

**SUCRO LIMITED**  
2020 Ponce de Leon Blvd., Suite 1204  
Coral Gables, Florida 33134

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the shareholders of Sucro Limited (the “**Corporation**”) will be held in the York Room of the Sheraton Centre Toronto Hotel, 123 Queen Street West, Toronto, Ontario, Canada, M5H 2M9 on Thursday, the 30<sup>th</sup> day of May, 2024, at 1:00 p.m. (Toronto time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2023, together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, pass with or without variation, an ordinary resolution of shareholders ratifying the Corporation’s 10% “rolling” omnibus equity incentive plan;
5. to consider and, if thought fit, pass with or without variation, an ordinary resolution of shareholders approving an employee share purchase plan for employees of the Corporation and its subsidiaries; and
6. to transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Shareholders are referred to the management information circular for more detailed information with respect to the matters to be considered at the Meeting and for the full text of the resolutions.

An ordinary resolution must be passed by not less than 50% of the votes cast by shareholders who vote in respect of the resolution.

**The Corporation is also permitting shareholders who are unable to attend the Meeting in person to listen to the Meeting via live telephone conference call, the details of which are provided below:**

**Date and Time:** Thursday, May 30, 2024 at 1:00 p.m. (Toronto time)

**Dial-in Numbers:** (+1) 416-764-8659(Local – Toronto)  
(+1) 888-664-6392(Toll Free – North America)  
**RapidConnect URL:** <https://emportal.ink/3U5TNUh>

**\*Participants should dial in approximately 5 to 10 minutes prior to the scheduled start time.**

**Shareholders who dial into the Meeting through the call-in details above will not be permitted to vote at the Meeting and therefore are encouraged to vote their shares via the enclosed proxy prior to the applicable proxy cut-off times.**

Shareholders who will not be attending the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form (“**VIF**”) so that as large a representation as possible may be had at the Meeting. To be valid, proxies must be received by the Corporation's transfer agent, Odyssey Trust Company, 702 - 67 Yonge Street, Toronto, Ontario M5E 1J8, Canada not later than 48 hours (excluding Saturdays and holidays) before the time of holding the Meeting or adjournment thereof. Non-registered shareholders must deliver their completed proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

DATED at Coral Gables, Florida this 18<sup>th</sup> day of April, 2024.

BY ORDER OF THE BOARD

*(signed) “Stefano D’Aniello”*

Stefano D’Aniello  
Secretary