AMENDED AND RESTATED PRELIMINARY PROSPECTUS DATED FEBRUARY 8, 2024, AMENDING AND RESTATING THE PRELIMINARY PROSPECTUS DATED NOVEMBER 10, 2023

Non-Offering Prospectus February 8, 2024

AGRINAM ACQUISITION CORPORATION

(Freight Farms Holdings Corp. will be the resulting issuer following the closing of the proposed qualifying acquisition)

No securities are being offered pursuant to this prospectus. This prospectus is being filed with the securities regulatory authorities in each of the provinces and territories of Canada, other than Québec, by Agrinam Acquisition Corporation ("**Agrinam**"), which is a special purpose acquisition corporation incorporated under the laws of the Province of British Columbia. Agrinam was organized for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving Agrinam, which we refer to throughout this prospectus as a "qualifying acquisition". Since no securities are being sold pursuant to this prospectus, no proceeds will be raised pursuant to this prospectus.

On October 4, 2023 Agrinam announced that it had entered into a definitive agreement (the "**Business Combination Agreement**") with Freight Farms, Inc. ("**Freight Farms**" or the "**Company**") and Agrinam Merger Sub, Inc., a wholly owned subsidiary of Agrinam incorporated pursuant to the laws of Delaware, United States of America ("**Merger Sub**") pursuant to which the parties will complete a triangular merger whereby, among other things, Merger Sub will merge with Freight Farms, with Freight Farms surviving such merger as a wholly owned subsidiary of Agrinam (the "**Transaction**"). Following the closing of such merger, Agrinam will own all of the issued and outstanding shares of Freight Farms. The Transaction will be considered Agrinam's proposed qualifying acquisition under Part X of the Toronto Stock Exchange Company Manual (the "**Company Manual**").

Freight Farms began operating and filed its initial patent application in 2012 and formally incorporated as a legal entity in 2013. Freight Farms is a provider of modular controlled environment agriculture systems and solutions with over 600 modular farms sold across 40 countries. Freight Farms' client portfolio includes for-profit farmers as well as farmers in segments such as education, hospitality, healthcare, grocery, food banks, and non-profit community organizations. To date, Freight Farms has raised over $47 million in funding, which has allowed it to build a portfolio of intellectual property that is employed and operational in its 11th generation modular farming platform, the Greenery. Through its integrated suite of proprietary products and services – encompassing equipment, software and consumables – the Freight Farms solution seeks to optimize critical sustainability factors as well as financial performance and scalability.

This prospectus is being filed in accordance with section 1028 of the Company Manual in connection with the completion of Agrinam's proposed qualifying acquisition. **Unless otherwise indicated, or unless the context otherwise requires, this prospectus has been prepared assuming that the Transaction has been completed.**

Existing shareholders of Agrinam who do not redeem their shares will continue to hold an interest in Agrinam after giving effect to the Transaction. In connection with the Transaction, it is expected that Agrinam will, among other things, be renamed "Freight Farms Holdings Corp." ("**New Freight Farms**") and New Freight Farms will hold 100% of the equity of the entity formed pursuant to the merger of Freight Farms and Merger Sub, according to the terms of the Business Combination Agreement.

Agrinam's Class A restricted voting shares (the "**Class A Restricted Voting Shares**") are currently listed for trading on the Toronto Stock Exchange (the "**Exchange**") under the symbol "AGRI.U". The closing price of the Class A Restricted Voting Shares on the Exchange on October 3, 2023, the last trading day before the Business Combination Agreement was announced, was $10.58. The closing price of the Class A Restricted Voting Shares on the Exchange on February 7, 2024 was $10.85. The Class A Restricted Voting Share purchase warrants of Agrinam (the "**Warrants**") and the Class A Restricted Voting Share rights (the "**Rights**") are also currently listed for trading on the Exchange under the symbols "AGRI.WT.U" and "AGRI.RT.U", respectively. The closing price of the Warrants and the Rights on the Exchange on October 3, 2023, the last trading day before the Business Combination Agreement was announced, was $0.015 and $0.04, respectively. The closing price of the Warrants and the Rights on the Exchange on February 7, 2024, was $0.005 and $0.04, respectively.

The completion of the Transaction is conditional upon, among other things, approval by the Exchange. If the Transaction is completed, the Common Shares, Warrants, and Rights are expected to be listed on the Exchange under the symbols "FFRM", "FFRM.WT", and "FFRM.RT", respectively. The Exchange has indicated that its listings committee has conditionally approved the listing of the New Freight Farms common shares (the "**Common Shares**") and the continued listing of the Warrants and Rights. However, a formal conditional approval letter is yet to be provided by the Exchange and the listing of the Common Shares, Warrants, and Rights on the Exchange will be subject to New Freight Farms fulfilling all the requirements of the Exchange. In addition to certain other conditions, as part of its conditional approval, Agrinam expects the Exchange will require a specific aggregate gross cash amount to be available to New Freight Farms upon closing of the Transaction. See "*Exchange Approval*".

In connection with the Transaction, (a) the Class A Restricted Voting Shares not redeemed at the election of the holder will convert into Common Shares on a one for one basis, and (b) the Class B Shares in the capital of Agrinam (the "**Class B Shares**") will convert into proportionate voting shares in the capital of Agrinam (the "**Proportionate Voting Shares**") on a 100 for one basis. Generally, the Common Shares and the Proportionate Voting Shares have the same rights, are equal in all respects and, in accordance with the articles of Agrinam, are treated as if they were shares of one class only. Proportionate Voting Shares, including fractions thereof, may at any time, subject to the conditions outlined in this prospectus, at the option of the holder, be converted into Common Shares at a ratio of 100 Common Shares per Proportionate Voting Share with fractional Proportionate Voting Shares convertible into Common Shares at the same ratio. Prior to the conversion, each Proportionate Voting Share carries 100 votes per Proportionate Voting Share (compared to one vote per Common Share) and is entitled to dividends and liquidation distributions in an amount equal to 100 times the amount distributed in respect of each Common Share. The Common Shares may at any time, at the option of the holder and with the consent of New Freight Farms, be converted into Proportionate Voting Shares at a ratio of one Proportionate Voting Share for 100 Common Shares. Unless otherwise stated, this prospectus assumes conversion of all Proportionate Voting Shares into Common Shares. See "*Description Of Share Capital*" in this prospectus for more information.

As the Transaction constitutes Agrinam's proposed qualifying acquisition, holders of Class A Restricted Voting Shares can elect to redeem, subject to the conditions thereof, all or a portion of their Class A Restricted Voting Shares provided that they deposit (and do not validly withdraw) their shares for redemption prior to ●, 2024 (the "**Redemption Deadline**").

A redeeming shareholder of Class A Restricted Voting Shares is entitled, subject to the conditions thereof, to receive an amount per Class A Restricted Voting Share, payable in cash, equal to the pro rata portion of: (a) the escrowed funds available in Agrinam's escrow account (the "**Escrow Account**") at the time immediately prior to the Redemption Deadline, including interest and other amounts earned thereon; less (b) an amount equal to the total of

(i) any applicable taxes payable by Agrinam on such interest and other amounts earned in the Escrow Account, and (ii) actual and expected expenses directly related to the redemption, each as reasonably determined by Agrinam, subject to the limitations described in the final prospectus of Agrinam for its initial public offering. For the avoidance of doubt, such amount will not be reduced by the amount of any tax of Agrinam under Part VI.1 of the *Income Tax Act* (Canada) or the deferred commission per Class A Restricted Voting Share held in escrow. The foregoing payment with respect to redeemed Class A Restricted Voting Shares is expected to be made on closing of the Transaction but in any event, pursuant to the Company Manual, the payment will be made within 30 calendar days of closing of the Transaction.

Original purchasers of Class A Restricted Voting Shares, Warrants, and Rights from the underwriters in Agrinam's initial public offering may, following closing in certain circumstances, have a contractual right of action for rescission or damages against New Freight Farms and certain other persons. See "*Contractual Right of Action*".

An investment in New Freight Farms is subject to a number of risks that should be carefully considered by investors, including the risk that, further redemptions of Class A Restricted Voting Shares may result in Agrinam not having enough funds in the Escrow Account to meet the closing condition in the Business Combination Agreement of having the Minimum Cash Amount (as defined in this prospectus). If Agrinam cannot meet the closing condition to deliver the Minimum Cash Amount to Freight Farms, the Business Combination Agreement may be terminated. While having the Minimum Cash Amount is a condition to closing the Transaction, there is no minimum redemption threshold requirement and the Transaction may be completed even if a substantial majority of holders of Class A Restricted Voting Shares elect to redeem their shares in connection with the Transaction. However, as discussed above, as part of its conditional listing approval, the Exchange is expected to require a specific aggregate gross cash amount to be available to New Freight Farms upon closing of the Transaction. See "*Exchange Approval*". In reviewing this prospectus, an investor should carefully consider the matters described under the heading "*Risk Factors*".

On September 14, 2023, Agrinam held a special meeting of holders of Class A Restricted Voting Shares and Class B Shares (the "**Special Meeting**") to vote on a resolution to authorize an amendment to the amended and restated articles of Agrinam dated June 10, 2022, to amend the definition of "Three-Month Extension Option" contained in Section 28.2 of the articles in order to permit Agrinam to deposit an aggregate of $400,000 in cash into the Escrow Account instead of $0.10 per Class A Restricted Voting Share each time Agrinam wishes to exercise a Three-Month Extension Option to extend the permitted timeline within which Agrinam must consummate its qualifying acquisition by three months (from 15 months up to 18 months and from 18 months up to 21 months), up to a maximum of two successive three-month periods (the "**Amendment to the Articles**"). The Amendment to the Articles was approved at the Special Meeting. Agrinam subsequently deposited $400,000, which was obtained by way of loan from Agrinam Investments, LLC (the "**Sponsor**") that will be repayable to the Sponsor from the Escrow Account, conditional upon the closing of Agrinam's qualifying acquisition, in cash into the Escrow Account to extend the permitted timeline from 15 months up to 18 months, thereby extending the permitted timeline to complete a qualifying acquisition to December 15, 2023. On December 15, 2023, Agrinam deposited an additional $400,000, which was obtained by way of loan from the Sponsor that will be repayable to the Sponsor from the Escrow Account, conditional upon the closing of Agrinam's qualifying acquisition, in cash into the Escrow Account to extend the permitted timeline from 18 months up to 21 months, thereby extending the permitted timeline to complete a qualifying acquisition to March 15, 2024.

In connection with the Special Meeting, 11,261,363 Class A Restricted Voting Shares were deposited for redemption and not withdrawn, representing approximately 81.6% of the then issued and outstanding Class A Restricted Voting Shares, which shares have been redeemed. As of the close of business on January 31, 2024, approximately $29.85 million remained in the Escrow Account and as of the date of this prospectus, 2,538,638 Class A Restricted Voting Shares are issued and outstanding.

This prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Shareholders should be aware that the acquisition, holding and disposition of the securities described in this prospectus may have tax consequences in Canada, the United States, and elsewhere depending on each particular shareholder's specific circumstances. Shareholders should consult their own tax advisors with respect to such tax considerations. See "*Certain Canadian Federal Income Tax Considerations*" and "*Certain United States Federal Income Tax Considerations*".

Shareholders should be aware that there are various known and unknown risk factors in connection with the proposed qualifying acquisition. Shareholders should carefully consider the risks identified in this prospectus under the headings "*Caution Regarding Forward-Looking Statements*" and "*Risk Factors*" before deciding whether or not to redeem their Class A Restricted Voting Shares prior to the Redemption Deadline.

Each of Agustin Tristan Aldave, Guillermo Eduardo Cruz, Jeronimo Peralta del Valle, and Luis Alberto Ibarra Pardo, who are directors and/or officers of Agrinam, the Sponsor and each of Demeter Capital, S.A.P.I. de C.V. and Maquia Capital Financial Group (promoters of Agrinam), reside or are otherwise organized outside of Canada. Each of the foregoing have appointed Borden Ladner Gervais LLP, Waterfront Centre, 200 Burrard Street #1200, Vancouver, British Columbia, V7X 1T2 as agent for service of process. Readers are advised that it may not be possible to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Agrinam's head office is located at Homero 109, Polanco, Polanco V Secc, Miguel Hidalgo, Ciudad de México, CDMX, 11560 and the registered office is located at Waterfront Centre, 200 Burrard St #1200, Vancouver, British Columbia V7X 1T2.

Investors should rely only on the information contained in this prospectus and are not entitled to rely on parts of information contained in this prospectus to the exclusion of other parts of this prospectus. Neither Agrinam nor Freight Farms have authorized anyone to provide investors with additional or different information than what is contained in this prospectus. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus.

Unless otherwise noted herein, all references to "$" or "dollars" are to the currency of the United States. All references to "CAD$", "CAD dollars" or "Canadian dollars" are to the currency of Canada.

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GLOSSARY OF TERMS

"**10% U.S. Shareholder**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Effects of Section 367(b) of the Code Upon the Conversion*";

"**2020 Line of Credit**" has the meaning set out under the sub-heading "*Management's Discussion and Analysis of Freight Farms – Liquidity and Capital Resources – Line of Credit*";

"**2022 Amendment**" has the meaning set out under the sub-heading "*Management's Discussion and Analysis of Freight Farms – Liquidity and Capital Resources – Line of Credit*";

"**Adjusted Working Capital**" has the meaning set out under the sub-heading "*Non-IFRS Measures – Other Non-IFRS Measures*";

"**Advance Notice Provisions**" has the meaning set out under the sub-heading "*Description of Share Capital – Advance Notice Provisions*";

"**affiliate**" has the meaning set out under the sub-heading "*Description of Share Capital – Conversion Conditions*";

"**Agribusiness**" means the business sector encompassing farming and farming-related commercial activities, involving all steps required to send an agricultural good to market, namely production, processing, and distribution;

"**Agrinam**" means Agrinam Acquisition Corporation, a corporation incorporated under the laws of the Province of British Columbia pursuant to the BCBCA;

"**Agrinam Articles**" means the certificate of incorporation, notice of articles, and amended and restated articles of Agrinam existing on the date of this prospectus;

"**Agrinam Audited Annual Financial Statements**" means the audited annual financial statements of Agrinam for the year ended March 31, 2023, and the period from December 1, 2021 (date of incorporation) to March 31, 2022;

"**Agrinam directors**" has the meaning set out under the heading "*Contractual Right of Action*";

"**Agrinam Interim Financial Statements**" means the unaudited condensed interim financial statements of Agrinam as at September 30, 2023;

"**Agrinam MD&A**" has the meaning set out under the heading "*Management's Discussion and Analysis of Agrinam*";

"**Agrinam Meeting**" means the special meeting of Agrinam Shareholders that would have been called in accordance with the Business Combination Agreement in the event that the Exemptive Relief had not been obtained;

"**Agrinam Securities Authorities**" means, collectively, the Alberta Securities Commission, British Columbia Securities Commission, Manitoba Securities Commission, Financial and Consumer Services Commission of New Brunswick, Office of the Superintendent of Securities Service Newfoundland and Labrador, Office of the Superintendent of Securities of Northwest Territories, Nova Scotia Securities Commission, Office of the Superintendent of Securities of Nunavut, Ontario Securities Commission, Office of the Superintendent of Securities of Prince Edward Island, Financial and Consumer Affairs Authority of Saskatchewan and the Office of the Yukon Superintendent of Securities;

"**Agrinam Shareholders**" means holders of Class A Restricted Voting Shares and Class B Shares;

"**Agrinam Shares**" means the Class A Restricted Voting Shares and Class B Shares;

"**AgTech**" means the application of technology and digital tools to farming and growing processes to help increase yield, efficiency, and profitability;

"**All E&P Amount**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Effects of Section 367(b) of the Code Upon the Conversion*";

"**allowable capital loss**" has the meaning set out under the sub-heading "*Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada – Disposition of Securities*";

"**Amendment to the Articles**" has the meaning set out under the sub-heading "*Corporate Structure – Agrinam Acquisition Corporation*";

"**Amendment Loan**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Related Party Transaction*";

"**Appraisal Seekers**" has the meaning set out under the sub-heading "*Legal Proceedings and Regulatory Actions – Legal Proceedings*";

"**Audit Committee**" has the meaning set out under the sub-heading "*Corporate Governance – Audit Committee*";

"**Award**" has the meaning set out under the heading "*Equity Incentive Plan*";

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as it may be amended from time to time;

"**Business Combination Agreement**" means the business combination agreement dated October 4, 2023 among Agrinam, Merger Sub, and Freight Farms;

"**CDS**" means CDS Clearing and Depositary Services Inc.;

"**CDS Participant**" has the meaning set out under the sub-heading "*Corporate Structure – Redemption Right – Process for Redemption by Non-Registered Class A Restricted Voting Shareholders*";

"**CEA**" has the meaning set out under the sub-heading "*Business of Freight Farms – Industry Overview*";

"**Chair**" has the meaning set out under the sub-heading "*Corporate Governance – Mandate of the New Freight Farms Board*";

"**Change in Control**" means a transaction (other than the Transaction) with a person or group of persons acting in concert, pursuant to which such person or persons acquire, directly or indirectly, in any single transaction or series of related transactions, more than fifty percent (50%) of the total voting power or economic rights of the equity securities of New Freight Farms (whether by merger, consolidation, amalgamation, arrangement, take-over bid or tender offer, sale, exchange, issuance, transfer or redemption of equity securities or otherwise);

"**Class A Restricted Voting Shares**" means the Class A restricted voting shares in the capital of Agrinam forming part of the Class A Restricted Voting Units and the Class A Restricted Voting Share issued to the Sponsor, which may be considered "restricted securities" within the meaning of such term under applicable Canadian securities laws, and each a "**Class A Restricted Voting Share**";

"**Class A Restricted Voting Shareholders**" means the holders of Class A Restricted Voting Shares;

"**Class A Restricted Voting Units**" means the 13,800,000 Class A restricted voting units offered to the public under the Final Prospectus at an offering price of $10.00 per Class A Restricted Voting Unit (for an aggregate purchase price of $138,000,000), each comprised of one Class A Restricted Voting Share, one Warrant, and one Right, and each a "**Class A Restricted Voting Unit**";

"**Class B Shares**" means the Class B shares in the capital of Agrinam, and each a "**Class B Share**";

"**Class B Shareholders**" means the holders of Class B Shares;

"**Closing Date**" means the closing date of the Transaction, being the date on which the Effective Time occurs pursuant to the Business Combination Agreement;

"**Code**" has the meaning set out under the heading "*Certain United States Federal Income Tax Considerations*";

"**Code of Ethics**" has the meaning set out under the sub-heading "*Corporate Governance – Code of Ethics*";

"**Common Shares**" means the common shares in the capital of New Freight Farms expected to be issued and outstanding at the time of the closing of the Transaction;

"**Company Manual**" means the Toronto Stock Exchange company manual, as amended from time to time;

"**Compensation and Human Resources Committee**" has the meaning set out under the sub-heading "*Corporate Governance – Compensation and Human Resources Committee*";

"**Convention**" has the meaning set out under the heading "*Certain United States Federal Income Tax Considerations*";

"**Conversion**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Conversion of Agrinam into a U.S. Domestic Corporation – Tax Treatment of the Transaction to Agrinam (and, after the Transaction, New Freight Farms) and Classification of Agrinam (and, after the Transaction, New Freight Farms) as a U.S. Domestic Corporation*";

"**Convertible Debt**" has the meaning set out under the sub-heading "*Management's Discussion and Analysis of Freight Farms – Liquidity and Capital Resources – Measurement of Fair Value";*

"**Convertible Notes**" has the meaning set out under the sub-heading "*Management's Discussion and Analysis of Freight Farms – Liquidity and Capital Resources – Convertible Notes*";

"**Corporate Governance Committee**" has the meaning set out under the sub-heading "*Corporate Governance – Corporate Governance Committee*";

"**CRA**" means the Canada Revenue Agency;

"**CRS**" has the meaning set out under the heading "*Exchange of Information*";

"**DC&P**" has the meaning set out under the sub-heading "*Management's Discussion and Analysis of Freight Farms – Quantitative and Qualitative Disclosures About Market Risk – Controls and Procedures*";

"**Deemed Dividend Election**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Effects of Section 367(b) of the Code Upon the Conversion*";

"**Deferred Commission**" means the $0.40 per Class A Restricted Voting Unit or $5,520,000 deposited with the Escrow Agent in the Escrow Account in accordance with the Escrow Agreement and the Underwriting Agreement, which will be due and payable to the Underwriters only upon completion of a qualifying acquisition (no Deferred Commission will be due and payable to the Underwriters if a qualifying acquisition is not completed within the Permitted Timeline) and which commission will be reduced by $1,380,000 to compensate SVB Securities for its deferred fee owing in connection with certain financial advisory services rendered to the Sponsor pursuant to the Letter Agreement;

"**Disclosure & Insider Trading Policy**" has the meaning set out under the sub-heading "*Corporate Governance – Insider Trading Policy*";

"**Diversity Policy**" has the meaning set out under the sub-heading "*Corporate Governance – Diversity Policy*";

"**Effective Time**" means the time on the Closing Date that the Transaction becomes effective;

"**Employment Agreements**" means the employment agreements dated on or prior to the Closing Date, by and between Freight Farms and each of Rick Vanzura, Monalisa Shroff, and Jake Felser, each of which shall be in form and substance acceptable to Agrinam and Freight Farms (each acting reasonably);

"**Escrow Account**" means the escrow account of Agrinam established and maintained by the Escrow Agent, which holds in escrow the gross proceeds of the initial public offering of the Class A Restricted Voting Units, including the gross proceeds of the over-allotment option and any additional contributions to the Escrow Account made by Agrinam or the Sponsor, less the proceeds of such account used in connection with the redemption of any Class A Restricted Voting Shares;

"**Escrow Agent**" means TSX Trust Company, and its successors and permitted assigns;

"**Escrow Agreement**" means the escrow agreement dated as of the IPO Closing Date between Agrinam, the Escrow Agent, and the Underwriters, as amended on September 14, 2023;

"**Exchange**" means the Toronto Stock Exchange;

"**Exchange Act**" has the meaning set out under the sub-heading "*Description of Share Capital – Conversion Conditions*";

"**Exchange Agreement and Undertaking**" means the transfer restrictions agreement and undertaking dated as of the IPO Closing Date, entered into by the Founders in favour of the Exchange;

"**Exemptive Relief**" means relief from the Agrinam Securities Authorities granting Agrinam an exemption pursuant to section 9.1(2) of MI 61-101 from the minority approval and formal valuation requirements contained in Part 5 of MI 61-101;

"**Extraordinary Dividend**" means any dividend, together with all other dividends payable in the same calendar year, that has an aggregate absolute dollar value which is greater than $0.25 per share, with the adjustment to the applicable exercise price (as the context may require) being a reduction equal to the amount of the excess;

"**FATCA**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Foreign Account Tax Compliance Act*";

"FCPA" has the meaning set out under the heading "*Risk Factors*";

"**Final Prospectus**" means the final prospectus of Agrinam with respect to its initial public offering dated June 10, 2022;

"**Foreign Tax Credit Regulations**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations to U.S. Holders of Holding and Disposing of Common Shares After the Transaction – Foreign Tax Credit Limitations*";

"**Formal Valuation**" means a formal valuation prepared in accordance with Part 6 of MI 61-101;

"**Founder Earnout Shares**" means an aggregate 34,500 Proportionate Voting Shares (as may be adjusted pursuant to the Business Combination Agreement) to be held by the Founders immediately upon closing of the Transaction; provided that, for certainty, the aggregate 3,450,000 Class B Shares held by the Founders as of the date of the Business Combination Agreement (which shall convert into an aggregate of 34,500 Proportionate Voting Shares immediately upon closing of the Transaction) shall not be considered Founder Earnout Shares nor be subject to any restrictions imposed on the Founder Earnout Shares prior to closing of the Transaction;

"**Founders**" means, collectively, the Sponsor, and each of Agustin Tristan Aldave, Gustavo Castellanos Lugo, Luis Alberto Ibarra Pardo, Guillermo Eduardo Cruz, Jeronimo Peralta del Valle, Luis Pedraza Trejo, Nicholas Thadaney, Lara Zink, Jennifer Reynolds, and Donald Olds (or persons or companies controlled by them);

“**FPI Condition**” has the meaning set out under the sub-heading “*Description of Share Capital – Conversion Conditions*”;

“**Freight Farms**” or “**Company**” means Freight Farms, Inc., a corporation incorporated pursuant to the laws of Delaware, United States of America;

“**Freight Farms Allocation Schedule**” means the schedule attached to the Business Combination Agreement outlining the allocation of the Share Consideration and Seller Earnout Shares to be received by Freight Farms Shareholders and the Seller Earnout Participants, as applicable, in connection with the Transaction, which may be updated by Freight Farms from time to time before and after the Effective Time in accordance with the Business Combination Agreement;

“**Freight Farms Audited Annual Financial Statements**” means the audited financial statements of Freight Farms as at and for the fiscal years ended December 31, 2022, December 31, 2021, and December 31, 2020;

“**Freight Farms Cancelled Shares**” has the meaning set out under the sub-heading “*Corporate Structure – Business Combination Agreement – Principal Steps and Effect of the Transaction*”;

“**Freight Farms Common Shares**” the shares of common stock in the capital of Freight Farms;

“**Freight Farms Dissenting Shares**” means Freight Farms Shares held by a Freight Farms Dissenting Shareholder;

“**Freight Farms Dissenting Shareholder**” means a person holding Freight Farms Shares immediately prior to the Effective Time who objects to the Merger and complies with the provisions of the General Corporation Law of the State of Delaware concerning the rights of holders of such Freight Farms Shares to dissent from the Merger and requires appraisal of such person’s Freight Farms Shares;

“Freight Farms Interim Financial Statements” means the unaudited interim financial statements of Freight Farms for the three and nine-month periods ended September 30, 2023, and September 30, 2022;

“**Freight Farms MD&A**” has the meaning set out under the heading “*Management’s Discussion and Analysis of Freight Farms*”;

“**Freight Farms Notes**” has the meaning set out under the sub-heading “*Management’s Discussion and Analysis of Freight Farms – Critical Accounting Policies and Estimates – Convertible Notes and Ospraie Convertible Loans*”;

“**Freight Farms Options**” means the options to acquire Freight Farms Common Shares under the Freight Farms Share Plan as of the Effective Time;

“**Freight Farms Preferred Shares**” means, collectively, the Freight Farms Series A Preferred Shares, Freight Farms Series A-2 Preferred Shares, Freight Farms Series B Preferred Shares, Freight Farms Series B-2 Preferred Shares, Freight Farms Series B-3 Preferred Shares, Freight Farms Series B-4 Preferred Shares, and Freight Farms Series B-5 Preferred Shares;

“**Freight Farms Share Plan**” means that certain Freight Farms, Inc. 2013 Stock Incentive Plan, as amended from time to time;

“**Freight Farms Shareholder Approval**” means the affirmative vote or consent of Freight Farms Shareholders holding (a) a majority of the issued and outstanding Freight Farms Common Shares voting together as a single class and (b) a majority of the issued and outstanding Freight Farms Preferred Shares;

“**Freight Farms Shareholders**” means the holders of Freight Farms Common Shares and Freight Farms Preferred Shares from time to time and registered as such in the register of shareholders of Freight Farms;

“**Freight Farms Shares**” means, collectively, the Freight Farms Preferred Shares and the Freight Farms Common Shares;

“**Freight Farms Warrants**” means the warrants to acquire Freight Farms Common Shares outstanding as of the Effective Time;

“**Freight Farms Written Consent**” means one or more written consents of the Freight Farms Shareholders providing the Freight Farms Shareholder Approval pursuant to the Business Combination Agreement;

“**Funding Warrants**” means the 8,710,000 share purchase warrants issued to the Founders (including the Sponsor) at an effective offering price (including the contemporaneous capital contribution by the Sponsor to the Class A Restricted Voting Shares) of $1.00 per Funding Warrant on the IPO Closing Date, with each Funding Warrant entitling the holder thereof for a period of five years, commencing 65 days following the closing of a qualifying acquisition, to purchase one Common Share at an exercise price of $11.50, subject to anti-dilution adjustments, and each a “**Funding Warrant**”;

“**GAAP**” means generally accepted accounting principles in the United States as set forth in the pronouncement of the Financial Accounting Standards Board (and its predecessors) and the American Institute of Certified Public Accountants in effect from time to time;

“**Good Reason**” means the occurrence of any one or more of the following events without the NEO’s prior written consent, unless New Freight Farms fully corrects the circumstances constituting Good Reason (provided such circumstances are capable of correction) as provided below: (a) a material diminution in the NEO’s base salary or target bonus, other than as part of an across-the-board reduction applicable to the NEOs of New Freight Farms, and further excluding any voluntary reductions in base salary and/or target bonus; (b) a change in the geographic location of the principal location of New Freight Farms by more than 25 miles from its existing location by action of New Freight Farms; (c) a material diminution in the NEO’s title, authority, responsibilities or duties, as contemplated by the employment agreement, including, without limitation, New Freight Farms ceasing to be a public company or ceasing to be traded on the Exchange (or similar exchange) following a change in control, excluding for this purpose any isolated, insubstantial or inadvertent actions not taken in bad faith and which are remedied by New Freight Farms promptly after receipt of notice thereof given by the NEO; or (d) a material breach of the employment agreement by New Freight Farms. Notwithstanding the foregoing, the NEO will not be deemed to have resigned for Good Reason unless: (i) the NEO provides New Freight Farms with written notice setting forth in reasonable detail the facts and circumstances claimed by the NEO to constitute Good Reason within 45 days after the date of the occurrence of any event that the NEO knows or should reasonably have known to constitute Good Reason, (ii) New Freight Farms fails to cure such acts or omissions within 30 days following its receipt of such notice, and (iii) the effective date of the NEO’s termination for Good Reason occurs no later than 60 days after the expiration of New Freight Farms’ cure period;

“**Greater Than 10% Shareholder**” means an individual then owning (within the meaning of Section 424(d) of the Code) more than 10% of the total combined voting power of all classes of shares of New Freight Farms or its parent or subsidiary corporation, as defined in Section 424(e) and (f) of the Code, respectively;

“**Holder**” has the meaning set out under the heading “*Certain Canadian Federal Income Tax Considerations*”;

“**HSR Act**” means the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the regulations promulgated thereunder;

“**ICFR**” has the meaning set out under the sub-heading “*Management’s Discussion and Analysis of Freight Farms – Quantitative and Qualitative Disclosures About Market Risk – Controls and Procedures*”;

“**IFRS**” means International Financial Reporting Standards (IFRS) promulgated by the International Accounting Standards Board (IASB), together with its pronouncements thereon from time to time, and applied on a consistent basis;

“**IGA**” has the meaning set out under the heading “*Exchange of Information*”;

“**Incentive Plan**” means the equity incentive plan to be established by Agrinam pursuant to the Business Combination Agreement providing for the issuance of equity securities of New Freight Farms following the Effective Time;

"**Investor Rights Agreements**" means investor rights agreements dated on or about the Closing Date between Agrinam and each of the Significant Shareholders;

"**IoT**" means the Internet-of-Things;

"**IPO Closing Date**" means June 15, 2022;

"**IPO Warrants**" means the 13,800,000 share purchase warrants issued as a portion of the Class A Restricted Voting Units, with each IPO Warrant entitling the holder thereof for a period of five years, commencing 65 days following the closing of a qualifying acquisition, to purchase one Common Share at an exercise price of $11.50, subject to anti-dilution adjustments, and each a "**Warrant**";

"**IRS**" has the meaning set out under the heading "*Certain United States Federal Income Tax Considerations*";

"**Letter Agreement**" means the engagement letter agreement between the Sponsor and SVB Securities for the provision of non-exclusive consulting and financial advisory services by SVB Securities to the Sponsor in connection with the Offering;

"**Lock-Up Agreements**" has the meaning set out under the sub-heading "*Securities Subject to Contractual Restriction on Transfer – Lock-Up Agreements*";

"**Maquia Capital**" means Maquia Capital Financial Group;

"**Mark-to-Market Election**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Passive Foreign Investment Company Considerations in Connection with the Conversion*";

"**Merger**" means the merger of Merger Sub with and into Freight Farms in accordance with the General Corporation Law of the State of Delaware pursuant to the Business Combination Agreement;

"**Merger Sub**" means Agrinam Merger Sub, Inc., a wholly owned subsidiary of Agrinam incorporated pursuant to the laws of Delaware, United States of America;

