented the Project's mineralization as a glauconitic meta-argillite. However, after performing detailed mineralogical studies using a combination of optical microscopy, X-ray diffraction, electron microprobe analysis and scanning electron microscopy,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

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

Studies of thin cross sections conducted on fresh samples of Ore identified: glauconite (40%-80%), K-feldspar (10%-15%), quartz (10%-60%), muscovite-sericite (5%), biotite (2%), titanium oxide (<1%), manganese oxide (<1%), goethite (<1%), barium phosphate and rare-earth element phosphates (trace amounts).

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

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



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

Exploration and Drilling

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

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

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

Sample Preparation, Analyses and Security

3) Sampling Method

Samples for laboratory analyses were prepared at the project site by Verde technicians and sent in a Verde vehicle to the respective laboratories. A summary of the current drilling completed by Verde, along with the laboratories utilized for each phase of drilling is shown in Table 10 below.

Table 10: Laboratories Used in Analyzing Verde Drilling

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

Sample Preparation and Assaying Methods

1) 2009 Program

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

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

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

2) 2011 and 2012 Programs

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

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

Quality Controls and Quality Assurance

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

samples and sent for analysis to ALS Brasil Ltda laboratory or Bureau Veritas Brazil as external control reference. Additional information on the QA/QC protocol is available in Section 12 of the 2017 PFS.

Sample Security

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

Mineral Processing and Metallurgical Testing

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

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

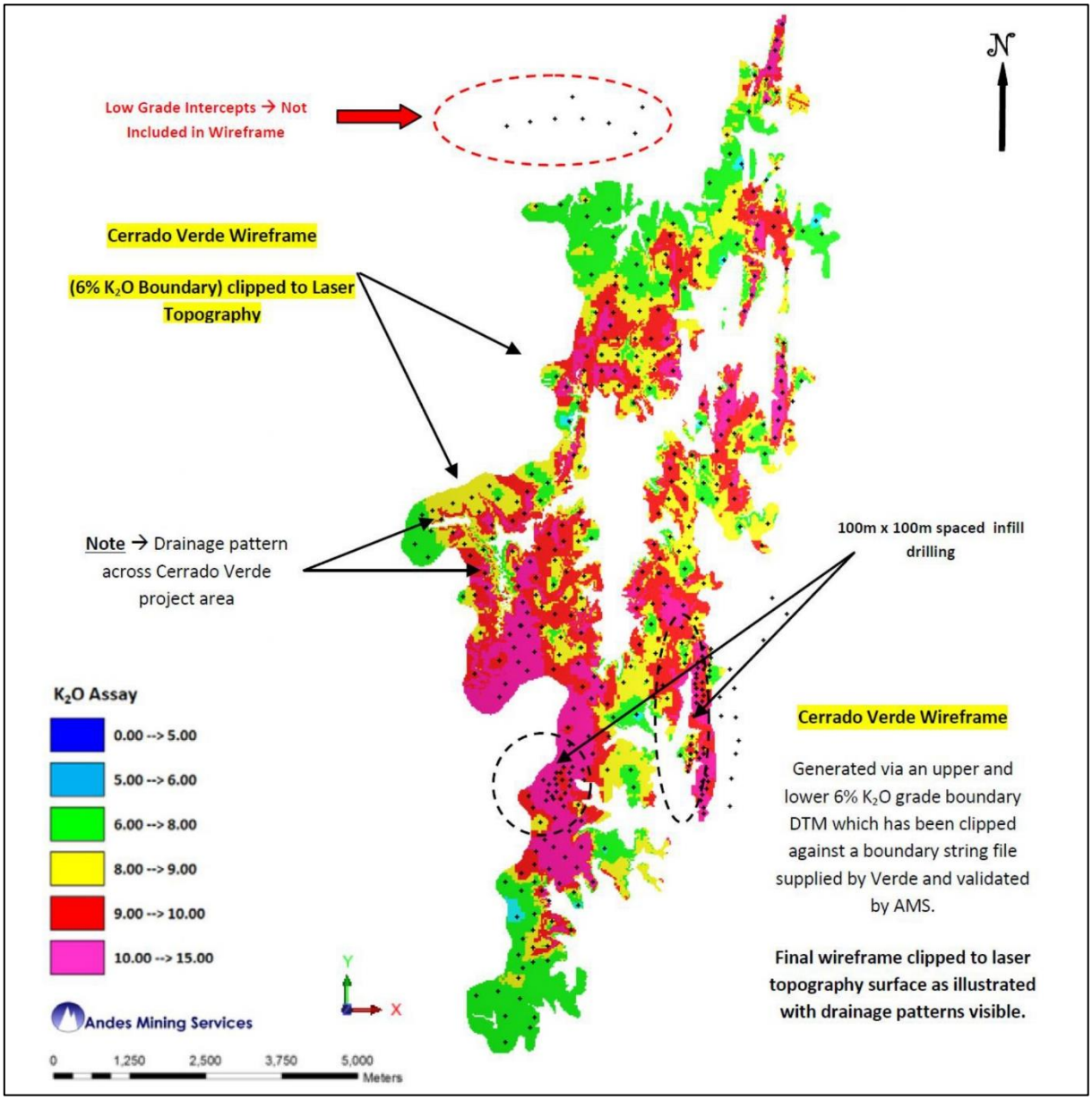
The test program carried out confirmed that the HAZEMAG Range of Hammer Mill is applicable based on the Abrasion Index of the raw material. Crushability of the ore does indicate that capacity expectation can be exceeded compared to limestone. Based on this estimate an economic operation will be feasible.

Mineral Resources

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

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

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



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

Table 11: Mineral Resources Summary[16]

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

Table 12: Measured, Indicated and Inferred Mineral Resource Grade Tonnage Report (AMS & SRK Consulting) - Ordinary Kriging (OK) & Inverse Distance Weighting With Power Two (IDW2) (Block Model – 50mE X 50mN X 5mRL / 10mRL)[17]

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

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

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

Mineral Reserve Estimates

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

- Mining of both Ore and waste rock will be performed using hydraulic excavators. As a precautionary measure, it has been assumed that 80% of the Ore and waste rock will be mined after a drilling and blasting operation.
- Loading and hauling operations, including equipment maintenance, will be conducted by a mining contractor.

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

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

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

The expected mass recovery is 98%.

The Mineral Resources include the Mineral Reserves.

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

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

(1) As of May 12, 2022.

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

(3) Overall strip ratio of 0.51 to 1.

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

(5) Based on 100% mining recovery.

Table 14: Mineable Reserve Results – 50 Mt Scenario

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

(1) As of May 12, 2022.

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

(3) Overall strip ratio of 0.36 to 1.

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

(5) Based on 100% mining recovery.

Recovery Methods

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

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

Market Study

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

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

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

- Scenario A: Annual production of 10Mtpy.

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

Potash Pricing

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

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

Description	Brazil's Weighted Average	
	Amount in US$	Amount in R$
CFR Brazil Port Price	368.65	1,768.35
Brazil Port costs[18]	25.07	132.87
Demurrage	6.00	31.80
AFRMM[19] Tax	8.75	46.38
Cost of transportation from Brazil Port to distributor	37.21	197.22
Average margin added by distributor	81.82	433.64
Average transportation cost from distributor to farmer	12.00	63.60
Total	539.16	2,857.57

Source: Tec-Fértil.

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

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

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

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

Sulfur Pricing

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

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

Description	Feedstock product	Similar product
Material	Elemental sulfur	S-bentonite
Concentration of nutrient (%)	99	90
Price (US$ / per percentage point per ton of fertilizer, "**ppt**")	2.34[20]	4.56[21]

Source: Tec-Fértil.

Micronutrients Pricing

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

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

Description	Zinc	Boron	Copper	Manganese
Feedstock	Zinc Oxide	Ulexite	Copper Oxide	Manganese Oxide
Concentration of nutrient (%)	20	10	20	55
Cost (US$/ppt)[22]	17.14	40.00	111.76	10.70

Source: Tec-Fértil.

