



MARY AGROTECHNOLOGIES INC.

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS
TO BE HELD ON MARCH 30, 2023**

AND

INFORMATION CIRCULAR

February 21, 2023

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 4
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 at the offices of CMJC Law Corporation at Unit 850, 1095 West Pender Street, Vancouver, BC, V6E 2M6, and as a virtual meeting on March 30, 2023, at the hour of 2:00 p.m. Vancouver Time for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2022, 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 (the “**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, any matter identified in this Notice of Annual General Meeting of Shareholders (the “**Notice**”), and to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Virtual Format

Shareholders wishing to attend the meeting virtually may attend at the link below:

<https://meet.google.com/bzd-ytnq-pxs>

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 21, 2023, 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, you may complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Odyssey Trust Company, at their office located at 350-409 Granville Street, Vancouver, British Columbia, V6C 1T2 prior to 2:00 p.m. on March 28, 2023 Vancouver 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 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**"), you may complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Markham, Ontario this 21st day of February 2023.

By Order of the Board of Directors

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