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This Offering Document (the "Offering Document") constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as, a prospectus or advertisement or a public offering of these securities.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") or any applicable securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act). Accordingly, these securities may not be offered, sold or delivered, directly or indirectly, within the United States unless registered under the U.S. Securities Act and any applicable securities laws of any state of the United States or unless an exemption from such registration requirements is available. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

March 2, 2026



VERDE AGRITECH LTD.
(the "Company" or "Verde")

SUMMARY OF OFFERING

What are we offering?

Offering:	<p>Commercially reasonable "best efforts" private placement (the "Offering") of up to 3,750,000 units (each, a "Unit") of the Company.</p> <p>The Units will be offered for sale by way of private placement in Alberta, British Columbia and Ontario (collectively, the "Canadian Selling Jurisdictions") pursuant to the Listed Issuer Financing Exemption (as defined herein). The Units may also be issued: (a) in the United States pursuant to exemptions from the registration requirements in Regulation D of the U.S. Securities Act; and (b) in jurisdictions outside of Canada and the United States, in each case, on a private placement basis in accordance with all applicable laws.</p> <p>The Units issued under the Listed Issuer Financing Exemption (defined below) to purchasers in the Canadian Selling Jurisdictions will not be subject to a hold period.</p>
Description of the Units:	<p>Each Unit consists of one ordinary share of the Company (each, an "Ordinary Share") and one Ordinary Share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Ordinary Share (a "Warrant Share") at a price of \$1.20 per Warrant Share until the date that is 30 months following the Closing Date.</p>

Offering Price:	\$1.20 per Unit.
Offering Amount:	Gross proceeds of up to \$4,500,000.
Agent:	A.G.P. Canada Investments ULC (the “ Agent ”), as sole agent and bookrunner.
Closing Date:	The closing of the Offering is expected to occur on or about March 12, 2026, and in any event not later than 45 days of the date hereof, or such other date or dates as may be determined by the Company and the Agent (as defined herein) and as permitted under applicable securities laws (the “ Closing Date ”).
Exchange:	The Ordinary Shares are listed and posted for trading on the Toronto Stock Exchange (the “ TSX ”) under the symbol “NPK” and on the OTCQX Best Market (the “ OTCQX ”) under the symbol “VNPKE”.
Last Closing Price:	On March 2, 2026, the date of this Offering Document, the closing price of the Ordinary Shares on the TSX was \$1.32 per Ordinary Share, and on the OTCQX was US\$0.99 per Ordinary Share.
Description of Ordinary Shares:	The Ordinary Shares are without par value and without special rights or restrictions. Each Ordinary Share carries the right to one vote.
Description of Warrants:	Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$1.65 on the date that is 30 months following the Closing Date, after which time the Warrants will be void and of no value. The Warrants will be governed by the terms and conditions set out in certificates representing the Warrants (the “ Warrant Certificates ”) delivered on the Closing Date. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants, except as expressly provided in the Warrant Certificates. Holders of Warrants will not have any voting or pre-emptive rights or any other rights ascribed to a holder of Ordinary Shares.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*, as amended and supplemented by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “**Order**”) (the “**Listed Issuer Financing Exemption**”). In connection with the Offering, the Company represents the following is true:

- the Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- the Company has filed all periodic and timely disclosure documents that it is required to have filed;

- **the Company is relying on the exemptions in the Order and is qualified to distribute securities in reliance on the exemptions included in the Order;**
- **the total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing the Offering, will not exceed \$25,000,000;**
- **the Company will not close the Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **the Company will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “**forward-looking statements**”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “anticipates”, “believes”, “estimates” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Offering Document speak only as of the date of this Offering Document or as of the date specified in such statement. Specifically, this Offering Document includes, but is not limited to, forward-looking statements regarding: the Company’s expectations with respect to the completion of the Offering, if it is to be completed at all, the expected Closing Date, the expected compensation for the Agent, and the use of the available funds and the use of proceeds following completion of the Offering.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the ability of the Company to predict or control. These risks, uncertainties and other factors include, but are not limited to, the inability of the Company to complete the Offering on the terms proposed (or at all); the inability of the Company to obtain required regulatory and stock exchange approvals with respect to the Offering; changes in debt and equity markets; 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; the Company’s ability to manage its current and future debt obligations; and other risks involved in the agricultural, fertilizers, mining and rare earths sectors. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in the Offering Document. Such statements are based on a number of assumptions including but not limited to the following: the ability to obtain required regulatory and stock exchange approvals with respect to the Offering within the required time period; the Company’s ability to retain and attract skilled staff; market competition; and general business, economic, political, agricultural and mining conditions.

Forward-looking statements may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this Offering Document that may cause the Company’s

actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Prospective investors should carefully consider all information contained in this Offering Document, including information contained in this section titled, “*Cautionary Note Regarding Forward-Looking Statements*”, before deciding to purchase the Units. For more information on the Company, and the risks and challenges applicable to its business, prospective investors should review the Company’s continuous disclosure documents that may be accessed on the Company’s SEDAR+ profile at www.sedarplus.ca.