"**MI 61-101**" means Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*;

"**Minimum Cash Amount**" means a minimum cash amount prior to the Effective Time of at least $8,000,000 (excluding or prior to the aggregate fees and expenses of Agrinam and Freight Farms incurred in connection with the Business Combination Agreement, the Transaction, the Merger, the PIPE Financing and the other transactions contemplated by the Business Combination Agreement, including for greater certainty, among others, the fees payable to the legal and financial advisors of Agrinam, Merger Sub and Freight Farms, any fees payable by Agrinam in connection with its initial public offering and fees payable to the Underwriters), inclusive of: (a) the total available cash in the Escrow Account, but after the applicable redemptions of Class A Restricted Voting Shares for which notices of redemption have been provided and not withdrawn; and (b) the amount funded or committed pursuant to the PIPE Financing, if any;

"**Minority Protections Requirements**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Related Party Transaction*";

"**MSRP**" means the manufacturer's suggested retail price;

"**NEO**" has the meaning set out under the heading "*Executive Compensation and Other Payments*";

"**New Freight Farms**" means Agrinam after giving effect to the Transaction;

"**New Freight Farms Articles**" means the certificate of incorporation, notice of articles and articles of New Freight Farms immediately after the Transaction;

"**New Freight Farms Board**" means the board of directors of New Freight Farms immediately after the Effective Time and thereafter existing from time to time;

"**New Freight Farms Pro Forma Financial Statements**" means the unaudited pro forma financial statements of New Freight Farms, after giving effect to the Transaction, as at September 30, 2023 and for the nine (9) months ended September 30, 2023 and the year ended and December 31, 2022, together with the notes thereto, and attached to this prospectus as Appendix A;

"New Freight Farms Shares" has the meaning set out under the sub-heading "*Description of Share Capital – Authorized Share Capital Upon Completion of the Transaction*";

"**NI 41-101**" means National Instrument 41-101 – *General Prospectus Requirements*;

"**NI 51-102**" has the meaning set out under the sub-heading "*Exemptive Relief*";

"**NI 52-109**" has the meaning set out under the sub-heading "*Management's Discussion and Analysis of Freight Farms – Quantitative and Qualitative Disclosures About Market Risk – Controls and Procedures*";

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*;

"**NI 58-101**" means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*;

"**Non-Electing Shareholder**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Passive Foreign Investment Company Considerations in Connection with the Conversion*";

"**Non-Resident Holder**" has the meaning set out under the sub-heading "*Certain Canadian Federal Income Tax Considerations – Holders Not Resident in Canada*";

"**Non-U.S. Holder**" has the meaning set out under the heading "*Certain United States Federal Income Tax Considerations*";

"**Notice Date**" has the meaning set out under the sub-heading "*Description of Share Capital – Advance Notice Provisions*";

"**NP 58-201**" means National Policy 58-201 – *Corporate Governance Guidelines*;

"**Odd Lot**" has the meaning set out under the sub-heading "*Description of Share Capital – Take-Over Bid Protection*";

"**OECD**" has the meaning set out under the heading "*Risk Factors*";

"**Offering**" means the offering of 13,800,000 Class A Restricted Voting Units (including the full exercise of the over-allotment option granted by Agrinam to the Underwriters) to the public under the Final Prospectus;

"**OSC Rule 56-501**" means Ontario Securities Commission Rule 56-501 – *Restricted Shares*;

"**Ospraie Convertible Loans**" means those certain convertible promissory notes made and issued from time to time by Freight Farms for the benefit of Ospraie Ag Science, LLC (or its permitted assignees and affiliates), pursuant to that certain note purchase agreement, dated as of June 30, 2023, by and between Freight Farms and Ospraie Ag Science, LLC (as amended and as the same may be further amended from time to time);

"**Outside Date**" means March 15, 2024;

"**Overall Share Limit**" has the meaning set out under the heading "*Equity Incentive Plan*";

"**Permitted Holders**" has the meaning set out under the sub-heading "*Description of Share Capital – Conversion Conditions*";

"**Permitted Timeline**" means the allowable time period within which Agrinam must consummate its qualifying acquisition, being 18 months from the IPO Closing Date (or up to 21 months from the IPO Closing Date if we have extended the available time to consummate a qualifying acquisition by an additional three-month period pursuant to the Agrinam Articles), as it may be further extended to up to 36 months as described in the Agrinam Articles, and provided that, with 10 days' advance notice by way of a news release, Agrinam may shorten the Permitted Timeline with the approval of its board of directors;

"**Person**" has the meaning set out under the sub-heading "*Description of Share Capital – Conversion Conditions*";

"**PFIC**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Passive Foreign Investment Company Considerations in Connection with the Conversion*";

"**PIPE Financing**" means a possible private placement of PIPE Securities which may be completed at or prior to the Effective Time in accordance with the terms of the PIPE Purchase Agreements which are expected to provide that any Common Shares issuable upon the exchange of the PIPE Securities will be issued to the PIPE Investors at an effective price of at least $10.30 per Common Share;

"**PIPE Investors**" means purchasers of PIPE Securities (if any);

"**PIPE Purchase Agreements**" means the subscription agreements pursuant to which, subject to the terms and conditions contained therein, the PIPE Investors (if any) agree to purchase PIPE Securities, which must be in form and substance satisfactory to each of Agrinam and Freight Farms, each acting reasonably;

"**PIPE Securities**" means securities in one or more subsidiaries of Agrinam or in a special purpose financing company, in each case to be agreed upon by the parties to the Business Combination Agreement acting reasonably, purchased by PIPE Investors (if any) in connection with the PIPE Financing and which are exchangeable for, conditional upon closing of the Transaction, Common Shares;

"**Plan Administrator**" has the meaning set out under the heading "*Equity Incentive Plan*";

"**Promoters**" has the meaning set out under the heading "*Promoters*";

"**Proposed Amendments**" has the meaning set out under the heading "*Certain Canadian Federal Income Tax Considerations*";

"**Proportionate Voting Shares**" means the proportionate voting shares in the capital of Agrinam expected to be issued and outstanding at the time of the closing of a qualifying acquisition;

"**prospectus**" means this amended and restated preliminary prospectus dated February 8, 2024, amending and restating the preliminary prospectus dated November 10, 2023;

"**PVS Offer**" has the meaning set out under the sub-heading "*Description of Share Capital – Take-Over Bid Protection*";

"**QEF**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Passive Foreign Investment Company Considerations in Connection with the Conversion*";

"**QEF Election**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Passive Foreign Investment Company Considerations in Connection with the Conversion*";

"**qualifying acquisition**" means the acquisition, directly or indirectly, of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving Agrinam, which is intended to be consummated by Agrinam within the Permitted Timeline and in accordance with applicable law and the Exchange rules;

"**Qualifying Termination**" means a termination of a NEO's employment (i) by New Freight Farms without cause (other than by reason of the NEO's death or disability), or (ii) by the NEO for Good Reason;

"**Recapitalization**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Conversion of Class A Restricted Voting Shares to Common Shares*";

"**Redemption Deadline**" means ●, or such other date as announced by Agrinam by way of news release;

"**Redemption Notice**" has the meaning set out under the sub-heading "*Corporate Structure – Redemption Right – Process for Redemption by Non-Registered Class A Restricted Voting Shareholders*";

"**Registered Plan**" has the meaning set out under the heading "*Eligibility for Investment*";

"**Related Party Transaction**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Related Party Transaction*";

"**Resident Holder**" has the meaning set out under the sub-heading "*Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada*";

"**Rights**" means collectively, the 13,800,000 rights issued as a portion of the Class A Restricted Voting Units, which each entitle the holder thereof to receive, for no additional consideration, one-tenth (1/10) of one Class A Restricted Voting Share for each Right following the closing of a qualifying acquisition (which at such time will represent one-tenth (1/10) of a Common Share), and, each a "**Right**";

"**Rights Agent**" means TSX Trust Company, and its successors and permitted assigns;

"**Rights Agreement**" means the rights agreement dated as of the IPO Closing Date between Agrinam and the Rights Agent;

"**RSU**" has the meaning set out under the heading "*Equity Incentive Plan*";

"**SA Transfer**" has the meaning set out under the sub-heading "*Securities Subject to Contractual Restriction on Transfer – Support Agreement*";

"**SAM**" has the meaning set out under the sub-heading "*Business of Freight Farms – Industry Overview – Overview of Expected Addressable Market*";

"**SAR**" has the meaning set out under the heading "*Equity Incentive Plan*";

"**Second Amendment Loan**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Related Party Transaction*";

"**Section 367(b) Notice**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Required Notices under Code Section 367(b)*";

"**Securities**" has the meaning set out under the heading "*Certain Canadian Federal Income Tax Considerations*", and, each a "**Security**";

"**SEDAR+**" means the System for Electronic Document Analysis and Retrieval located at www.sedarplus.com;

"**Seller Earnout Participants**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Merger Consideration*";

"**Seller Earnout Shares**" means 2,194,267 Common Shares (as may be adjusted pursuant to the Business Combination Agreement);

"**Service Provider**" has the meaning set out under the heading "*Equity Incentive Plan*";

"**Share Consideration**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Merger Consideration*";

"**signatories**" has the meaning set out under the heading "*Contractual Right of Action*";

"**Significant Shareholders**" means those Freight Farms Shareholders who will hold, directly or indirectly, at least 8% of the issued and outstanding Common Shares immediately following the Effective Time;

"**SOM**" has the meaning set out under the sub-heading "*Business of Freight Farms – Industry Overview – Overview of Expected Addressable Market*";

"**SPAC**" means a special purpose acquisition corporation;

"**Special Meeting**" has the meaning set out under the heading "Corporate Structure – *Agrinam Acquisition Corporation*";

"**Sponsor**" means Agrinam Investments, LLC, a Delaware limited liability company;

"**Sponsor Convertible Loans**" means the convertible loans described in the convertible subordinated loan agreement dated as of August 17, 2023 by and among Freight Farms, the Sponsor, Demeter Agrimex, LLC and Maquia Capital Family Office, LLC, as they may be amended or amended and restated from time to time;

"**Sponsor Convertible Loans Conversion**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Related Party Transaction*";

"**Substitute Agrinam Warrants**" has the meaning set out under the sub-heading "*Description of Share Capital – Freight Farms Warrants*";

"**Supplemental Warrant Indenture**" means the supplemental warrant agreement dated as of November 30, 2022, among Agrinam and the Warrant Agent;

"**Support Agreements**" means the support agreements entered into between Agrinam and the Sponsor dated on or around the date of the Business Combination Agreement and any other Agrinam Shareholders following the execution of the Business Combination Agreement pursuant to which such persons have agreed or will agree to: (a) to vote in favour of the Transaction at the Agrinam Meeting or execute the Freight Farms Written Consent, as applicable; (b) if applicable, to appear at the Agrinam Meeting for purposes of constituting a quorum at such meeting; (c) to vote all such Agrinam Shares or Freight Farms Shares, as applicable, against any proposals that would materially impede the Transaction; and (d) if applicable, to not exercise any redemption rights with respect to any Agrinam Shares;

"**Surviving Company**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Principal Steps and Effect of the Transaction*";

"**SVB Securities**" means SVB Securities LLC;

"**TAM**" has the meaning set out under the sub-heading "*Prospectus Summary – Freight Farms*";

"**Tax Act**" has the meaning set out under the heading "*Certain Canadian Federal Income Tax Considerations*";

"**taxable capital gain**" has the meaning set out under the sub-heading "*Certain Canadian Federal Income Tax Considerations – Disposition of Securities*";

"**Transaction**" means the triangular merger whereby, among other things, Freight Farms will merge with Merger Sub and Agrinam will acquire all of the issued and outstanding shares of Freight Farms in exchange for Common Shares pursuant to the Business Combination Agreement;

"**Transaction Size Exemption**" has the meaning set out under the sub-heading "*Corporate Structure – Business Combination Agreement – Related Party Transaction*";

"**Transfer Restrictions Agreement and Undertaking**" means the transfer restrictions agreement and undertaking dated as of the IPO Closing Date, entered into by the Founders in favour of Agrinam and the Underwriters;

"**Transfer Agent**" means TSX Trust Company, and its successors and permitted assigns;

"**Treasury Regulations**" has the meaning set out under the heading "*Certain United States Federal Income Tax Considerations*";

"**U.S. Holder**" has the meaning set out under the heading "*Certain United States Federal Income Tax Considerations*";

"**U.S. Person**" means a "U.S. person" as such term is defined in Regulation S under the U.S. Securities Act;

"**U.S. Securities Act**" means the U.S. *Securities Act of 1933*, as amended, and the rules and regulations promulgated thereunder;

"**Underwriters**" means the underwriters in Agrinam's initial public offering, being BMO Nesbitt Burns Inc. and Canaccord Genuity Corp.;

"**Underwriting Agreement**" means the underwriting agreement dated June 10, 2022 among Agrinam, the Sponsor and the Underwriters;

"**United States**" or "**U.S.**" means the United States of America, its territories and possessions, any State of the United States and the District of Columbia;

"**USRPHC**" has the meaning set out under the sub-heading "*Certain United States Federal Income Tax Considerations – Tax Considerations to Non-U.S. Holders of Holding and Disposing of Common Shares and Warrants After the Transaction – Sale or Other Taxable Dispositions of Common Shares or Warrants*";

"**Warrant Agent**" means TSX Trust Company, and its successors and permitted assigns;

"**Warrant Agreement**" means the warrant agency agreement dated as of the IPO Closing Date between Agrinam and the Warrant Agent, as amended by the Supplemental Warrant Indenture;

"**Warrants**" means, collectively: (a) the IPO Warrants, and (b) the Funding Warrants, and each a "**Warrant**"; and

"**Winding-Up**" means the liquidation and cessation of the business of Agrinam, upon which Agrinam shall be permitted to use up to a maximum of $50,000 of any interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected costs and expenses in connection with applications to cease to be a reporting issuer and winding-up and dissolution expenses, as determined by Agrinam.

NOTICE TO READERS

This prospectus is being filed by Agrinam, which is a SPAC incorporated under the laws of the Province of British Columbia. Agrinam was organized for the purpose of effecting an acquisition of one or more businesses or assets by way of a merger, share exchange, asset acquisition, share purchase, reorganization or other similar business combination involving Agrinam that will qualify as its "qualifying acquisition".

On October 4, 2023, Agrinam announced that it had entered into the Business Combination Agreement with Freight Farms and Merger Sub pursuant to which the parties will complete a triangular merger whereby, among other things, Merger Sub will merge with Freight Farms, with Freight Farms surviving such merger as a wholly owned subsidiary of Agrinam. Following the closing of the Merger, Agrinam will own all of the issued and outstanding shares of Freight Farms. The Transaction will be considered Agrinam's proposed qualifying acquisition under Part X of the Company Manual.

Agrinam's Class A Restricted Voting Shares are currently listed for trading on the Exchange under the symbol "AGRI.U". The closing price of the Class A Restricted Voting Shares on the Exchange on October 3, 2023, the last trading day before the Business Combination Agreement was announced, was $10.58. The closing price of the Class A Restricted Voting Shares on the Exchange on February 7, 2024 was $10.85. The Warrants and the Rights are also currently listed for trading on the Exchange under the symbols "AGRI.WT.U" and "AGRI.RT.U", respectively. The closing price of the Warrants and the Rights on the Exchange on October 3, 2023, the last trading day before the Business Combination Agreement was announced, was $0.015 and $0.04, respectively. The closing price of the Warrants and the Rights on the Exchange on February 7, 2024, $0.005 and $0.04, respectively.

The completion of the Transaction is conditional upon, among other things, approval by the Exchange. If the Transaction is completed, the Common Shares, Warrants, and Rights are expected to be listed on the Exchange under the symbols "FFRM", "FFRM.WT", and "FFRM.RT", respectively. The Exchange has indicated that its listing committee has conditionally approved the listing of the Common Shares and the continued listing of the Warrants and Rights. However, a formal conditional approval letter is yet to be provided by the Exchange and the listing of the Common Shares, Warrants, and Rights on the Exchange will be subject to New Freight Farms fulfilling all the requirements of the Exchange. In addition to certain other conditions, as part of its conditional approval, Agrinam expects the Exchange will request a specific aggregate gross cash amount to be available to New Freight Farms upon closing of the Transaction. See "*Exchange Approval*". If the Transaction is completed, Agrinam will apply to change its name to "Freight Farms Holdings Corp." and have the Common Shares, Warrants, and Rights listed on the Exchange.

Freight Farms began operating and filed its initial patent application in 2012 and incorporated on November 4, 2013, under the laws of the State of Delaware. Freight Farms was one of the first companies to create a vertical hydroponic farm built inside an intermodal shipping container with the mission of democratizing and decentralizing the local production of fresh, healthy food. As part of its continued growth, Freight Farms has refined its product offering to arrive at the Greenery S container farm. Freight Farms is a service provider of modular controlled environment agriculture with over 600 modular farms sold across 40 countries. Freight Farms' diverse client portfolio includes for-profit farmers as well as farmers in segments such as education, hospitality, healthcare, grocery, food banks, and non-profit community organizations. Through its integrated suite of proprietary products and services – encompassing equipment, software and consumables – the Freight Farms solution seeks to optimize critical sustainability factors as well as financial performance and scalability.

This prospectus is being filed in accordance with section 1028 of the Company Manual in connection with the completion of Agrinam's qualifying acquisition. **Unless otherwise indicated, or unless the context otherwise requires, the disclosure in this prospectus has been prepared assuming that the Transaction has been completed as contemplated by the Business Combination Agreement.** References to "New Freight Farms" in this prospectus are to Agrinam after giving effect to the Transaction. Following the Transaction, the entity formed pursuant to the merger of Freight Farms and Merger Sub will be a wholly owned subsidiary of New Freight Farms. See "*Business of Freight Farms*" and "*Risk Factors*".

Unless stated otherwise, the information provided herein concerning New Freight Farms following the completion of the Transaction is provided as of the date of this prospectus. Accordingly, the information provided herein is subject to change prior or subsequent to the date hereof. See "*Caution Regarding Forward-Looking Statements*".

The New Freight Farms Pro Forma Financial Statements included in Appendix A to this prospectus assume the completion of the Transaction and are subject to all of the assumptions stated therein. The New Freight Farms Pro Forma Financial Statements should be read in conjunction with the Freight Farms Audited Annual Financial Statements, the Freight Farms Interim Financial Statements, the Agrinam Audited Annual Financial Statements, and the Agrinam Interim Financial Statements, included in Appendix B, Appendix C, Appendix D, and Appendix E to this prospectus, respectively, as well as the Agrinam MD&A in Appendix F and the Freight Farms MD&A below.

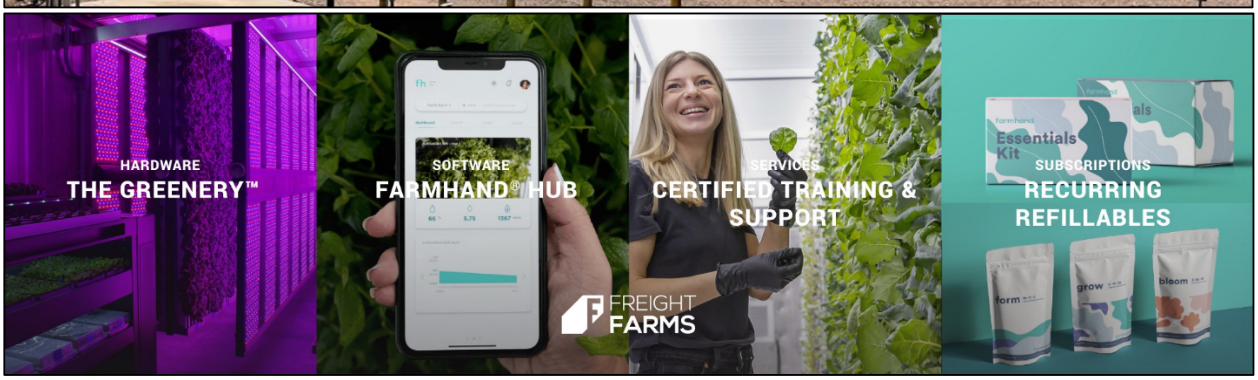
PROSPECTUS SUMMARY

The following is a summary of the principal features of this prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

Unless otherwise stated in this prospectus references to "$" or "dollars" are to the currency of the United States and references to "CAD$", "CAD dollars" or "Canadian dollars" are to the currency of Canada.

The logos and trademarks included in this prospectus are the property of their respective owners.

FREIGHT FARMS



Freight Farms develops and sells vertical hydroponic farms, primarily in shipping containers, with the goal of creating resilient and self-sufficient communities that can grow fresh, local, and healthy food 365 days a year. The Company designs and engineers the farms using a significant portfolio of intellectual property and patents, which it has developed. The farms are in turn assembled by contract manufacturers. The Company also develops software and nutrients, which enable optimal performance and ease of use of the farms and provides services through its customer success team to train, onboard and provide ongoing support to farmers.

As a provider of farms for independent purchase and ownership and with container farms currently operated by customers across 40 countries, Freight Farms has created, what management believes, based on a review of publicly available competitor information, is the largest IoT connected network of container farms in the world. Although Freight Farms only operates and carries on business in the United States, Freight Farms has a global customer base that ranges from small business owner-operators to larger entities in the corporate dining, food distribution, hospitality, retail, education, and non-profit sectors. Compared to other major industry participants in vertical farming, Freight Farms believes that its unique distribution model allows Freight Farms to better target areas where the impact of fresh food is greatest – including food deserts and challenging geographies and climates, like Alaska, the Caribbean islands and Scandinavia. The Company's growing technology gives communities like these access to fresh produce while offering a more land efficient, water efficient, and higher-yield growing method than traditional agriculture.[1]

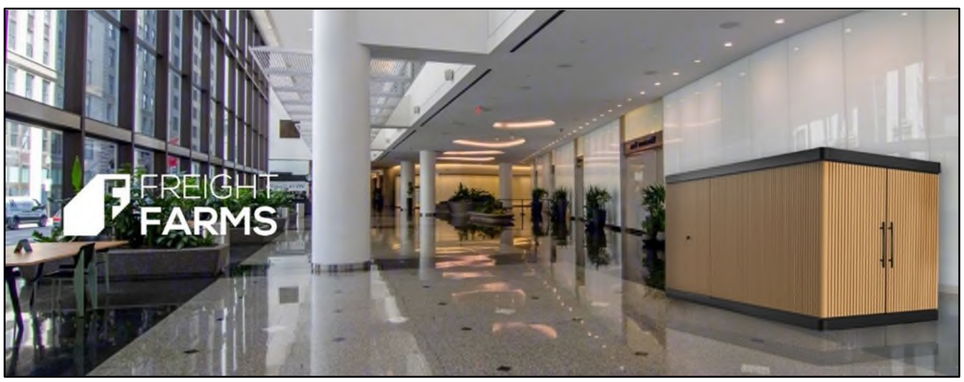
Freight Farms began operating and filed its initial patent application in 2012 and incorporated on November 4, 2013, under the laws of the State of Delaware. Freight Farms was formed with the dual missions of increasing access to food and providing a hyper-local, resource efficient supply of produce. The Company's founders recognized the need for a more uniform and modular form factor in urban agriculture to increase local access to food. Since the Company's first container farm, the Leafy Green Machine, was sold in 2013, Freight Farms has gone through 11 iterations of hardware product development, releasing updated farm models across three (3) product families, and selling more than 600 farms as of the date of this prospectus. The Company also released its first IoT software in 2014, Farmhand, and has since developed this product into an award-winning automation software. As of the date of this prospectus, Freight Farms has raised over $47 million in funding, which has allowed it to build a portfolio of intellectual property that is employed and operational in its 11th generation modular farming platform, the Greenery. Through its integrated suite of proprietary products and services – encompassing equipment, software and consumables – the Freight Farms solution seeks to optimize critical sustainability factors as well as financial performance and scalability. Below is a summary of Freight Farms' offerings:

- **The Greenery.** A closed-loop hydroponic container farm that offers turnkey precision growing in a modular form factor, which is easy to operate and, which the management of Freight Farms believes, may offer significantly higher yields versus traditional soil farming.[2] With a delivery to first harvest period in as little as six (6) weeks, efficient resource usage, and the high productivity of vertical farming, the management of Freight Farms believes this self-contained farm delivers meaningful return on investment on a low customer capital expenditure, with multiple for-profit farmers experiencing a payback in two (2) to three (3) years. Depending on the location, the Greenery has the ability to turnover 13 crops per year. The Greenery is currently offered in both 50 Hz compatible and 60 Hz compatible options (with the updated 60 Hz compatible option expected to come to market in the second half of 2024).

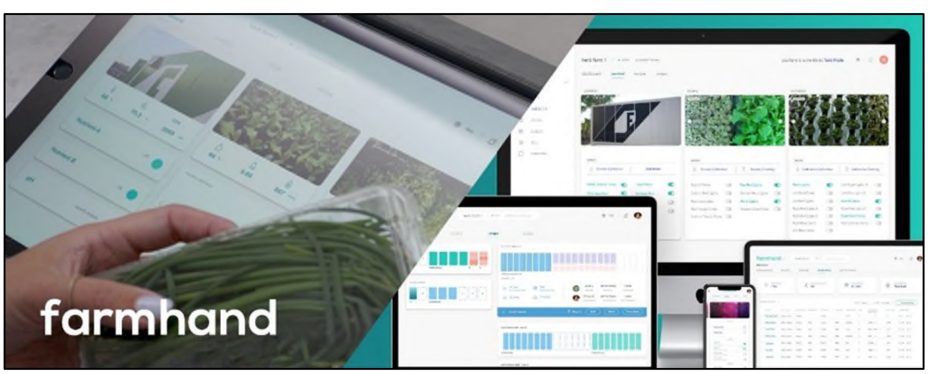
[1] Freight Farms container farms have significantly higher yields than traditional soil agriculture as a function of two drivers: crop density and crop turns. Using lettuce as an example, Freight Farms container farms hold approximately 42 plant sites per square foot and can generate approximately 13-17 crop turns per year. Comparatively, traditional soil farming can plant approximately .28-.78 heads of lettuce per square foot (see Lettuce Culture Capsule section of https://content.ces.ncsu.edu/lettuce) and generates approximately 2-4 crop turns per year (see https://s3.wp.wsu.edu/uploads/sites/2073/2014/09/2011-Costs-Estimates-of-Producing-Fresh-Market-Field-Grown-Head-Lettuce-in-Western-Washington.pdf). As a result of its higher crop density and more frequent crop turns, Freight Farms container farms generate significantly more product per square foot per year than traditional soil farming.

[2] See Footnote 1 for more information.

- **The Garden.** In 2023, Freight Farms completed its first short production run of the Garden, a smaller, more cost-effective and more design-forward container farm. The Garden provides approximately one-third of the capacity of the Greenery at a reduced price point per unit. The Garden is designed to address markets where cost, labour or space constraints make purchase of the Greenery infeasible, but the Garden can be a viable option. The Garden is also designed to be more visually appealing than the Greenery, featuring custom siding and a standard window that allows people to view inside the container to see produce growing. The Company is producing a limited run of five (5) Gardens in 2023 to be used for both internal research and to be placed with customers for feedback on design and performance. The Company plans to accept pre-orders on the Garden in 2024 in anticipation of going into full-scale production in 2025. The management of Freight Farms believes primary markets for the Garden will be both commercial and residential real estate developers, hospitality, and education markets.

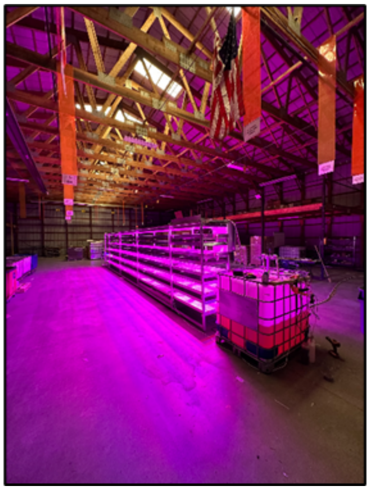


- **Farmhand.** A proprietary automation software that provides easy access and transparency into container farm operations to optimize performance and crop yield, while also providing owners and/or operators control and efficiency through mobile access to real-time and historical data and analytics. In addition, Farmhand collects and aggregates data across the farm network, enabling continuous crop yield and operational improvements to be more quickly developed by Freight Farms and shared with customers.

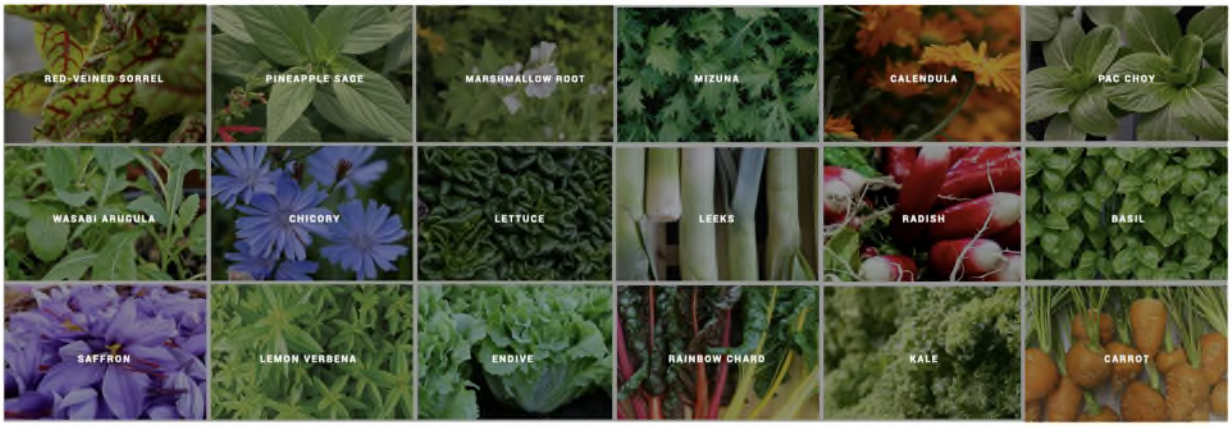


- **Farmhand Shop.** A one-stop solution for all container farming needs – be it supplies or nutrients. Developed by in-house plant scientists, these offerings are designed to optimize yields. The shop also simplifies the restocking process with customizable kits and recurring subscriptions, ensuring an uninterrupted and seamless supply chain. All of these products can be easily accessed and ordered through the Farmhand app.

- **Large-scale projects.** Installations that take advantage of the Company's component technology, software capabilities and design knowhow inside a warehouse project that is aimed at scale beyond a typical container farm project. The Company is currently underway on its first such project, which is equivalent to 84 of its Greenery farms on a targeted yield basis and is housed within an anticipated three-story warehouse outside a large city in a developing country. In addition to the fees associated with the component technology, software and services, Freight Farms will receive an ongoing license fee tied to the farm's revenue. The management of Freight Farms believes that this project and similar future opportunities will become a significant revenue contributor over time.



Through its software-controlled and self-contained modular form factors, Freight Farms is inherently differentiated from "warehouse" vertical farms. Freight Farms is a technology provider, not a grower, with proven customer economics. The Company's technology has grown over 500 commercially viable crops with lower capital expenditures compared to "warehouse" vertical farms historically. Freight Farms believes that container farming also provides significant inter-harvest crop flexibility, is easily scalable, and is adaptable to fit customer needs across for-profit and not-for-profit businesses alike. The management of Freight Farms also believes that container farms and other technology are well positioned for scaling in the face of global trends including climate change, food safety concerns, water shortages and food insecurity. The Company's dual founding missions (increasing access to food and providing a hyper-local, resource efficient supply of produce) and ongoing business model are inherently aligned to many of the Sustainable Development Goals of the United Nations by helping to address hunger, good health, quality education, clean water, decent work opportunities, innovation, sustainable communities, responsible consumption and production, and climate action.



Container farms are similar to indoor vertical farms, except they are enclosed within modular shipping containers. Shipping containers, particularly the standardized containers used by Freight Farms, are beneficial because they are mobile, scalable, and highly controllable. The mobility and scalability of container farming can allow customers to economically react to local market conditions. A grower does not require a large piece of land or a dedicated building to start cultivating in the way traditional farming does. Shipping containers are also easy to modify, stackable, durable, and can be recycled and refurbished at a reasonable cost compared to other alternatives, providing growers with added flexibility while scaling a business.