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

Description	Zinc	Boron	Copper	Manganese
Concentration (%)	10	10	20	10
Price (US$/ppt)[23]	40.00	113.00	135.00	12.00

Source: Tec-Fértil.

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

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

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

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

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

Market Share

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

Potash

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

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

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

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

Sulfur

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

Table 20: Brazilian sulfur consumption

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

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

Micronutrients

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

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

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

Source: Tec-Fértil, 2022.

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

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

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

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

Indicative Economics

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

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

Table 23: Capital Costs Summary

Investments (US$ million)			
Description	**Plant 3 Scenario**	**23Mtpy Scenario**	**50Mtpy Scenario**
Processing plant			
Plants	29.38	70.60	111.17
Conveyor belt and loading wagons	N/A	N/A	28.49
Unloading of wagons	N/A	N/A	19.12
Processing subtotal	29.38	70.60	158.78
Roads improvement	10.57	30.88	6.80
Railway branch line[24]	N/A	N/A	283.02
Owner's cost[25]	5.93	11.42	33.13
Subtotal	45.89	112.90	481.73
Contingencies (15%)	6.88	16.93	72.26
Total	**52.77**	**129.84**	**553.99**

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

Table 24: Operating Costs Summary

Operating Costs (US$/ton of Product)			
Description	**Plant 3 Scenario**	**23Mtpy Scenario**	**50Mtpy Scenario**
Mining[26]	4.55	4.24	4.48
Processing	2.07	2.38	2.01
General and Administrative	4.20	2.81	2.01
Others[27]	0.34	0.29	0.26
Contingency (15%)	1.67	1.46	1.31
Total	**12.83**	**11.18**	**10.07**

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

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

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

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

[27] Others Include: Mining Labor, Environmental Recovery, Environmental Compensation and Support Facilities Maintenance.

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

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

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

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

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

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

5. RISK FACTORS

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

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

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

Ukraine and Russia conflict risk

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

fuel, contractor costs and consumables are expected to impact operating costs. The Company has implemented procurement strategies to mitigate the impact and to continue to monitor these risks.

Uncertainty in the estimation of mineral resources and mineral reserves

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

Mining Risks

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

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

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

Credit risk

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. The Company generates revenue from the sale of products. Where credit is extended to customers this results in trade receivables which may be subject to default. This risk is mitigated by credit control procedures.

In addition, the Company has a credit risk relating to subsidiary investments. The Company expects loans to subsidiaries to be ultimately repaid from trading cash flows to be generated from its mining activities. Consideration is given at each reporting date as to whether the subsidiaries have sufficient liquid assets to repay the loans if demanded in order to determine the probability of default. The Company measures the lifetime expected credit loss by considering all the different recovery strategies and credit loss scenarios. The recovery strategy considered is a repay over time strategy as net trading cash flows are expected to

repay the balances. Likely credit losses scenarios are dependent on the operating capability factors inherent in the successful operation of the mine which include the selling price of the products, future costs and availability of capital, operating costs, and tax rates. Sensitivity analysis is performed on the various factors and expected credit losses recognized as appropriate.

Debt Restructuring and Liquidity Risk

In 2024, the Company successfully negotiated revised terms with creditors representing over 99% of its outstanding debt, which significantly improved its liquidity outlook. However, final court homologation of this agreement remains pending. Any delays or unfavorable rulings could increase near-term financial obligations and pressure the Company's liquidity. Furthermore, while the renegotiation includes extended grace periods and reduced interest rates, any material deviation from the current terms or deterioration in cash flow generation could constrain the Company's ability to meet future obligations and limit access to new financing.

Production risk

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

Expected Market Potential of the Product

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

Uncertainty of Acquiring Necessary Permits

The Company's current and future operations will require approvals and permits from various federal, state and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labor standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such approvals and permits for the existing operations or additional approvals or permits for any possible future changes to operations. Prior to any development on any of its properties, the Company must receive permits from appropriate

governmental authorities. There can be no assurance that the Company will continue to hold all permits necessary to develop or continue operating at any particular property or obtain all the required permits on reasonable terms or in a timely basis.

The Company has been successful in obtaining environmental and mining licenses for small scale production and continues to apply for the appropriate licenses to meet future production in line with its expansion plans.

Enhanced Rock Weathering (ERW) Risks:

While Enhanced Rock Weathering (ERW) offers significant potential as a sustainable solution for carbon sequestration and soil health improvement, its application presents several risks that could impact Verde Agritech's operations. The long-term ecological effects of ERW are not fully understood, and there is uncertainty regarding how different soil types and climatic conditions might affect its efficiency and sustainability. The success of ERW also depends heavily on rigorous and ongoing monitoring to ensure that environmental objectives are met without causing unintended harm to local ecosystems. Additionally, as ERW is an emerging technology, regulatory frameworks are still evolving, which could lead to unforeseen compliance costs or operational restrictions in the future. These factors, combined with the challenges of scaling the technology for commercial use, could introduce variability in Verde Agritech's ability to achieve projected outcomes, potentially affecting the Company's overall strategy and financial performance.

Uninsurable Risks

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

Operations in a Foreign Country and Regulatory Requirements

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

for the Company to obtain any financing required for the exploration and development of its properties due to real or perceived increased investment risk.

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

Competition

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

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

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

Title Matters

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

on the license areas. Maintenance of such rights is subject to ongoing compliance with the terms of such licenses and contracts.

Uncertainty of Additional Capital

In the past, the Company has relied on sales of equity securities to meet its capital requirements. The Company plans to use predominately production revenue and debt to cover costs going forward. There is no assurance that the Company will be successful in obtaining the required financing.

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

Government Royalties

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

Market Factors and Volatility of Commodity Prices

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

by the Company would have a material adverse effect on the Company and could result in the suspension of mining operations by the Company.

Carbon Credit Commercialization Risk

While the Company's Enhanced Rock Weathering (ERW) applications show potential for meaningful carbon dioxide removal, the commercialization of such benefits through carbon credits depends on evolving regulatory frameworks, third-party certification standards, and market demand. The absence of a clear, stable pricing mechanism or delays in verification processes could reduce or postpone potential revenue from carbon credits, affecting expected returns from climate-smart initiatives.

Protection of Intellectual Property and Proprietary Rights

The success and competitive position of Verde Agritech are significantly dependent on the Company's ability to protect its intellectual property and proprietary rights. The Company relies on a combination of patents, copyrights, trademarks, trade secrets, and confidentiality agreements to safeguard its innovative fertilizer products, production technologies, and operational processes. The inability to secure these rights, or any failure to enforce them, could enable competitors to duplicate the Company's products and technologies, potentially eroding its market share, diminishing its brand value, and adversely affecting its financial performance. Verde commits to vigilantly defending its intellectual property while seeking new protections to ensure the longevity and prosperity of its innovations in the agriculture sector.

Environmental, Health, and Safety Regulations

Verde operates within a regulatory environment that prioritizes the protection of the environment, the health and safety of workers, and the well-being of the communities around its operations. Compliance with these extensive laws and regulations is fundamental to the Company's operations. These include regulations governing waste disposal, environmental conservation, worker safety, and mine development. Any failure to comply could result in severe consequences such as fines, permit revocations, and operational suspensions. Moreover, evolving regulations may impose additional compliance costs or operational constraints, emphasizing the need for Verde to continually adapt and integrate responsible environmental, health, and safety practices into all aspects of its operations.

The Company's subsidiary Verde Fertilizantes holds ISO 9001 and ISO 14001 certifications, evidencing its dedication to quality management and environmental responsibility. The Company is committed to maintaining the highest standards in its operational processes and environmental stewardship.

