

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 at 500 Sherman Ave. N., Hamilton, Ontario, Canada L8L 8J6 on Thursday, the 22nd day of May, 2025, at 4:00 p.m. (Eastern Daylight Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2024, 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; and
5. 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.

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 8th day of April, 2025.

BY ORDER OF THE BOARD

(signed) “Stefano D’Aniello”

Stefano D’Aniello
Secretary