Freight Farms' systems are designed to enable high environmental control, which provides a uniform internal climate and consistent nutrient delivery to crops to optimize yields and lower operating costs. The Company's farms enable a high degree of environmental control over variables such as heat, humidity, temperature, nutrient delivery, and lighting that can be optimized for a particular crop type or desired characteristics. The farms are in highly insulated containers designed to maintain constant internal conditions in a wide range of external climate conditions, thus enabling effective and precise control over the farms and making its technology a potential solution for many remote locations that are not suited for year-round cultivation. Furthermore, food safety protocols and growing conditions, such as lighting, humidity, and temperature, can be moderated separately across an installation of container farms, based on crop type or other needs. The farms have only one point of access, and the software enables continuous monitoring of farm activity. This allows for a high degree of transparency around farm operations and enables greater food safety when combined with proper operating protocols.

While there are many companies that operate in the container farming segment, the Company believes that its position is unique in terms of the maturity of its offering, its extensive patent portfolio and the size of its global network of farms. The management of Freight Farms believes, based on a review of publicly available competitor information, that it has the largest number of deployed container farms in the world and has the broadest global footprint. The management of Freight Farms believes that this network provides an ability to collect data, learn and evolve its technology.

Historically, the Company has primarily sold farms to new small business farmers, educational institutions and community-based non-profit organizations. During 2023, Freight Farms' sales strategy has transitioned to focus on larger enterprise and institutional customers, who serve end markets such as hospitality, grocery, healthcare and corporate dining. Going forward, the management of Freight Farms expects the business to increasingly focus on larger enterprise and institutional customers, while continuing to serve existing repeat customers and inbound small business farmers.

Freight Farms is a supplier of technology and services, i.e. 'picks and shovels', to the growing global CEA industry. The global CEA total addressable market ("**TAM**") is estimated to be $141 billion in 2025 and is estimated to grow at an 18.9% Compounded Annual Growth Rate from 2022 – 2032. This encompasses various CEA growing methods for crops including lettuce, leafy greens, cucumber, tomato, peppers, cannabis, strawberries, and other crops.[3]

[3] *Controlled Environment Agriculture Market: Global Size, Share, Trends, Growth and Forecast 2022-2032* – KD Market Insights (February 13, 2023)

Financial Overview of Freight Farms

USD in thousands	Historical Period 2020	2021	2022	Forecast Period 2023	2024	2025
Revenue	$ 5,886	$ 12,286	$ 22,601	$ 22,409	$ 33,788	$ 60,025
Cost of revenue	4,902	9,439	17,483	18,011	23,533	38,678
Gross Profit	$ 984	$ 2,847	$ 5,118	$ 4,398	$ 10,255	$ 21,347
Gross Margin %	*17%*	*23%*	*23%*	*20%*	*30%*	*36%*
Costs and expenses						
General and administrative	4,627	6,972	8,469	11,353	12,718	15,505
Research and engineering	795	1,703	1,858	2,829	3,859	4,957
Total cost and expenses	$ 5,422	$ 8,675	$ 10,327	$ 14,182	$ 16,577	$ 20,462
Other expense						
Changes in fair value of convertible notes	-	-	1,391	-	-	-
Finance expense	67	131	680	226	24	-
Total other expense	67	131	2,071	226	24	-
Income/(Loss) before income taxes	$ (4,505)	$ (5,959)	$ (7,280)	$ (10,010)	$ (6,345)	$ 885
Income taxes	-	-				
Net Income/(Net loss) and comprehensive income/(loss)	$ (4,505)	$ (5,959)	$ (7,280)	$ (10,010)	$ (6,345)	$ 885
Depreciation	108	153	253	273	300	300
Changes in fair value of convertible notes	-	-	1,391	-	-	-
Interest Expense	67	131	680	226	24	-
Stock-based compensation	104	209	104	109	131	193
Adjusted EBITDA Excluding Public Company Costs(1)	$ (4,226)	$ (5,466)	$ (4,852)	$ (9,403)	$ (5,891)	$ 1,379
Adjusted EBITDA(1) Margin%	*-72%*	*-44%*	*-21%*	*-42%*	*-17%*	*2%*
Public Company Costs	-	-	-	-	4,500	4,500
Adjusted EBITDA(1)	$ (4,226)	$ (5,466)	$ (4,852)	$ (9,403)	$ (10,391)	$ (3,121)

Note:

(1) This is a non-IFRS financial measure. Refer to the "*Non-IFRS Measures*" section of this prospectus for more information on each non-IFRS financial measure used above.

Key Metrics

Other Assumptions	**2022**	**Forecast 2023**	**2024**	**2025**
Average realized price (in thousands)**	$ 147	$ 150	$ 158	$ 139
Net New Sales – Greenery	135	162	216	352
Net New Sales – Garden	-	-	50	100
Revenue Generating Units – Greenery	153	143	198	312
Revenue Generating Units – Garden	-	-	-	90
New Customers – Greenery	113	141	174	284
New Customers – Garden	-	-	41	78
Units/Customer – Greenery	1.50	1.43	1.55	1.55
Units/Customer – Garden	-	-	1.27	1.35
Marketing Cost/Farm (in thousands)	$ 6.9	$ 10.4	$ 8.7	$ 6.8
*** Reduction in average price in 2025 is driven by the launch of the Garden*				

Revenue and Unit Volume Drivers

Historical revenue has been largely attributable to sales of the Greenery models, which has demonstrated continued demand growth in recent years through increasing net new sales in 2021, 2022, and 2023E. The management of Freight Farms believes that continued growth since 2020 has been a function of continued advancements in its technology accompanied by increased awareness of its value proposition and use cases. 2023 revenue has been impacted by delays in customers taking delivery of farms (pushing potential revenue into 2024) and a delay in producing the 50 Hz Greenery units to serve customers in Europe and Asia. Higher interest rates have resulted in more customers seeking government funding sources (United States Department of Agriculture and Small Business Administration loans), which have longer approval windows than private sources. Delays in securing funding is the major driver of delays in customers taking delivery of farms, which then delays Freight Farms' recognized revenue on those orders. Delays in Freight Farms securing additional equity or debt funding impacted the production of 50 Hz Greenery units. See the Freight Farms Audited Annual Financial Statements and the Freight Farms Interim Financial Statements included in this prospectus for additional information.

Despite revenue being flat year-over-year in 2023, year-over-year orders for the Greenery increased by 31% in 2023 compared to 2022. Total Greenery Orders in 2023 were 221. Orders for the Greenery in the fourth quarter of 2023 were 79% higher compared to the fourth quarter of 2022. This will result in a higher 2023 backlog which, assuming Freight Farms is able to secure adequate funding, is expected to be fulfilled in 2024. Below is a table showing a breakdown of forecasted revenue generating units for 2024:

Revenue Units for 2024	
Backlog as of 12/31/2023	116
- Expected Cancellations	14
= Net Backlog	102
+ Net New Sales	96
= Projected Deliveries for 2024	**198**

Note: Expected cancellations are projected at 20% (net of what has been actually realized in 2023) based on Freight Farms' actual cancellation rate for fiscal 2022.

Revenue Mix

The Company's year-to-date revenue mix as of September 2023 is 93% hardware (comprised of Greenery models and the Company's first large-scale project), 3% software (i.e. Farmhand) and 4% consumables through the Farmhand shop, compared to 97% hardware, 1% software and 2% consumables for the year ended December 2022.

Recurring revenues (software and consumables) have been growing as a percentage of sales since 2021 with the introduction of upgraded software and a growing installed base of farms. The Company expects recurring revenue to continue growing as a percentage of sales going forward as a function of both a growing installed base relative to new farms sold each year and anticipated new recurring revenue streams, such as royalties or license fees (the Company negotiated its first deal incorporating a license fee on produce sales in 2023) and service bundles. Recurring revenue in 2023 is forecasted to be $1.2 million.

Revenue growth in 2024 and 2025 is expected to be driven by:

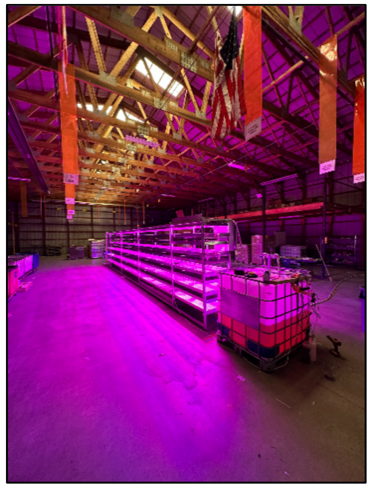
- Growth in enterprise and institutional customers, the foundation for which was laid in 2023. For example, in 2023, Freight Farms negotiated a large multi-unit order from a large German conglomerate, who is looking to extend its product offerings to include leafy greens, and the Company has established new national partnerships with large non-profit institutional customers. The management of Freight Farms believes additional large enterprise customers and these institutional partnerships will drive sales growth in 2024 and beyond. The table below shows the potential growth from existing institutional customers currently in the pipeline:

Customer	Current Farms	Planned Farms	Use Case
Customer A	25	5 per year expected for the next 3 years.	Electric research – coordinates with local utilities to donate farms to non-profit institutions.
Customer B	10	117 farmers expected to participate in the program.	Local produce from local farmers in Puerto Rico, supported by US Government grants.
Customer C	10	150 total expected – 5 per month until total is reached.	Fresh produce to grocery stores in Germany.
Customer D	1	53 expected – one for each large campus location.	Fresh produce for hospital cafeterias and patients. Entry point to healthcare.
Customer E	4	16 opportunities in the 2023 pipeline with 351 leads from the national conference and ongoing marketing.	Produce for the children at each club, STEM education and donor activation.
Customer F	1	8 expected – adding units to 3 other campuses.	AgTech education, food production for cafeteria.
Customer G	9	Expected to add 10 more units to meet offtake agreements with Freshpoint, other grocery.	For-profit farming with focus on unique varietals and micro greens.

- 2025 revenue growth is expected to be driven by incremental revenue from the Garden model and large-scale projects as described below:

  - In 2023, Freight Farms completed its first short production run of the Garden, a smaller, more cost-effective and more design-forward container farm. The Garden provides approximately one-third of the capacity of the Greenery at a reduced price point per unit. The management of Freight Farms has indications of interest from commercial and residential real estate developers, educational institutions, and restaurants for this model targeted to launch at scale in 2025;

  - Freight Farms is actively using its component technologies (such as the Farmhand Hub control system), Farmhand, and pieces of the fertigation, lighting, nursery and growing infrastructure in a large-scale, building-based project. The management of Freight Farms believes this project provides "proof-of-concept" that Freight Farms' technology is scalable within a single facility (outside a container), and opens up the possibility of a robust, large-scale project pipeline in the future.



- The Company is planning a dedicated marketing and public relations effort in support of the Garden launch in 2024 and will dedicate sales resources for the Garden and large-scale projects in 2024 and 2025.
- Modest MSRP increases for the Greenery to account for inflation and productivity improvements.

Gross Margin Drivers

Gross Margin for 2023 was affected by escalated material and service costs driven by general commodity price inflation and general U.S. wage increases. The management of Freights Farms believes, going forward, these increased costs will be mitigated by improving economies of scale in manufacturing and production modifications that simplify farm design and reduce material usage and labour assembly hours. The updated Greenery design, which is now available in a 50 Hz version and which is expected to be available in a 60 Hz version in the second half of 2024, is expected to improve margins.

The management of Freight Farms expects margins to improve during 2024 and 2025 for the following reasons:

- the new Greenery model with improved farm design for manufacturing, launched in the fourth quarter of 2023 per the above, incorporates a reengineering effort focused on simplifying assembly and lowering materials usage;

- supply chain strategies focused on reducing cost of goods sold; and

- modest MSRP increases for the Greenery to account for inflation and improvements in productivity.

Adjusted EBITDA Drivers

Freight Farms anticipates "Adjusted EBITDA Excluding Public Costs" (conservatively estimated at up to $4.5 million annually) to be positive by October 2024, largely driven by expected gross margin expansion and revenue growth outpacing increases in selling and general and administrative expenses as the Company scales. The Company has estimated the maximum possible amount that it expects to spend on ongoing public company costs to be $4.5 million annually but management of the Company expects the actual costs to be significantly lower, which should positively impact cash flow.

Other

Gross orders for the Greenery increased from 169 units in 2022 to 221 units in 2023 and is projected to grow to 270 units in 2024, and 440 units in 2025 driven by the revenue drivers explained above. Historically, there has been seasonality in Freight Farms' orders with volumes weighted more heavily to the second half of the fiscal year. Please see Revenue Units for 2024 table above showing expected 2024 revenue units covered through backlog.

Orders for the Greenery in the 2023 fiscal year were split 55%/45% between small business farmers and institutional clients. The management of Freight Farms projects orders for the Greenery to transition to a 50%/50% split between small business farmers and institutional clients in 2024, shifting further to 20%/80% by 2025. The management of Freight Farms believes this change will be driven by the Company's shift in sales strategy towards outbound and institutional customers, as well as the maturation of certain existing customers that are expected to scale in the future. The Company's shift towards enterprise and institutional customers is expected to positively impact working capital needs going forward as institutional customers have more predictable purchasing behaviour and funding sources than individual small business customers.

The above revenue projections assume Freight Farms is able to raise $23 million in funding net of transaction expenses to support investment in new product launches, staffing to support growth, working capital needs, and funding ongoing public company costs.

Please refer to the "*Non-IFRS Measures*" section of this prospectus for definitions of the non-IFRS measures referred to above, including Adjusted EBITDA.

Market Segments and Geography

Historically, the Company's customers have primarily been (a) for-profit small business farmers who generally start with one farm (with an intention to add more farms over time) and serve direct-to-customer, hospitality and/or grocery end markets; and (b) academic or non-profit organizations that use the farms for integration into agricultural or community programs such as supplying school cafeterias with fresh produce. The Company is currently seeing a transition to more enterprise and institutional demand, both among for-profit and not-for-profit customers, as the Company has improved the economic proposition of the Greenery and has also developed not-for-profit programming, which is a general curriculum for these customers to use in engaging their target audiences and is allowing for a more repeatable sales process to larger not-for-profit institutions. Going forward, the Company expects its sales mix to transition to be mostly enterprise and institutional customers due to the shift in sales strategy toward outbound and institutional customers, in addition to the maturation of certain existing customers that are expected to scale in the future.

Geographically, over 80% of the Company's business has been generated from U.S.-based customers. The management of Freight Farms believes this is primarily due to two factors. First, the Company's leads have been overwhelmingly inbound and managed by an exclusively U.S.-based marketing team and sales force. Second, since 2021, the Company has not had a 50 Hz version of the Greenery that meets European and Asian power standards. As a result, the Company was effectively prevented from selling to those markets due to system incompatibility. However, the Company has now developed a 50 Hz version of the Greenery that will address these markets.

Going forward, the Company expects to focus on developing global relationships with the help of the Sponsor's international connections and more effectively penetrating markets outside of the United States. As the Company has sold into 40 countries with no dedicated outbound focus, the Company believes there is an opportunity to dramatically accelerate its growth outside of the United States with focused demand generation efforts in targeted countries.

Sales Strategy

Historically, the Company's sales have been based on an inbound funnel, with demand generated through a combination of online marketing, public relations and organic searches. Its sales force is assigned leads generated through this inbound funnel and manages each sale through its completion.

During 2023, the Company hired an experienced Business Development Director to focus on outbound lead generation and institutional business development. The management of Freight Farms believes this will be a significant contributor to sales moving forward and plans to expand the resources devoted to outbound and institutional sales. The Company's marketing efforts will also focus more on potential enterprise and institutional clients. The management of Freight Farms believes a more targeted approach will result in cost-effective demand generation.

Experienced Leadership

The Freight Farms management team includes:

- Rick Vanzura, *Chief Executive Officer*: Mr. Vanzura has a multi-decade career as a senior executive, primarily at consumer multi-unit businesses. He was President of two billion-dollar divisions of Borders Group, the global book chain, followed by several years as co-Chief Operating Officer of Panera Bread, the multi-billion-dollar soup, salad, sandwich and bakery chain. Most recently, Mr. Vanzura served as the original Chief Executive Officer of Wahlburgers, the celebrity burger chain, growing it from a single unit to a $100 million brand at the time of his departure. Mr. Vanzura received his MBA in General Management from Harvard Business School and his BsC in Economics and Finance from Santa Clara University.

- Monalisa Shroff, *Chief Financial Officer*: Ms. Shroff has served as both a direct and contract senior finance executive for companies including Bloomberg and Guthy Renker. Most recently, she served as contract Chief Financial Officer for Lettuce Grow, a manufacturer and retailer of residential hydroponic grow towers. She has extensive experience in finance, strategy, operations, and customer experience. Ms. Shroff received her MBA in Finance from Fordham University and her BS in International Business and Finance from the University of Bridgeport.

- Jake Felser, *Chief Technology Officer*: Mr. Felser previously led robotics research and development as Vice President of Engineering for eatsa (now Brightloom). Prior to joining eatsa, Mr. Felser was a Senior Engineer and Project Manager at Cooper Perkins and has experience working in hydraulics, refrigeration, structural optimization, design for development and agriculture for companies including Blue Origin, Promethean Power Systems and AGCO Corporation. Mr. Felser received his BS in Engineering from the Olin College of Engineering.

See "*Directors and Officers*" for further information on the Freight Farms management team.

AGRINAM AND ITS SPONSOR

Business of Agrinam

Agrinam is a SPAC incorporated under the laws of the Province of British Columbia for the purpose of effecting a qualifying acquisition of one or more businesses or assets, by way of a merger, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving Agrinam. Agrinam raised $138,000,000 in its initial public offering.

In connection with the Special Meeting, 11,261,363 Class A Restricted Voting Shares were deposited for redemption, representing approximately 81.6% of the then issued and outstanding Class A Restricted Voting Shares, which shares have been redeemed. As of the close of business on January 31, 2024, approximately $29.85 million remained in the Escrow Account and as of the date of this prospectus, 2,538,638 Class A Restricted Voting Shares are issued and outstanding. Upon giving effect to any redemptions of Class A Restricted Voting Shares in connection with the Transaction, which will reduce the balance of the Escrow Account, the remaining funds in the Escrow Account will be released upon consummation of the Transaction in accordance with the terms and conditions of the Escrow Agreement.

On October 4, 2023, Agrinam announced that it had entered into the Business Combination Agreement with Freight Farms and Merger Sub pursuant to which the parties will complete a triangular merger whereby, among other things, Merger Sub will merge with Freight Farms, with Freight Farms surviving such merger as a wholly owned subsidiary of Agrinam. Following the closing of the Merger, Agrinam will own all of the issued and outstanding shares of Freight Farms. The Transaction will be considered Agrinam's proposed qualifying acquisition.

The Transaction is consistent with the approach and the objectives outlined at the time of Agrinam's initial public offering, notably:

- Agrinam is partnering with a strong, experienced, well aligned management team, who want to continue to build their business;

- Freight Farms meets crucial components of Agrinam's original investment thesis, which was focused on finding a target that is vertically integrated, has strong growth potential, and is leveraging the internet of things and big data to transform the agri-food industry into a more modern, sustainable, and efficient sector;

- Freight Farms operates in an industry in which Agrinam has expertise and can be a valuable partner;

- Freight Farms is involved in the AgTech sector that the Agrinam team has focused on in connection with considering target businesses;

- Freight Farms presents an opportunity to generate attractive risk adjusted returns on invested capital; and

- Freight Farms has a deep focus on positive environmental, social, and governance outcomes, which have become increasingly important to shareholder value creation, and its products promote food security and food equality globally.

Experienced Leadership

The Sponsor is a limited liability company formed by Demeter Capital and Maquia Capital, which are firms founded by Agribusiness entrepreneurs, investment bankers, consultants and investors with the shared desire to boost the Agribusiness sector in North America. The existing Agrinam management team includes:

- Agustin Tristan Aldave, Chief Executive Officer;

- Guillermo Eduardo Cruz, Chief Operating Officer;

- Jeronimo Peralta del Valle, Chief Financial Officer; and

- Luis Alberto Ibarra Pardo, Chief Investment Officer.

The existing Agrinam team is comprised of seasoned veterans from Wall Street and Main Street alike with over 50 years of combined experience in the North American Agribusiness sector as founders/entrepreneurs, investors and advisors. The experience of the existing Agrinam management team includes senior leadership positions in companies, advisory firms and private equity funds specializing in the Agribusiness industry. Members of the existing Agrinam management team also bring financial services experience from their time at leading global investment banks, including Goldman Sachs and Citigroup. The existing Agrinam independent directors also bring significant executive management and public company experience together with additional industry relationships that are expected to further broaden its industry network.

Members of Agrinam's existing management team have advised more than 100 Agribusiness companies, including a number of the top Agribusiness companies in Mexico, representing over $1.5 billion in market capitalization.

QUALIFYING ACQUISITION

On October 4, 2023, Agrinam announced that it had entered into the Business Combination Agreement with Freight Farms and Merger Sub pursuant to which the parties will complete a triangular merger whereby, among other things, Merger Sub will merge with Freight Farms, with Freight Farms surviving such merger as a wholly owned subsidiary of Agrinam. Following the closing of the Merger, Agrinam will own all of the issued and outstanding shares of Freight Farms. The Transaction will be considered Agrinam's proposed qualifying acquisition. The Business Combination Agreement is based on a pre-money equity value of Freight Farms of $79 million.

In connection with seeking to complete a qualifying acquisition such as the Transaction, Agrinam will, pursuant to the Agrinam Articles, provide Class A Restricted Voting Shareholders the opportunity to redeem all or a portion of such shares. Such redemptions, if any, will occur immediately prior to the consummation of the Transaction.

Following consummation of the Transaction, Agrinam Shareholders, Freight Farms Shareholders, the lenders of the Sponsor Convertible Loans immediately prior to the Transaction, respectively, will become holders of New Freight Farms Shares (except for Agrinam Shareholders who exercise their redemption rights or Freight Farms Dissenting Shareholders who exercise their dissent rights with respect to Freight Farms Dissenting Shares) whereas holders of Freight Farms Options and the holder of the Freight Farms Warrants will become holders of options and warrants, respectively, to purchase Common Shares, in each case, pursuant to and in accordance with the terms and conditions of the Business Combination Agreement.

Closing of the Transaction is conditional upon mutual conditions and conditions in favour of each of Freight Farms and Agrinam. Among other conditions, closing of the Transaction will be conditional upon approval by the Exchange, Agrinam having the Minimum Cash Amount, and certain other usual and customary conditions for transactions of this nature. The Exchange has indicated that its listing committee has conditionally approved the listing of the Common Shares and the continued listing of the Warrants and Rights. However, a formal conditional approval letter is yet to be provided by the Exchange and the listing of the Common Shares, Warrants, and Rights on the Exchange will be subject to New Freight Farms fulfilling all the requirements of the Exchange. In addition to certain other conditions, as part of its conditional approval, Agrinam expects the Exchange will request a specific aggregate gross cash amount to be available to New Freight Farms upon closing of the Transaction. See "*Exchange Approval*".

See "*Corporate Structure – Business Combination Agreement*".

RISKS

Shareholders should be aware that there are various known and unknown risk factors in connection with the proposed qualifying acquisition and the ownership of Freight Farms Shares. Shareholders should carefully consider the risks identified in this prospectus under the heading "*Caution Regarding Forward-Looking Statements*" and "*Risk Factors*" before deciding whether or not to exercise any redemption right that they may have.

SUMMARY OF FINANCIAL INFORMATION

As the Transaction will be considered Agrinam's proposed qualifying acquisition, Class A Restricted Voting Shareholders can elect to redeem, subject to the conditions thereof, all or a portion of their Class A Restricted Voting Shares provided that they deposit (and do not validly withdraw) their shares for redemption prior to the Redemption Deadline. A redeeming Agrinam Shareholder is entitled, subject to the conditions thereof, to receive an amount per Class A Restricted Voting Share, payable in cash, equal to the pro rata portion of: (a) the escrowed funds available in the Escrow Account at the time immediately prior to the Redemption Deadline, including interest and other amounts earned thereon; less (b) an amount equal to the total of (i) applicable taxes payable by Agrinam on such interest and other amounts earned in the Escrow Account, and (ii) actual and expected expenses directly related to the redemption, each as reasonably determined by Agrinam, subject to the limitations described in the Final Prospectus.

The following table sets forth the consolidated capitalization of New Freight Farms as of September 30, 2023 adjusted to give effect to the Transaction assuming different levels of redemptions. Since September 30, 2023, other than in the normal course of business and the Ospraie Convertible Loans, there has been no material change in the equity and debt capital of Freight Farms, on a consolidated basis. Since September 30, 2023, other than in the normal course of business and the redemption of 11,261,363 Class A Restricted Voting Shares following the Special Meeting, there has been no material change in the equity and debt capital of Agrinam, on a consolidated basis.

This table should be read in conjunction with the New Freight Farms Pro Forma Financial Statements, the Agrinam Audited Annual Financial Statements, the Agrinam Interim Financial Statements, the Freight Farms Audited Annual Financial Statements, and the Freight Farms Interim Financial Statements included in or appended to this prospectus.

See "*Selected Consolidated Financial Information*".

Consolidated Capitalization				
	As of September 30, 2023	**As of September 30, 2023 after giving effect to the Transaction and assuming certain levels of redemption of Class A Restricted Voting Shares in connection with the Transaction**		
(thousands of $)		82% Redemptions(1)	90% Redemptions (Minimum Cash Amount)	95% Redemptions
Debt(2)	7,283	2,253	2,253	2,253
Shareholders' Equity	(40,344)	10,059	(2,308)	(9,669)
Total Capitalization	(33,061)	12,312	(55)	(7,416)

Note:

(1) An 82% redemption assumption is consistent with the actual redemption of 11,261,363 Class A Restricted Voting Shares following the Special Meeting and assumes no further redemption of Class A Restricted Voting Shares.

(2) Includes 2020 Line of Credit and the Convertible Debt.

NON-IFRS MEASURES

In this prospectus, certain non-IFRS financial measures are used to measure, compare and explain the operating results and financial performance of Freight Farms. These measures are commonly used by companies operating in the industry as useful metrics for measuring performance. However, they do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other publicly traded entities. These measures should be considered as supplemental in nature and not as a substitute for related financial information prepared in accordance with IFRS. Freight Farms defines such financial measures as follows:

Adjusted EBITDA and Adjusted EBITDA Margin

"**Adjusted EBITDA**" is defined as net loss before finance costs, income tax expense or benefit, and depreciation and amortization, adjusted for share-based compensation.

"**Adjusted EBITDA Excluding Public Company Costs**" is defined as Adjusted EBITDA before ongoing public company costs.

Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs are intended to be supplemental measures of performance that are neither required by, nor presented in accordance with, IFRS. The Company believes that the use of Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs provide additional tools for investors to use in evaluating ongoing operating results and trends and in comparing the Company's financial measures with those of comparable companies, which may present similar non-IFRS financial measures to investors. However, investors should be aware that when evaluating Adjusted EBITDA, or Adjusted EBITDA Excluding Public Company Costs, the Company may incur future expenses similar to those excluded when calculating Adjusted EBITDA and Adjusted Excluding Public Company Costs. In addition, the Company's presentation of these measures should not be construed as an inference that its future results will be unaffected by unusual or non-recurring items. The Company's computation of Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs may not be comparable to other similarly entitled measures computed by other companies, because all companies may not calculate Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs in the same fashion.

"**Adjusted EBITDA Margin**" and "**Adjusted EBITDA Excluding Public Company Costs Margin**" are equal to Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs for the period, respectively, presented as a percentage of revenue for the same period.

Because of these limitations, Adjusted EBITDA, Adjusted EBITDA Excluding Public Company Costs, Adjusted EBITDA Margin, and Adjusted EBITDA Excluding Public Company Costs Margin should not be considered in isolation or as a substitute for performance measures calculated in accordance with IFRS. The Company compensates for these limitations by relying primarily on its IFRS results and using Adjusted EBITDA, Adjusted EBITDA Excluding Public Company Costs, Adjusted EBITDA Margin, and Adjusted EBITDA Excluding Public Company Costs Margin on a supplemental basis. Readers should review the reconciliation of net loss to Adjusted EBITDA below and not rely on any single financial measure to evaluate the Company's business.

The following table reconciles net loss to Adjusted EBITDA for the nine months ended September 30, 2023 and 2022 and the years ended December 31, 2022, 2021, and 2020:

	Nine months Ended September 30		**Year ended Dec 31**		
USD in thousands	**2023**	**2022**	**2022**	**2021**	**2020**
Net Loss	$ (8,492)	$ (5,849)	$ (7,280)	$ (5,959)	$ (4,505)
Depreciation (a)	207	186	253	153	108
Changes in fair value of convertible notes (b)	280	1,110	1,391	-	-
Interest Expense (c)	392	497	680	131	67
Stock-based compensation (d)	33	96	104	209	104
Adjusted EBITDA	$ (7,580)	$ (3,960)	$ (4,852)	$ (5,466)	$ (4,226)

(a) Depreciation: depreciation expenses associated with property, plant, and equipment and right of use assets.

(b) Changes in fair value of convertible notes: impact of calculating the fair value of convertible notes that are recognized as financial liabilities and remeasured to fair value through profit or loss each reporting period.
(c) Interest expense: interest expense associated with convertible debt and line of credit.
(d) Stock-based compensation: stock-based compensation expense associated with the granting of employee options.

Other Non-IFRS Measures

"**Adjusted Working Capital**" is defined as working capital excluding convertible redeemable preferred stock.

The Company presents Adjusted Working Capital as a measure of liquidity consistent with how management assesses liquidity and working capital. The Company has issued convertible redeemable preferred stock which is classified as current liabilities under IFRS as the conversion feature is not fixed and does not carry a fixed maturity date. However, as these convertible redeemable preferred stocks are expected to convert to equity and are not payable in cash, the Company excludes them when considering liquidity and working capital. The following table reconciles working capital to Adjusted Working Capital for the periods ended November 2023 and October 2023:

In '000s	**November 2023**	**October 2023**
Current Assets	$ 30,734	$ 29,415
Current Liabilities	71,878	69,895
Working Capital	**(41,144)**	**(40,480)**
Convertible redeemable preferred stock	44,254	44,254
Adjusted Working Capital	**$ 3,110**	**$ 3,774**

"**ARR**" is defined as annual recurring revenue. For Freight Farms, this refers to software subscription revenue as well as consumables/supplies revenue (nutrients, plugs, etc. that are needed to grow crops within the containers).

"**Backlog**" is defined as farms sold and not recognized as revenue.

"**Gross Margin**" is defined as gross profit divided by revenue.

"**Marketing Cost/Farm**" is defined as total marketing spend divided by the number of farms sold in any given year.

CURRENCY PRESENTATION, FINANCIAL INFORMATION AND EXCHANGE RATE INFORMATION

Agrinam and Freight Farms disclose all financial information contained in this prospectus in United States dollars. The following table sets forth, for each period indicated, the low and high exchange rates for United States dollars expressed in Canadian dollars, the exchange rate at the end of such period and the average of such exchange rates for each day during such period, based on the rate of exchange as reported by the Bank of Canada for the conversion of one United States dollar into Canadian dollars:

	Year ended March 31		
	2023	**2022**	**2021**
	($)	($)	($)
Highest rate during the period…………...	1.3856	1.2942	1.4217
Lowest rate during the period……………	1.2451	1.2040	1.2455
Average rate for the period………………	1.3230	1.2536	1.3219
Rate at the end of period…………………	1.3533	1.2496	1.2575

	Year ended December 31		
	2022	2021	2020
	($)	($)	($)
Highest rate during the period…………...	1.3856	1.2942	1.4496
Lowest rate during the period……………	1.2451	1.2040	1.2718
Average rate for the period………………	1.3011	1.2535	1.3415
Rate at the end of period…………………	1.3544	1.2678	1.2732

	Nine Months Ended September 30		Six Months Ended September 30	
	2023	2022	2023	2022
	($)	($)	($)	($)
Highest rate during the period………….	1.3807	1.3726	1.3674	1.3726
Lowest rate during the period………….	1.3128	1.2451	1.3128	1.2451
Average rate for the period…………..…	1.3457	1.2828	1.3422	1.2911
Rate at the end of period……………..…	1.3520	1.3707	1.3520	1.3707

On February 7, 2024, the daily average rate of exchange posted by the Bank of Canada for the conversion of United States dollars into Canadian dollars was CAD$1.00 = $0.7424 (or $1.00 = CAD$1.3469).