Climate Change

Climate change represents an escalating risk worldwide, manifested through both transitional and physical challenges. Transitional risks include regulatory changes, carbon pricing mechanisms, and shifts in market demand towards more sustainable practices. Physical risks encompass acute events like floods and droughts, as well as chronic impacts such as altered precipitation patterns and water scarcity. These changes could impact the Company's supply chain, affect its operational efficiency, and impose additional costs for adaptation and resilience-building measures. In response, Verde continues to closely monitor the evolving landscape of climate-related regulations and stakeholder expectations, proactively adapting its strategies to mitigate the risks of climate change.

The effects of climate change extend to the agricultural sector, directly impacting the Company's end customers. Adverse weather conditions can affect growing seasons, crop yields, and water availability, challenging food security and the demand for agricultural inputs like the Company's potassic fertilizers. The ability of farmers to adapt to these changes is crucial, and Verde is committed to supporting its customers through this transition by providing innovative and sustainable fertilizer solutions that enhance crop resilience and contribute to a more sustainable agricultural future.

Cyclical Industry

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

Dependence on Key Executives and Technical Personnel

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

History of Earnings

The Company generated operating revenue of $6,480 and achieved an operating loss of $2,639 for the period ended September 30, 2024. Management expects that the Company will be able to generate net profits going forward. However, there is no assurance the Company will generate sufficient earnings, operate profitably, or provide a return on investment in the future.

Dilution

The Company currently has 52,669,724 Ordinary Shares outstanding and 52,669,724 on a fully diluted basis. To the extent the Company should, in future, issue any additional warrants, additional options, convertible securities or other similar rights, the holders of such securities will have the opportunity to profit from a rise in the market price of the Ordinary Shares with a resulting dilution in the equity interest of any persons who become holders of Ordinary Shares. The Company's ability to obtain additional financing during the period may be adversely affected and the existence of the rights may have an adverse effect on the price of the Ordinary Shares. The holders of warrants, options and other rights may exercise such securities at a time when the Company would, in all likelihood, be able to obtain any needed capital by a new offering of securities on terms more favorable than those provided by the outstanding rights.

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

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

The directors and officers of the Company, as a group, beneficially own, on a non-diluted basis, approximately 10.45% of the outstanding Ordinary Shares. The officers and directors, as shareholders, will be able to exert significant influence on matters requiring approval by shareholders, including the election of directors and the approval of any significant corporate transactions.

Future Sales of Ordinary Shares by Existing Shareholders

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

Conflicts of Interest

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

The Cerrado Verde Project is Managed by a Subsidiary

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

Political, Economic and Social Instability Associated Key Priorities

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

Cybersecurity Threats

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

As Verde increasingly relies on digital infrastructure for operational control, client management, and data analytics, cybersecurity breaches could lead to operational disruption, reputational harm, regulatory penalties, or financial losses. The Company continues to strengthen its digital safeguards; however, the sophistication and frequency of cyber threats are growing, and no system can be entirely immune.

6. DIVIDENDS

Dividend Policy

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

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

7. DESCRIPTION OF CAPITAL STRUCTURE

7.1. Ordinary Shares

As at the date of this AIF, the Company has 57,593,709 Ordinary Shares in issue.

The Company is a Singapore limited company.

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

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

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

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

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

7.2. Verde AgriTech Ltd. Constitution

The Company Constitution contains provisions as described below.

Voting Rights

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

Alteration of Capital

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

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

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

Dividends and Other Distributions

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

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

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

Apportionment of dividends

A. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid by reference to the 28 amounts paid or credited as paid on the shares in respect of which the dividend is paid.

B. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid.

C. If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly. For the purposes of sub-paragraph (A), an amount paid or credited as paid on a share in advance of calls shall not be treated for the purposes of this paragraph as paid on the share.

Distribution of assets in specie

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

A. divide amongst the members in specie the whole or any part of the assets of the Company, whether they consist of property of the same kind or not;

B. set a value as the liquidator considers fair upon the property referred to in sub-paragraph (A);

C. determine how the division of property shall be carried out as between the members or different classes of members; and

D. vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.

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

8. COMPARISON OF FOREIGN LAWS

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

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

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

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
Share Capital	Under the Business Corporations Act (Ontario) (the "**OBCA**") articles specify share capital. Typically, a corporation is authorized to issue an unlimited number of common shares.	Under Section 161 of the Companies Act 1967 of Singapore (the "**Act**"), directors must not, without the prior approval of the company in general meeting, exercise any power of the company to issue shares.

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
Voting Rights	Under the OBCA and typical articles, each common share of a corporation entitles the holder to one vote at a meeting of shareholders. Unless the by-laws or applicable stock exchange rules provide otherwise, voting at a meeting of shareholders is generally conducted by show of hands, except where a ballot is demanded. Any shareholder or proxy holder entitled to vote at the meeting may demand a ballot either before or after any vote by show of hands.	Voting rights may be specified in a company's constitution. Under Section 179(1)(c) of the Act, each shareholder who is personally present and entitled to vote at a general meeting of the company and on a vote by a show of hands is entitled to a single vote. In circumstances where a poll is called, each shareholder has one vote for every share he or she owns. Under Section 178 of the Act, the following have the right to demand a poll vote: (a) not less than five shareholders having a right to vote on a resolution; (b) shareholder(s) representing not less than 5% of the total voting rights of all shareholders having the right to vote on a resolution; or shareholder(s) holding shares in the company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 5% of the total sum paid up on all the shares conferring that right, have the right to demand a poll vote.
Quorum of Shareholders	Typical by-laws provide that the presence of two persons present in person, each being a shareholder entitled to vote or a duly appointed proxy or proxy holder for an absent shareholder so entitled, holding or representing in the aggregate not less than a specified percentage of the issued shares of the corporation with voting rights at such meeting will constitute a quorum for the transaction of business at the meeting of shareholders.	Section 179(1)(a) of the Act and the constitution require the presence of two shareholders entitled to vote, (in person or by a duly appointed proxy) to form a quorum at a general meeting of the company.
Notice of Shareholders Meetings	Under the OBCA, notice of a general meeting of a corporation's shareholders must be given to the shareholders entitled to vote (and the directors and auditors) at least 21 days (but not more than 50 days) before the date of the meeting.	Subject to the provisions of the Act relating to special resolutions where a notice of at least 21 "clear" days is required, notice of an annual general meeting of a company must be given to the shareholders who are entitled to vote (and the directors and auditors) at least 14 "clear" days (i.e., excluding the day the notice is served but including the day the meeting is held) prior to the date of the meeting. In the case of any other general meeting, notice must be given to shareholders at least 14 clear days for ordinary resolutions, or at least 21 clear days for special resolutions prior to the meeting, although this can be reduced, as provided under Section 177(3) of the Act, if it is so agreed by (i) in the case of an annual general meeting, all the shareholders entitled to attend and vote; or (ii) in

