

AGRONOMICS LIMITED

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of the Company will be held at The Claremont Hotel, 18/19 Loch Promenade, Douglas, Isle of Man, British Isles on Thursday, 8 February 2024, at 10.00 am to consider the following business:

ORDINARY BUSINESS

BY ORDINARY RESOLUTION

1. THAT the Directors' Report, Auditors' Report and the Audited Financial Statements of the Company for the year ended 30 June 2023 be received and adopted.
2. THAT Marisa Drew be re-elected as a Director of the Company.
3. THAT Jim Mellon be re-elected as a Director of the Company.
4. THAT KPMG Audit LLC Isle of Man, who have indicated their willingness to continue in office, be re-appointed as Auditors of the Company for the year to 30 June 2024.
5. THAT the Directors be authorised to determine the remuneration of the Auditors.
6. THAT the Directors be and are hereby generally and unconditionally authorised (in substitution for all previous authorities conferred upon the Directors) to exercise all or any of the powers of the Company to allot and issue or grant rights to subscribe for up to 993,154,244 ordinary shares of £0.000001 par value each in the Company ("**Shares**") plus any shares issued by the Company pursuant to exercise of options and/or warrants held by employees, management or other advisers as at the date of the resolution ("**Excluded Securities**") to such persons at such times and generally on such terms and conditions as the Directors may determine (the "**Allotment Shares**") PROVIDED THAT the authority and power granted by this Resolution shall expire at the conclusion of the next annual general meeting.

SPECIAL BUSINESS

BY SPECIAL RESOLUTION

7. THAT shares may be purchased, redeemed or otherwise acquired by the Company for any consideration, provided that such purchase or redemption does not contravene section 60 of the Isle of Man Companies Act 2006 or the solvency test as set out in section 49 of the Isle of Man Companies Act 2006, as per Article 6 of the Memorandum and Articles of Association of the Company.
8. THAT, subject to and conditional upon the passage of Resolution 6 above, and in substitution for all existing and unexercised authorities and powers, the Directors be and are hereby generally and unconditionally authorised to allot and issue Allotment Shares and any Excluded Securities without first offering them to existing shareholders in proportion to their respective Shares PROVIDED THAT this authority and power shall be limited to the allotment and issue of up to an aggregate amount of 993,154,244 Allotment Shares plus Excluded Securities, the authority and power granted by this Resolution shall expire at the conclusion of the next annual general meeting.

The Board considers it important that all shareholders should have the opportunity to exercise their voting rights at the AGM. To this end, the Company invites shareholders to complete the voting proxy form as early as possible. Shareholders may also submit questions to the Company Secretary either in writing at the registered office or by email to denham@burnbrae.com prior to the meeting and as early as possible.

BY ORDER OF THE BOARD

Denham Eke, Director - 10 January 2024

Registered office

Viking House
St Paul's Square
Ramsey
Isle of Man
IM8 1GB

Notes:

- 1 A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him; a proxy need not be a member of the Company. In the case of joint holders, if more than one of such joint holders is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 2 A form of proxy accompanies this Notice. Completion and return of the form of proxy will not preclude a member from attending and voting at the Meeting if he so wishes. In the event that a member who has lodged a form of proxy attends the Meeting, his form of proxy will be deemed to have been revoked.
- 3 In order to be valid, the instrument appointing a proxy and the power of attorney or any authorisations of corporate representatives or other authority (if any) under which it is signed, or a copy, certified by a notary, of such power of attorney or authority, should be deposited at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 48 hours before the time appointed for holding the meeting.
- 4 A member entitled to attend and vote, or an individual appointed by proxy or proxies or power of attorney on behalf of a member entitled to attend and vote, will be required to show photographic identification and must be able to produce suitable documentary evidence to prove beyond reasonable doubt their entitlement to attend and vote.