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus constitute "forward-looking information" for the purpose of applicable Canadian securities legislation ("**forward-looking statements**"). These statements reflect management's expectations with respect to future events, Freight Farms' financial performance and business prospects. All statements other than statements of historical fact are forward-looking statements. The use of the words "anticipate", "believe", "continue", "could", "estimate", "expect", "intends", "may", "might", "plan", "possible", "potential", "predict", "project", "should", "would", "will", and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not a forward-looking statement. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated or implied in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this prospectus should not be unduly relied upon. Unless otherwise indicated, these statements speak only as of the date of this prospectus.

In particular, this prospectus contains forward-looking statements pertaining to the following, among other things:

- the ability to complete the Transaction, expected timing related thereto, and its potential success;
- the expected benefits and effects of the Transaction to, and resulting treatment of, the Agrinam Shareholders and the Freight Farms Shareholders;
- the expected operations, financial results and condition of New Freight Farms following the Transaction including such things as future business strategy, competitive strengths, goals, expansion and growth of New Freight Farms' business;
- the implementation and effectiveness of New Freight Farms' business and growth strategy;
- the redemption amount in respect of the Class A Restricted Voting Shares;
- the listing or continued listing of the Common Shares, Warrants, and Rights;
- the number of New Freight Farms Shares outstanding following the Transaction;
- New Freight Farms' compensation of its directors and executive officers and future expectations regarding same;
- Freight Farms' and New Freight Farms' competitive position within the industry;

- the expectation for higher backlog of Freight Farms' products, revenue and gross margin growth in 2024 and 2025, and the factors driving the same;
- the expectation for Freight Farm's future Adjusted EBITDA;
- the expected transition of Freight Farms clientele to more institutional accounts;
- the penetration of new markets and the creation of global relationships;
- the successful launch of new products by Freight Farms, including the 60 Hz version of the Greenery, the Garden, and large-scale projects and the financial impact of such products;
- technological improvements regarding products and the expected impact thereof;
- expected industry and economic trends and the growth of the CEA industry;
- fluctuations in foreign exchange rates and interest rates;
- New Freight Farms' success in retaining or recruiting, or changes required in directors and officers or key employees following the Transaction;
- the expectation to formalize social and environmental policies;
- the potential liquidity and trading of New Freight Farms' securities;
- the expected conditions to be imposed by the Exchange in relation to their conditional approval for the listing of the Common Shares and the continued listing of the Warrants and Rights and the receipt of a formal conditional approval letter from the Exchange; and
- other risks and uncertainties discussed in "*Risk Factors*" and elsewhere in this prospectus.

With respect to forward-looking statements contained in this prospectus, assumptions have been made, which may prove to be incorrect, regarding, among other things:

- the anticipated fulfillment of any conditions imposed by the Exchange for the Transaction prior to their deadline;
- the expectation that each of Agrinam and Freight Farms will comply with the terms and conditions of the Business Combination Agreement;
- the expectation that no event, change or other circumstance will occur that could give rise to the termination of the Business Combination Agreement;
- that no unforeseen changes in the legislative and operating frameworks for New Freight Farms or Agrinam will occur;
- that New Freight Farms will meet its future objectives and priorities;
- that New Freight Farms will have access to adequate capital to fund its future projects and plans;
- that New Freight Farms' future projects and plans will proceed as anticipated;
- that the market for New Freight Farms' projects will grow as expected;
- taxes payable;
- technology deployment;

- data based on good faith estimates that are derived from management's knowledge of the industry and other independent sources;

- assumptions concerning general economic and industry growth rates, commodity prices, currency exchange and interest rates and competitive intensity;

- stable government regulation and policies relating to agriculture and trade in the geographies Freight Farms does business in;

- there will be no unplanned material changes in New Freight Farms' facilities, equipment or customer and employee relations;

- the resolution of any pandemic, epidemic or outbreak of a contagious disease, such as the COVID-19 pandemic;

- geopolitical and economical circumstances regarding the supply and delivery of raw materials, technologies, energy, instruments, components, and the associated supply chains, freight and logistics; and

- the evolving situation associated with Russia's invasion of Ukraine and the conflict in Israel and Palestine.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and included elsewhere in this prospectus, including:

- potential changes in economic conditions, including interest rates, rates of inflation, industry conditions, competition, political and diplomatic events and trends, tax laws and other factors;

- the dilutive effects associated with future sales of Common Shares or the sale of other equity securities (or securities convertible or exchangeable into equity securities) of New Freight Farms and possibly needing to pursue a PIPE Financing in order to raise additional funds to complete the Transaction;

- New Freight Farms operations may require further capital and liquidity but financial resources and access to capital may be reduced;

- forward-looking statements may prove inaccurate;

- New Freight Farms has no assurance of profitability;

- susceptibility to risks inherent in an agricultural business;

- the loss of key personnel or the inability to attract key personnel with sufficient experience;

- exposure to product liability risks;

- new and evolving technologies could harm New Freight Farms;

- manufacturing and supply chain risks;

- adverse impacts from changes in product pricing;

- dependence on third-party suppliers and third-party manufacturers;

- the success of New Freight Farms will depend in part on its ability to protect ideas and technology and New Freight Farms will be subject to risks associated with intellectual property;

- changes in laws or regulations, or a failure to comply with any laws and regulations;

- the ability of Class A Restricted Voting Shareholders to exercise redemption rights with respect to a large number of Class A Restricted Voting Shares;

- conditions to the completion of the Transaction;
- the tax consequences of a qualifying acquisition including the Transaction; and
- other factors discussed under "*Risk Factors*"

These and other factors that could cause actual results to differ from those implied by the forward-looking statements in this prospectus are more fully described under the heading "*Risk Factors*" and elsewhere in this prospectus. The risks described under the heading "*Risk Factors*" are not exhaustive. Other sections of this prospectus describe additional factors that could adversely affect the business, financial condition, or results of operations of Agrinam and Freight Farms prior to the Transaction, and New Freight Farms following the Transaction. New risk factors emerge from time to time and it is not possible to predict all such risk factors, nor can Agrinam or Freight Farms assess the impact of all such risk factors on the business of Agrinam and Freight Farms prior to the Transaction, and New Freight Farms following the Transaction, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. All forward-looking statements attributable to Agrinam or Freight Farms or persons acting on their behalf are expressly qualified in their entirety by the foregoing cautionary statements. None of Agrinam and Freight Farms prior to the Transaction, or New Freight Farms following the Transaction, undertake any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Note Regarding Financial Outlook and Future-Oriented Financial Information

All financial outlook and future-oriented financial information contained in this prospectus about prospective financial performance, financial position or cash flows is based on assumptions about future events, including economic conditions and proposed courses of action, based on management's assessment of the relevant information currently available, and to become available in the future. In particular, this prospectus contains projected operational information for New Freight Farms. These projections contain forward-looking statements and are based on a number of material assumptions and the factors set out above. Actual results may differ significantly from the projections presented herein. These projections may also be considered to contain future-oriented financial information or a financial outlook under applicable securities laws. The actual results of New Freight Farms' operations for any period will likely vary from the amounts set forth in these projections, and such variations may be material. See above and under the heading "*Risk Factors*" for a discussion of the risks that could cause actual results to vary. The future-oriented financial information and financial outlooks contained in this prospectus have been approved by management as of the date of this prospectus and have been provided for the purpose of describing management's expectations. Readers are cautioned that any such financial outlook and future-oriented financial information contained herein should not be used for purposes other than those for which it is disclosed herein.

The prospective financial information included in this prospectus has been prepared by, and is the responsibility of, management. Freight Farms and Agrinam do not as a matter of course make public projections as to future sales, earnings, or other results. However, management has prepared the prospective financial information and projections set forth in this prospectus to present the future growth potential of New Freight Farms. The information was not prepared with a view toward complying with any specific guidelines established with respect to prospective financial information, but, in the view of management, was prepared on a reasonable basis, reflects the best currently available estimates and judgments, and presents, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of New Freight Farms. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this prospectus are cautioned not to place undue reliance on the prospective financial information.

Pursuant to applicable securities laws, each of Freight Farms' and Agrinam's independent auditors have read this prospectus and confirmed that they have no reason to believe that there are any misrepresentations in the information contained herein. However, neither Freight Farms' nor Agrinam's independent auditors, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and they assume no responsibility for, and disclaim any association with, the prospective financial information.

Any forward-looking statement included in this prospectus is expressly qualified by this cautionary statement, and except as otherwise indicated, is made as of the date of this prospectus. None of Agrinam, the Founders (including the Sponsor), or Freight Farms assume or undertake any obligation to update or revise any forward-looking statements or departures from them, except as required by applicable law. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of Freight Farms or Agrinam or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

MARKET AND INDUSTRY DATA

In this prospectus, we rely on and refer to information and statistics regarding market shares of various companies and the markets. We have obtained some of this market share information and industry data from internal surveys, market research, publicly available information, and industry publications. Such reports generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy or completeness of such information is not guaranteed. Although we believe this information is reliable, none of Agrinam or the Sponsor or Freight Farms have independently verified or can guarantee the accuracy or completeness of that information and investors should use caution in placing reliance on such information.

Reference to any websites in this prospectus do not incorporate by reference the information on such website into this prospectus, and Agrinam and Freight Farms disclaim any such incorporation by reference.

For the avoidance of all doubt, nothing stated in this paragraph operates to relieve any party from liability for any misrepresentation contained in this prospectus under applicable Canadian securities laws.

TRADEMARKS AND TRADENAMES

This prospectus and the information incorporated herein by reference include certain trademarks and trade names, such as Freight Farms, the Greenery™ container farm, and Farmhand®, which are protected under applicable intellectual property laws and are the property of Freight Farms. Solely for convenience, Freight Farms' trademarks and tradenames referred to in this prospectus may appear without the ® or ™ symbol, but such references are not intended to indicate, in any way, that Freight Farms will not assert, to the fullest extent under applicable law, its right to these trademarks and tradenames. All other trademarks used in this prospectus are the property of their respective owners, whether they appear with or without a ® or ™ symbol.

CORPORATE STRUCTURE

Agrinam Acquisition Corporation

Agrinam was incorporated on December 1, 2021, under the BCBCA. Agrinam's head office is located at Homero 109, Polanco, Polanco V Secc, Miguel Hidalgo, Ciudad de México, CDMX, 11560 and its registered office is located at Waterfront Centre, 200 Burrard St #1200, Vancouver, British Columbia V7X 1T2.

The Agrinam Articles include, among other provisions, a provision providing for a forum for adjudication of certain disputes, whereby unless Agrinam approves or consents in writing to the selection of an alternative forum, the courts of the Province of British Columbia and appellate courts therefrom shall be the sole and exclusive forum for: (a) any derivative action or proceeding brought on behalf of Agrinam; (b) any action asserting a claim for breach of a fiduciary duty owed by any director or officer of Agrinam to Agrinam; (c) any action asserting a claim arising pursuant to any provision of the BCBCA or the Agrinam Articles (as they may be amended from time to time); or (d) any action asserting a claim otherwise related to the relationships among Agrinam, its affiliates and their respective shareholders, directors and/or officers, but does not include claims related to the business carried on by Agrinam or such affiliates. Any person or entity owning, purchasing or otherwise acquiring any interest, including without limitation any registered or beneficial ownership thereof, in the securities of Agrinam shall be deemed to have notice of and consented to the provisions of the Agrinam Articles.

On September 14, 2023, Agrinam held a special meeting of Class A Restricted Voting Shareholders and Class B Shareholders (the "**Special Meeting**") to vote on a resolution to authorize an amendment to the amended and restated articles of Agrinam dated June 10, 2022 to amend the definition of "Three-Month Extension Option" contained in Section 28.2 of the articles in order to permit Agrinam to deposit an aggregate of $400,000 in cash into the Escrow Account instead of $0.10 per Class A Restricted Voting Share each time Agrinam wishes to exercise a Three-Month Extension Option to extend the Permitted Timeline within which Agrinam must consummate its qualifying acquisition by three months (from 15 months up to 18 months and from 18 months up to 21 months), up to a maximum of two successive three-month periods (the "**Amendment to the Articles**"). The Amendment to the Articles was approved at the Special Meeting. Agrinam subsequently deposited $400,000 in cash into the Escrow Account to extend the Permitted Timeline from 15 months up to 18 months, thereby extending the Permitted Timeline to complete a qualifying acquisition to December 15, 2023. The $400,000 deposited into the Escrow Account on September 14, 2023 was obtained by way of the Amendment Loan that will be repayable to the Sponsor from the Escrow Account, conditional upon the closing of Agrinam's qualifying acquisition. On December 15, 2023, Agrinam deposited an additional $400,000 in cash into the Escrow Account to extend the Permitted Timeline from 18 months up to 21 months, thereby extending the Permitted Timeline to complete a qualifying acquisition to March 15, 2024. The $400,000 deposited into the Escrow Account on December 15, 2023 was obtained by way of the Second Amendment Loan that will be repayable to the Sponsor from the Escrow Account, conditional upon the closing of Agrinam's qualifying acquisition. The aggregate funds deposited into the Escrow Account following the Amendment to the Articles were received from the Sponsor pursuant to the Amendment Loan and the Second Amendment Loan. See "*Corporate Structure – Business Combination Agreement – Related Party Transaction*".

Freight Farms, Inc.

Freight Farms began operating and filed its initial patent application in 2012 and incorporated pursuant to articles of incorporation dated November 4, 2013, as amended from time to time, under the General Corporation Law of the State of Delaware. Freight Farms does not have any subsidiaries. The head office of Freight Farms is located at 20 Old Colony Avenue, Suite 201, Boston, Massachusetts 02127. This address also serves as Freight Farms' registered office.

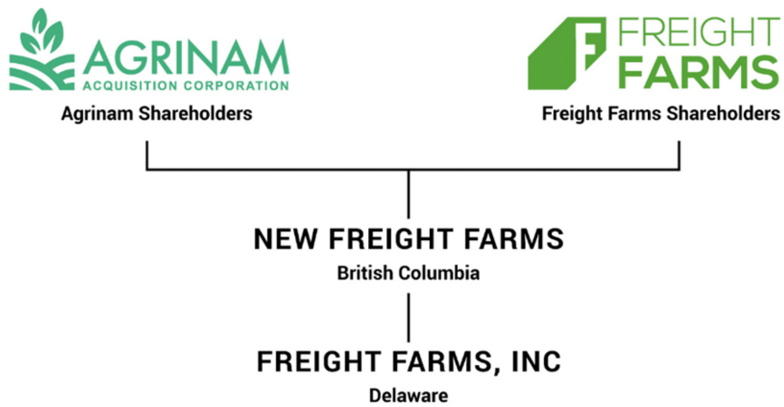
New Freight Farms

Following consummation of the Transaction, New Freight Farms will own 100% of Freight Farms and New Freight Farms will continue to be governed by the BCBCA. New Freight Farms' head office is expected to be located at 20 Old Colony Avenue, Suite 201, Boston, Massachusetts 02127 and its registered office is expected to be located at 666 Burrard Street, Suite 1700, Vancouver, British Columbia V6C 2X8. New Freight Farms' only subsidiary will be Freight Farms (as the surviving corporation in the Merger) and New Freight Farms will be a reporting issuer in all of the provinces and territories of Canada, other than Québec.

Following consummation of the Transaction, Agrinam Shareholders, Freight Farms Shareholders, and the lenders of the Sponsor Convertible Loans immediately prior to the Transaction, will become holders of New Freight Farms Shares (except for Agrinam Shareholders who exercise their redemption rights or Freight Farms Dissenting

Shareholders who exercise their dissent rights with respect to Freight Farms Dissenting Shares) whereas holders of Freight Farms Options and the holder of the Freight Farms Warrants, immediately prior to the Transaction, will become holders of options and warrants, respectively, to purchase Common Shares, in each case, pursuant to and in accordance with the terms and conditions of the Business Combination Agreement. In connection with seeking to complete a qualifying acquisition such as the Transaction, Agrinam will, pursuant to the Agrinam Articles, provide Class A Restricted Voting Shareholders the opportunity to redeem all or a portion of such shares. Such redemptions, if any, will occur immediately prior to the consummation of the Transaction.

The organization chart below illustrates the inter-corporate relationships of New Freight Farms after giving effect to the Transaction. See "*Options to Purchase Securities*" for a description of the convertible securities of New Freight Farms.



Transaction

As of the date of this prospectus, Agrinam is a SPAC incorporated under the laws of the Province of British Columbia for the purpose of effecting an acquisition of one or more businesses or assets, by way of a merger, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving Agrinam.

On October 4, 2023, Agrinam announced that it had entered into the Business Combination Agreement with Freight Farms and Merger Sub pursuant to which the parties will complete a triangular merger whereby, among other things, Merger Sub will merge with Freight Farms, with Freight Farms surviving such merger as a wholly owned subsidiary of Agrinam. Following the closing of the Merger, Agrinam will own all of the issued and outstanding shares of Freight Farms. The Transaction will be considered Agrinam's proposed qualifying acquisition.

Existing shareholders of Agrinam who do not redeem their shares will continue to hold an interest in Agrinam after giving effect to the Transaction. In connection with the Transaction, it is expected that Agrinam will, among other things, be renamed "Freight Farms Holdings Corp." and will hold 100% of the equity of the entity formed pursuant to the merger of Freight Farms and Merger Sub, subject to the terms of the Business Combination Agreement. See "*Corporate Structure – New Freight Farms*".

Business Combination Agreement

The description of the Business Combination Agreement, both below and elsewhere in this prospectus, is a summary only, is not exhaustive and is qualified in its entirety by reference to the terms of the Business Combination Agreement, which can be found on Agrinam's profile on SEDAR+ at www.sedarplus.com as of the date of this prospectus. This summary is intended solely to provide investors with information regarding the terms of the Business Combination Agreement and is not intended to provide factual information about the parties of any of their respective subsidiaries or affiliates.

The Business Combination Agreement contains representations and warranties by Agrinam and Freight Farms, which were made only for purposes of the Business Combination Agreement and, in certain cases, as of specific dates. The representations, warranties and covenants in the Business Combination Agreement were made solely for the benefit of the parties to the Business Combination Agreement, may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures made for the purposes of allocating risk between the parties to the Business Combination Agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those generally applicable to investors. Investors are not third-party beneficiaries under the Business Combination Agreement, and in reviewing the representations, warranties and covenants contained in the Business Combination Agreement or any descriptions thereof in this summary, it is important to bear in mind that such representations, warranties and covenants or any descriptions thereof were not intended by the parties to the Business Combination Agreement to be characterizations of the actual state of facts or condition of Agrinam, Freight Farms or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the Business Combination Agreement, which subsequent information may or may not be fully reflected in public disclosures.

On November 1, 2023, Freight Farms received a notice from certain Freight Farms Dissenting Shareholders seeking an appraisal of their Freight Farms shares pursuant to Section 262 of the Delaware General Corporation Law. The applicable Freight Farms Dissenting Shareholders hold approximately 9% of the outstanding shares of Freight Farms capital stock. Freight Farms has engaged in both verbal and written communication with the legal representative of the Appraisal Seekers. As of the time of filing this prospectus, Freight Farms believes that the demand for appraisal is premature and that, once appraisal rights become available to Freight Farms shareholders pursuant to Delaware law, each of the Appraisal Seekers will be bound by existing contractual obligation to waive such rights.

Principal Steps and Effect of the Transaction

Pursuant to the Business Combination Agreement and subject to the terms and conditions contained therein, Merger Sub will merge with and into Freight Farms, with Freight Farms surviving such merger as a wholly owned subsidiary of Agrinam. The Merger shall occur pursuant to General Corporation Law of the State of Delaware and at the Effective Time, Merger Sub shall cease to exist and Freight Farms shall continue as the surviving corporation in the Merger (the "**Surviving Company**"). By virtue of the Merger, at the Effective Time:

- each issued and outstanding share in Merger Sub shall be cancelled and cease to exist and be converted into common stock of the Surviving Company and shall be held by Agrinam;

- each Freight Farms Share that is owned by Freight Farms as treasury stock and each Freight Farms Share that is owned directly by Freight Farms immediately prior to the Effective Time (collectively, "**Freight Farms Cancelled Shares**") shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and no consideration shall be delivered in exchange thereof;

- in accordance with the Business Combination Agreement, all issued and outstanding Freight Farms Shares (other than Freight Farms Cancelled Shares and Freight Farms Dissenting Shares) shall be cancelled and converted into the right of the holders thereof to receive: (a) such holder's portion of the Share Consideration specified in the Freight Farms Allocation Schedule; and (b) such holder's portion of the Seller Earnout Shares specified in the Freight Farms Allocation Schedule (to the extent payable pursuant to the Business Combination Agreement);

- the Sponsor Convertible Loans shall be converted in accordance with their terms into such number of Common Shares as calculated pursuant to the terms of the Sponsor Convertible Loans;

- no fractional share of Common Shares shall be issued in connection with the Transaction and, for greater certainty, the total number of Common Shares that each Freight Farms Shareholder is entitled to under the Business Combination Agreement shall be rounded down to the nearest whole number without any cash or other payment in lieu thereof;

- the Surviving Company will issue common shares from its capital stock to Agrinam in consideration for the issuance by Agrinam, on behalf of Merger Sub, of Common Shares to the holders of Freight Farms Shares (the number of Surviving Company common shares issued to Agrinam will be equal to the number of Freight Farms Shares issued and outstanding immediately prior to the Effective Time (other than Freight Farms Cancelled Shares)); and

- each Freight Farms Option and each Freight Farms Warrant shall automatically (without any further action required of the holder of such Freight Farms Option(s) or the holder of the Freight Farms Warrants): (a) cease to represent a security to acquire Freight Farms Common Shares as of the Effective Time; and (b) be converted on the same terms and conditions (but with necessary adjustments to maintain its value in accordance with the Freight Farms Allocation Schedule) as were applicable under the Freight Farms Share Plan or its terms (as applicable) as of the Effective Time into an option or warrant, as applicable, to acquire that number of Common Shares specified in the Freight Farms Allocation Schedule.

Merger Consideration

The share consideration is defined in the Business Combination Agreement as the aggregate number of Common Shares equal to the quotient of: (a) $79,000,000, divided by (b) $10.30 (the "**Share Consideration**").

The right to acquire the Seller Earnout Shares shall be granted to the Freight Farms Shareholders as of immediately prior to the Effective Time, as well as any holders of Freight Farms Options or a Freight Farms Warrant as of the Effective Time who have become holders of Common Shares following closing of the Transaction as a result of exercising such Freight Farms Options or Freight Farms Warrant, respectively, and their respective successors and permitted assigns (other than the Sponsor, Demeter Agrimex, LLC and Maquia Capital Family Office, LLC) (the "**Seller Earnout Participants**") at the closing of the Transaction. Pursuant to the Business Combination Agreement, at the closing of the Transaction, Agrinam shall grant to the Seller Earnout Participants the right to:

- an aggregate of 50% of the Seller Earnout Shares, if at any point from and after the Closing Date until the fifth anniversary thereof: (a) the volume weighted average price of the Common Shares on the Exchange is at or above $12.50 for any 20 trading days out of 30 consecutive trading days; (b) the 2024 consolidated fiscal year-end revenue of New Freight Farms, as reported in audited consolidated financial statements for the 2024 fiscal year, or in the event an acquisition is completed by New Freight Farms, the pro-forma financial statements for the 2024 fiscal year-end revenue, is at or above $49,300,000; or (c) New Freight Farms consummates a Change in Control, which will result in the holders of Common Shares having the right to exchange their Common Shares for cash, securities or other property having a value equaling or exceeding $12.50 per Common Share; and

- (a) if no event set forth above has previously occurred and no Seller Earnout Shares have previously been issued thereunder, to an aggregate of 100% of the Seller Earnout Shares; or (b) if any event set forth above has occurred and 50% of the Seller Earnout Shares were previously issued thereunder, to an aggregate of 50% of the Seller Earnout Shares, if at any point from and after the Closing Date until the fifth anniversary thereof: (i) the volume weighted average price of the Common Shares on the Exchange is at or above $15.00 for any 20 trading days out of 30 consecutive trading days; (ii) the 2025 consolidated fiscal year-end revenue of New Freight Farms, as reported in audited consolidated financial statements for the 2025 fiscal year, or in the event an acquisition is completed by New Freight Farms, the pro-forma financial statements for the 2025 fiscal year-end revenue, is at or above $101,100,000; or (iii) New Freight Farms consummates a Change in Control, which will result in the holders of Common Shares having the right to exchange their Common Shares for cash, securities or other property having a value equaling or exceeding $15.00 per Common Share.

The Business Combination Agreement also provides that the number of Seller Earnout Shares and the thresholds disclosed above for the volume weighted average price of the Common Shares on the Exchange shall be adjusted in order to provide to the Seller Earnout Participants the same economic effect as contemplated by the Business Combination Agreement as if no such event had occurred in the following circumstances: (a) in the event New Freight Farms consummates a Change in Control which will result in the holders of Common Shares having the right to exchange their Common Shares for cash, securities or other property having a value less than $15.00 per Common Shares; and (b) to reflect any stock split, reverse stock split, stock dividend (including any dividend or distribution of securities convertible into Common Shares), reorganization, recapitalization, reclassification, combination, exchange of shares or other like change with respect to the Common Shares.

As noted above, in connection with the Transaction, the Sponsor Convertible Loans shall be converted in accordance with their terms into Common Shares. See "*Prior Sales*" and "*Corporate Structure – Related Party Transaction*" for further details on the Sponsor Convertible Loans Conversion.

Immediately prior to the Effective Time, all Ospraie Convertible Loans will convert into Freight Farms Common Shares in accordance with their terms.

Founder Earnout

The Founder Earnout Shares are issued and outstanding but will be held in escrow and will be subject to forfeiture for nominal consideration in the event they do not vest in accordance with the below. In the event the Founder Earnout

Shares do not vest in accordance with the terms of the Business Combination Agreement, the Founders agree: (a) to an automatic repurchase by New Freight Farms whereby the total aggregate consideration payable by New Freight Farms to each Founder for any such repurchase shall be $1.00; and (b) upon repurchase, such Founder Earnout Shares shall be cancelled by New Freight Farms and any dividends declared on the Common Shares that would have otherwise been payable on the Founder Earnout Shares to Founders shall be returned to New Freight Farms. Pursuant to the Business Combination Agreement, 70% of the Founder Earnout Shares held by each Founder will vest on the Closing Date. Furthermore, pursuant to the Business Combination Agreement:

- 15% of the Founder Earnout Shares held by each Founder shall vest if at any point from and after the Closing Date until the fifth anniversary thereof: (a) the volume weighted average price of the Common Shares on the Exchange is at or above $12.50 for any 20 trading days out of 30 consecutive trading days; (b) the 2024 consolidated fiscal year-end revenue of New Freight Farms, as reported in audited consolidated financial statements for the 2024 fiscal year, or in the event an acquisition is completed by New Freight Farms, the pro-forma financial statements for the 2024 fiscal year-end revenue, is at or above $49,300,000; or (c) New Freight Farms consummates a Change in Control, which will result in the holders of Common Shares having the right to exchange their Common Shares for cash, securities or other property having a value equaling or exceeding $12.50 per Common Share; and

- (a) if no event set forth above has previously occurred and no Founder Earnout Shares have previously been issued thereunder, to an aggregate of 30% of the Founder Earnout Shares; or (b) if any event set forth above has occurred and 15% of the Founder Earnout Shares were previously issued thereunder, to an aggregate of 15% of the Founder Earnout Shares, if at any point from and after the Closing Date until the fifth anniversary thereof: (i) the volume weighted average price of the Common Shares on the Exchange is at or above $15.00 for any 20 trading days out of 30 consecutive trading days; (ii) the 2025 consolidated fiscal year-end revenue of New Freight Farms, as reported in audited consolidated financial statements for the 2025 fiscal year, or in the event an acquisition is completed by New Freight Farms, the pro-forma financial statements for the 2025 fiscal year-end revenue, is at or above $101,100,000; or (iii) New Freight Farms consummates a Change in Control, which will result in the holders of Common Shares having the right to exchange their Common Shares for cash, securities or other property having a value equaling or exceeding $15.00 per Common Share.

The Business Combination Agreement also provides that the number of Founder Earnout Shares and the thresholds disclosed above for the volume weighted average price of the Common Shares on the Exchange shall be adjusted in order to provide to the Founders the same economic effect as contemplated by the Business Combination Agreement as if no such event had occurred in the following circumstances: (a) in the event New Freight Farms consummates a Change in Control which will result in the holders of Common Shares having the right to exchange their Common Shares for cash, securities or other property having a value less than $15.00 per Common Shares; and (b) to reflect any stock split, reverse stock split, stock dividend (including any dividend or distribution of securities convertible into Common Shares), reorganization, recapitalization, reclassification, combination, exchange of shares or other like change with respect to the Common Shares.

Freight Farms Representations and Warranties

The Business Combination Agreement contains representations and warranties made by Freight Farms to Agrinam relating to a number of matters, including the following:

- corporate organization, corporate power, good standing and qualification to do business;

- the constating documents of Freight Farms;

- capitalization and subsidiaries;

- the authority of Freight Farms to enter into and carry out its obligations under the Business Combination Agreement;

- the non-contravention of the Business Combination Agreement and the Transaction with the organizational documents of Freight Farms, applicable law, or any governmental authorization or material contract to which Freight Farms is a party and the absence of consents required;

- the Freight Farms financial statements prepared in accordance with GAAP, the Freight Farms Audited Annual Financial Statements, and the Freight Farms Interim Financial Statements;
- accounting controls;
- the absence of certain changes and events since June 30, 2023;
- legal proceedings and the absence of governmental orders;
- intellectual property;
- material contracts;
- real property and leases;
- customers and suppliers;
- inventory;
- the sufficiency of assets;
- product warranties;
- compliance with laws and governmental authorizations;
- labour and employee benefit matters;
- taxes;
- environmental matters;
- insurance policies;
- the absence of unlawful payments;
- this prospectus and the accuracy of the disclosure related to Freight Farms herein;
- securities law matters;
- compliance with money laundering laws;
- the absence of conflicts with sanctions laws;
- broker’s and finder’s fees related to the Transaction;
- related party transactions;
- the Freight Farms Allocation Schedule; and
- the absence of any representations and warranties other than as set forth in the Business Combination Agreement.

Certain of these representations and warranties are qualified as to “materiality” or “material adverse effect.”

For purposes of the Business Combination Agreement, a “material adverse effect” with respect to Freight Farms means any change, effect, event, fact, development, occurrence or circumstance that, individually or in the aggregate, has had or would reasonably be expected to have a materially adverse effect on the business, financial condition or results of operations of Freight Farms, subject to carveouts in the Business Combination Agreement for any change, effect, event, fact, development, occurrence or circumstance arising out of or in connection with or resulting from any of the following: (a) general economic, credit, capital or financial markets or political conditions in any part of the world, including with respect to interest rates or currency exchange rates, or general business, labour, tax or regulatory conditions, or any outbreak or escalation of hostilities, acts of war (whether or not declared), military actions or any act of sabotage or terrorism; (b) general changes or developments in the industries in which Freight Farms operates; (c) any hurricane, tornado, earthquake, changes in weather, health crisis, disease, outbreak, pandemic, flood, natural disaster, act of God or other comparable events; (d) any change or proposed change in applicable law, GAAP or IFRS or interpretations or enforcement thereof or changes in the regulatory accounting requirements applicable to the industries in which Freight Farms operates and which is announced, proposed, approved, implemented or enacted on or after the date of the Business Combination Agreement; (e) any failure by Freight Farms to meet internal, published or other budgets, projections, estimates, predictions or forecasts for any period (it being understood that the causes underlying such failure may be taken into account in determining whether a material adverse effect has occurred); (f) any action taken or omission by Freight Farms at Agrinam's or its affiliates' or their respective representatives' written request or any action expressly required by the terms of the Business Combination Agreement, or the failure to take any action expressly prohibited by, the terms of the Business Combination Agreement; (g) the execution and delivery of the Business Combination Agreement or the consummation of the transactions contemplated thereby, or the public announcement or pendency thereof, including, in each case, the identity of Agrinam, any circumstances related to Agrinam or any Agrinam related party or any material breach by Agrinam of any of the terms of the Business Combination Agreement; or (h) the expiration or termination of any contract in the ordinary course at the expiration or termination thereof in accordance with its terms; provided that in the cases of clauses (a), (b) or (d), such change, effect, event, fact, development, occurrence or circumstance may be taken into account if and to the extent that it materially and disproportionately affects Freight Farms as compared with other participants in the industries in which Freight Farms operates (in which case the incremental materially disproportionate impact or impacts may be taken into account in determining whether there has been, or is reasonably expected to be, a material adverse effect).