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
		the case of any other general meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than 95% of the total voting rights of all the members having a right to vote at that meeting. In the case of traded public companies, certain other conditions may need to be satisfied.
Annual General Meeting	Under the OBCA, the annual meeting of the corporation must be called by the directors not later than 15 months after holding the last preceding annual meeting.	Under Section 175 of the Act, an annual general meeting of a company must be held within six months after the end of each financial year.
Calling Meetings	Under the OBCA, the board of directors of a corporation may call a special meeting of shareholders at any time. The OBCA further provides that the holders of not less than 5% of the issued shares of a corporation that carry the right to vote at a meeting may requisition the directors to call a meeting of shareholders for the purposes stated in the requisition.	Under Section 177(1) of the Act, holders of not less than 10% of the total number of issued and paid-up shares (excluding treasury shares) of a company that carry the right to vote at a general meeting may request that the directors call a general meeting.
Shareholder Proposed Resolutions	The OBCA entitles a shareholder to submit to a corporation notice of any matter that the person proposes to raise at the meeting ("Proposal") and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. If a corporation receives notice of a Proposal and is soliciting proxies, it would then be required to set out the Proposal in its management proxy circular (and, if requested by the person submitting the Proposal, include or attach the Proposal and a statement in support of the Proposal not exceeding 500 words in the aggregate). However, a Proposal for the nomination for the election of directors is required to be signed by the holders of at least 5% of the outstanding shares entitled to vote at such meeting.	Under Section 177 of the Act, two or more shareholders holding not less than 10% of the total number of issued shares of the company (excluding treasury shares) may call a meeting of the company. A meeting of a company or of a class of shareholders, other than a meeting for the passing of a special resolution, must be called by written notice of not less than 14 days or such longer period as is provided in the constitution. Under Section 176 of the Act, the directors of a company, despite anything in its constitution, must, on the requisition of shareholders holding at the date of the deposit of the requisition not less than 10% of the total number of paid-up shares as at the date of the deposit carries the right of voting at general meetings, immediately proceed duly to convene an extraordinary general meeting of the company to be held as soon as practicable but in any case not later than 2 months after the receipt by the company of the requisition.
Passing Resolutions at a General Meeting	Under the OBCA, a resolution at a general meeting of a corporation's shareholders is to be passed by a simple majority of votes cast by the shareholders entitled to vote on the resolution.	Under the Act, an ordinary resolution proposed at a general meeting is passed on a simple majority of votes cast in favor by the shareholders present, either in person or by proxy, who are entitled to vote on the resolution.

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
Special Resolutions	Under the OBCA, a special resolution must be passed by a majority of not less than two-thirds of the votes cast by the shareholders entitled to vote on the resolution. Approval by special resolution of the shareholders is required for such actions as: • amending a corporation's articles; • changing a corporation's name; • increasing or reducing stated capital, if the corporation's stated capital is stated in its articles; • undertaking a voluntary liquidation and dissolution; • amalgamating with another arm's length corporation; • continuing under the laws of another jurisdiction; and • undertaking the sale, lease or exchange of all or substantially all of the property of the corporation other than in the ordinary course of business.	Under Section 184 of the Act, a special resolution proposed at a general meeting is passed on a majority of not less than three-fourths of such shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy present at a general meeting: Approval by special resolution of the shareholders is required for such actions as: • amending a company's constitution; • changing a company's name; • reducing a company's capital; or • winding-up a company.
Relief from Oppression	The OBCA provides that a corporation's shareholder or the Ontario Securities Commission may apply to a court for an order directing an investigation to be made of the corporation and any of its affiliated corporations. For the court to make such an order of investigation, among other requirements, it must appear to the court that the business of the corporation or any of its affiliates has been carried on with intent to defraud a person or that powers of the directors were exercised in a manner that was oppressive or unfairly prejudicial to the interests of a shareholder. No person may publish anything relating to the application for investigation except with the authorization of the court or the written consent of the corporation being investigated. In addition, a "complainant" (as that term is defined under the OBCA, which includes shareholders, former shareholders, directors and officers, former directors and officers, and any other persons who, in the discretion of the court, are proper persons to bring an action) who complains that: • any act or omission of the corporation or any of its affiliates effects or threatens to effect a result;	Under Section 216 of the Act, any shareholder of a company may apply to the Court for an order under this section on the ground (a) that the affairs of the company are being conducted or the powers of the directors are being exercised in a manner oppressive to one or more of the shareholders including the applicant or in disregard of his, her or their interests as shareholders; or (b) that some act of the company has been done or is threatened or that some resolution of the shareholders, has been passed or is proposed which unfairly discriminates against or is otherwise prejudicial to one or more of the shareholders (including the applicant). If on such application the Court is of the opinion that either of such grounds is established the Court may, with a view to bringing to an end or remedying the matters complained of, make such order as it thinks fit and, without limiting the foregoing, the order may (a) direct or prohibit any act or cancel or vary any transaction or resolution; (b) regulate the conduct of the affairs of the company in future; (c) authorize civil proceedings to be brought in the name of or on behalf of the company by such person or persons and on such terms as the Court may

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
	• the business or affairs of the corporation or any of its affiliates have been or are threatened to be carried on or conducted in a manner; or • the power of the directors of the corporation or its affiliates have been or are threatened to be exercised in a manner; • that is oppressive or unfairly prejudicial to or that unfairly disregards the interests of any security holder, creditor, director or officer, may apply to the court for an order to rectify the matters complained of. This remedy is known as the "oppression remedy". The powers of the court under the OBCA in making an order are broad: it may make any order it thinks fit, from a simple order amending a corporation's by-laws to an order liquidating and dissolving the corporation.	direct; (d) provide for the purchase of the shares or debentures of the company by other shareholders or by the company itself; (e) in the case of a purchase of shares by the company provide for a reduction accordingly of the company's capital; or (f) provide that the company be wound up.
Inspection of Books	Under the OBCA, a shareholder or creditor of a corporation, their agent or legal representative may examine the corporate records (including the securities register, articles and by-laws, minutes of meetings and resolutions of shareholders) at the corporation's registered office or such other place where such records are kept during the corporation's usual business hours and may take extracts from those records, free of charge. If a corporation is an "offering corporation" (as defined in the OBCA), any other person may examine the corporation's corporate records upon payment of a reasonable fee.	Under Section 189 of the Act, the minutes of all general meetings, meetings of directors, and resolutions passed by written means must be kept by the company at the registered office or the principal place of business in Singapore of the company and must be open to the inspection of any shareholder without charge. Any shareholder is entitled to be furnished within 14 days after the shareholder has made a request in writing in that behalf to the company with a copy of any minutes (excluding minutes of directors' meetings and directors' written resolutions) at a charge not exceeding $1 for every page thereof. Under Section 192 of the Act, the register and index must be open to the inspection of any shareholder without charge and of any other person on payment for each inspection of $1 or such less sum as the public company requires. Any shareholder or other person may request the public company to furnish that shareholder or other person with a copy of the register, or of any part thereof, but only so far as it relates to names, addresses, number of shares held and amounts paid on shares, on payment in advance of $1 or such less sum as the company

	Business Corporations Act (Ontario)	Companies Act 1967 of Singapore
		requires for every page thereof required to be copied and the company must cause any copy so requested by any person to be sent to that person within a period of 21 days or within such further period as the Registrar considers reasonable in the circumstances commencing on the day next after the day on which the request is received by the company
Derivative Action and Shareholder Class Action	Under the OBCA, representative shareholder actions or derivative actions are available to a corporation's shareholders and other "complainants" (as defined under the OBCA to include shareholders, former shareholders, directors and officers, former directors and officers, the director appointed under the OBCA to carry out duties and exercise powers under the OBCA, and any other persons who, in the discretion of the court, are proper persons to bring an action).The OBCA, to a large extent, has supplemented the Canadian common law and equity rules on the availability of actions. In addition to allowing complainants to bring actions in the name and on behalf of a corporation or any of its subsidiaries, the statutory provisions of the OBCA also allow complainants to intervene in existing proceedings, either for prosecuting or defending it, or to bring about its discontinuation on behalf of the corporation. Whether seeking to bring an action or to intervene, certain substantive and procedural requirements must first be met, including the requirement that the court be satisfied that the complainant is acting in good faith and that it appears to be in the interests of the corporation or its subsidiary. To bring a derivative action, it is first necessary to obtain the leave of the court. The granting of leave is not automatic, but requires the court to exercise judicial discretion. The court may grant leave if: the complainant is acting in good faith; the complainant has given notice to the directors of a corporation or its subsidiary of the complainant's intention to apply to the court not less than 14 days before bringing the application, or as otherwise ordered by the court, if the directors of the corporation or its subsidiary do not bring, diligently	Under Section 216(A) of the Act, complainant may apply to the Court for permission to bring an action or arbitration in the name and on behalf of the company or intervene in an action or arbitration to which the company is a party for the purpose of prosecuting, defending or discontinuing the action or arbitration on behalf of the company.

