



MARY AGROTECHNOLOGIES INC.

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS
TO BE HELD ON MARCH 29, 2022**

AND

INFORMATION CIRCULAR

February 15, 2022

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

MARY AGROTECHNOLOGIES INC.

115 Apple Creek Boulevard, Unit 3
Markham, Ontario Canada L3R 6C9

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Mary Agrotechnologies Inc. (the “**Company**”) will be held as a completely virtual meeting on March 29, 2022, at the hour of 5:00 p.m. Eastern Time for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2021, together with the auditor’s report on those financial statements (collectively, the “Financial Statements”);
2. to set the number of directors of the Company at five (5);
3. to elect the nominees set forth in the accompanying Information Circular as directors of the Company to serve until the close of the next annual general meeting of shareholders of the Company or until their successors are elected or appointed;
4. to appoint Mao and Ying LLP as the auditor of the Company to serve until the next annual general meeting of the Company, or until a successor is appointed, and to authorize the directors of the Company to fix their remuneration;
5. to re-approve the stock option plan, as more fully described in the accompanying Information Circular;
6. to consider, and, if deemed appropriate, to pass, an ordinary resolution approving and confirming all the acts and proceedings of the directors and officers of the Company made to the date hereof; and
7. to consider any permitted amendment to, or variation of, of any matter identified in this Notice of Annual General Meeting, and to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Virtual Only Format

To positively deal with the impact of the COVID-19 pandemic, and to mitigate the risks to the health and safety of our shareholders, employees and other stakeholders, we will hold our Meeting in a virtual only format. In order to join the Meeting, please register at the link below:

<https://us02web.zoom.us/meeting/register/tZEvc-ugpzwjE9U0fgyYUYWDt3pHic0rFXhR>

Shareholders are requested to register for the Meeting on or before 5:00pm (Eastern Time) on March 28, 2022 to help the Company manage the Meeting effectively. Following such registration, such shareholders will receive an email containing information to join the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of the Meeting.

The Company's board of directors has fixed February 15, 2022, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting or any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Odyssey Trust Company, at their offices located at 350-409 Granville Street, Vancouver BC, V6C 1T2 prior to 5:00 p.m. on March 25, 2022 Eastern time, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time of any adjournment or postponement of the Meeting. If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing, that holds your securities on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Notice and Access

Notice is also hereby given that the Company has decided to use the notice-and-access method to deliver the accompanying Information Circular and other meeting materials of the Meeting (the "**Meeting Materials**") to both registered and non-registered shareholders. The notice-and-access mechanism allows the Company to deliver the Meeting Materials over the Internet in accordance with the notice-and-access rules adopted by the Canadian Securities Administrators under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered shareholders will receive a form of proxy and non-registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting Materials, Shareholders will receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the printing and mailing costs of the Meeting Materials. Shareholders are reminded to review carefully the Meeting Materials prior to voting.

Websites Where Meeting Materials Are Posted

Meeting Materials can be viewed online under the Company's profile on SEDAR at www.sedar.com or at <https://odysseytrust.com/client/mary-agrotechnologies-inc/>, the website for the Meeting Materials maintained by Odyssey. The Meeting Materials will remain posted on the Company's profile on SEDAR and on Odyssey's website at least until the date that is one year after the date the Meeting Materials were posted.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made at any time up to one year from the date the Meeting Materials are posted on Odyssey's website. In order to receive a paper copy of the Meeting Materials, or if you have questions concerning notice-and-access, please call Odyssey, at 1-888-290-1175 (toll-free in North America) or at 1-587-885-0960 (direct from outside of North America). To receive paper copies of the Meeting Materials in advance of the voting deadline and the Meeting date, requests for paper copies must be received by no later than March 18, 2022. If you do request a paper copy of the Meeting Materials, please note that another form of proxy or voting instruction form will not be sent; please retain the one received with this notice of annual general meeting of Shareholders and availability of meeting materials, for voting purposes.

DATED at Vancouver, British Columbia this 15th day of February, 2022.

By Order of the Board of Directors

"Chuhan (Frank) Qin"
Chuhan (Frank) Qin
Chief Executive Officer