SCIENTIFIC AND TECHNICAL INFORMATION

The scientific and technical information contained in this Offering Document relating to the Company’s mineral properties has been reviewed and approved by Leonardo Deringer Fraga, P. Geo, Vice President of Exploration of the Company and a “qualified person” within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”).

CURRENCY

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this Offering Document are to lawful currency of Canada, and all references to US\$ in this Offering Document are to the lawful currency of the United States.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a Brazil-focused specialty fertilizer company that mines and processes potassium silicate rock from its Cerrado Verde Project in Minas Gerais, Brazil to manufacture multi-nutrient potassium fertilizers marketed in Brazil under the brands K Forte® and Low-Carbon Specialty Fertilizer Products, and internationally as Super Greensand®.

The Company is also advancing the Minas Americas Global Alliance Project, a district-scale rare earths discovery in Minas Gerais, Brazil (the “**Minas Americas Project**”), leveraging its operational platform and regional experience to accelerate exploration and technical de-risking.

Further information about the Company can be found in the Company’s regulatory filings available on the Company’s profile on the System for Electronic Document Analysis and Retrieval Plus (SEDAR+) at www.sedarplus.ca, and on the Company’s website at www.investor.verde.ag. The address of the Company’s website is provided for informational purposes only and is not incorporated by reference into this Offering Document.

Recent Developments

On January 26, 2026, Verde reported additional assay results from its ongoing drilling program at its Minas Americas Project. The Company also reported that its board of directors approved expanding the resource definition footprint and directed the Company to prepare technical disclosure under NI 43-101 and to develop disclosure that is aligned with the requirements of Subpart 1300 of Regulation S-K under the U.S. Securities Act, and that it continues to target a maiden NI 43-101 mineral resource estimate in the first half of 2026 and completion of a preliminary economic assessment in the second half of 2026.

On December 2, 2025, Verde reported assay results from the first three drill holes of its ongoing resource definition program at the Minas Americas Project. Verde also noted that a 200-hole drill program is underway to support a maiden NI 43-101 mineral resource estimate targeted for the first quarter of 2026.

On October 21, 2025, Verde reported ionic-adsorption behaviour confirmed across multiple trenches at the Minas Americas Project.

On October 14, 2025, Verde announced that its board of directors approved an accelerated, cost-efficient development plan for the Minas Americas Project, with two drill rigs turning and a third drill rig expected on site the week of October 20, 2025.

On October 9, 2025, Verde announced that drilling commenced on October 7, 2025 at the Company's district-scale, clay hosted rare earth discovery in Alto Paranaíba, Minas Gerais, Brazil, with a second rig scheduled to arrive on October 11, 2025 and a third rig expected to mobilize on or about October 24, 2025.

On October 6, 2025, Verde announced the delineation of a continuous, clay hosted rare earth element mineralized zone in Alto Paranaíba, Minas Gerais, Brazil, covering approximately 5,500 hectares across 13 mineral rights.

On September 16, 2025, Verde announced that its subsidiary, Verde Fertilizantes LTDA, was granted a Brazilian patent by Brazil's National Institute of Industrial Property ("INPI") for its industrial process, which produces powdered, granulated, or microgranulated mineral fertilizers enriched with biological additives by combining glauconitic siltstone with beneficial microorganisms. The Company noted it holds five patents in Brazil with INPI and has three patent applications pending.

Pursuant to a share sale agreement dated April 9, 2025 between Verde and Nautica Holdings Limited ("Nautica"), on July 4, 2025, Verde completed a transaction pursuant to which Nautica acquired high-grade magnetic rare earths exploration assets located in Brazil from Verde's subsidiary, Oby Rare Earths Pty Ltd. In exchange, Nautica issued 2 billion shares of Nautica at \$0.01 per share to shareholders of Verde as at the record date of January 27, 2025.

On April 23, 2025, Verde announced the appointment of Guilherme Medeiros as its Chief Marketing Officer, effective March 2025, and noted that Newton Nagumo, who served as Chief Marketing Officer since early 2024, will continue to support the Company as a member of its Advisory Committee.

On April 17, 2025, Verde announced that, as a result of a review by staff of the Ontario Securities Commission, it filed an amended and restated NI 43-101 Technical Report for the Man of War Project in Minas Gerais, Brazil, effective December 18, 2024 and dated March 31, 2025.

On April 15, 2025, Verde announced that the civil court homologated Verde's debt renegotiation agreement, as disclosed in press releases of the Company dated October 2, 2024 and November 11, 2024. The debt renegotiation agreement relates to the Company's outstanding loans with its creditor-banks, including its two largest creditors, and is intended to secure extended payment terms and reduced interest rates following a period of severe liquidity restrictions, high interest rates, and increased insolvency filings across Brazil's agricultural supply chain. Creditors representing 92.2% of the total outstanding debt adhered to the plan and, upon homologation, the renegotiation terms became enforceable for the covered creditors, including non-adherent creditors subject to the conditions imposed under applicable Brazilian legislation. Under the court-homologated agreement, adherent creditors are subject to an 18-month grace period, a 108-month amortization term and reduced interest rates (accruing at Certificado de Depósito Interbancário ("CDI") + 1.25% for three years, increasing to CDI + 2.5%). Non-adherent creditors accounting for 5.3% of the total outstanding debt are subject to a mandated 75% reduction of principal, an 18-month grace period from April 14, 2025, a 108-month repayment term following the grace period and an interest rate reduced to the Taxa Referencial (then estimated at 0.81% per year).