Agrinam Representations and Warranties

The Business Combination Agreement also contains representations and warranties made by Agrinam and Merger Sub to Freight Farms relating to a number of matters, including the following:

- corporate organization, corporate power, good standing and qualification to do business;
- the authority of Agrinam and Merger Sub to enter into and carry out its obligations under the Business Combination Agreement;
- the non-contravention of the Business Combination Agreement and the Transaction with the organizational documents of Agrinam and Merger Sub, applicable law, or any governmental authorization or material contract to which Agrinam or Merger Sub is a party and the absence of consents required;
- legal proceedings and the absence of governmental orders;
- the ownership by Agrinam and Merger Sub or their affiliates of securities of Freight Farms, the right to acquire securities of Freight Farms, or obligations based on the price of Freight Farms securities or the indebtedness of Freight Farms;
- the capitalization of Agrinam;
- the absence of shareholders' and similar agreements with respect to securities of Agrinam;
- subsidiaries;
- the status of the Transaction as a qualifying acquisition;
- this prospectus and the accuracy of the disclosure related to Agrinam herein;
- securities law matters;
- the Agrinam Audited Annual Financial Statements and the Agrinam Interim Financial Statements;

- disclosure controls and internal control over financial reporting;
- the Share Consideration and the Seller Earnout Shares;
- the auditors of Agrinam;
- the absence of undisclosed liabilities;
- the absence of non-arm's length transactions;
- material contracts;
- authorizations;
- taxes;
- broker's and finder's fees related to the Transaction;
- the absence of commission or remuneration for soliciting the exchange of Class A Restricted Voting Shares or Class B Shares for Common Shares; and
- the independent investigation of Freight Farms by Agrinam and Merger Sub and the absence of any representations and warranties other than as set forth in the Business Combination Agreement.

Certain of these representations and warranties are qualified as to "materiality" or "material adverse effect."

For purposes of the Business Combination Agreement, a "material adverse effect" with respect to Agrinam means any change, effect, event, fact, development, occurrence or circumstance (other than a material adverse effect on Freight Farms) that, individually or in the aggregate, prevents or materially impedes or materially delays the consummation by Agrinam of the Transaction, subject to carveouts in the Business Combination Agreement for any change, effect, event, fact, development, occurrence or circumstance arising out of or in connection with or resulting from any of the following: (a) general economic, credit, capital or financial markets or political conditions in any part of the world, including with respect to interest rates or currency exchange rates, or general business, labour, tax or regulatory conditions, or any outbreak or escalation of hostilities, acts of war (whether or not declared), military actions or any act of sabotage or terrorism; (b) any hurricane, tornado, earthquake, changes in weather, health crisis, disease, outbreak, pandemic, flood, natural disaster, act of God or other comparable events; (c) any change or proposed change in applicable law or IFRS or interpretations or enforcement thereof and which is announced, proposed, approved, implemented or enacted on or after the date of the Business Combination Agreement; (d) any action taken or omission by Agrinam at Freight Farms' or its affiliates' or their respective representatives' written request or any action expressly required by the terms of the Business Combination Agreement, or the failure to take any action expressly prohibited by, the terms of the Business Combination Agreement if not consented to by Freight Farms in writing after being requested; or (e) the execution and delivery of the Business Combination Agreement or the consummation of the transactions contemplated thereby, or the public announcement or pendency thereof, including, in each case, the identity of Freight Farms, any circumstances related to Freight Farms or any Freight Farms related party or any material breach by Freight Farms of any of the terms of the Business Combination Agreement.

Mutual Conditions to Closing

The respective obligations of each of Agrinam, Freight Farms, and Merger Sub to complete the Transaction are subject to the satisfaction (or waiver, to the extent permitted by applicable law) of the following conditions:

- the Exemptive Relief shall have been obtained or resolutions regarding the Transaction shall have been approved and adopted by the Agrinam Shareholders at the Agrinam Meeting (Exemptive Relief has been obtained as of the date of this prospectus);
- to the extent required by applicable law, a Formal Valuation shall have been obtained;
- the Freight Farms Shareholder Approval, which has been obtained pursuant to the Freight Farms Written Consent;

- the approval from the Exchange shall have been obtained by Agrinam to enable the Transaction to qualify as Agrinam's qualifying acquisition and for the listing of the Common Shares on the Exchange after the Effective Time;

- a receipt for a final non-offering prospectus of Agrinam containing disclosure regarding the completion of the Transaction as Agrinam's qualifying acquisition shall have been issued by the Agrinam Securities Authorities;

- any waiting period (and extensions thereof) relating to the Transaction under the HSR Act, if any, shall have expired or early termination thereof shall have been granted and the clearances, approvals and consents required to be obtained under applicable non-U.S. antitrust laws to permit the parties to consummate the Transaction shall have been obtained;

- no law or order of a competent governmental authority shall have been enacted, issued, promulgated, enforced or entered and shall continue to be in effect, in each case, that makes illegal, enjoins or otherwise prohibits the consummation of the Transaction;

- the third-party consents set forth in the Business Combination Agreement shall have been obtained on terms satisfactory to Agrinam and Freight Farms, each acting reasonably;

- dissent rights will have not been validly exercised (disregarding withdrawn dissent rights) with respect to more than 10% of the Class A Restricted Voting Shares outstanding as of the date of the Business Combination Agreement;

- the board of directors of Freight Farms shall have adopted and authorized the approvals necessary for each Freight Farms Option and each Freight Farms Warrant to automatically convert on its existing terms and conditions as of the Effective Time into an option to acquire that number of Common Shares specified in the Business Combination Agreement;

- Agrinam shall have adopted the Incentive Plan and the Incentive Plan shall be in full force and effect;

- each of the Support Agreements shall have been entered into and shall remain in full force and effect; and

- Freight Farms shall have entered into each of the Employment Agreements at or prior to the Effective Time.

Agrinam Conditions to Closing

The respective obligations of each of Agrinam and Merger Sub to complete the Transaction are subject to the satisfaction (or waiver, to the extent permitted by applicable law) of the following conditions:

- the accuracy of Freight Farms' representations and warranties in the Business Combination Agreement, subject to certain materiality thresholds;

- the performance in all material respects by Freight Farms of its obligations and covenants required to be performed or complied with by it under the Business Combination Agreement at or prior to the Effective Time;

- the receipt of a certificate from Freight Farms certifying matters related to the representations and warranties and the performance of obligations and covenants of Freight Farms in the Business Combination Agreement;

- the absence since August 17, 2023, of a material adverse effect on Freight Farms that is continuing as of closing of the Transaction;

- each of the Lock-Up Agreements shall have been entered into and shall remain in full force and effect;

- the receipt of a certificate from Freight Farms certifying the number of Freight Farms Preferred Shares and Freight Farms Common Shares that are issued and outstanding as of the Effective Time;

- the receipt of (a) a statement from Freight Farms certifying in accordance with Treasury Regulations Section 1.897-2(h) and 1.1445-2(c)(3) that interests in Freight Farms are not "United States real property interests" and (b) a notice to the IRS in accordance with the requirements of Treasury Regulations Section 1.897-2(h)(2);

- the receipt of evidence from Freight Farms that the current investor rights agreement, right of first refusal agreement, and voting agreement between Freight Farms and certain Freight Farms Shareholders have been terminated or amended in a form acceptable to Agrinam, acting reasonably; and

- all convertible securities issued to Ospraie Ag Science, LLC (including the Ospraie Convertible Loans) shall have converted into Freight Farms Common Shares in accordance with their terms.

Freight Farms Conditions to Closing

The obligation of Freight Farms to complete the Transaction is subject to the satisfaction (or waiver, to the extent permitted by applicable law) of the following conditions:

- the accuracy of Agrinam and Merger Subs' representations and warranties in the Business Combination Agreement, subject to certain materiality thresholds;

- the performance in all material respects by Agrinam and Merger Sub of the obligations and covenants required to be performed or complied with by each of them under the Business Combination Agreement at or prior to the Effective Time;

- the receipt of a certificate from Agrinam certifying matters related to the representations and warranties and the performance of obligations and covenants of Agrinam and Merger Sub in the Business Combination Agreement;

- the absence since August 17, 2023, of a material adverse effect on Agrinam that is continuing as of closing of the Transaction;

- the receipt of evidence from Agrinam that Agrinam has approved the transactions contemplated by the Business Combination Agreement in its capacity as sole shareholder of Merger Sub;

- the receipt of mutual resignation and releases as of the Effective Time from those directors and officers of Agrinam specified by Freight Farms who will not continue in such capacity with New Freight Farms;

- Agrinam shall have available the Minimum Cash Amount; and

- the Investor Rights Agreements shall have been duly executed by Agrinam.

Conduct of Business Prior to the Completion of the Transaction

Freight Farms has agreed that, prior to the Effective Time, it will use commercially reasonable efforts to conduct its business in the ordinary course, preserve intact the current business organization of Freight Farms, keep available the services of its key officers and other key employees, maintain the existing material relationships of Freight Farms with customers, suppliers, distributors, licensors and others having material business dealings with Freight Farms and file all tax returns required to be filed and pay any and all taxes due and payable.

In addition to the general covenants described above, Freight Farms has agreed that prior to the Effective Time, subject to specified exceptions in the Business Combination Agreement and other relevant qualifications, it will not, without the written consent of Agrinam (such consent not to be unreasonably withheld, conditioned or delayed), directly or indirectly:

- amend its constating documents in any respect that would be materially adverse to Agrinam;

- grant any Freight Farms equity awards or grant to any person any right to acquire any Freight Farms Shares;

- sell or grant any securities of Freight Farms or any other equity interests of Freight Farms;

- declare, set aside, make or pay any dividend or other distribution (whether in cash, shares, property or otherwise) in respect of Freight Farms Shares;

- other than in preparation of the Freight Farms Audited Annual Financial Statements and the Freight Farms Interim Financial Statements, make changes to its methods of accounting practices, except as required by applicable accounting practices;

- make any material investments in any person;

- sell, license, pledge, dispose of or lease any property, right or other asset to any person;

- lend money to any person in the aggregate amount greater than $2,000,000;

- incur, assume, guarantee, endorse, or otherwise as an accommodation become responsible for, any material indebtedness for borrowed money;

- terminate or amend the Freight Farms Share Plan;

- commence, settle, compromise or otherwise resolve any proceeding;

- make, change, or revoke any tax return or adopt or change any method of tax accounting, settle or compromise any liability with respect to taxes or surrender any claim for a refund of taxes, file any amended tax return, consent to any extension or waiver of the limitations period applicable to any claim or assessment with respect to taxes, or take any action or fail to take any other that would reasonably be expected to result in the Transaction not qualifying for the intended tax treatment;

- make any capital expenditure;

- enter into or terminate any material contract or modify or amend or waive any material right or remedy under any material contract; or

- authorize any of, or commit, resolve or agree in writing or otherwise to take any of, the foregoing actions.

Each of Agrinam and Merger Sub have agreed that prior to the Effective Time, it will use commercially reasonable efforts to conduct its business, in all material respects, in the ordinary course of business, use commercially reasonable efforts to preserve intact its respective current business organization, and keep available the services of its respective key officers and other key employees.

In addition to the general covenants above, Agrinam and Merger Sub have each agreed that prior to the Effective Time, subject to specified exemptions in the Business Combination Agreement and other relevant qualifications, it will not, without the written consent of Freight Farms (such consent not to be unreasonably withheld, conditioned or delayed), directly or indirectly:

- amend any constating documents of Agrinam or Merger Sub in any respect that would be materially adverse to Freight Farms;

- sell or grant any securities of Agrinam or any other equity interests of Agrinam;

- make any material investments in any person;

- lend money to any person;

- except for indebtedness for borrowed money not to exceed a maximum aggregate principal amount equal to 10% of the amount then currently in the Escrow Account, incur, assume, guarantee, endorse, or otherwise as an accommodation become responsible for, any material indebtedness for borrowed money;

- make changes to its methods of accounting practices, except as required by IFRS or the Exchange;

- commence, settle, compromise or otherwise resolve any proceeding, except in connection with a breach of the Business Combination Agreement;

- make, change, or revoke any tax election or adopt or change any method of tax accounting, settle or compromise any liability with respect to taxes or surrender any claim for a refund of taxes, file any amended tax return, consent to any extension or waiver of the limitations period applicable to any claim or assessment with respect to taxes, or take any action or fail to take any other that would reasonably be expected to result in the Transaction not qualifying for the intended tax treatment;

- make any material capital expenditure;

- enter into or terminate any material contract or modify or amend or waive any material right or remedy under any material contract; or

- authorize any of, or commit, resolve or agree in writing or otherwise to take any of, the foregoing actions.

No Solicitation

Under the terms of the Business Combination Agreement, each of Agrinam and Freight Farms have agreed, except in connection with the PIPE Financing, not to (a) solicit, initiate, encourage or otherwise facilitate any inquiry, proposal or offer that constitutes or could reasonably be expected to lead to an acquisition proposal, (b) enter into or otherwise engage or participate in any discussions or negotiations with any person regarding any inquiry, proposal or offer that constitutes or could reasonably be expected to lead to an acquisition proposal, or (c) enter into or publicly propose to enter into any agreement relating to an acquisition proposal.

Each of Agrinam and Freight Farms have also agreed that it will use commercially reasonable efforts to immediately cease and terminate any solicitation, encouragement, discussion, negotiations, or other activities commenced prior to the date on which the Business Combination Agreement was executed with any person regarding any inquiry, proposal or offer that constitutes or could potentially result in an acquisition proposal. Each of Agrinam and Freight Farms have also agreed that in connection with such termination, it shall discontinue access to and disclosure of all information and any confidential information, properties, facilities, books and records to such person.

Each of Agrinam and Freight Farms agreed to notify each other respectively of any inquiry, proposal or offer that constitutes an acquisition proposal in writing within two business days, and each of Agrinam and Freight Farms agreed to advise any person making such acquisition proposal that it is not permitted to pursue such acquisition proposal.

Other Covenants and Agreements

The Business Combination Agreement contains other covenants and agreements, including:

- Freight Farms and Agrinam taking all necessary action for the New Freight Farms Board to be comprised of a certain number of directors designated by each of Freight Farms and Agrinam, of which a certain number will be considered independent under applicable laws;

- Agrinam and Freight Farms using commercially reasonable efforts to establish the Incentive Plan;

- Agrinam and Freight Farms using commercially reasonable efforts to agree to the terms of the Investor Rights Agreements;

- Freight Farms using commercially reasonable efforts to obtain executed Lock-Up Agreements from certain Freight Farms Shareholders, which has since been completed;

- the right for Freight Farms to provide an updated Freight Farms Allocation Schedule for Agrinam's review and approval (provided that the aggregate amount of Share Consideration shall not be increased);

- Agrinam using commercially reasonable efforts to obtain executed Support Agreements from certain Agrinam Shareholders, which has since been completed;

- Agrinam and Freight Farms using commercially reasonable efforts to complete the PIPE Financing on terms agreeable to each of them, acting reasonably;

- within ten days of executing the Business Combination Agreement, Agrinam filing an application with the Agrinam Securities Authorities to seek the Exemptive Relief and giving Freight Farms a reasonable opportunity to review and comment on such application;

- within ten days of executing the Business Combination Agreement, Agrinam filing a material change report in accordance with NI 51-102;

- Freight Farms using commercially reasonable efforts to prepare the Freight Farms Interim Financial Statements and Freight Farms Audited Annual Financial Statements as soon as reasonably practicable after the date on which the Business Combination Agreement is executed;

- the waiver of conflicts such that legal counsel to Freight Farms and legal counsel to Agrinam with respect to the Transaction can also represent any manager, member, officer, employee, director, or shareholder with respect to disputes or proceedings related to the Transaction;

- the acknowledgement and agreement that certain attorney-client communications related to the Transaction shall be deemed privileged communications; and

- the agreement that a breach by a representative of Agrinam, Merger Sub, or Freight Farms, as applicable, of the interim covenants in the Business Combination Agreement shall be deemed to be a breach of such covenants by Agrinam, Merger Sub, or Freight Farms, as applicable.

Termination of the Business Combination Agreement

The Business Combination Agreement may be terminated at any time prior to the Effective Time as follows:

- by mutual written consent of Agrinam and Freight Farms;

- by either Agrinam or Freight Farms if:

    - the Effective Time shall not have occurred within the Permitted Timeline, except that if the Effective Time has not occurred on or before the Outside Date, Freight Farms shall have the right, upon providing advance written notice to Agrinam, to terminate the Business Combination Agreement, effective as of the Outside Date, provided that this right to terminate the Business Combination Agreement shall not be available to any party if the failure of the Effective Time to occur on or before the Outside Date is caused by a failure of such party to perform any of its obligations under the Business Combination Agreement required to be performed at or prior to the Effective Time and such action or failure to perform constitutes a breach in any material respect of the Business Combination Agreement; or

    - a governmental authority of a competent jurisdiction shall have issued a final and non-appealable order having the effect of permanently restraining, enjoining or otherwise prohibiting the consummation of the Transaction, provided that this right to terminate the Business Combination Agreement shall not be available to a party if the issuance of such final, non-appealable order is caused by a failure of such party to perform or comply with any of its obligations or covenants under the Business Combination Agreement; and provided, further that the party seeking to terminate the Business Combination Agreement shall have complied with its obligations under the Business Combination Agreement to prevent, oppose or remove such order;

- by Agrinam if:

    - a breach of any representation or warranty or failure to perform any covenant or agreement on the part of Freight Farms under the Business Combination Agreement occurs that could cause any of the conditions to closing in favour of Agrinam and Merger Sub in the Business Combination Agreement not to be satisfied and such breach or failure is incapable of being cured by the Outside Date, and Agrinam is not then in breach of the Business Combination Agreement so as to cause any condition to closing in favour of Freight Farms in the Business Combination Agreement not to be satisfied; or

- o if any condition to closing in favour of Agrinam and Merger Sub in the Business Combination Agreement is not able to be satisfied;

- by Freight Farms if:

  - o a breach of any representation or warranty or failure to perform any covenant or agreement on the part of Agrinam or Merger Sub under the Business Combination Agreement occurs that could cause any of the conditions to closing in favour of Freight Farms in the Business Combination Agreement not to be satisfied and such breach or failure is incapable of being cured by the Outside Date, and Freight Farms is not then in breach of the Business Combination Agreement so as to cause any condition to closing in favour of Agrinam and Merger Sub in the Business Combination Agreement not to be satisfied; or

  - o if any condition to closing in favour of Freight Farms in the Business Combination Agreement is not able to be satisfied.

Related Party Transaction

The Sponsor beneficially owns, or exercises control over, 3,339,601 Class B Shares and 1 Class A Restricted Voting Share. The Sponsor also holds 8,627,200 Funding Warrants. As such, the Sponsor may be considered a "related party" of Agrinam, as that term is defined in MI 61-101.

The Sponsor, along with its affiliates, Demeter Agrimex, LLC and Maquia Capital Family Office, LLC, entered into the Sponsor Convertible Loans with Freight Farms on August 17, 2023, whereby Demeter Agrimex, LLC and Maquia Capital Family Office, LLC agreed to jointly and severally loan to Freight Farms the aggregate amount of $4,000,000. The Sponsor Convertible Loans accrue simple interest at 10% per annum on any principal amount drawn, calculated from the date of disbursement with respect to any drawn principal. Pursuant to the Sponsor Convertible Loans, following the Closing Date, the outstanding amount owing on the Sponsor Convertible Loans will automatically convert into Common Shares (the "**Sponsor Convertible Loans Conversion**"), resulting in the issuance of Agrinam's securities to affiliates of the Sponsor. In connection with the Sponsor Convertible Loans Conversion, the interest accumulated on any principal amount will be deemed to have accrued simple interest at a rate of 15% per annum instead of 10% per annum.

The Sponsor has also loaned Agrinam $400,000 in cash via a non-interest bearing promissory note dated September 14, 2023 (the "**Amendment Loan**"). The cash loaned to Agrinam pursuant to the Amendment Loan was deposited into the Escrow Account by Agrinam following the Amendment to the Articles to extend the Permitted Timeline to complete a qualifying acquisition from 15 months up to 18 months. The principal of the Amendment Loan is due and payable upon the earlier of (a) Agrinam completing its qualifying acquisition, and (b) the expiry of the Permitted Timeline if Agrinam fails to complete its qualifying acquisition. If Agrinam fails to complete a qualifying acquisition within the Permitted Timeline, the Amendment Loan shall be repaid by Agrinam only from the funds available that are not held in the Escrow Account.

The Sponsor has further loaned Agrinam $400,000 in cash via a non-interest bearing promissory note dated December 15, 2023 (the "**Second Amendment Loan**"). The cash loaned to Agrinam pursuant to the Second Amendment Loan was deposited into the Escrow Account by Agrinam in accordance with the Amendment to the Articles to extend the Permitted Timeline to complete a qualifying acquisition from 18 months up to 21 months. The principal of the Second Amendment Loan is due and payable upon the earlier of (a) Agrinam completing its qualifying acquisition, and (b) the expiry of the Permitted Timeline if Agrinam fails to complete its qualifying acquisition. If Agrinam fails to complete a qualifying acquisition within the Permitted Timeline, the Second Amendment Loan shall be repaid by Agrinam only from the funds available that are not held in the Escrow Account.

The Sponsor Convertible Loans Conversion may be considered a related party transaction (the "**Related Party Transaction**") under MI 61-101 and requires Agrinam to obtain minority approval for the Transaction and a formal valuation (the "**Minority Protections Requirements**"), unless an exemption is available. A related party transaction that is subject to MI 61-101 may be exempt from the Minority Protections Requirements, if, at the time the transaction is agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, exceeds 25% of the issuer's market capitalization (the "**Transaction Size Exemptions**"). Under MI 61-101, an issuer's "market capitalization" is calculated based on the outstanding "equity securities" of the issuer. As the Class A Restricted Voting Shares do not have a residual right to share in the assets of Agrinam on a Winding-Up, the Class A Restricted Voting Shares do not constitute "equity securities" for purposes of determining the "market capitalization" of Agrinam.

Pursuant to NP 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions*, Agrinam has received the Exemptive Relief from the Ontario Securities Commission, as principal regulator, to allow Agrinam to calculate its market capitalization based on the issued and outstanding Class A Restricted Voting Shares. Because Agrinam is permitted to calculate its market capitalization based on the issued and outstanding Class A Restricted Voting Shares, Agrinam qualifies for the Transaction Size Exemptions, as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Related Party Transaction exceeds 25% of Agrinam's market capitalization calculated on such basis. The aggregate amount of the Sponsor Convertible Loans outstanding as of the date of this prospectus is $4,275,808, which represents approximately 15.9% of Agrinam's market capitalization calculated based on the issued and outstanding Class A Restricted Voting Shares.

PIPE Financing

In the event that Agrinam or any of its subsidiaries enters into any agreements or arrangements in connection with the PIPE Financing following the date of this prospectus, Agrinam will promptly disclose via an amendment to this prospectus or an amended and restated prospectus the material terms of such agreements or arrangements, including the expected impact on dilution, use of proceeds and pro forma financial information. If an amendment to this prospectus or an amended and restated prospectus is filed, Agrinam will also concurrently disseminate a press release to notify Class A Restricted Voting Shareholders. Please see "*Risks Related to New Freight Farms' Business – A PIPE Financing or future sales of Common Shares by New Freight Farms would dilute a shareholder's holdings*".

Investor Rights Agreements

The Investor Rights Agreements to be entered into in connection with the Transaction will provide for customary investor rights to certain Significant Shareholders and the holders of such rights will continue to maintain such rights for so long as they each continue to hold no less than 50% of the Common Shares that they held immediately following the Closing Date. In particular, the Investor Rights Agreements shall provide for the following:

- pre-emptive rights, which provide Significant Shareholders with a participation right to elect to purchase securities of New Freight Farms in an offering to maintain such shareholders' fully diluted pro rata equity position in New Freight Farms;

- demand registration rights, which New Freight Farms shall not be obliged to effect (a) more than three times in any one 12-month period, (b) for certain de minimis amounts, and (c) within 90 days following the date of a receipt issued to New Freight Farms for a final prospectus in connection with a previous demand registration; and

- piggyback registration rights, which provide Significant Shareholders with a right to sell securities of New Freight Farms in a proposed distribution by New Freight Farms which would permit the sale of such securities pursuant to a prospectus.

Redemption Right

Pursuant to the Agrinam Articles, Class A Restricted Voting Shareholders have the right to redeem all or a portion of their Class A Restricted Voting Shares, provided that they deposit (and do not validly withdraw) their Class A Restricted Voting Shares for redemption prior to the Redemption Deadline, which shall be at least 21 days following the date Agrinam's final prospectus is made publicly available and the Redemption Notice is mailed to the Class A Restricted Voting Shareholders. Class A Restricted Voting Shareholders whose Class A Restricted Voting Shares are held through an intermediary may have earlier deadlines for depositing their Class A Restricted Voting Shares for redemption. If the deadline for depositing such Class A Restricted Voting Shares held through an intermediary is not met by a holder of Class A Restricted Voting Shares, such holder's Class A Restricted Voting Shares may not be eligible for redemption. Subject to applicable law, effective immediately prior to closing of the Transaction, all Class A Restricted Voting Shares validly deposited for redemption shall be redeemed and a redeeming Class A Restricted Voting Shareholder is entitled, subject to the conditions thereof, to receive an amount per Class A Restricted Voting Share, payable in cash, equal to the pro rata portion of: (a) the escrowed funds available in the Escrow Account at the time immediately prior to the Redemption Deadline, including interest and other amounts earned thereon; less (b) an amount equal to the total of (i) any applicable taxes payable by Agrinam on such interest and other amounts earned in the Escrow Account, and (ii) actual and expected expenses directly related to the redemption, each as reasonably determined by Agrinam, subject to the limitations described in the Final Prospectus. The payment to a redeeming Class A Restricted Voting Shareholder with respect to their redeemed Class A Restricted Voting Shares is expected to be made on the Closing Date but in any event, pursuant to the Company Manual, the payment will be made within

30 calendar days of the Closing Date. Upon such payment, the former holders of the Class A Restricted Voting Shares so redeemed will have no further rights in respect of the Class A Restricted Voting Shares. Class B Shareholders do not have redemption rights with respect to their Class B Shares. For the avoidance of doubt, such amount will not be reduced by the amount of any tax of Agrinam under Part VI.1 of the Tax Act or the Deferred Commission per Class A Restricted Voting Share held in escrow.

Notwithstanding the foregoing redemption rights, each Class A Restricted Voting Shareholder, together with any affiliate of such holder or other person with whom such holder or affiliate is acting jointly or in concert, will not be permitted to redeem more than an aggregate of 15% of the number of Class A Restricted Voting Shares issued and outstanding.

In the event a Class A Restricted Voting Shareholder deposits his, her or its Class A Restricted Voting Shares for redemption prior to the Redemption Deadline and the Transaction is not approved or completed, then such Class A Restricted Voting Shares so deposited will be returned to their respective registered holders (or redeposited with CDS, as applicable), and the rights of the holders of the Class A Restricted Voting Shares so deposited shall continue in accordance with the provisions of the Agrinam Articles.

The Sponsor is permitted to make direct payments or contributions to the Escrow Account in the manner it determines, for indemnity purposes or otherwise.

Following the completion of such redemption, former holders of Class A Restricted Voting Shares that elect to redeem their shares will cease to have any rights as Class A Restricted Voting Shareholders other than the right to be paid the redemption amount for their Class A Restricted Voting Shares so redeemed.

Process for Redemption by Non-Registered Class A Restricted Voting Shareholders

A non-registered holder of Class A Restricted Voting Shares who desires to exercise its redemption rights in connection with the Transaction must do so by causing a participant (a "**CDS Participant**") in the depository, trading, clearing and settlement systems administered by CDS to deliver to CDS (at its office in the City of Toronto) on behalf of the owner, a written notice (the "**Redemption Notice**") of the owner's intention to redeem Class A Restricted Voting Shares in connection with the Transaction. Such Class A Restricted Voting Shareholder should ensure that the CDS Participant is provided with notice of his, her or its intention to exercise his, her or its redemption right sufficiently in advance of the Redemption Deadline so as to permit the CDS Participant to deliver notice to CDS and so as to permit CDS to deliver notice to Agrinam's transfer agent in advance of the required time. The form of Redemption Notice will be available from a CDS Participant or Agrinam's transfer agent.

By causing a CDS Participant to deliver to CDS a notice of a Class A Restricted Voting Shareholder's intention to redeem Class A Restricted Voting Shares, such Class A Restricted Voting Shareholder shall be deemed to have irrevocably surrendered, subject to the exercise of any withdrawal right, his, her or its Class A Restricted Voting Shares for redemption and to have appointed such CDS Participant to act as his, her or its exclusive settlement agent with respect to the exercise of the redemption right and the receipt of payment in connection with the settlement of obligations arising from such exercise.

Any Redemption Notice delivered by a CDS Participant regarding a Class A Restricted Voting Shareholder's intent to redeem, which CDS determines to be incomplete, not in proper form or not duly executed, shall for all purposes be void and of no effect and the redemption right to which it relates shall be considered for all purposes not to have been exercised. A failure by a CDS Participant to exercise redemption rights or to give effect to the settlement thereof in accordance with the Class A Restricted Voting Shareholder's instructions will not give rise to any obligations or liability on the part of Agrinam to the CDS Participant or to the Class A Restricted Voting Shareholder.

If the deadline for depositing Class A Restricted Voting Shares held through an intermediary is not met by a holder of Class A Restricted Voting Shares, such holder's Class A Restricted Voting Shares may not be eligible for redemption. If the redemption by Agrinam of all of the Class A Restricted Voting Shares to be redeemed as Part of the Class A Restricted Voting Shares would be contrary to any provisions of the BCBCA or any other applicable law, Agrinam shall be obligated to redeem only the maximum number of Class A Restricted Voting Shares which Agrinam determines it is then permitted to redeem, with such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class A Restricted Voting Shares required by each such holder to be redeemed by Agrinam, and Agrinam shall either issue new certificates or direct registration statements representing the Class A Restricted Voting Shares not redeemed by Agrinam, or shall otherwise confirm such shares as issued and deposited in book-entry form.

Use of Proceeds

The following table sets forth New Freight Farms' currently anticipated use of the $4 million from the Sponsor Convertible Loans and the net proceeds to be released from the Escrow Account to New Freight Farms of approximately $29 million (assuming no additional redemption of the Class A Restricted Voting Shares and no PIPE Financing) following closing of the Transaction:

Use of Proceeds	Amount Allocated[(1)] ($ millions)
New product launches and product enhancements (engineering spend)	$3,200,000
Marketing spend to drive sales	$1,500,000
Investment in staffing to support growth	$3,500,000
Working Capital (including fulfilling order backlog)	$5,800,000
Ongoing public company costs[(2)]	$9,000,000
Transaction Expenses	$10,000,000
TOTAL	$33,000,000

Notes:

(1) Assumes no redemption of Class A Restricted Voting Shares and no PIPE Financing. In the event there are further redemptions of Class A Restricted Voting Shares, Agrinam would be expected to pursue a PIPE Financing.

(2) The Company has estimated the maximum possible amount that it expects to spend on ongoing public company costs to be $4.5 million annually but management of the Company expects the actual costs to be significantly lower, which should positively impact cash flow.

(3) The amount of funds available for general corporate purposes and working capital on closing of the Transaction will be dependent on the amount of cash that Agrinam will need to satisfy redemption requests for Class A Restricted Voting Shares or any exercise of dissent rights by Freight Farms Dissenting Shareholders and may be significantly less than the amount set out herein.

New Freight Farms intends to seek to achieve the business objectives set out in the financial projections and the use of proceeds above, as highlighted below:

- New Freight Farms needs to increase marketing investment by 16% in 2024 and 57% in 2025 in order to drive the projected gross orders as set out in the financial projections for 2024 and 2025.

- In order to support the revenue and business growth objectives set out in the financial projections, New Freight Farms needs to increase employee headcount (primarily in sales and engineering) thereby increasing payroll and related expenses by 17% in 2024 and 22% in 2025.

