

**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 as a virtual meeting by webcast on Friday, the 29<sup>th</sup> day of May, 2026, at 8:30 a.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, 2025, 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 are invited to virtually attend the Meeting by following the advance registration instructions outlined below. Shareholders who will not be attending the Meeting or who wish to vote in advance of the Meeting 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, 1100 - 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.

**IMPORTANT**

**The Corporation will hold the Meeting via a virtual-only format by webcast.**

**Shareholders and proxyholders will not be able to attend the Meeting in person. The virtual Meeting will be accessible by internet at a link to be provided to persons who properly register for the Meeting.**

**Subject to the following registration process, shareholders as of the close of business on April 13, 2026 will have an equal opportunity to participate in the Meeting by webcast, regardless of geographic location.**

**Registered shareholders and proxyholders who have completed the Corporation’s virtual meeting advance registration process will be able to attend the Meeting via webcast. Non-registered**

shareholders who appoint themselves as proxyholder through their intermediary will be permitted to attend the Meeting via webcast. Non-registered shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Corporation can verify the identity of any shareholder at the Meeting. The Corporation does not have a record of the Corporation's non-registered shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please see "Appointment and Completion of Proxies" and "Revocation of Proxies" in the management information circular for further instructions.

In order to streamline the Meeting process, the Corporation encourages shareholders to vote in advance of the Meeting using the voting instruction form or the form of proxy mailed to them with the Meeting materials and submitting them by no later than 8:30 a.m. EDT on May 27, 2026, the cut-off time for deposit of proxies prior to the Meeting.

For shareholders wishing to attend the Meeting by webcast, advance registration is required by e-mailing the following information to meetings@sucro.us: (a) the name of the registered shareholder in which shares of the Corporation are held; (b) the name of the proxyholder, if applicable; (c) the proxy control number given in respect of such shares of the Corporation (unless the person is registering as a proxyholder); and (d) an e-mail address at which a Corporation representative may contact such shareholder in order to provide the Meeting ID number and passcode, or request additional information, as necessary.

**THE VIRTUAL MEETING COORDINATES WILL ONLY BE PROVIDED TO SHAREHOLDERS AND PROXYHOLDERS WHO PROPERLY COMPLETE THE ADVANCE REGISTRATION PROCESS USING THE INSTRUCTIONS PROVIDED ABOVE.**

**REGISTERED SHAREHOLDERS ON THE RECORD DATE OR PROXYHOLDERS WISHING TO ATTEND THE MEETING ARE REQUIRED TO REGISTER WITH THE CORPORATION TO OBTAIN THE MEETING ID NUMBER AND PASSCODE BEFORE THE PROXY-CUT-OFF DEADLINE OF 8:30 A.M. EDT ON WEDNESDAY, MAY 27, 2026. LATE REGISTRATIONS WILL NOT BE PERMITTED TO ATTEND THE MEETING.**

It is the shareholder's responsibility to ensure connectivity during the Meeting and the Corporation encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

DATED at Coral Gables, Florida this 14<sup>th</sup> day of April, 2026.

BY ORDER OF THE BOARD

*(signed) "Stefano D'Aniello"*

Stefano D'Aniello  
Secretary