



VERDE AGRITECH PLC

NOTICE OF 2017 ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 Annual and Special Meeting of shareholders of Verde AgriTech plc (the “**Company**”) will be held on, June 29, 2017 at 3:00 p.m. (EST) at 82 Richmond Street East, Toronto, Ontario M5C 1P1 to transact the following business (of which resolutions 1 through 3 will be proposed as ordinary business and resolution 4 as special business):

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report, the Audited Statement of Accounts and the Auditors’ Report for the year ended December 31, 2016;
2. To appoint BDO LLP, as auditors of the Company in accordance with Section 489 of the Companies Act (the “**Act**”), until the conclusion of the next general meeting of the Company at which audited accounts are laid before shareholders and to authorise the directors of the Company (the “**Directors**”) to fix their remuneration;
3. To elect Directors for the ensuing year; and

SPECIAL BUSINESS

4. To consider and, if deemed appropriate, pass, with or without variation, a resolution approving the issuance of ordinary shares of the Company to directors and management of the Company in satisfaction of compensation obligations of the Company which are otherwise to be paid in cash, as more particularly described in the accompanying management information circular to resolve that:
 - (i) any Director or Officer of the Company be and is hereby authorized to do all such acts and things and to sign, execute and deliver all documents, agreements and statements, as such Director or Officer may, in their discretion, consider necessary to fully effect and carry out the provisions of the foregoing resolutions.

and to transact such further and other business as may properly come before the meeting or any adjournment(s) thereof.

This Notice of Annual and Special Meeting of Shareholders and the Circular have been prepared and delivered to shareholders under the notice-and-access rules under National Instruments 54-101 and 51-102. Accordingly, this Notice of Annual and Special Meeting of Shareholders and Circular are posted online for our shareholders to view at <http://noticeinsite.tsxtrust.com/VerdeAgritechASM2017>. Any Shareholder who wishes to receive a paper copy of the Circular, should contact the Company’s transfer agent, TSX Trust Company at Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, Fax: (416) 595-9593, Toll-free: 1-866-600-5869. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

The accompanying management information circular (the “**Circular**”) provides additional information relating to the matters to be dealt with at the meeting, and form part of this notice. In addition, please review the explanatory notes attached to this notice.

DATED May 26, 2017

BY ORDER OF THE BOARD OF DIRECTORS

“Cristiano Veloso”

Cristiano Veloso
Director

Registered Office:
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Cedar Road
Sutton, Surrey
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