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

8.2. Brazilian Corporate Law

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

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

LLCs do not have boards of directors. Instead, they are managed by one or more "*administrador*", or manager, resident in Brazil and appointed by the quota holders. The appointment of managers who are not quota holders is subject to the approval of all quota holders, where the capital stock is not fully paid, and of at least 2/3 of the quotas once the capital is fully paid up. The powers of the managers are set forth in the articles of association of the LLC. Managers of LLCs can be removed by the quota holders.

There must be at least one quota holders' meeting each year in order to approve the previous year's financial reports. Quota holders have the right to call a quota holders' meeting if the managers of the LLC unreasonably delay the calling of a meeting. Meetings of quota holders are subject to the following procedures: the notice of meetings must be published a minimum of three times; there must be eight days between the first and second notices; and five days between subsequent notices. If all quota holders attend

the meeting or declare, in writing, to know the place, date, time and agenda of the meeting, the foregoing procedural requirements for the meeting can be waived. Also, if the LLC has less than 10 quota holders, the notice requirement can be made by alternative means if permitted in the LLC's articles of association.

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

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

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

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

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

Traditionally, limited liability companies in Brazil needed at least two members. In 2011, the Brazilian Civil Code was amended to allow the incorporation of companies with a single quota holder, called the *Empresa Individual de Responsabilidade Limitada* ("EIRELI"). The National Department of Commercial Registration has taken the view that it will only allow an EIRELI where the single quota holder is an individual and not a corporation.

9. MARKET FOR SECURITIES

9.1. Trading Price and Volume

The Company's Ordinary Shares are currently listed for trading under the trading symbol "NPK" on the Toronto Stock Exchange (TSX). The following table lists the price ranges and average volumes traded on TSX for such shares for each month during the year ended December 31, 2024.

Table 29: NPK Trading Price and Volume

Month	Low ($)	High ($)	Average Volume
January, 2024	1.97	1.13	1,147,200

February, 2024	1.54	1.14	760,200
March, 2024	1.31	1.16	508,500
April, 2024	1.25	0.83	1,205,400
May, 2024	1.16	0.62	1,830,700
June, 2024	1.10	0.72	395,500
July, 2024	0.91	0.69	534,800
August, 2024	0.86	0.65	521,600
September, 2024	0.72	0.60	453,200
October, 2024	0.80	0.62	1,030,900
November, 2024	0.77	0.61	774,400
December, 2024	0.70	0.57	896,800

9.2. Prior Sales

The Company did not issue any securities not listed or quoted on a marketplace during the year ended on December 31, 2024.

10. DIRECTORS AND OFFICERS

10.1. Names, Occupation and Security Holding

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

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

Name, Place of Residence and Position Held Within the Company	Principal Occupation(s) During Last Five Years If Different from Office Held	Since
Cristiano Botelho Veloso United Kingdom Founder, President, Chief Executive Officer and Chairman	Mr. Veloso earned a certificate in Sustainable Business Strategy from Harvard Business School (USA), he holds a Master's Degree from the University of East Anglia (UK) and a Bachelor of Laws Degree from the Federal University of Minas Gerais (Brazil). Cristiano has nearly two decades of experience and knowledge in the agricultural and mineral sectors. Cristiano leads Verde as an innovative company which seeks to revolutionize global production of food through sustainable technologies.	Aug 2006
Renato Gomes (1)(2)(3) Finland Director	Mr. Gomes is co-Founder & President of Pix Force, ranked as Brazil's number one artificial intelligence startup, He is also co-Founder and a Board Director of Graphite Company of the Americas,	Jun 2009

Name, Place of Residence and Position Held Within the Company	Principal Occupation(s) During Last Five Years If Different from Office Held	Since
	which is developing a graphite mine and processing plant in Brazil. Mr. Gomes holds a degree in electronics and a law degree both from the Federal University of Minas Gerais (Brazil), a master's degree from the London School of Economics (U.K.) and a doctorate from Georgetown University (U.S.A.). Mr. Gomes is a qualified solicitor in New York, Portugal and Brazil.	
Hannah Oh [(1)(2)(3)] Singapore Director	Ms. Oh has a strong track record through commercial roles such as Head of Marketing Excellence in Asia at Bayer Crop Science and US biological division, Global Sales & Operations Lead, and as Head of International Engagements for Water, where she developed global partnerships for water conservation and global climate crises. As impact investor and technical advisor, she is deeply committed to fostering connections between ag/food and climate tech start-ups, philanthropic foundations, and impact capital. Currently, Ms. Oh is the co-founder of IXO, pioneers in digital technologies to bring transparency, integrity through high-definition impacts data, and outcome-focused impact investment strategies. Ms. Oh is an active board member, speaker, and author. She holds a Bachelor in Economics and Asian Studies from Macalester College, she also completed a course in Sustainability at the University of Cambridge. Ms. Oh was also recognized as one of Singapore's top 30 Women of Power in 2023.	Jun 2024
Fernando Prezzotto [(1)(2)(3)] Brazil Director	Mr. Prezzotto is a serial entrepreneur focused on innovative solutions for agribusiness. In 2021 he was elected by Ernst & Young the entrepreneur of the year in Brazil. He is the founder and CEO of SEMPRE AgTech, a company focused on the genetic improvement of plants, on the research of transgenic events and on the creation of eco-friendly biopesticides with RNAi technology and other gene editing techniques. He is also the founder and CEO of Produce, a company that provides agricultural inputs and technical services to producers of all crops, with over 3,800 sales consultants throughout Brazil. Mr. Prezzotto acts as a mentor and entrepreneur of Endeavor, an acceleration network for companies, present in over 40 markets around the world. He is an angel investor in multiple startups, with a focus on emerging markets. In addition to his corporate activities, Mr. Prezzotto is also a farmer with ongoing agricultural production.	Sep 2022
Felipe Paolucci Brazil Chief Financial Officer	Mr. Paolucci is an executive with over 20 years of experience in finance and supply chain in multinational companies and over 15 years of experience in the agricultural business.	Mar 2019
Marcus Vinicius Ribeiro Chief Revenue Officer	Mr. Ribeiro was acclaimed as one of the top three sale managers in Brazil for two consecutive years due to his outstanding results as Sales Manager at Timac Agro. He was responsible for the agricultural bio-inputs and fertilizers for six years. He led the Agrivalle	Feb 2024

Name, Place of Residence and Position Held Within the Company	Principal Occupation(s) During Last Five Years If Different from Office Held	Since
	branch, providing national and international markets with transformative and sustainable solutions. His portfolio included a robust range of specialty fertilizers, biological products, adjuvants, inoculants, and additives, with a particular focus on the states of Mato Grosso and Minas Gerais.	
Newton Nagumo Brazil Chief Marketing Officer	Mr. Nagumo is a brand marketing leader with a 20-year track record of driving innovation and guiding high-performing teams for major Brazilian and global corporations. He held managerial and leadership roles overseeing strategic communication and marketing planning teams at agencies including Asia, Heads, JWT, Dentsu, W/Brasil, among others. He has crafted strategies and steered campaigns for clients like Nestlé, Toyota, Unilever, Ford, Toyota and Mondelez. Mr. Nagumo holds postgraduate degrees in marketing and service management and a B.A. in advertising. He deepened his studies at institutions like FGV, Miami Ad School, IDEO and Hyper Island.	Aug 2023
Noraini Latiff Singapore Company Secretary	Mr. Latiff is a qualified Chartered Secretary and has worked as a Company Secretary for many public listed companies in Singapore. Since 2006, she heads are corporate secretarial arm of the law firm Selvam LLC in Singapore. Selvam LLC is the joint venture partner of the law firm Duane Morris & Selvam LLP in Singapore.	Jul 2022

Notes:

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

(2) Member of the Audit Committee.