- New Freight Farms needs to increase engineering spend by 89% in 2024 and 42% in 2025 to achieve the following business objectives included in the financial projections:
  - develop large scale projects (as described under the heading "*Business of Freight Farms – Overview*") to support revenue for this product line in 2024 and 2025;
  - launch the Garden product line in 2025;
  - continue enhancements to the Greenery product line;
  - continue investment in crop research; and
  - continue investment in Farmhand software.

While Freight Farms and Agrinam currently anticipate that New Freight Farms will use the net proceeds released from escrow as set forth above, New Freight Farms may re-allocate these proceeds from time to time, giving consideration to its strategy relative to the market, developments and changes in the industry, and regulatory landscape, as well as other conditions relevant at the applicable time. Until utilized, some or all of the net proceeds released from escrow may be held in cash balances in New Freight Farms' bank account or invested, at the discretion of the New Freight

Farms Board, in short term, high quality, interest bearing corporate, government-issued or government-guaranteed securities. The management of New Freight Farms will have discretion concerning the use of such funds, as well as the timing of their expenditure. See “*Risk Factors – New Freight Farms will have discretion in the use of escrowed funds*”.

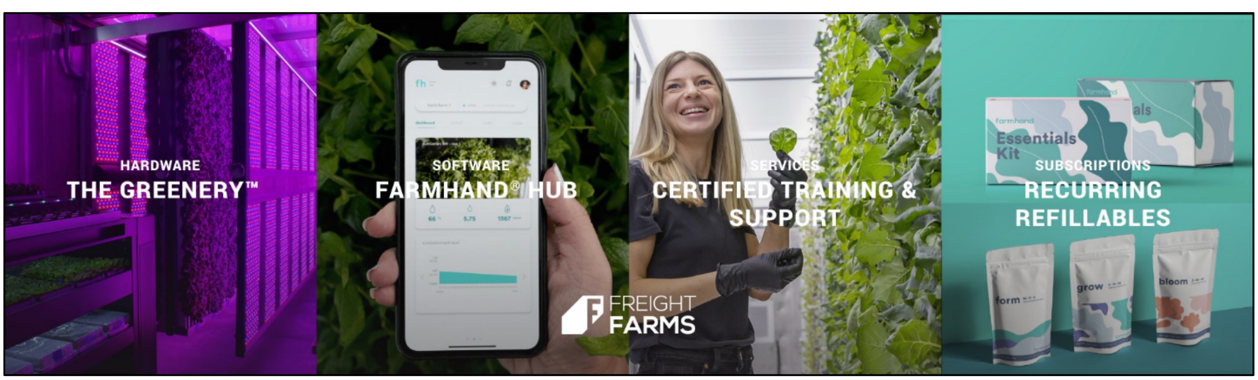
Negative Cash Flow from Operating Activities

Although New Freight Farms is anticipated to have sufficient available funds to fund operations for the next 12 months, Freight Farms has had negative cash flows from operating activities since inception. To the extent New Freight Farms has negative cash flows from operating activities in future periods, New Freight Farms intends to fund such negative cash flow out of working capital. If New Freight Farms does not achieve positive cash flow, it will be necessary for New Freight Farms to raise additional equity or debt. There is no assurance that additional equity or debt will be available to New Freight Farms or on terms acceptable to New Freight Farms. See “*Risk Factors – New Freight Farms’ operations may require further capital and liquidity, financial resources and access to capital may be reduced*” and “*Risk Factors – New Freight Farms has no assurance of profitability*”.

As of November 30, 2023, the most recent month-end data available, the Company’s cash balance was $2.7 million and the Adjusted Working Capital balance was $3.1 million. This compared with $3.0 million cash balance and $3.8 million Adjusted Working Capital balance as of October 31, 2023.

BUSINESS OF FREIGHT FARMS

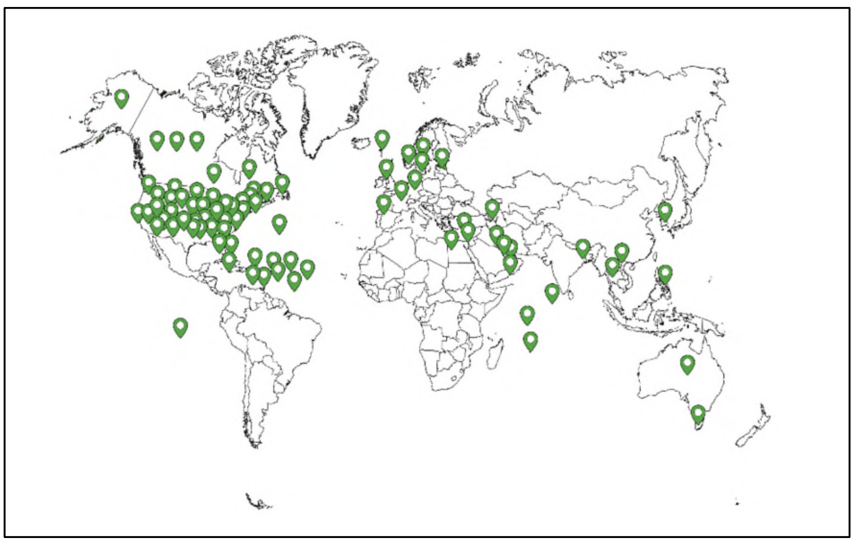
Overview



Freight Farms develops and sells vertical hydroponic farms, primarily in shipping containers, with the goal of creating resilient and self-sufficient communities that can grow fresh, local, and healthy food 365 days a year. The Company designs and engineers the farms using a significant portfolio of intellectual property and patents, which it has developed. The farms are in turn assembled by contract manufacturers. The Company also develops software and nutrients, which enable optimal performance and ease of use of the farms and provides services through its customer success team to train, onboard and provide ongoing support to farmers.

As a provider of farms for independent purchase and ownership and with container farms currently operated by customers across 40 countries, Freight Farms has created, what management believes, based on a review of publicly available competitor information, is the largest IoT connected network of container farms in the world. Although Freight Farms only operates and carries on business in the United States, Freight Farms has a global customer base that ranges from small business owner-operators to larger entities in the corporate dining, food distribution, hospitality, retail, education, and non-profit sectors. Compared to other major industry participants in vertical farming, Freight Farms believes that its unique distribution model allows Freight Farms to better target areas where the impact of fresh food is greatest – including food deserts and challenging geographies and climates, like Alaska, the Caribbean islands and Scandinavia. The Company's growing technology gives communities like these access to fresh produce while offering a more land efficient, water efficient, and higher-yield growing method than traditional agriculture.[4]

Freight Farms began operating and filed its initial patent application in 2012 and incorporated on November 4, 2013, under the laws of the State of Delaware. Freight Farms was formed with the dual missions of increasing access to food and providing a hyper-local, resource efficient supply of produce. The Company's founders recognized the need for a more uniform and modular form factor in urban agriculture to increase local access to food. Since the Company's first container farm, the Leafy Green Machine, was sold in 2013, Freight Farms has gone through 11 iterations of hardware product development, releasing updated farm models across three (3) product families, and selling more than 600 farms as of the date of this prospectus. The Company also released its first IoT software in 2014, Farmhand, and has since developed this product into an award-winning automation software. As of the date of this prospectus, Freight Farms has raised over $47 million in funding, which has allowed it to build a portfolio of intellectual property that is employed and operational in its 11th generation modular farming platform, the Greenery. Through its integrated suite of proprietary products and services – encompassing equipment, software and consumables – the Freight Farms solution seeks to optimize critical sustainability factors as well as financial performance and scalability. Below is a summary of Freight Farms' offerings:

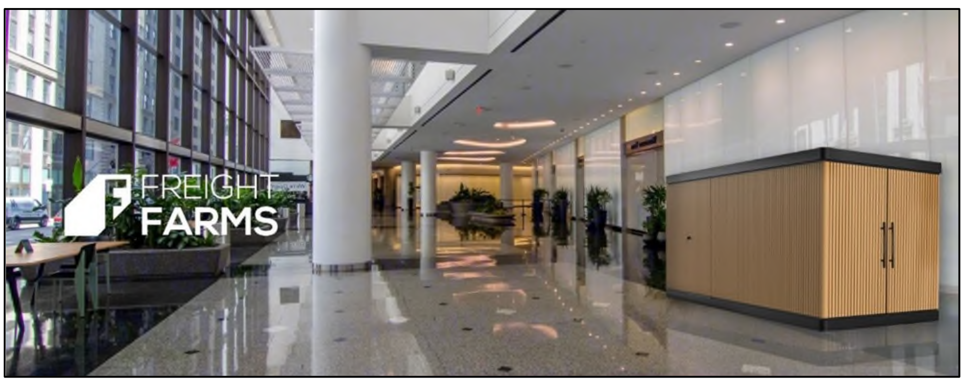


- **The Greenery.** A closed-loop hydroponic container farm that offers turnkey precision growing in a modular form factor, which is easy to operate and, which the management of Freight Farms believes, may offer significantly higher yields versus traditional soil farming.[5] With a delivery to first harvest period in as little as six (6) weeks, efficient resource usage, and the high productivity of vertical farming, the management of Freight Farms believes this self-contained farm delivers meaningful return on investment on a low customer capital expenditure, with multiple for-profit farmers experiencing a payback in two (2) to three (3) years. Depending on the location, the Greenery has the ability to turnover 13 crops per year. The Greenery is currently offered in both 50 Hz compatible and 60 Hz compatible options (with the updated 60 Hz compatible option expected to come to market in the second half of 2024).

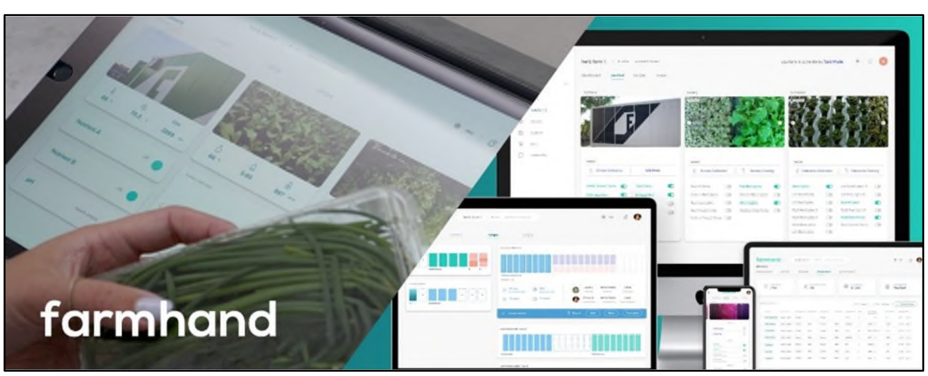
[4] See Footnote 1 for more information.

[5] The Greenery requires 25 hours of labour per week to operate. Also see Footnote 1 for more information.

- **The Garden.** In 2023, Freight Farms completed its first short production run of the Garden, a smaller, more cost-effective and more design-forward container farm. The Garden provides approximately one-third of the capacity of the Greenery at a reduced price point per unit. The Garden is designed to address markets where cost, labour or space constraints make purchase of the Greenery infeasible, but the Garden can be a viable option. The Garden is also designed to be more visually appealing than the Greenery, featuring custom siding and a standard window that allows people to view inside the container to see produce growing. The Company is producing a limited run of five (5) Gardens in 2023 to be used for both internal research and to be placed with customers for feedback on design and performance. The Company plans to accept pre-orders on the Garden in 2024 in anticipation of going into full-scale production in 2025. The management of Freight Farms believes primary markets for the Garden will be both commercial and residential real estate developers, hospitality, and education markets.



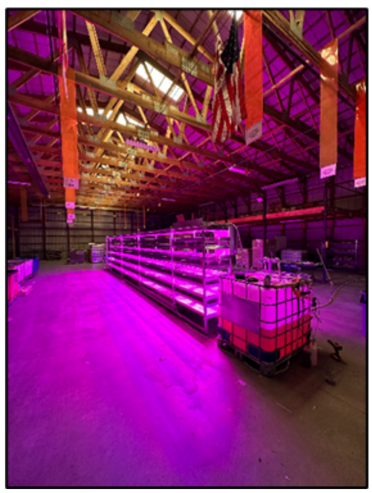
- **Farmhand**. A proprietary automation software that provides easy access and transparency into container farm operations to optimize performance and crop yield, while also providing owners and/or operators control and efficiency through mobile access to real-time and historical data and analytics. In addition, Farmhand collects and aggregates data across the farm network, enabling continuous crop yield and operational improvements to be more quickly developed by Freight Farms and shared with customers.[6]



[6] For each container, the Farmhand software is currently priced at $200 per month for the first container. Subsequent containers and users are discounted.

- **Farmhand Shop.** A one-stop solution for all container farming needs – be it supplies or nutrients. Developed by in-house plant scientists, these offerings are designed to optimize yields. The shop also simplifies the restocking process with customizable kits and recurring subscriptions, ensuring an uninterrupted and seamless supply chain. All of these products can be easily accessed and ordered through the Farmhand app.[7]

- **Large-scale projects.** Installations that take advantage of the Company's component technology, software capabilities and design knowhow inside a warehouse project that is aimed at scale beyond a typical container farm project. The Company is currently underway on its first such project, which is equivalent to 84 of its Greenery farms on a targeted yield basis and is housed within an anticipated three-story warehouse outside a large city in a developing country. In addition to the fees associated with the component technology, software and services, Freight Farms will receive an ongoing license fee tied to the farm's revenue. The management of Freight Farms believes that this project and similar future opportunities will become a significant revenue contributor over time.



Through its software-controlled and self-contained modular form factors, Freight Farms is inherently differentiated from "warehouse" vertical farms. Freight Farms is a technology provider, not a grower, with proven customer economics. The Company's technology has grown over 500 commercially viable crops with lower capital expenditures compared to "warehouse" vertical farms historically. Freight Farms believes that container farming also provides significant inter-harvest crop flexibility, is easily scalable, and is adaptable to fit customer needs across for-profit and not-for-profit businesses alike. The management of Freight Farms also believes that container farms and other technology are well positioned for scaling in the face of global trends including climate change, food safety concerns, water shortages and food insecurity. The Company's dual founding missions (increasing access to food and providing a hyper-local, resource efficient supply of produce) and ongoing business model are inherently aligned to many of the Sustainable Development Goals of the United Nations by helping to address hunger, good health, quality education, clean water, decent work opportunities, innovation, sustainable communities, responsible consumption and production, and climate action.

[7] For each container, the Farmhand Shop is expected to generate $350 per month.

Container farms are similar to indoor vertical farms, except they are enclosed within modular shipping containers. Shipping containers, particularly the standardized containers used by Freight Farms, are beneficial because they are mobile, scalable, and highly controllable. The mobility and scalability of container farming can allow customers to economically react to local market conditions. A grower does not require a large piece of land or a dedicated building to start cultivating in the way traditional farming does. Shipping containers are also easy to modify, stackable, durable, and can be recycled and refurbished at a reasonable cost compared to other alternatives, providing growers with added flexibility while scaling a business.

Freight Farms' systems are designed to enable high environmental control, which provides a uniform internal climate and consistent nutrient delivery to crops to optimize yields and lower operating costs. The Company's farms enable a high degree of environmental control over variables such as heat, humidity, temperature, nutrient delivery, and lighting that can be optimized for a particular crop type or desired characteristics. The farms are in highly insulated containers designed to maintain constant internal conditions in a wide range of external climate conditions, thus enabling effective and precise control over the farms and making its technology a potential solution for many remote locations that are not suited for year-round cultivation. Furthermore, food safety protocols and growing conditions, such as lighting, humidity, and temperature, can be moderated separately across an installation of container farms, based on crop type or other needs. The farms have only one point of access, and the software enables continuous monitoring of farm activity. This allows for a high degree of transparency around farm operations and enables greater food safety when combined with proper operating protocols.

While there are many companies that operate in the container farming segment, the Company believes that its position is unique in terms of the maturity of its offering, its extensive patent portfolio and the size of its global network of farms. The management of Freight Farms believes, based on a review of publicly available competitor information, that it has the largest number of deployed container farms in the world and has the broadest global footprint. The management of Freight Farms believes that this network provides an ability to collect data, learn and evolve its technology.

Historically, the Company has primarily sold farms to new small business farmers, educational institutions and community-based non-profit organizations. During 2023, Freight Farms' sales strategy has transitioned to focus on larger enterprise and institutional customers, who serve end markets such as hospitality, grocery, healthcare and corporate dining. Going forward, the management of Freight Farms expects the business to increasingly focus on larger enterprise and institutional customers, while continuing to serve existing repeat customers and inbound small business farmers.

Freight Farms is a supplier of technology and services, i.e. 'picks and shovels', to the growing global CEA industry. The global CEA TAM is estimated to be $141 billion in 2025 and is estimated to grow at an 18.9% Compounded Annual Growth Rate from 2022 – 2032. This encompasses various CEA growing methods for crops including lettuce, leafy greens, cucumber, tomato, peppers, cannabis, strawberries, and other crops.[8]

[8] *Controlled Environment Agriculture Market: Global Size, Share, Trends, Growth and Forecast 2022-2032* – KD Market Insights (February 13, 2023)

Financial Overview of Freight Farms

USD in thousands	Historical Period 2020	2021	2022	Forecast Period 2023	2024	2025
Revenue	$ 5,886	$ 12,286	$ 22,601	$ 22,409	$ 33,788	$ 60,025
Cost of revenue	4,902	9,439	17,483	18,011	23,533	38,678
Gross Profit	$ 984	$ 2,847	$ 5,118	$ 4,398	$ 10,255	$ 21,347
Gross Margin %	*17%*	*23%*	*23%*	*20%*	*30%*	*36%*
Costs and expenses						
General and administrative	4,627	6,972	8,469	11,353	12,718	15,505
Research and engineering	795	1,703	1,858	2,829	3,859	4,957
Total cost and expenses	$ 5,422	$ 8,675	$ 10,327	$ 14,182	$ 16,577	$ 20,462
Other expense						
Changes in fair value of convertible notes	-	-	1,391	-	-	-
Finance expense	67	131	680	226	24	-
Total other expense	67	131	2,071	226	24	-
Income/(Loss) before income taxes	$ (4,505)	$ (5,959)	$ (7,280)	$ (10,010)	$ (6,345)	$ 885
Income taxes	-	-				
Net Income/(Net loss) and comprehensive income/(loss)	$ (4,505)	$ (5,959)	$ (7,280)	$ (10,010)	$ (6,345)	$ 885
Depreciation	108	153	253	273	300	300
Changes in fair value of convertible notes	-	-	1,391	-	-	-
Interest Expense	67	131	680	226	24	-
Stock-based compensation	104	209	104	109	131	193
Adjusted EBITDA Excluding Public Company Costs	$ (4,226)	$ (5,466)	$ (4,852)	$ (9,403)	$ (5,891)	$ 1,379
Adjusted EBITDA Margin%	*-72%*	*-44%*	*-21%*	*-42%*	*-17%*	*2%*
Public Company Costs	-	-	-	-	4,500	4,500
Adjusted EBITDA	$ (4,226)	$ (5,466)	$ (4,852)	$ (9,403)	$ (10,391)	$ (3,121)

Key Metrics

		Forecast		
Other Assumptions	**2022**	**2023**	**2024**	**2025**
Average realized price (in thousands)**	$ 147	$ 150	$ 158	$ 139
Net New Sales – Greenery	135	162	216	352
Net New Sales – Garden	-	-	50	100
Revenue Generating Units – Greenery	153	143	198	312
Revenue Generating Units – Garden	-	-	-	90
New Customers – Greenery	113	141	174	284
New Customers – Garden	-	-	41	78
Units/Customer – Greenery	1.50	1.43	1.55	1.55
Units/Customer – Garden	-	-	1.27	1.35
Marketing Cost/Farm (in thousands)	$ 6.9	$ 10.4	$ 8.7	$ 6.8

*** Reduction in average price in 2025 is driven by the launch of the Garden*

Revenue and Unit Volume Drivers

Historical revenue has been largely attributable to sales of the Greenery models, which has demonstrated continued demand growth in recent years through increasing net new sales in 2021, 2022, and 2023E. The management of Freight Farms believes that continued growth since 2020 has been a function of continued advancements in its technology accompanied by increased awareness of its value proposition and use cases. 2023 revenue has been impacted by delays in customers taking delivery of farms (pushing potential revenue into 2024) and a delay in producing the 50 Hz Greenery units to serve customers in Europe and Asia. Higher interest rates have resulted in more customers seeking government funding sources (United States Department of Agriculture and Small Business Administration loans), which have longer approval windows than private sources. Delays in securing funding is the major driver of delays in customers taking delivery of farms, which then delays Freight Farms' recognized revenue on those orders. Delays in Freight Farms securing additional equity or debt funding impacted the production of 50 Hz Greenery units. See the Freight Farms Audited Annual Financial Statements and the Freight Farms Interim Financial Statements included in this prospectus for additional information.

Despite revenue being flat year-over-year in 2023, year-over-year orders for the Greenery increased by 31% in 2023 compared to 2022. Total Greenery Orders in 2023 were 221. Orders for the Greenery in the fourth quarter of 2023 were 79% higher compared to the fourth quarter of 2022. This will result in a higher 2023 backlog which, assuming Freight Farms is able to secure adequate funding, is expected to be fulfilled in 2024. Below is a table showing a breakdown of forecasted revenue generating units for 2024:

Revenue Units for 2024	
Backlog as of 12/31/2023	116
- Expected Cancellations	14
= Net Backlog	102
+ Net New Sales	96
= Projected Deliveries for 2024	**198**

Note: Expected cancellations are projected at 20% (net of what has been actually realized in 2023) based on Freight Farms' actual cancellation rate for fiscal 2022.

Revenue Mix

The Company's year-to-date revenue mix as of September 2023 is 93% hardware (comprised of Greenery models and the Company's first large-scale project), 3% software (i.e. Farmhand) and 4% consumables through the Farmhand shop, compared to 97% hardware, 1% software and 2% consumables for the year ended December 2022.

Recurring revenues (software and consumables) have been growing as a percentage of sales since 2021 with the introduction of upgraded software and a growing installed base of farms. The Company expects recurring revenue to continue growing as a percentage of sales going forward as a function of both a growing installed base relative to new farms sold each year and anticipated new recurring revenue streams, such as royalties or license fees (the Company negotiated its first deal incorporating a license fee on produce sales in 2023) and service bundles. Recurring revenue in 2023 is forecasted to be $1.2 million.

Revenue growth in 2024 and 2025 is expected to be driven by:

- Growth in enterprise and institutional customers, the foundation for which was laid in 2023. For example, in 2023, Freight Farms negotiated a large multi-unit order from a large German conglomerate, who is looking to extend its product offerings to include leafy greens, and the Company has established new national partnerships with large non-profit institutional customers. The management of Freight Farms believes additional large enterprise customers and these institutional partnerships will drive sales growth in 2024 and beyond. The table below shows the potential growth from existing institutional customers currently in the pipeline:

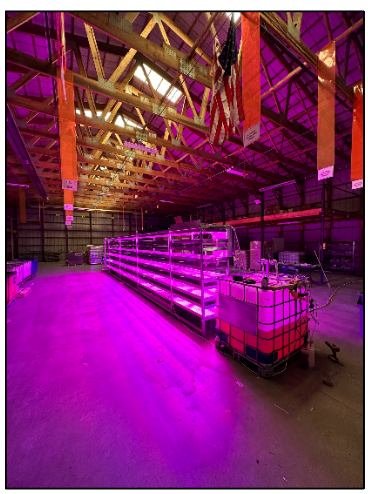
Customer	Current Farms	Planned Farms	Use Case
Customer A	25	5 per year expected for the next 3 years.	Electric research – coordinates with local utilities to donate farms to non-profit institutions.
Customer B	10	117 farmers expected to participate in the program.	Local produce from local farmers in Puerto Rico, supported by US Government grants.
Customer C	10	150 total expected – 5 per month until total is reached.	Fresh produce to grocery stores in Germany.
Customer D	1	53 expected – one for each large campus location.	Fresh produce for hospital cafeterias and patients. Entry point to healthcare.

Customer	Current Farms	Planned Farms	Use Case
Customer E	4	16 opportunities in the 2023 pipeline with 351 leads from the national conference and ongoing marketing.	Produce for the children at each club, STEM education and donor activation.
Customer F	1	8 expected – adding units to 3 other campuses.	AgTech education, food production for cafeteria.
Customer G	9	Expected to add 10 more units to meet offtake agreements with Freshpoint, other grocery.	For-profit farming with focus on unique varietals and micro greens.

- 2025 revenue growth is expected to be driven by incremental revenue from the Garden model and large-scale projects as described below:

    - In 2023, Freight Farms completed its first short production run of the Garden, a smaller, more cost-effective and more design-forward container farm. The Garden provides approximately one-third of the capacity of the Greenery at a reduced price point per unit. The management of Freight Farms has indications of interest from commercial and residential real estate developers, educational institutions, and restaurants for this model targeted to launch at scale in 2025;

    - Freight Farms is actively using its component technologies (such as the Farmhand Hub control system), Farmhand, and pieces of the fertigation, lighting, nursery and growing infrastructure in a large-scale, building-based project. The management of Freight Farms believes this project provides “proof-of-concept” that Freight Farms’ technology is scalable within a single facility (outside a container), and opens up the possibility of a robust, large-scale project pipeline in the future.



- The Company is planning a dedicated marketing and public relations effort in support of the Garden launch in 2024 and will dedicate sales resources for the Garden and large-scale projects in 2024 and 2025.

- Modest MSRP increases for the Greenery to account for inflation and productivity improvements.

Gross Margin Drivers

Gross Margin for 2023 was affected by escalated material and service costs driven by general commodity price inflation and general U.S. wage increases. The management of Freights Farms believes, going forward, these increased costs will be mitigated by improving economies of scale in manufacturing and production modifications that simplify farm design and reduce material usage and labour assembly hours. The updated Greenery design, which is now available in a 50 Hz version and which is expected to be available in a 60 Hz version in the second half of 2024, is expected to improve margins.

The management of Freight Farms expects margins to improve during 2024 and 2025 for the following reasons:

- the new Greenery model with improved farm design for manufacturing, launched in the fourth quarter of 2023 per the above, incorporates a reengineering effort focused on simplifying assembly and lowering materials usage;

- supply chain strategies focused on reducing cost of goods sold; and

- modest MSRP increases for the Greenery to account for inflation and improvements in productivity.

Adjusted EBITDA Drivers

Freight Farms anticipates "Adjusted EBITDA Excluding Public Costs" (conservatively estimated at up to $4.5 million annually) to be positive by October 2024, largely driven by expected gross margin expansion and revenue growth outpacing increases in selling and general and administrative expenses as the Company scales. The Company has estimated the maximum possible amount that it expects to spend on ongoing public company costs to be $4.5 million annually but management of the Company expects the actual costs to be significantly lower, which should positively impact cash flow.

Other

Gross orders for the Greenery increased from 169 units in 2022 to 221 units in 2023 and is projected to grow to 270 units in 2024, and 440 units in 2025 driven by the revenue drivers explained above. Historically, there has been seasonality in Freight Farms' orders with volumes weighted more heavily to the second half of the fiscal year. Please see Revenue Units for 2024 table above showing expected 2024 revenue units covered through backlog.

Orders for the Greenery in the 2023 fiscal year were split 55%/45% between small business farmers and institutional clients. The management of Freight Farms projects orders for the Greenery to transition to a 50%/50% split between small business farmers and institutional clients in 2024, shifting further to 20%/80% by 2025. The management of Freight Farms believes this change will be driven by the Company's shift in sales strategy towards outbound and institutional customers, as well as the maturation of certain existing customers that are expected to scale in the future. The Company's shift towards enterprise and institutional customers is expected to positively impact working capital needs going forward as institutional customers have more predictable purchasing behaviour and funding sources than individual small business customers.

The above revenue projections assume Freight Farms is able to raise $23 million in funding net of transaction expenses to support investment in new product launches, staffing to support growth, working capital needs, and funding ongoing public company costs.

Please refer to the "*Non-IFRS Measures*" section of this prospectus for definitions of the non-IFRS measures referred to above, including Adjusted EBITDA.

Market Segments and Geography

Historically, the Company's customers have primarily been (a) for-profit small business farmers who generally start with one farm (with an intention to add more farms over time) and serve direct-to-customer, hospitality and/or grocery end markets; and (b) academic or non-profit organizations that use the farms for integration into agricultural or community programs such as supplying school cafeterias with fresh produce. The Company is currently seeing a transition to more enterprise and institutional demand, both among for-profit and not-for-profit customers, as the Company has improved the economic proposition of the Greenery and has also developed not-for-profit programming, which is a general curriculum for these customers to use in engaging their target audiences and is allowing for a more repeatable sales process to larger not-for-profit institutions. Going forward, the Company expects its sales mix to transition to be mostly enterprise and institutional customers due to the shift in sales strategy toward outbound and institutional customers, in addition to the maturation of certain existing customers that are expected to scale in the future.

Geographically, over 80% of the Company's business has been generated from U.S.-based customers. The management of Freight Farms believes this is primarily due to two factors. First, the Company's leads have been overwhelmingly inbound and managed by an exclusively U.S.-based marketing team and sales force. Second, since 2021, the Company has not had a 50 Hz version of the Greenery that meets European and Asian power standards. As a result, the Company was effectively prevented from selling to those markets due to system incompatibility. However, the Company has now developed a 50 Hz version of the Greenery that will address these markets.

Going forward, the Company expects to focus on developing global relationships with the help of the Sponsor's international connections and more effectively penetrating markets outside of the United States. As the Company has sold into 40 countries with no dedicated outbound focus, the Company believes there is an opportunity to dramatically accelerate its growth outside of the United States with focused demand generation efforts in targeted countries.

Sales Strategy

Historically, the Company's sales have been based on an inbound funnel, with demand generated through a combination of online marketing, public relations and organic searches. Its sales force is assigned leads generated through this inbound funnel and manages each sale through its completion.

During 2023, the Company hired an experienced Business Development Director to focus on outbound lead generation and institutional business development. The management of Freight Farms believes this will be a significant contributor to sales moving forward and plans to expand the resources devoted to outbound and institutional sales. The Company's marketing efforts will also focus more on potential enterprise and institutional clients. The management of Freight Farms believes a more targeted approach will result in cost-effective demand generation.

Industry Overview

The Role of Controlled Environment Agriculture

Controlled environment agriculture ("**CEA**") is a technology-based approach to plant-based food production in indoor controlled environments to increase growing efficiencies and reduce exposure to negative external factors. Advances in technology have allowed CEA to achieve certain advantages over traditional farming methods. Specifically, the technology-oriented approach towards plant-based food production in CEA provides farmers with increased control over the variables of crop production, optimizing plant growing conditions and resulting in higher produce quality and production volume. Employing a stable, controlled plant environment allows CEA farms to provide high quality, year-round produce at a higher land productivity rate than traditional farming.

The increasing scarcity of resources and growing demand for food production from an increasing population have become key drivers of growth for the global CEA industry. Inefficiencies and challenges in the global farming sector have resulted in approximately $1.2 trillion[9] in lost food each year and a loss of approximately 33% of global arable land in the last 40 years[10] due to factors such as urbanization, soil degradation, and climate change. Traditional farming practices will require an additional 20% land[11] to meet future food demand, whereas modular and distributed CEA systems enable dense and localized farming. Both are expected to be limiting factors in the use of traditional agriculture for food production in the future. Meanwhile, global water and food demand are projected to increase by approximately 35% by 2050[12] and 69% by 2035,[13] respectively. Global energy demand is also projected to increase by 47% by 2050,[14] increasing pressure on the industry. These trends have created a sense of urgency across the

[9] *A Recipe to Reduce Food Loss and Waste* – Boston Consulting Group (June 23, 2020)

[10] *The World Has Lost 33% of Its Farmable Land* – Grantham Centre for Sustainable Futures (December 7, 2015)

[11] *Why Controlled Environment Agriculture (CEA) is the future of farming* – Dantherm Group (August 1, 2023)

[12] *Water Consumption Statistics* – LawnStarter (May 4, 2023)

[13] *Feeding the Future*– CB Insights (July 1, 2017)

[14] *Global energy demand to grow 47% by 2050, with oil still top source: US EIA* – US Energy Information Agency (October 6, 2021)

agricultural landscape to become more efficient in the use of our natural resources and to seek more productive methods of food production.