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this

Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document on the Company's SEDAR+ profile at www.sedarplus.ca. You should read these documents prior to investing.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to allocate approximately \$3 million of the net proceeds from the Offering to advance its Minas Americas Project in accordance with the Company's planned budget, including expenditures for drilling programs (including by way of auger and reverse circulation ("RC") drilling), inductively coupled plasma ("ICP") analytical work, geological and field/laboratory support, vehicles and related logistics, and the preparation of key technical deliverables such as a preliminary economic assessment ("PEA"), mineral resource reporting and associated third-party technical services, including from The Australian Nuclear Science and Technology Organisation ("ANSTO"), with the balance of available funds, if any, to be used for general corporate purposes and working capital.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

The following table discloses what the Company's available funds are expected to be after the Offering.

		Assuming 100% of the Offering is Sold
A	Amount to be raised by the Offering	\$4,500,000
B	Selling commissions and fees	\$270,000
C	Estimated offering costs (e.g., legal, accounting, audit, etc.)	\$100,000
D	Net proceeds of offering ($D = A - (B + C)$)	\$4,130,000
E	Working capital as at most recent month end	\$6,043,000
F	Additional sources of funding	\$0
G	Total available funds: ($G = D + E + F$)	\$10,173,000

How will we use the available funds?

The following table provides a detailed breakdown of how the Company expects to use the available funds.

Intended Use of Available Funds	Assuming 100% of the Offering is Sold
Rare earths exploration at the Minas Americas Project and technical studies program, including drilling (auger and RC), ICP analyses, geology and field/lab support, vehicles/rental, the preparation of a PEA, ANSTO and mineral resource report, and other related costs	\$3,376,000
General corporate purposes and working capital	\$6,797,000
Total:	\$10,173,000

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives. See the "Cautionary Note Regarding Forward-Looking Statements" section above.

The most recent unaudited interim consolidated financial statements of the Company for the period ended September 30, 2025 included a going concern note. The going concern note was included primarily due to the Company's history of operating losses and cash outflows, and the requirement to obtain additional financing to fund its planned exploration and development activities and to meet ongoing obligations as they come due. Although the Company reported a positive working capital position as at the end of the fiscal period, the going concern assessment takes into the account the Company's forward-looking liquidity needs and expected expenditures, including the funding required to advance the Minas Americas Project through its planned drilling and technical work program (including auger and RC drilling, ICP analyses and supporting studies) and to complete key technical deliverables such as a PEA, mineral resource reporting and related third-party technical services. The Offering is intended to provide additional liquidity to permit the Company to continue to advance its Minas Americas Project, as well as for working capital and general corporate purposes, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

The Company has not raised other funds in the past 12 months.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with the Offering, if any, and what are their fees?

The Company has engaged A.G.P. Canada Investments ULC, as the sole agent and bookrunner, in connection with the Offering.

The Company has agreed to, on the Closing Date: (a) pay the Agent a cash fee equal to 6.0% of the gross proceeds of the Offering (the "**Commission**"); and (b) issue the Agent broker warrants (the "**Broker Warrants**") in an amount equal to 3.0% of the number of Units issued pursuant to the Offering. Each Broker Warrant will entitle the holder thereof to subscribe for one Ordinary Share at the exercise price of \$1.65 per Ordinary Share for a period of 30 months following the Closing Date.

Does the Agent have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or a "connected issuer" of the Agent, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right:

- (a) to rescind your purchase of these securities with the Company; or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

U.S. OFFERING RESTRICTIONS

The Units, Ordinary Shares and Warrants have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. Persons.

This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any Units, Ordinary Shares or Warrants to, or for the account or benefit of, persons in the United States or U.S. Persons. In addition, until 40 days after the commencement of the Offering, an offer or sale of Units, Ordinary Shares or Warrants in the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

For further information regarding the Company, visit its website at www.investor.verde.ag. The address of the Company's website is provided for informational purposes only and is not incorporated by reference into this Offering Document.

Investors should read this Offering Document and consult their own professional advisors to assess income tax, legal and risk factors and other aspects of their investment in the Units.

CERTIFICATE

Dated: March 2, 2026

This Offering Document, together with any document filed under Canadian securities legislation on or after March 2, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

VERDE AGRITECH LTD.

By: (Signed) "Cristiano Veloso"
Name: Cristiano Veloso
Title: President, Chief Executive Officer and
Chairman

By: (Signed) "Felipe Paolucci"
Name: Felipe Paolucci
Title: Chief Financial Officer