(3) Member of the Compensation Committee.

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

As of the date of this AIF, an aggregate of 5,505,440 Ordinary Shares were beneficially owned, or controlled or directed, directly or indirectly, by the current directors and executive officers of the Company as a group representing approximately 10.45% of the issued and outstanding Ordinary Shares on a non-diluted basis. The information as to Ordinary Shares beneficially owned, or controlled or directed, directly or indirectly, by the current directors and executive officers, not being within the knowledge of the Company, has been provided by the respective directors and executive officers and aggregated.

10.2. Management of Subsidiaries

The directors of Verde Fertilizantes are Felipe Paolucci, Elton Gonlçaves, Edson Santos, Marcus Ribeiro. The directors of FVS are Felipe Paolucci, Elton Gonlçaves and Edson Santos. The director of Verde

AgriTech Ltd. is Cristiano Veloso. Mr. Veloso's term as director of Verde AgriTech Ltd. began in 2006. Due to the Company's Redomiciliation to Singapore, its UK subsidiary companies are currently undergoing a dissolution process. The UK Registrar of Companies finalized the dissolution of GB01N on January 02, 2024, and Verde AgriTech Plc was dissolved on November 01, 2024.

10.3. Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

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

Bankruptcies

To the Company's knowledge, no director or executive officer of the Company, and no shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company: (i) is, or has been within the ten years before the date of this AIF, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten years before the date of this AIF become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the Company's knowledge, no director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a

securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court, or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

10.4. Conflicts of Interest

Certain directors and officers of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. Pursuant to the Companies Act 1967 of Singapore, directors who have an interest in a proposed transaction are required to disclose their interest and refrain from voting on the transaction. See also "Risk Factors – Conflicts of Interest".

11. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company may be, from time to time, involved in claims, legal proceedings, investigations or complaints arising in the ordinary course of business. Other than disclosed below, to the best of the Company's knowledge, Verde is not and was not, during the year ended December 31, 2024, a party to any legal proceedings which may be material, nor is any of its property, nor was any of its property during the year ended December 31, 2024, the subject of any such legal proceedings and as at the date hereof, no such legal proceedings are known to be contemplated.

12. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

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

13. TRANSFER AGENTS AND REGISTRARS

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

14. MATERIAL CONTRACTS

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

15. NAMES AND INTERESTS OF EXPERTS

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

- The "qualified person" (as defined in NI 43-101) for the 2017 Technical Report are Mr. Bradley Ackroyd of Andes Mining Services Ltd (AMS) and Mr. Beck Nader of BNA Consultoria e Sistemas (BNA). The aforementioned firms or persons held less than one percent of the outstanding Ordinary Shares (or no Ordinary Shares) of the Company or an associate or affiliate of the Company when they prepared the 2017 Technical Report, or following the preparation of such report, and did not receive any direct or indirect interest in any securities of the Company or of any associate or affiliate of the Company in connection with the preparation of such report. None of the aforementioned persons are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.
- RSM is the current auditor of the Company. RSM reports that it is independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants, including International Independence Standards (IESBA Code), and has fulfilled other ethical responsibilities in accordance with these requirements and the IESBA Code.

16. AUDIT COMMITTEE INFORMATION

Audit Committee Charter

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

Composition of the Audit Committee

The members of the Audit Committee are Mr. Renato Gomes, Ms. Hannah Oh and Mr. Fernando Prezzotto. Mr. Gomes, Ms. Oh and Mr. Prezzotto are all "financially literate" and all three members are "independent", as those terms are defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**").

Relevant Education and Experience

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

Ms. Oh has a strong track record through commercial roles such as Head of Marketing Excellence in Asia at Bayer Crop Science and US biological division, Global Sales & Operations Lead, and as Head of International Engagements for Water, where she developed global partnerships for water conservation and global climate crises. As impact investor and technical advisor, she is deeply committed to fostering connections between ag/food and climate tech start-ups, philanthropic foundations, and impact capital. Currently, Ms. Oh is the co-founder of IXO, pioneers in digital technologies to bring transparency, integrity through high-definition impacts data, and outcome-focused impact investment strategies. Ms. Oh is an active board member, speaker, and author. She holds a Bachelor in Economics and Asian Studies from Macalester College, she also completed a course in Sustainability at the University of Cambridge. Ms. Oh was also recognized as one of Singapore's top 30 Women of Power in 2023.

Mr. Prezzotto is a serial entrepreneur focused on innovative solutions for agribusiness. In 2021 he was elected by Ernst & Young the entrepreneur of the year in Brazil. He is the founder and CEO of SEMPRE AgTech, a company focused on the genetic improvement of plants, on the research of transgenic events and on the creation of eco-friendly biopesticides. He is also the founder and CEO of Produce, a company that provides agricultural inputs and technical services to producers of all crops. He acts as a mentor and entrepreneur of Endeavor, an acceleration network for companies, present in over 40 markets around the world. He is an angel investor in multiple startups, with a focus on emerging markets. Mr. Prezzoto is also a farmer with ongoing agricultural production.

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

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees (By Category)

The aggregate fees charged to the Company by the external auditor RSM for the financial year ended December 31, 2024, and Ernst & Young for the financial year ended December 31, 2023 are as follows:

Table 31: External Auditor Service Fees

Services	December 31, 2024 (C$)	December 31, 2023 (C$)
Audit Fees for the Year Ended	120,020	187,824
Total Fees	120,020	187,824

(1) The term "Audit Fees" means the aggregate fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year.

(2) Converted from Singapore Dollars and Brazilian Real to Canadian Dollars using the average noon buying rate reported by the Bank of Canada for the fiscal period ended December 31, 2024, being SGD1.00 = C$1.00, R$1.00 = C$4.30.

17. ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.ca and on the Company's website at https://verde.ag/en/ and Investor Relations website at https://investor.verde.ag/.

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

SCHEDULE A
GLOSSARY

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

Additionality: In the context of environmental sustainability and carbon offset projects, "additionality" refers to the extra or supplementary benefits that such initiatives bring beyond the existing or planned actions. Essentially, for a project to claim additionality, its positive outcomes—such as carbon reductions—must be above and beyond what would have occurred without the project. This concept ensures that credits and offsets purchased or credited to an organization genuinely represent new and extra reductions in greenhouse gas emissions, rather than funding pre-existing initiatives.

ANM: See “National Mining Agency”.

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

Carbon Credits: Quantifiable units representing verified emissions reductions achieved through carbon offsetting and removal activities. One carbon credit corresponds to the prevention or removal of one metric ton of CO_2 or its equivalent. Entities, including businesses and individuals, can acquire these credits by backing climate initiatives.

Carbon dioxide equivalent (“CO_2e”): Metric measure used to compare the emissions of the different greenhouse gases based upon their global warming potential (GWP), normalized to the equivalent amount of CO_2.

Carbon dioxide removal certificates (“CORCs”): Electronic document that records the Attributes of CO_2 Removal from registered Production Facilities. Each CORC represents a Net Carbon Dioxide Removal (CDR) volume of 1 ton of Long-Term CO_2 Removal, equivalent to 1 carbon credit.[28]

Carbon Footprint: The cumulative amount of greenhouse gases produced by activities of an entity, be it a business, nation, individual, or specific action.

Carbon Markets: Platforms for trading carbon credits, falling into two categories:

[28] Source: Puro Earth, Puro Standard General Rules, V3.1.

- **Compliance Markets:** stems from policy requirements across different levels, like the Kyoto Protocol's inaugural market, where participants had to meet emissions reduction targets partially by purchasing carbon offsets.
- **Voluntary Markets:** enables entities to trade carbon credits voluntarily to achieve targets such as carbon neutrality. Unlike compliance markets, voluntary market transactions aren't tied to legal emissions reduction mandates.