Summary of Global Resource Challenges Which CEA May Partially Alleviate	
Food Waste	Approximately $1.2 trillion worth of food is lost each year[15]
Land Loss	Approximately 33% of the world's arable land has been lost in the last 40 years[16]
Water Demand	Global water demand is set to increase by approximately 35% by 2050[17]
Food Demand	Food production needs to increase 69% by 2035 to match population growth[18]
Energy Scarcity	Global energy demand to grow by 47% by 2050[19]

CEA farming systems help meet the need for additional global food production by using more efficient technology-based approaches that are not as natural resource intensive as traditional open field farming. The enclosed environments of CEA farms seek to enable growers to exert increased control over crop production and quality, while limiting the number of potential foreign contaminants, reducing pesticide usage, and reducing processing time during production and harvest. CEA systems allow farmers to quickly and effectively optimize light, air, and water usage to create a steady growing environment year-round, resulting in a more consistent product that can be produced closer to the end consumer, which reduces food transportation miles.

Compared to traditional open-field farming, the potential benefits of CEA include:

- **Increased Productivity**.[20] CEA allows for higher crop yield per square meter, lower labour costs, less machinery, and lower energy usage.

- **Quality**.[21] CEA provides products with better quality and more consistency due to repeatable conditions.

- **Food Safety**.[22] CEA ensures greater food safety by better controlling the grow environment and reducing the potential for foreign contaminants compared to traditional field farming. CEA solutions are also able to limit the use of pesticides through integrated pest management and to limit the amount of incremental processing compared to traditional farming.

- **Logistics Efficiency**.[23] CEA systems can be located in closer proximity to urban environments and to end markets compared to field grown produce. This proximity can reduce transportation needs and provide produce that has increased shelf life, thereby helping to reduce food waste. In addition, CEA systems can be potentially located in environments that would not typically be suitable for other methods of farming.

- **Environmental Conservation**.[24] CEA systems use fewer natural resources, reducing the need for large acres of arable land and using considerably less water to produce the same amount of food compared to soil-based agriculture. In addition, CEA systems can reduce the need for and allow for the more efficient use of crop nutrients.

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[15] *A Recipe to Reduce Food Loss and Waste* – Boston Consulting Group (June 23, 2020)

[16] *The World Has Lost 33% of Its Farmable Land* – Grantham Centre for Sustainable Futures (December 7, 2015)

[17] *Water Consumption Statistics* – LawnStarter (May 4, 2023)

[18] *Feeding the Future*– CB Insights (July 1, 2017)

[19] *Global energy demand to grow 47% by 2050, with oil still top source: US EIA* – US Energy Information Agency (October 6, 2021)

[20] *Why Controlled Environment Agriculture (CEA) is the Future of Farming* – Dantherm Group (August 1, 2023)

[21] *Controlled Environment Agriculture Market: Global Size, Share, Trends, Growth and Forecast 2022-2032* – KD Market Insights (February 13, 2023)

[22] *What is Controlled Environment Agriculture* – UC Davis College of Agricultural and Environmental Sciences (June 22, 2021)

[23] *What is Controlled Environment Agriculture* – UC Davis College of Agricultural and Environmental Sciences (June 22, 2021) and *Controlled Environment Agriculture (CEA) Production* – Congressional Research Service (August 31, 2023)

[24] *Controlled Environment Agriculture (CEA) Production* – Congressional Research Service (August 31, 2023)

- **Reliability of Supply**.[25] CEA reduces seasonality issues and provides farmers the ability to grow all year round under controlled conditions.

Primary Methods of CEA Growing

The current CEA landscape is primarily comprised of greenhouse operators, who grow plants indoors in locations allowing for the utilization of natural sunlight, and vertical farm operators, who grow plants indoors using stacked layers or vertical towers to increase yield per square foot and using artificial light to allow for year-round production. There are both traditional greenhouses that are more basic in nature and high-tech greenhouses that use a relatively high degree of technology to control and automate crop production. Please see below for a discussion of the merits of certain forms of CEA.

Vertical farms have emerged as a system to increase crop yield from a smaller footprint of land and to produce consistent crops all year round in a controlled environment. Vertical farming can be large-scale operations in warehouses or smaller-scale operations in container farms, which can be located close to large urban centers or in remote islands. Vertical farms generally use hydroponic technology, which often incorporate closed loop, soil-less systems that enable water recirculation and reuse. These systems therefore have much greater water efficiency per unit of output. Hydroponics is a method of growing plants that does not require soil and instead grows the plants in a nutrient-rich solution. This method has numerous advantages compared to traditional soil-based agriculture, such as enhanced plant yields and more efficient use of resources like water and space.[26] Hydroponics enables vertical farms to be located in areas where fertile soil is scarce, such as deserts, rocky terrains, and urban areas. This technology expands agricultural possibilities and allows for food production in areas where traditional farming is difficult.

- *Low-Tech Traditional Greenhouses*

  - Overview: A relatively basic structure designed to protect fragile or out-of-season plants against excessive cold or heat.
  - Advantages: Basic macro-climate control, protection against diseases, and increased production compared to traditional farming; utilizes benefits of free energy (i.e. sunlight).
  - Disadvantages: Location restrictions, high operating costs, fluctuations in light and temperature, large footprint requirements, limited commercial crop options, food may travel significantly to end destination, and reliance on facility expansion to drive growth, which tends to be capital intensive.

- *High-Tech Greenhouses*

  - Overview: More advanced greenhouse structures utilizing high amount of technology for control and automation.
  - Advantages: Can control light levels through use of supplemental lighting, temperature control (via venting, thermal screens, shade curtains, heating and cooling systems), efficient water usage, and utilizes benefits of free energy (i.e. sunlight).
  - Disadvantages: Location restrictions, high operating costs, large footprint requirements, limited commercial crop options, limited inter-harvest crop flexibility, reliance on facility expansion to drive growth which tends to be capital intensive, and heavy up-front investment with years of development before commencing operations.

- *Large-scale Vertical Farms*

  - Overview: Warehouse-scale indoor farms that use artificial lighting to produce crops year-round and stack crops vertically to increase yield per square foot.
  - Advantages: Advanced macro-climate control, protection against diseases, increased production, more efficient use of space, artificial lighting allows for increased control of yields, and minimizes water usage.
  - Disadvantages: Location restrictions, high energy costs, high operating costs, reliance on facility expansion to drive growth which tends to be capital intensive, heavy up-front investment with years of development before operations, and unproven unit economics.

[25] *Hydroponics: A Better Way to Grow Food* – National Park Service (August 11, 2021)

[26] *Hydroponics: A Better Way to Grow Food* – National Park Service (August 11, 2021)

- *Small-scale Vertical Farms / Container Farms*

  - Overview: Retrofitted shipping containers that provide smaller scale vertical farm solutions that can be used more flexibly in different locales to cultivate hyper-local produce and more modular to allow for customizable scaling.
  - Advantages: Advanced micro-climate control, lower start-up costs as compared to large greenhouses or vertical farms, quicker payback periods on capital expenditures, turnkey operations with delivery to first harvest in short amount of time, substantial crop variety potential, high inter-harvest crop flexibility, minimal footprint requirements, low labour requirements through software automation, and the potential to be localized for minimizing food transportation miles.
  - Disadvantages: Have historically lacked scale efficiency, early stage of proving unit economics across crops and locations, and high energy needs.

Large-scale, technologically advanced greenhouses and large-scale vertical farms can be highly capital intensive and can require considerable start-up time. The management of Freight Farms believes the Company operates as a technology provider in a strategically advantaged and differentiated part of the CEA market by focusing on modular vertical farms. These farms can provide all the benefits of CEA but are less capital intensive, require less start-up time, can provide stronger unit economics / return on investment for farms, allow for more crop varieties, and can be located closer to end consumers around the world.

Container Farming Competitive Advantages

	Container Farming	Greenhouse / Warehouse
Access to Vertical Farming	Low Start-up Cost and Location Restrictions	High Start-up Cost and Location Restrictions
Speed to Operation	Turnkey - delivery to harvest in 6 weeks	Years of development before operations
Crop Varieties / Market Fit	500 crop varieties Ability to change crops at anytime	Minimal commercial crops No ability to change
Local and Fresh	No food miles - True farm to table	Food can travel up to 100 miles
Payback / ROI	2 - 3 year payback	Long/unproven payback on capital

Single Farm Unit / Site Metrics

	Illustrative Freight Farms(1)	Illustrative AeroFarms(2)
Revenue	~ $140,000	$25 million
Gross Profit	~ 75%	32%
EBITDA(3)	~ 65%	34%
Unit Cost	~ $140,000	$52 million
Yield *(lbs per sq.ft. per year)*	~36.08	~25.32

Why Competitors Struggle(4)

- High facility energy costs.
- High labor requirement and costs.
- Reliance on facility expansion to drive revenue growth - requires significant capital and puts pressures on yield, quality and price if expansion is not executed flawlessly.
- Heavy upfront investments in G&A expecting fast expansion, which was not achievable.

Notes:

(1) Single unit based on Greenery operating costs; supplies based on Farmhand Shop and average seed costs.

(2) AeroFarms Investor Presentation, May 2021.

(3) EBITDA is a non-GAAP and non-IFRS measure. See "*Non-IFRS Measures*."

(4) Barclays and Roth Capital Partners Equity Research Reports.

Overview of Expected Addressable Market

Freight Farms is a technology provider of infrastructure and software in the growing global CEA industry. The global CEA TAM is estimated to be $141 billion[27] in 2025 and is estimated to grow at an 18.9% Compound Annual Growth Rate from 2022 – 2032. This encompasses various CEA growing methods for crops including lettuce, leafy greens, cucumber, tomato, peppers, cannabis, strawberries, and other crops.

[27] *Controlled Environment Agriculture Market: Global Size, Share, Trends, Growth and Forecast 2022-2032* – KD Market Insights (February 13, 2023)

Estimated Global CEA TAM[28]	Estimated SAM	Estimated SOM
$141 billion 18.9% Compound Annual Growth Rate	$84 billion for the Greenery	$12 billion for the Greenery
	$10 billion for the Garden	$8 billion for the Garden
	$94 billion Total	$20 billion Total

Note:

(1) All figures above reflect 2025 estimates, except for the 18.9% Compound Annual Growth Rate, which is based on the period of 2022 to 2032.

Freight Farms provides a closed-loop container farm, proprietary automation software, and a shopping platform for farming supplies to small business farmers, non-profits, and institutional customers, among other businesses. Based on an estimated number of global growers and Freight Farms' forecasted product pricing, Freight Farms estimates its Serviceable Available Market ("**SAM**") to be $84 billion globally for the Greenery and $10 billion in the U.S. for the Garden; SAM encapsulates the segment of TAM targeted by products and services that are within Freight Farms' geographical reach, which includes North America, Europe, Africa, and the Middle East. Freight Farms estimates its Serviceable Obtainable Market ("**SOM**") is $12 billion internationally for Greenery and $8 billion in the U.S. for the Garden; SOM is the portion of the SAM that Freight Farms believes can realistically be captured based on internal analysis. See "*Caution Regarding Forward-Looking Statements*".

Freight Farms targets four key customer segments, which comprise its primary addressable customer base. The small business channel includes small farms and local growers. The institutional channel includes the hospitality supply chain, non-profit & environmental, social, and corporate governance programs, and the food security supply chain.

Small Business Customers	Institutional Customers		
Specialty Produce Farmers	Hospitality Supply Chain	Non-Profit & ESG - Programs	Food Security Supply Chain
Segment Profile	Segment Profile	Segment Profile	Segment Profile
▪ 60K new farms per year in U.S. ▪ 250K existing U.S. farmer season & market extension	▪ Property management & developers ▪ Restaurants & restaurant buying groups ▪ Hotels & resorts	▪ Boys & Girls Club program to address 4K accounts in U.S. ▪ 10K campus dining & food accounts in U.S. ▪ Corporate & institutional ESG programs	▪ Regional grocery & specialty providers ▪ Local procurement initiatives ▪ Islands & remote supply chain
LOR Farms, Hammock Greens	Town to Table	University of Arkansas, University of Georgia, SA Clubhouse	ICA Supermarket, Lowes Foods, HyVee

Customers use Freight Farms technology for a variety of reasons:

- *Specialty Produce Farmers (i.e. Small Business Customers):*
  - For-profit farmers that often focus on unique crop varietals and micro-greens;
  - Ability to serve local customers (e.g. farmers' markets, restaurants, direct-to-consumer) with the differentiated produce grown in our local, modular, high-tech container farm solution using our automated software and farming supplies platform.

- *Hospitality Supply Chain:*
  - Restaurant groups, real estate developers, property managers, hotels, and resorts;
  - Customization of output from the Greenery allows chefs to tailor their farm output to their menu using over 500 unique vegetables and ensuring fresh, locally sourced ingredients year-round;
  - Hotels and restaurants can transform their in-room dining experience by offering meals made with the freshest ingredients that are harvested, prepared, and delivered within steps.

- *Non-Profit & Environmental, Social and Corporate Governance Programs:*
  - Food banks, shelters, youth organizations, corporate dining and wellness initiatives, national non-profit organizations;

[28] *Controlled Environment Agriculture Market: Global Size, Share, Trends, Growth and Forecast 2022-2032* – KD Market Insights (February 13, 2023)

  - These customers use Freight Farms' products to create community-focused programs that aim to improve nutrition, increase employment, provide effective therapy, offer well-rounded education, and more;
  - Operating one of Freight Farms' units can provide jobs in the community, create a revenue stream for non-profit organizations, or provide a self-funding source of food donations.

- *Food Security Supply Chain:*

  - Regional grocery chains, specialty grocery chains, local procurement initiatives, and government-funded programs in remote or extreme geographies;
  - Freight Farms' technology lets these customers source crops that may be difficult to grow or buy in certain locations due to environmental or seasonal factors;
  - These customers can also improve food security with fresh, nutrient-rich food to underserved communities, extreme geographies, and food deserts in urban or rural locations.

Overview of Competitors

Since it's incorporation in 2013, Freight Farms has pursued a unique business model in the CEA industry. Unlike other businesses in the CEA and vertical farming categories, Freight Farms does not produce its own crops for revenue. Instead, Freight Farms is a global provider of modular CEA infrastructure and technology. This unique business model and Freight Farms' innovative technology have allowed Freight Farms to create, what Freight Farms' management believes, based on a review of publicly available competitor information, is the largest IoT connected network of modular farms in the world, servicing 40 countries and all 50 U.S. states.

Container farm offerings can vary greatly in price and operations. However, Freight Farms' management believes that few in the category can match Freight Farms' IoT scale, brand recognition, and cutting-edge technology. This provides Freight Farms with a key competitive advantage and head start compared to its direct competitors.

Key competitors of Freight Farms in the CEA industry include: (a) Alesca Life; (b) Huvster; (c) Growtainer; (d) Growcer; (e) Cropbox; (f) Tiger Corner; (g) Farmbox Foods; (h) Square Roots; (i) Urban Crop Solutions; and (j) Agricool. Freight Farms believes the strength of its technology offering and scale benefits from, what the management of Freight Farms believes, based on a review of publicly available competitor information, is the largest IoT connected network of modular farms in the world, will allow Freight Farms to maintain its leadership and to take advantage of the CEA industry's overall growth and the increased adoption of container farming worldwide.

Experienced Leadership

The Freight Farms management team includes:

- Rick Vanzura, *Chief Executive Officer*: Mr. Vanzura has a multi-decade career as a senior executive, primarily at consumer multi-unit businesses. He was President of two billion-dollar divisions of Borders Group, the global book chain, followed by several years as co-Chief Operating Officer of Panera Bread, the multi-billion-dollar soup, salad, sandwich and bakery chain. Most recently, Mr. Vanzura served as the original Chief Executive Officer of Wahlburgers, the celebrity burger chain, growing it from a single unit to a $100 million brand at the time of his departure. Mr. Vanzura received his MBA in General Management from Harvard Business School and his BsC in Economics and Finance from Santa Clara University.

- Monalisa Shroff, *Chief Financial Officer*: Ms. Shroff has served as both a direct and contract senior finance executive for companies including Bloomberg and Guthy Renker. Most recently, she served as contract Chief Financial Officer for Lettuce Grow, a manufacturer and retailer of residential hydroponic grow towers. She has extensive experience in finance, strategy, operations, and customer experience. Ms. Shroff received her MBA in Finance from Fordham University and her BS in International Business and Finance from the University of Bridgeport.

- Jake Felser, *Chief Technology Officer*: Mr. Felser previously led robotics research and development as Vice President of Engineering for eatsa (now Brightloom). Prior to joining eatsa, Mr. Felser was a Senior Engineer and Project Manager at Cooper Perkins and has experience working in hydraulics, refrigeration, structural optimization, design for development and agriculture for companies including Blue Origin, Promethean Power Systems and AGCO Corporation. Mr. Felser received his BS in Engineering from the Olin College of Engineering.

See "*Directors and Officers*" for further information on the Freight Farms management team.

Products

Greenery

The Greenery is a closed-loop hydroponic container farm that offers turnkey precision growing in a modular form factor, which is also easy to operate and, which the management of Freight Farms believes, may offer significantly higher yields versus traditional soil farming.[29] With a delivery to first harvest period in as little as six (6) weeks, efficient resource usage, and the high productivity of vertical farming, this self-contained farm delivers meaningful return on investment on a low customer capital expenditure, with multiple for-profit farmers experiencing a payback in two (2) to three (3) years. Depending on the location, the Greenery has the ability to turnover 13 crops per year. The Greenery is currently offered in both 50 Hz compatible and 60 Hz compatible options (with the updated 60 Hz compatible option expected to come to market in the second half of 2024). The Greenery has accounted for approximately 84% of Freight Farms revenue year-to-date as of September 30, 2023, 97% of revenue in 2022, and 98% of revenue in 2021.[30]

The Greenery is enabled by several key technologies that have been developed by Freight Farms over the eleven (11) major generations of farms produced by the Company:

- Underpinning the Greenery's automation is the Farmhand Hub control system, which includes a sophisticated orchestration layer and scalable architecture to allow for a wide variety of configurations and end uses. The Farmhand Hub control system allows for both local and cloud-based control (using the Farmhand software).

- The Farmhand Hub encompasses the fertigation control, lighting control, and environmental control of the farm and enables a seamless user experience, including features such as guided sensor calibration and farm operating modes.

- Farmhand software has been designed to provide a range of capabilities including but not limited to activity tracking, task management, crop management, and alerts, as well as management of pre-set recipes designed to optimize crop performance.

- As of the third quarter of 2023, the current model of the Greenery utilizes a custom container with a built-in floor duct and a custom HVAC unit optimized for the specific operating conditions of indoor growing.

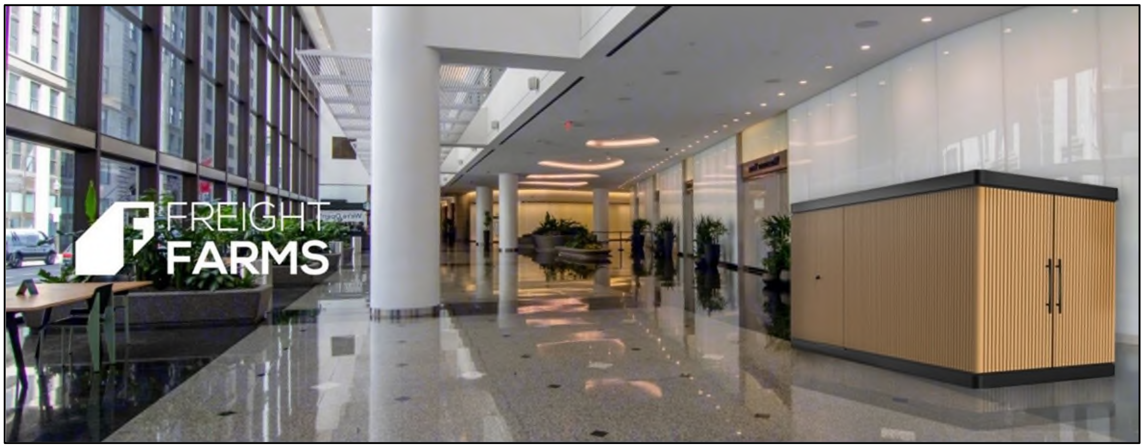
- The Greenery technology also includes high density, custom plant panels and grow media, the high efficiency LED (light emitting diode) lighting system, and the Bureau-Veritas compliant intermodal shipping container used as an insulated structure.

The Garden

[29] See Footnote 1 for more information.

[30] The 2023 revenue share for the Greenery is lower than in previous years due to the Company's first large-scale project launched this year.

The Garden provides approximately one-third of the capacity of the Greenery at a reduced price point per unit. The Garden is designed to address markets where cost, labour or space constraints make purchase of the Greenery infeasible, but the Garden can be a viable option. The Garden is also designed to be more visually appealing than the Greenery, featuring custom siding and a standard window that allows people to view inside the container to see produce growing. The Company is producing a limited run of five (5) Gardens in 2023 to be used for both internal research and with customers to receive feedback on design and performance. The Company plans to accept pre-orders on the Garden in 2024 in anticipation of going into full-scale production in 2025. The management of Freight Farms believes primary markets for the Garden will be both commercial and residential real estate developers, hospitality companies, and education markets.



Large-scale projects

Large-scale projects are installations that take advantage of the Company's component technology, software capabilities and design knowhow inside a warehouse project that is aimed at scale beyond a typical container farm project. The Company is currently underway on its first such project, which is the equivalent of 84 of its Greenery farms on a targeted yield basis and is housed within an anticipated three-story warehouse outside a large city in a developing country. In addition to the fees associated with the component technology, software and services, Freight Farms will receive an ongoing license fee tied to the farm's revenue. The management of Freight Farms believes that this project and similar future opportunities will become a significant revenue contributor over time.

Farmhand

Farmhand is the Company's proprietary automation software that seeks to provide easy access and transparency into container farm operations to optimize performance and crop yield, while also providing owners and/or operators control and efficiency through mobile access to real-time and historical data and analytics. In addition, the software platform collects and aggregates data across the farm network, enabling continuous crop yield and operational improvements to be more quickly developed by Freight Farms and shared with customers.

Farmhand incorporates several key feature areas, outlined below:

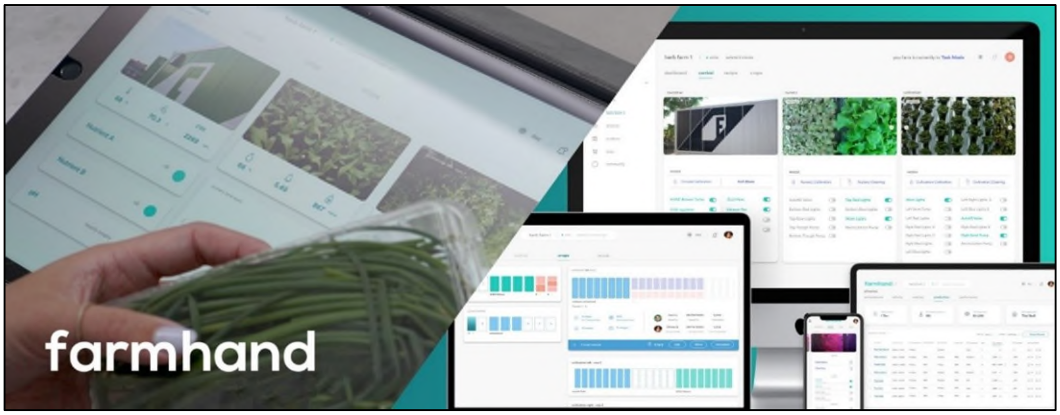
- Farmhand allows the user to control many aspects of the farm from a web browser, inside the farm, or from a mobile phone. The software's control functionality includes recipe and setpoint selection, operating mode selection (for instance, there are specific modes used for cleaning different areas or putting the entire farm into a task-ready state), calibration workflows for key sensors, and an at-a-glance dashboard that shows key equipment metrics.

- Farmhand can be used by the user to receive alerts (either SMS, email, or push notification) about the state of their farm. Built-in alerts are provided by default and are regularly updated by Freight Farms, but the user can set up a wide variety of customizable alerts for specific functionality.

- Farmhand is built to help the user operate all elements of their farming operation and includes crop planning and task management systems, which guide the user in how to do maintenance tasks and crop-related tasks, such as seeding, transplanting, and harvesting.

- The data analysis tools, included with Farmhand, allow for unlimited analysis of historical sensor and output data from the farm, downloadable datasets and timelapse videos from the crop cameras, and the ability to audit the activity of online users who have made changes through the software.

- Community and educational resources are also included in Farmhand. Users get access to the Farmhand Academy online learning platform and the Farmhand Community user forum, which together aggregate the collective knowledge of Freight Farms' plant science research, customer service team, and experiential learnings from hundreds of customers.



Farmhand Shop

Farmhand Shop offers a one-stop solution for all container farming needs – be it supplies or nutrients. Developed by in-house plant scientists, these offerings are designed to optimize yields. The Farmhand Shop also simplifies the restocking process with customizable kits and recurring subscriptions, ensuring an uninterrupted and seamless supply chain. All of these products can be easily accessed and ordered through the Farmhand app.

Farmhand Shop provides fulfillment capability in the United States for a proprietary formulation of nutrients and operating kits, which can be ordered via subscription, to supplement seeds that the farmers can source themselves. The Freight Farms staff works with farmers in other countries to identify appropriate sources for supplies that can approximate the same performance of the nutrients and supplies that Freight Farms offers in the U.S.

Production and Services

Manufacturing Process

Freight Farms outsources the production of its container farms to third-party contract manufacturers. Freight Farms purchases its containers from China International Marine Containers, the world's largest container manufacturer, located in China. LED (light emitting diode) lights and plant panels are also procured from suppliers in China. The majority of remaining farm components are purchased from suppliers located in the United States. Freight Farms does not hire any contract manufacturers in foreign jurisdictions to assemble its products. All components are shipped to

Freight Farms' contract manufacturers in Vermont for final assembly into container farms. Following assembly, farms are stored in a container yard in Massachusetts prior to shipping to the end customer.

As Freight Farms grows its sales in Europe, Freight Farms intends to expand its manufacturing footprint in Europe to be closer to its customers.

Logistics Process

In most cases, Freight Farms arranges for shipping of finished farms to the end customer's location or to the nearest port for international customers. In certain instances, customers pick up farms from Freight Farms' container yard and arrange their own delivery.

Software

Freight Farms has developed its software products largely in-house, with the primary development team occasionally supplemented by outside resources when appropriate. The software products include the firmware used by the Farmhand Hub product, the control system software embedded in the Farmhand Hub controller, the farm control interface, the online web-based Farmhand system, and the Farmhand mobile applications (available on iOS and Android). The adjacent systems in the Farmhand ecosystem (such as Farmhand Academy, Farmhand Community, and Farmhand Shop) are third-party systems that are integrated with the core farmhand application.

As is common practice, Freight Farms' software ecosystem (Farmhand) uses both closed and open-source dependencies and libraries. All applications developed by Freight Farms are otherwise developed in-house.

Services

Freight Farms supplements its products with a range of services provided through its customer success team. The customer success team can provide logistics support, assistance with site identification and planning, business planning, and site prep prior to farm arrival. After arrival, the customer success team can assist the farmer to optimize the results of their first harvest and ensure that the customer has made it through all basic farm operations. From there, the customer success team typically provides diagnostic and troubleshooting support with remote monitoring capability, thanks to the power of Farmhand software.

Specialized Skill and Knowledge

Freight Farms executive officers, directors, consultants, employees, and agents have the necessary expertise and experience in product cultivation, indoor hydroponic system engineering, industrial manufacturing and logistics, software integration, installation, training, sales and support, and global entrepreneurship to drive growth internationally.

In addition, Freight Farms believes it also has the following key strengths:

- **Largest footprint**: the management of Freight Farms believes that Freight Farms has more farms deployed around the world than any other competitor – perhaps all competitors combined – which enables the Company to collect more data and experiences from its network thereby accelerating its ability to increase yields and expand crop range and characteristics.

- **Technological maturity**: Freight Farms has been in business for more than a decade, which has allowed it to evolve its technology beyond what newer, less experienced competitors have been able to achieve.

- **Experienced management team**: Freight Farms' Chief Executive Officer, Chief Financial Officer, and Chief Technology Officer all have extensive experience operating as senior executives in both large, mature companies and start-ups.

- **Extensive patent portfolio**: Freight Farms has filed patents covering 13 different patent families, thus creating a very strong set of differentiated intellectual property. For more information on the Freight Farms patents, please see the "*Business of Freight Farms – Intangible Property*" section below.

- **Global presence**: Freight Farms has sold farms into 40 countries and established a broad range of use cases covering different geographies that can be leveraged for additional sales in both existing and future markets.

- **Diverse customer base**: Freight Farms' customers are a mix of for-profit and not-for-profit customers covering a wide range of small business farmers and institutions, which reduces Freight Farms' reliance on any individual market.

- **Complete solution**: Freight Farms has developed its own hardware, software, supplies and service offerings that allow it to offer a complete solution for farmers, rather than focusing on only one component of the customers' needs.

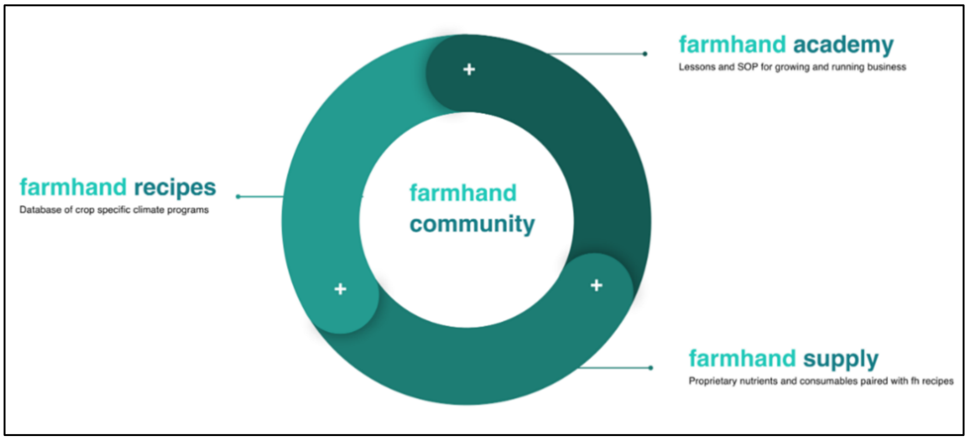
- **Well-known brand**: Freight Farms is one of the leading brands in all of vertical farming[31] and in container farming. The management of Freight Farms believes that this brand value makes it the default choice for many potential customers seeking a container-based solution.

Competitive Conditions

The key competitors of Freight Farms include: (a) Alesca Life; (b) Huvster; (c) Growtainer; (d) Growcer; (e) Cropbox; (f) Tiger Corner; (g) Farmbox Foods; (h) Square Roots; (i) Urban Crop Solutions; and (j) Agricool. Freight Farms' management believes it has a meaningful share of the global container farm market as measured by either recent revenues or by total farms in service. Freight Farms believes its position reflects the maturity of its products, the strong network effect from its global customer base, its extensive investment in research and development to continually refine and improve its solutions, and its comprehensive intellectual property that is patent protected and creates differentiated technology (for more information on the Freight Farms patents, please see the "*Business of Freight Farms – Intangible Property*" section below). The management of Freight Farms also believes that it is one of the leading brands in container farming.[32] As a result of these factors, and the belief that, based on management's discussions with competitors and the review of publicly available competitor information, Freight Farms hardware and software prices are higher than other container farm companies, the management of Freight Farms believes that Freight Farms has built its superior competitive position based on product differentiation and brand value rather than price.

[31] https://www.marketsandmarkets.com/Market-Reports/vertical-farming-market-221795343.html.

[32] https://www.marketsandmarkets.com/Market-Reports/vertical-farming-market-221795343.html



A key competitive advantage of the Company is the flywheel pictured above, a strategy focused on continuous improvement generated by the combination of the Company's product ecosystem (i.e. farms, software, and consumables) and the Company's utilization of the learnings being generated by its network of farms and community of farmers. The knowledge gained from Freight Farms' customer network generates improved standard operating procedures, which can be shared with farmers, and optimized recipes that can be programmed into software and improved nutrient mixes. Each iteration of products or services can generate new learnings, which generate new iterations of products or services, thus generating a virtuous cycle of continuous improvement.

Freight Farms' customers compete more broadly with other forms of farming, including traditional soil farming and other forms of indoor agriculture. The management of Freight Farms believes that, with regard to for-profit customers, Freight Farms' technology and services allow farmers to serve specialty markets and end-customer needs that allow them to compete on certain factors (e.g. specialty characteristics like taste, texture and colour) other than price. Freight Farms' not-for-profit customers generally seek other programmatic goals, beyond economic return, that are enabled by placing farms directly in targeted community locations where other farm types are not able to go. The management of Freight Farms believes this provides a unique advantage for container farms, and that Freight Farms is able to capture much of this value as the market leader.