Carbon Sequestration: The long-term capture and stable storage of atmospheric carbon dioxide. This can be achieved by harnessing natural reservoirs such as plants, soils, geological formations, and oceans.

CDR (Carbon Dioxide Removal): The practice of extracting carbon dioxide from the atmosphere post-release and securely storing it for extended durations. Carbon removal methods vary, encompassing nature-based solutions (e.g., enhanced rock weathering) and mechanically intensive approaches. CDR solutions are recognized by the IPCC as crucial for maintaining global temperature increases below 1.5°C. 1 ton of Long-Term Net CO_2 Removal (CDR) is equivalent to 1 carbon credit.

Cerrado Verde Project ("the Project"): Located in Minas Gerais state, Brazil, it is a potassium-rich deposit 100% owned by Verde, from which the Company is producing solutions for crop nutrition, crop protection, soil improvement, and increased sustainability. The Project has an NI 43-101 Measured and Indicated Mineral Resource Estimate of 1.47 billion tons at a grade of 9.28% K_2O, which includes a Measured Mineral Resource of 1.85 billion tons with an average grade of 8.60% K_2O. The Pre-Feasibility Study of the Project evaluated the technical and financial aspects of producing 50 Mtpy of the Product divided in three scenarios: "Plant 3 Scenario1" (10 Mtpy); "23Mtpy Scenario" (23 Mtpy) and "50Mtpy Scenario" (50 Mtpy). The Cerrado Verde Project has been in production since 2017.

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

Climate Change: A change of climate attributed directly or indirectly to human activity that alters the composition of the global atmosphere and which is in addition to natural climate variability observed over comparable time periods.[29]

Co-benefits: Co-benefits refer to the positive, secondary outcomes derived from initiatives primarily designed to combat climate change. For example, opting to walk or cycle instead of driving not only reduces carbon emissions but also promotes a healthier way of living. Likewise, certain techniques such as enhanced rock weathering also yield other advantages including improved soil health and decreased ocean

[29] Source: United Nations Framework Convention on Climate Change. Available at: https://unfccc.int/resource/ccsites/zimbab/conven/text/art01.htm#:~:text=2.,observed%20over%20comparable%20time%20periods

acidity. In addition to their capability for carbon capture, Verde's Products also serve as a source of potash, a vital nutrient for plants.

Cradle-to-Grave: Assessment that considers CO_2e emission impacts at each stage of a product's life cycle, from the time natural resources are extracted from the ground and processed through each subsequent stage of manufacturing, transportation, product use, and ultimately, disposal.

Deforestation: Deforestation refers to the widespread removal of trees and vegetation from areas traditionally characterized as forests. This phenomenon is not only observed when trees are directly exploited but also when the land is repurposed for other endeavors. Such activities pose significant ecological threats, leading to habitat loss, reduced biodiversity, and increased greenhouse gas emissions.

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

Enhanced Rock Weathering (ERW): Enhanced Rock Weathering is a technique that accelerates the natural process of geological weathering to capture and store CO_2 more efficiently by using finely ground rock, significantly speeding up a process that would naturally take millennia. Recent analyses on Verde's Products, conducted at Newcastle University under the supervision of ERW expert Prof. David Manning, PhD, have confirmed the potential to extract CO_2 from the atmosphere at a rate of 120kg per ton of product. However, the measurement and crediting of this CO_2 sequestration capability are still under evaluation, and the uncertainty surrounding test results may affect the project's profitability, though it poses no direct risk to the Company. Management will continuously reassess the associated risks and opportunities as new data emerges and the project evolves.

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

- **Preliminary License ("Licença Prévia – LP"):** Granted at the planning stage of the project, this license signals the approval of its location, concept and environmental feasibility. It establishes the basic requirements to be met during the subsequent implementation phases. The maximum term for LPs is five years.
- **Installation License ("Licença de Instalação – LI"):** This license authorizes the setup of the works and commencement of construction based on the specifications set forth in the previous license and the approved plans, programs and project designs, including environmental control measures. The maximum term for LIs is six years.

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

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

Environmental, Social, and Governance (ESG): Criteria set to evaluate a Group's sustainability and societal responsibility, encompassing three pillars. The Environmental pillar examines emissions, resource usage, and sustainability efforts. The Social pillar reviews labor practices, supply chain ethics, and employee growth. Governance focuses on shareholder rights, corporate accountability, and board-level diversity. The ESG is used by investors to gauge non-financial risks in a business's operations.

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

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

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

Final Exploration Report (“Relatório Final de Pesquisa”): At the end of the exploration stage, the holder of the mining right must present a Final Exploration Report with the results obtained from the work,

containing a quantitative geological and technological study of the mineral deposit and demonstrate the technical-economic feasibility of a mine. The ANM analyses this report technically through a site visit. If the ANM approves the report based on the potential merits of a future mining operation, the titleholder has a one-year period to prepare and file the Mining Concession Application with the Federal Minister of Mines and Energy.

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

Gigaton: A gigaton, abbreviated as "Gt," is a metric unit equal to one billion tons. Often used in carbon sequestration discussions, the IPCC emphasizes the need to sequester ten gigatons of CO_2 annually by 2050 to limit global warming to 1.5°C. For context, Verde's 3.32 billion tons of mineral resources hold a total carbon removal potential of 0.40 gigatons of CO_2.

Glauconitic Siltstone: Derived from a naturally occurring potassium silicate rock, Glauconitic Siltstone has been valued as a natural potassium fertilizer for over 250 years. Notably, it stands out for its superior weathering properties in comparison to other materials. This rock is the foundational raw material for all Verde Agritech products. Its composition includes glauconite (40%-80%), K-feldspar (10%-15%), quartz (10%-60%), muscovite-sericite (5%), biotite (2%), titanium oxide (<1%), manganese oxide (<1%), goethite (<1%), and trace amounts of barium phosphate and rare-earth element phosphates.

Global Warming: This term describes the ongoing increase in Earth's average surface temperature, primarily due to human activities since the onset of the Industrial Revolution. The primary cause is the release of greenhouse gases which trap heat in the atmosphere, leading to a rough average temperature rise of about 0.2°C per decade.

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

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

Intergovernmental Panel on Climate Change (IPCC): United Nations body for assessing the science related to climate change. The IPCC prepares comprehensive Assessment Reports about the state of scientific, technical and socio-economic knowledge on climate change, its impacts and future risks, and options for reducing the rate at which climate change is taking place. It also produces Special Reports on topics agreed to by its member governments, as well as Methodology Reports that provide guidelines for the preparation of greenhouse gas inventories.[30]

International Organization for Standardization ("ISO"): Independent, non-governmental international organization with a membership of 169 national standards bodies. The Organization is a global network of the world's leading standardizers. Through its members, it brings together experts to share knowledge and

[30] Source: Intergovernmental Panel on Climate Change. Available at: https://www.ipcc.ch/

develop voluntary, consensus-based, market relevant International Standards that support innovation and provide solutions to global challenges.[31]

ISO: See “International Organization for Standardization”

KCl: See “Potassium Chloride”.

K Forte® (“the Product”): Multinutrient potassium fertilizer brand marketed in Brazil by the Company.

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

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

Life Cycle Analysis (“LCA”): Life-cycle assessment is a process of evaluating the effects that a product has on the environment over the entire period of its life thereby increasing resource-use efficiency and decreasing liabilities. The LCA is a standardized, scientific method that can be used to study the environmental impact of either a product or the function the product is designed to perform.[32] The terms “assessment” and “analysis” are used interchangeably by different companies, but with the same objective.
LCA: See “Life Cycle Analysis”.

Megaton: One megaton is equal to one million tons. The term "megaton" is often utilized to measure greenhouse gas emissions and address carbon removal objectives.

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

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

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[31] Source: ISO. Available at: https://www.iso.org/what-we-do.html
[32] Source: European Environment Agency.

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

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

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

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

- **Indicated Mineral Resource:** That part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed. An indicated mineral resource has a lower level of confidence than that applied to a measured mineral resource and may only be converted to a probable mineral reserve.
- **Inferred Mineral Resource:** That part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. An inferred mineral resource has a lower level of confidence than that applying to an indicated mineral resource and must not be converted to a

mineral reserve. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration.

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

Mineralization: The natural process whereby organic matter is converted over time into mineral nutrients. In the carbon removal industry, 'mineralization' also refers to the act of injecting CO_2 into rock for permanent storage.

Mining Concession Application ("Requerimento de Lavra"): This application must satisfy certain requirements, including the presentation of the mining Group's Feasibility Study ("Plano de Aproveitamento Econômico – PAE"). While the ANM reviews the application for a mining concession, the applicant retains the exclusive rights to this area. Mine construction and development activity can only begin after the publication of a mining concession issued by the MME and provided that the respective license is also granted pursuant to applicable Brazilian environmental laws.

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

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

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

MME: See "Ministry of Mines and Energy".

Measurement, Reporting, and Verification ("MRV"): This is a systematic process designed to quantify the reductions in greenhouse gas emissions achieved through specific environmental initiatives. It involves the careful monitoring of emission reductions over a set timeframe, followed by the compilation and submission of this data to a certified third-party organization. The third-party's role is to validate the accuracy of the reported data, which upon confirmation, can lead to the certification of the results and the issuance of carbon credits.

MRV: See “Measurement, Reporting, and Verification”.

Mtpy: Million tons per year.

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

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

NI 43-101: Refers to Canada's National Instrument 43-101, which establishes the standards for disclosure of mineral projects. Verde Agritech, in compliance with these standards, reports a combined measured and indicated mineral resource of 1.47 billion tons at 9.28% K_2O and an inferred mineral resource of 1.85 billion tons at 8.60% K_2O (using a 7.5% K_2O cut-off grade).

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

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

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

PFS: See “Pre-Feasibility Study”.

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

Pre-Feasibility Study (“PFS”): A PFS is an in-depth analysis assessing the technical and economic viability of a mineral project. It evaluates various aspects of the project once it reaches a stage where key methods like underground mining or open pit configurations are defined, along with effective mineral processing techniques. The study also entails a financial review, grounded in reasonable assumptions regarding modifying factors and other pertinent elements. This allows a Qualified Person to ascertain if any portion of the mineral resource can transition to a mineral reserve. Notably, a PFS offers a lower level of confidence compared to a full feasibility study.

Product: Multinutrient potassium fertilizer marketed in Brazil under the brands K Forte® and Low-Carbon Specialty Fertilizer Products and internationally as Super Greensand®, the production and sale of which is the principal activity of the Company.

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

Reforestation: This term refers to the process of replenishing depleted or destroyed forest areas by planting new trees. This can be achieved naturally or artificially, and it is a vital strategy for mitigating the impacts of deforestation, such as loss of biodiversity and increased carbon dioxide levels in the atmosphere. Reforestation helps restore ecosystems, improve air quality, and combat climate change.

Renewable Energy: These are systems of energy generation that do not depend on the extraction and combustion of fossil fuels and can be sustainably replenished without contributing to an increase in carbon emissions. Verde's production process relies on renewable zero-emission hydropower for 100% of its electricity needs.

Super Greensand® ("the Product"): Multinutrient potassium fertilizer brand marketed internationally by the Company.

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

tpy: Tons per year.

SCHEDULE B
TABLE OF ABBREVIATIONS

Abbreviations	Description
"	Inches
%	Percent
°	Degrees
°C	degrees centigrade
3D	Tridimensional
ANM	Brazil's mining regulatory agency, National Mining Agency
AMS	Andes Mining Services
ANDA	Brazil’s National Fertilizer Distributors Association
Ca	calcium
CAPEX	capital expenditure
CFEM	financial compensation for the exploitation of mineral resources
Cfr	cost and freight
CIM	Canadian Institute of Mining
Cl	chlorine
Cm	centimeter
CMEC	Consórcio Mineiro de Engenheiros Consultores Ltda
DC	diamond core drilling
DDH	diamond drill hole
DFS	Definitive Feasibility Study
ANM	National Mining Agency
DTM	digital terrain model
E	east
EIA	environmental impact study
EPAMIG	Empresa de Pesquisa Agropecuária de Minas Gerais
FOB	free on board
g/cm^3	grams per cubic centimeter
H	hour
h/Wk	hour per week
Ha	hectare
ICMS	imposto sobre circulação de mercadorias e prestação de serviços
IDW2	inverse distance weighting with power two
IPD	Instituto de Promoção do Desenvolvimento
IRR	Internal rate of return
K	potassium
K_2O	potassium oxide
K_2SO_4	potassium Sulfate
KCl	potassium chloride

Abbreviations	Description
Kg	kilogram
Km	kilometer
km^2	square kilometers
KNO_3	potassium nitrate
Kt	kilo tons
Ktpy	kilo tons per year
L	liter
LI	Construction Permit
LOI	loss on ignition
LOM	life of mine
LP	Preliminary Permit
M	meter
m^3	cubic meters
MAPA	Brazilian Ministry of Agriculture
MDIC	Ministry of Development, Industry and Foreign Trade
MME	Ministry of Mines and Energy
Mg	magnesium
Mm	millimeter
Mt	million tons
Mtpy	million tons per year
N	north
N	nitrogen
Na	sodium
NE	northeast
NPV	net present value
OK	ordinary kriging
PEA	Preliminary Economic Assessment
PFS	Pre-Feasibility Study
QA/QC	quality assurance/quality control
R	coefficient of correlation
R$	Brazilian Reais
RC	rotary-percussion reverse circulation drilling
RL	relative level
RU	Ramp-up
S	south
S	second
Si	Silicon
T	tons
TAH	annual permit tax

Abbreviations	Description
TK	ThermoPotash
Tpy	Tons per year
US$	United States Dollar
USA	United States of America
UTM	Universal Transverse Mercator coordinate system
W	west
WACC	weighted average cost of capital
WGS84	World Geodetic System 1984
XRF	X-ray fluorescence
Y	year

SCHEDULE C
AUDIT COMMITTEE CHARTER

VERDE AGRITECH LTD

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

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

1. Purpose

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

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

(b) the financial reporting process;

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

(d) financial risk management;

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

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

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

2. Composition

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

All Members shall be "financially literate" as defined in National Instrument 52-110 – *Audit Committees* or any successor policy, meaning that the director has the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the Company's financial statements.

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

3. Authority

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

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

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

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

4. Responsibilities

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

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

(a) Recommend the appointment and termination (subject, if applicable, to shareholder ratification), compensation, and oversight of the work of the independent auditors, including resolution of disagreements between management and the auditors regarding financial reporting. The Committee shall arrange for the independent auditors to report directly to the Committee.

(b) Pre-approve all audit and non-audit services provided by the independent auditors and

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

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

(i) The firm's internal control procedures.

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

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

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

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

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

(g) Periodically meet separately with management and the auditors to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the auditors to meet privately with the Members, which shall at a minimum include an *in-camera* meeting following each quarterly meeting. The Committee shall review with the auditor any audit problems or difficulties and management's response.

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

5. Chair Responsibilities

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

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

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

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

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

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

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

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

6. Specifically Delegated Duties

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

Accounting and Financial

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

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

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

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

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

(f) The Committee shall discuss any matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards

and shall specifically review with the independent auditors, upon completion of their audit:

(i) the contents of their report;

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

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

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

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

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

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

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

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

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

7. Meetings and Proceedings

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

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

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

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

the independent auditors of the Company may still be requested by the Committee to attend other meetings of the Committee, from time to time.

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

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

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

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

8. Self-Assessment

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

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

Last approved: March 20th, 2025

Approved by: Board of Directors