Farmer Economics

During the sales process, Freight Farms' account executives typically share a business planning tool that allows a prospective farmer to create a business plan for their farm. Revenues are determined by the crop(s) a farmer chooses to grow, the prevailing price per unit a farmer derives from that crop(s), and the total sellable yield of that crop(s). The sales and customer success personnel help the farmer with the process of determining the optimal buyers and best crops for a given market and business plan. In general, the end markets served by Freight Farms' for-profit customers are direct-to-consumer, retail and hospitality.

Within what Freight Farms characterizes as cost of sales for its customers within the business planning tool, primary cost drivers are labour, crop inputs and energy. Operating expenses consist primarily of marketing, packaging and distribution. The most successful farmers exhibit a combination of operational and marketing competence.

Historically, survey data collected by the Company suggests an average payback period of between two (2) and three (3) years based on unit economics achieved by multiple customers. The exact results for an individual farmer can vary significantly.

New Products

Freight Farms expects to fully launch the Garden, a smaller, more cost-effective and more design-forward container farm, in 2025. The Garden provides approximately one-third of the capacity of the Greenery at a reduced price point per unit. The Garden is currently being manufactured in a pre-production run, and those farms are expected to be used for extensive user and market research in 2024, the results of which will be used to adjust the product as necessary and prepare for the production launch. From a technical standpoint, the Garden leverages the Farmhand Hub control system, Farmhand software, and several components of other proven systems from the Greenery.

Additionally, Freight Farms is actively using its component technologies (such as the Farmhand Hub control system), Farmhand software, and pieces of the fertigation, lighting, nursery and growing infrastructure in a large-scale project.

This large-scale project is providing a proof point that the Freight Farms technology is scalable within a single facility (outside a container), and opens up the possibility of a robust, large-scale project pipeline in the future.

Over the next year, Freight Farms' hardware product roadmap targets substantial improvements to energy usage, operating labour, and crop yield, including the following:

- The primary target for improvement of energy usage in the next year is the enhancement of the dehumidification system with a more efficient dehumidification architecture. For reliability and robustness reasons, the product currently uses an electric reheat dehumidifier. Freight Farms expects to enhance that system by adding incremental dehumidification capability at a higher efficiency.

- While the Company is always incrementally optimizing crop yield (and each version of farm incorporates incremental learnings related to yield optimization), within the next year we are targeting a change to the Greenery's primary lighting technology. This is driven by experimental research being conducted in the Company's modified headquarters systems with modified lighting systems.

- Operating labour optimization is being driven by a change in the way plants are held in the grow system that makes it easier to harvest and transplant the plants. This methodology is currently in experimental development in the Company's modified headquarters systems and research and development lab. This is expected to be released in new farms within the next year.

The management of Freight Farms believes that 2023 represents a significant transition year reflecting a number of investments designed to accelerate growth. The management of Freight Farms believes growth in the future will be driven by, amongst other things, the following factors:

- **Introduction of outbound business development**. Historically, revenues have grown almost exclusively through inbound marketing channels. During 2023, the Company hired a highly experienced Director of Business Development to initiate outbound marketing and business development, which management expects to result in the addition of large, scalable accounts and deeper penetration of targeted institutional segments going forward.

- **Maturation of existing, scalable relationships**. The Company has several large enterprise and non-profit accounts that have purchased a limited number of farms to develop a program that is scalable and are now reaching the point where they intend to scale. The management of Freight Farms believes these accounts will comprise a material percentage of farms sold in 2024 and beyond.

- **Development of a 50 Hz version of the Greenery**. During the last two years, the Company only produced a 60 Hz version of the Greenery, which meant it was unable to sell to European and Asian markets due to electrical incompatibility. The Company has now developed a 50 Hz version of the Greenery that will address these markets.

- **Continued improvements in yield and crop range**. The Company continues to invest in improving the overall performance of the farm and software, including driving improvements in the yield and viable commercial crop range. The Company has a major research effort underway, based on academic studies, that indicate the Company could generate significant improvements in crop yield over the next 6-18 months which would, in turn, improve the commercial potential of the farm.

- **Leverage of not-for-profit programming**. Over the years, a common request of non-profit organizations has been to have access to a programming guide on how to get the most out of the farm for an intended programmatic use, whether educational, therapeutic, or otherwise. During 2023, the Company developed a programming guide that has been well-received by non-profit organizations. It was specifically cited by one of the United States' largest youth-focused non-profit organization's national office as a reason to endorse Freight Farms within its community. The programming guide has been one of the most frequently requested items by our non-profit farmers and the Company intends to further leverage the programming guide over time for a more repeatable sales process.

- **Additional recurring revenue from license fees and premium services**. As the Company continues to improve farm performance and service offerings, it sees an opportunity to have more ongoing participation based on farmers' financial success. During 2023, the Company negotiated its first license deal which provides the Company a percentage of farm produce revenue, in addition to other product and service fees. The Company expects to focus more on deals of this nature in 2024 and beyond.

- **Additional revenue from new products**. As mentioned above, the Company is adding the Garden and large-scale projects as defined product offerings going forward. The management of Freight Farms believes both products can become material contributors to revenue growth over time.

- **Additional revenue from existing customers scaling**. As the Company's installed base of farmers grows, it provides more opportunities for existing customers to expand operations with additional units.

- **Natural ARR growth from a growing installed base**. As the Company's installed base of farmers grows, it creates complimentary growth for software and consumables.

In addition, the management of Freight Farms believes there are significant opportunities in developing more global partnerships to speed up sales growth internationally and opportunities to monetize the data from its farmer network. Neither of those opportunities are built into the Company's financial forecasts. The Company has also not modeled any incremental revenue from collecting license fees or from up-pricing of services, even though those are explicit strategies for growth.

Intangible Property

Freight Farms has a robust patent protection strategy including 13 families of patents and patent applications and a worldwide protection strategy focused in the United States, Europe, Canada, and Mexico. Freight Farms places a high priority on ensuring patent coverage for new and existing inventions. Intellectual property will be important to New Freight Farms and will primarily be used in a defensive manner to prevent competitors from bringing substantially similar products to market. As Freight Farms' products have been on the market for an extended period of time, any loss of intellectual property would be unlikely to reduce New Freight Farms' ability to sell or market its products, however, New Freight Farms will continually place a high priority on ensuring patent coverage where appropriate. The management of Freights Farms is not aware of any laws and/or customs in any market that Freight Farms operates in or ships its containers to that may impact Freight Farms' ownership of intellectual property.

Current patent and patent application families include coverage of generic container farming architectures, various plant growth assemblies, specialized architectures for fungi, control and monitoring systems for container farms, various configurations of container farms for larger installations, airflow control designs, and various farm designs and other configurations of container farming technology.

The table below includes a summary of Freight Farms' active patents and currently pending patent applications. The pending patent applications, in the view of Freight Farms' management, do not impact Freight Farms' ability to operate its business or to achieve the objectives of New Freight Farms set out in this prospectus.

Patent	Description	Application	Expiration/Priority Dates
Insulated Shipping Containers Modified for High-Yield Plant Production Capable in Any Environment	This patent/application family describes the core concept of a farm in a modular container. The farm must contain an irrigation system, lighting system, environmental control system, monitoring system, and vertical racks for holding the plants. Exact claims vary slightly between different patents in this family.	This patent/application family is relevant to Freight Farms' containerized product lines (the Greenery and Garden products).	• United States Provisional filed June 29, 2012. • United States and Patent Cooperation Treaty Applications filed July 1, 2013. • United States Continuations filed March 22, 2016, April 30, 2019, December 1, 2022. • Granted in United States, Australia, Canada, Japan, United Arab Emirates, Europe (France, Germany, Spain, Great Britain, Netherlands, Sweden). • Non-US patents expire on July 1, 2033.

Patent	Description	Application	Expiration/Priority Dates
			• US patents expire between July 1, 2033, and October 1, 2034, depending on patent term adjustment. • One US patent application currently awaiting examination having an anticipated expiration date of approximately July 2033.
Vertical Assembly for Growing Plants	This patent/application family describes a method for growing plants in a vertical arrangement. The arrangement consists of bonded sheets of plastic that create a growth environment with water channels. Exact claims vary slightly between different patents in this family.	This patent/application family is not currently used in any Freight Farms product.	• United States Provisional filed June 14, 2016. • United States Application filed July 26, 2016. • PCT Application filed June 14, 2017. • United States Continuation filed February 2, 2018. • Granted in United States, Japan, Europe (France, Germany, Spain, Great Britain, Netherlands, Sweden). • Non-US patents expire on June 14, 2037. • US patents expire on July 26, 2036 (original), and January 30, 2038 (continuation). • United Arab Emirates patent application is pending having an anticipated expiration date of approximately June 14, 2037.
Insulated Shipping Containers Modified for High-Yield Fungi Production Capable in any Environment	This patent/application family describes the core concept of a mushroom farm in a modular container. The farm must include a vertical growing system, a preparation area, and an inoculation system. Exact claims vary slightly between different patents in this family.	This patent/application family is not currently used in any Freight Farms product.	• United States Provisional filed September 11, 2014. • United States Application filed September 11, 2015. • United States Continuation filed January 7, 2019. • Granted in United States. • Original US patent expires on January 12, 2037, with patent term adjustment. • Continuation US patent expires on September 11, 2035.
Modular Farm Control and Monitoring System	This patent/application family describes a generalized control system for monitoring and controlling a distributed network of farms. The control system receives data from various sensors and equipment, processes that data, and sends back commands to the distributed network of farms. Exact claims vary slightly between	This patent/application family is relevant to all of Freight Farms' product lines.	• United States Provisional filed April 4, 2017. • Patent Cooperation Treaty Application filed April 4, 2018. • United States Application filed October 4, 2018. • Granted in Europe (France, Spain, Great Britain, Netherlands, Sweden), Australia. • European patent was revoked in Opposition

Patent	Description	Application	Expiration/Priority Dates
	different patents in this family.		proceedings (revocation applies to all European countries for which this patent was validated).[33] • Granted Australian patent expires April 4, 2037. • Currently pending applications in US, Japan, and United Arab Emirates, all having an anticipated expiration date of approximately April 4, 2037.
Modular Farm with Carousel System	This patent/application family describes a rotational carousel system for vertically growing plants. It provides a greater degree of accessibility in very limited space. Exact claims vary slightly between different patents in this family.	This patent/application family is not currently used in any Freight Farms product.	• United States Provisional filed August 17, 2016. • Patent Cooperation Treaty Application filed August 17, 2017. • United States Application filed February 15, 2019 • Granted in United States, Japan, Europe (France, Germany, Spain, Great Britain, Netherlands, Sweden). • European and Japanese patents expire on August 17, 2037. • US patent expires on May 23, 2038, with patent term adjustment. • Patent applications pending in Canada and United Arab Emirates, each having an anticipated expiration date of approximately August 17, 2037.
Hub and Spoke Modular Farm System	This patent/application family covers configurations of modular farms that combine to make larger vertical farming systems, including seeding areas, common workspace areas, and grow areas. Exact claims vary slightly between different patents in this family.	This patent/application family is not currently used in any Freight Farms product.	• United States Provisional filed February 9, 2018. • Patent Cooperation Treaty Application filed February 8, 2019 (Bahrain, Canada, Europe, Israel, Japan, Kuwait, Qatar, Saudi Arabia). • United States Application filed August 6, 2020. • United States Continuation in Part filed November 29, 2022. • Two US pending applications and pending applications in Bahrain, Canada, Europe (EPO), Israel, Kuwait, Qatar, Saudi Arabia, United Arab Emirates, and Japan, all

[33] In the view of Freight Farms' management, the revocation of this particular European Patent does not have a significant overall impact on Freight Farms' patent protection in Europe since Freight Farms' current products are also covered by other European Patents and/or are potentially protectable by other currently pending applications.

Patent	Description	Application	Expiration/Priority Dates
			having an anticipated expiration date of approximately February 8, 2039.
Closed Farm with Air Flow Control	This patent/application family covers a method of cooling LED drivers by using airflow over the drivers in the context of a vertical farm with horizontal airflow.	This patent/application family is used in the Greenery product line.	• United States Provisional filed February 25, 2019. • United States Application filed February 25, 2020. • Granted in United States. • US patent expires on October 25, 2040.
Systems and Methods for Controlling and Monitoring Farms	This patent/application family covers more detailed elements of a control system for a distributed network of farms, particularly around the ability of the control system to fall back to an online, redundant mode and the use of an in-farm IoT architecture with many modules.	This patent/application family is used in all current Freight Farms products.	• United States Provisional filed December 15, 2020. • United States Application filed December 9, 2021. • Patent Cooperation Treaty Application filed December 13, 2021 (Europe). • Pending US patent application has an anticipated expiration date of approximately December 9, 2041. • Pending European patent application has an anticipated expiration date of approximately December 13, 2041.
Vertical Farming and Watering System and Methods of Making and Use Therefor	This patent/application family covers a method of holding plants and delivering water to them that is an evolution from the grow media historically used by Freight Farms. This patent also has inventors from W.L. Gore.	This patent/application family is not currently used in any Freight Farms product.	• United States Provisional filed September 23, 2021. • United States Application filed September 19, 2022. • Patent Cooperation Treaty Application filed September 22, 2022. • US pending patent application has an anticipated expiration date of approximately September 19, 2042.
Farm Structure	This design patent/design application family covers the “premium” design for the Garden product.	This patent/application family is not currently used in any Freight Farms product but is slated to be used when the “premium” Garden is released in 2025.	• United States Design filed April 6, 2022. • Europe Design filed September 14, 2022. • United Kingdom Design filed September 6, 2022. • Registered in Europe, United Kingdom. • UK registered designs have expiration date of September 6, 2047. • European design rights have expiration date of September 14, 2047. • Expiration date of currently pending US design patent

Patent	Description	Application	Expiration/Priority Dates
			will be determined based on date of issue.
Modular Farm and Methods of Making and Use Thereof	This patent/application family covers the modular system design concept used in the Freight Farms Garden product, which allows for ongoing product line flexibility to meet various user needs.	This patent/application family is used in the Garden product line.	• United States Provisional filed April 22, 2022. • Patent Cooperation Treaty Application filed April 24, 2023. • Any patent applications filed based on the PCT application will have an anticipated expiration date of approximately April 24, 2043.
Seedling Machine and Methods of Use Thereof	This patent/application family covers the design and automation of the seedling and germination system used in large-scale systems that leverage Freight Farms technology.	This patent/application family is used in large-scale deployments of Freight Farms' technology.	• United States Provisional filed November 2, 2022. • Patent Cooperation Treaty Application filed November 2, 2023. • Any patent applications filed based on the PCT application will have an anticipated expiration date of approximately November 2, 2043.
Farm Structure	This design patent/design application family covers the "standard" design for the Garden product.	This patent/application family is used in the Garden product line.	• United States Design filed April 24, 2023. • Europe Design filed October 18, 2023. • United Kingdom Design filed October 16, 2023. • Mexico Design filed October 20, 2023. • Canada Design filed October 24, 2023. • Registered in Europe, United Kingdom, Mexico. • UK registered designs have expiration date of October 16, 2048. • European design rights have expiration date of October 18, 2048. • Mexican design rights have expiration date of October 20, 2048. • Expiration date of currently pending US design patent will be determined based on date of issue.

Seasonality

The Company typically experiences the highest order volume and recognizes the highest proportion of its annual revenue in the fourth quarter. Orders are impacted by a range of factors, including companies looking to finalize budget allocations or project decisions prior to year end and customers purchasing farms prior to the Company making a price increase, which typically occurs during the first quarter of the year. Similarly, Company revenues and delivered volumes are typically highest in the fourth quarter as a function of companies wanting to finalize projects prior to year end.

Economic Dependence

Freight Farms' sales to for-profit farmers are affected by the return on investment for these customers. The economic returns experienced by for-profit farmers are dependent on a number of factors, including, but not limited to, demand and prevailing pricing for the crops grown and the costs of labour, inputs, energy, marketing, packaging and distribution. Not-for-profit customers rely on funding from governments, institutions, and donations from individuals that are dependent on the general economy and funding availability. A substantial number of Freight Farms' customers also rely on funding from banks and other financial institutions, so the general availability of funds and prevailing interest rates impact farm demand. Additionally, Freight Farms is also dependent on its container manufacturer, China International Marine Containers. Although Freight Farms could move sourcing of containers to other suppliers, a change of this nature would impact manufacturing lead times, customer deliveries, margins and revenue for approximately two (2) to three (3) quarters. To limit any potential shocks to its business, Freight Farms regularly evaluates alternative supply chain solutions and supply chain security, including diversifying container suppliers.

Employees

As of November 30, 2023, Freight Farms had 52 employees and one consultant.

Foreign Operations

Freight Farms only operates and carries on business in the United States and does not maintain any employees or facilities outside of the country. Freight Farms has customers in 40 countries that it supports either directly or through third-parties. Since the launch of the current version of the Greenery model in 2021, sales have been concentrated primarily in the United States as Freight Farms had not developed the 50 Hz version of its farm to sell in Europe and Asia. Freight Farms is launching the 50 Hz version of its model in the fourth quarter of 2023 and is projecting approximately 30% of its sales volume in the 2024 fiscal year to come from Europe and Asia. Freight Farms has contracted with an individual in Sweden to provide supplemental service to European-based customers.

Social and Environmental Policies

To date, the Company has not put in place any formal social or environmental policy. However, social and environmental concerns have been at the heart of the Company's mission since founding. The Company uses the United Nations' 17 Sustainable Development Goals as its foundation for progress on sustainability. Freight Farms' management has placed a particular focus on maximizing water and land conservation, in addition to increasing access to food, by continuously improving its products to drive maximum output and increase resource efficiency.[34] Freight Farms also seeks to enable social justice by expanding education and personal enrichment opportunities related to operating farms. This can be directly seen through the development of its programming guide that enables not for profit organizations to maximize the education and therapeutic value of farms as well as its support for organizations like the Flare Foundation, which provides job training and enrichment opportunities for disadvantaged youth in Boston. Freight Farms management expects to formalize its social and environmental policies and objectives in the first half of 2024.

Three-Year History

2021

During 2021, Freight Farms transitioned to the current model of the Greenery, which included several refinements designed to improve farm stability, yields, and viable crop range. Freight Farms also built its proprietary Farmhand Hub control system controller with extended capabilities when compared to the third-party controller that had been used previously. In addition, Freight Farms updated its Farmhand software to provide greater control and ease-of-use, while also improving its proprietary line of nutrients. Freight Farms also moved into a new headquarters location in South Boston, reflecting its continued growth. The Company hired Monalisa Shroff as Chief Financial Officer. Revenues grew to $12.3 million.

[34] See Footnote 1 for more information.

2022

During 2022, Freight Farms continued to refine its Greenery farm and launched a significantly updated version of its Farmhand software. Freight Farms also closed on its B-3, B-4 and B-5 concurrent rounds of funding, raising $16.6 million to support continued growth. Revenues grew again to $22.6 million for the fiscal year.

2023

During 2023, Freight Farms focused on transitioning its sales to more enterprise and institutional-scale customers, as distinct from the Company's primary historic markets of small business farmers and non-profits. Freight Farms negotiated a large, multi-unit order from a multi-billion-dollar German conglomerate, which was looking to extend its product offerings to include leafy greens and established partnerships with large non-profit institutional customers. Management believes these enterprise and institutional partnerships will help drive sales growth in 2024 and beyond.

Freight Farms also made significant product advancements during the year. The Company developed a simplified design for its current Greenery model and developed a 50 Hz version of the product for launch in the fourth quarter of 2023, the first 50 Hz version of the Greenery made available since 2021. This is a meaningful advancement as it provides Freight Farms with a product that can be broadly used in the European and Asian markets to potentially increase Freight Farms' SAM. Freight Farms also completed its first short production run of the Garden, a farm model approximately one-third of the capacity of the Greenery at a reduced price point per unit. Freight Farms' Management has indications of interest from commercial and residential real estate developers, educational institutions, and restaurants for this model, which is targeted to launch at scale in 2025. Freight Farms also initiated its first large-scale, building-based project, an 84 Greenery-equivalent project in a large developing country, where its software and components are used in a warehouse setting. Freight Farms has generated fees from the project in 2023, and by agreement will also receive a license fee on future revenues generated from the farm. Freight Farms launched a research project to drive increases in yield (via spectra adjustment, plant media adjustment, and recipe changes) and initial results have demonstrated the potential for realizing gains in the next six to 12 months.

Key staff additions were made to facilitate growth including a new Vice-President of Software Steve Struebing, Director of Business Development Alison Rabschnuk, and Director of Supply Chain Karen Coombs. Freight Farms also transitioned its customer service team from being a reactive customer support team to being a proactive customer success team, with particular emphasis on guiding farmers from completion of sale through first harvest. Freight Farms surpassed 500 farms deployed and 600 farms sold during the year. During 2023, Freight Farms reduced its staff by approximately 15%, reflecting reprioritization of the business based on available funding. The Company subsequently secured $4 million in additional funding pursuant to the Sponsor Convertible Loans as well as $0.75 million in Ospraie Convertible Loans.

During the balance of 2023, the management of Freight Farms intends to focus on setting the foundation to support institutional customers preparing to scale while continuing to validate new techniques for increasing plant yields. The engineering and supply chain teams are also preparing to launch the 60 Hz version of its latest Greenery model during the second half of 2024. In addition, the Company is actively pursuing strategic partnerships in Mexico as a product of its partnership with Agrinam to set the foundation for expansion into Latin America. The management of Freight Farms expects both institutional business and customers outside of the United States to grow as a percentage of its total business in 2024 and beyond.

BUSINESS OF AGRINAM

Agrinam is a SPAC incorporated under the laws of the Province of British Columbia for the purpose of effecting a qualifying acquisition of one or more businesses or assets, by way of a merger, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving Agrinam.

On October 4, 2023, Agrinam announced that it had entered into the Business Combination Agreement with Freight Farms and Merger Sub pursuant to which the parties will complete a triangular merger whereby, among other things, Merger Sub will merge with Freight Farms, with Freight Farms surviving such merger as a wholly owned subsidiary of Agrinam. Following the closing of the Merger, Agrinam will own all of the issued and outstanding shares of Freight Farms. The Transaction will be considered Agrinam's proposed qualifying acquisition.

On September 14, 2023, Agrinam held the Special Meeting to vote on the Amendment to the Articles to amend the definition of "Three-Month Extension Option" contained in Section 28.2 of the amended and restated articles of Agrinam dated June 10, 2022, in order to permit Agrinam to deposit an aggregate of $400,000 in cash into the Escrow

Account instead of \$0.10 per Class A Restricted Voting Share each time Agrinam wishes to exercise a Three-Month Extension Option to extend the Permitted Timeline within which Agrinam must consummate its qualifying acquisition by three months (from 15 months up to 18 months and from 18 months up to 21 months), up to a maximum of two successive three-month periods. The Amendment to the Articles was approved at the Special Meeting. Agrinam subsequently deposited \$400,000 in cash into the Escrow Account to extend the Permitted Timeline from 15 months up to 18 months, thereby extending the Permitted Timeline to complete a qualifying acquisition to December 15, 2023. The funds deposited into the Escrow Account following the Amendment to the Articles were received from the Sponsor pursuant to the Amendment Loan. On December 15, 2023, Agrinam deposited an additional \$400,000 in cash into the Escrow Account to extend the Permitted Timeline from 18 months up to 21 months, thereby extending the Permitted Timeline to complete a qualifying acquisition to March 15, 2024. The funds deposited into the Escrow Account on December 15, 2023 were received from the Sponsor pursuant to the Second Amendment Loan. See "*Corporate Structure – Business Combination Agreement – Related Party Transaction*".

In connection with the Special Meeting, 11,261,363 Class A Restricted Voting Shares were deposited for redemption, representing approximately 81.6% of the then issued and outstanding Class A Restricted Voting Shares, which shares have been redeemed. As of the close of business on January 31, 2024, approximately \$29.85 million remained in the Escrow Account and as of the date of this prospectus, 2,538,638 Class A Restricted Voting Shares are issued and outstanding. Upon giving effect to any redemptions of Class A Restricted Voting Shares in connection with the Transaction, which will reduce the balance of the Escrow Account, the remaining funds in the Escrow Account will be released upon consummation of the Transaction in accordance with the terms and conditions of the Escrow Agreement.

Before entering into the Business Combination Agreement, the board of directors of Agrinam consulted management and its legal advisors, and considered a number of factors and risks associated with the Transaction. Management of Agrinam believes that the CEA industry has positive tailwinds and that Freight Farms' competitive position within the industry will be a driver of success. The board of directors of Agrinam considered, among other factors: (a) the terms of the Business Combination Agreement; (b) management's view and analysis of the Transaction; (c) the business and prospects of Freight Farms in the context of the qualifying acquisition under Part X of the Company Manual; (d) the due diligence conducted on Freight Farms; (e) the acquisition strategy disclosed by Agrinam in its initial public offering and the expectations of Agrinam's stakeholders regarding the Transaction; (f) the conditions to closing of the Transaction; and (g) that the Class A Restricted Voting Shareholders may redeem their Class A Restricted Voting Shares, decreasing the funds available in connection with the Transaction.

Ultimately, the board of directors of Agrinam approved the Business Combination Agreement because it considered the Transaction to be in the best interest of Agrinam. Agustin Tristin Aldave and Guillermo Eduardo Cruz, each being a director and senior officer of Agrinam and a related party of the Sponsor and the lenders of the Sponsor Convertible Loans, as applicable, declared their respective disclosable interest in the matters contemplated in the resolutions and abstained from voting on such matters.

The Transaction is consistent with the approach and the objectives outlined at the time of Agrinam's initial public offering, notably:

- Agrinam is partnering with a strong, experienced, well aligned management team, who want to continue to build their business;
- Freight Farms meets crucial components of Agrinam's original investment thesis, which was focused on finding a target that is vertically integrated, has strong growth potential, and is leveraging the IoT and big data to transform the agri-food industry into a more modern, sustainable, and efficient sector;
- Freight Farms operates in an industry in which Agrinam has expertise and can be a valuable partner;
- Freight Farms is involved in the AgTech sector that the Agrinam team has focused on in connection with considering target businesses;
- Freight Farms presents an opportunity to generate attractive risk adjusted returns on invested capital; and
- Freight Farms has a deep focus on positive environmental, social, and governance outcomes, which have become increasingly important to shareholder value creation, and its products promote food security and food equality globally.

If Agrinam is unable to consummate a qualifying acquisition within the Permitted Timeline, it will be required to redeem each of the outstanding Class A Restricted Voting Shares, for an amount per share, payable in cash, equal to the pro rata portion (per Class A Restricted Voting Share) of: (a) the escrowed funds available in the Escrow Account, including any interest and other amounts earned thereon, less (b) an amount equal to the total of (i) any applicable taxes payable by Agrinam on such interest and other amounts earned in the Escrow Account, (ii) any taxes of Agrinam (including under Part VI.1 of the Tax Act) arising in connection with the redemption of the Class A Restricted Voting Shares, and (iii) up to a maximum of $50,000 of interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected Winding-Up expenses and certain other related costs, each as reasonably determined by Agrinam. In such event, the Warrants and the Rights will expire and be worthless and the Underwriters will have no right to the Deferred Commission held in the Escrow Account.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

As the Transaction will be considered Agrinam's proposed qualifying acquisition, Class A Restricted Voting Shareholders can elect to redeem, subject to the conditions thereof, all or a portion of their Class A Restricted Voting Shares provided that they deposit (and do not validly withdraw) their shares for redemption prior to the Redemption Deadline. A redeeming Agrinam Shareholder is entitled, subject to the conditions thereof, to receive an amount per Class A Restricted Voting Share, payable in cash, equal to the pro rata portion of: (a) the escrowed funds available in the Escrow Account at the time immediately prior to the Redemption Deadline, including interest and other amounts earned thereon; less (b) an amount equal to the total of (i) applicable taxes payable by Agrinam on such interest and other amounts earned in the Escrow Account, and (ii) actual and expected expenses directly related to the redemption, each as reasonably determined by Agrinam, subject to the limitations described in the Final Prospectus.

The following table sets forth the consolidated capitalization of New Freight Farms as of September 30, 2023 adjusted to give effect to the Transaction assuming different levels of redemptions. Since September 30, 2023, other than in the normal course of business and the Ospraie Convertible Loans, there has been no material change in the equity and debt capital of Freight Farms, on a consolidated basis. Since September 30, 2023, other than in the normal course of business and the redemption of 11,261,363 Class A Restricted Voting Shares following the Special Meeting, there has been no material change in the equity and debt capital of Agrinam, on a consolidated basis.

Consolidated Capitalization				
	As of September 30, 2023	**As of September 30, 2023 after giving effect to the Transaction and assuming certain levels of redemption of Class A Restricted Voting Shares in connection with the Transaction**		
(thousands of $)		82% Redemptions[(1)]	90% Redemptions (Minimum Cash Amount)	95% Redemptions
Debt[(2)]	7,283	2,253	2,253	2,253
Shareholders' Equity	(40,344)	10,059	(2,308)	(9,669)
Total Capitalization	(33,061)	12,312	(55)	(7,416)

Notes:

(1) An 82% redemption assumption is consistent with the actual redemption of 11,261,363 Class A Restricted Voting Shares following the Special Meeting and assumes no further redemption of Class A Restricted Voting Shares.

(2) Includes 2020 Line of Credit and the Convertible Debt.

This table should be read in conjunction with the New Freight Farms Pro Forma Financial Statements, the Agrinam Audited Annual Financial Statements, the Agrinam Interim Financial Statements, the Freight Farms Audited Annual Financial Statements, and the Freight Farms Interim Financial Statements included in or appended to this prospectus.

Summary Pro Forma Consolidated Financial Information

The following table sets out pro forma consolidated financial information of New Freight Farms, in each case, for the periods ended and as of the dates indicated. The financial information of Freight Farms has been derived from the Freight Farms Audited Annual Financial Statements and the Freight Farms Interim Financial Statements, appearing elsewhere in this prospectus. The financial information of Agrinam has been derived from the Agrinam Audited Annual Financial Statements and the Agrinam Interim Financial Statements, appearing elsewhere in this prospectus.

The selected unaudited pro forma financial information for the year-ended December 31, 2022 has been derived from the unaudited pro forma consolidated financial statements of New Freight Farms appearing elsewhere in this prospectus and give effect to the transactions described in the notes to those statements as if they had occurred on January 1, 2023 for the unaudited pro forma consolidated statement of financial position as of September 30, 2023 and as if they had occurred on January 1, 2022 for the unaudited pro forma consolidated statement of income and comprehensive income for the year-ended December 31, 2022 and the nine (9) months ended September 30, 2023.

The selected pro forma financial information is unaudited, for informational purposes only, and not necessarily indicative of what New Freight Farms results of operations would have been had the Transaction been completed as at the dates indicated and does not purport to represent what New Freight Farms' results of operations might be for any future period. In addition to the pro forma adjustments that comprise this pro forma financial information, various other factors will have an effect on the financial condition and results of operations of New Freight Farms following the completion of the Transaction, including an adjustment as it relates to the closing of the Transaction which assumes 90% redemption of Class A Restricted Voting Shares (inclusive of the 82% which have already been redeemed). See the notes to the New Freight Farms Pro Forma Financial Statements included in Appendix A for a discussion of the pro forma adjustments. See also "*Caution Regarding Forward-Looking Statements*".

USD in thousands	***Freight Farms, Inc.*** **September 30, 2023**	***Agrinam Acquisition Corporation*** **September 30, 2023**	**Subtotal September 30, 2023**	**Pro forma adjustment**	**Consolidated September 30, 2023**
Assets					
Currents assets					
Inventories	$ 11,372	$ —	$ 11,372		$ 11,372
Trade receivables	12,683	—	12,683		12,683
Prepaid expenses and other current assets	914	176	1,090	(176)	914
Restricted cash held in escrow	—	31,157	31,157	(18,790)	—
Cash	3,237	216	3,453	(12,367) 18,790 (10,000) (3,995)	8,248
Total current assets	28,206	31,549	59,755		33,217
Non-current assets					
Restricted cash	233	—	233		233
Property, plant and equipment, net	1,282	—	1,282		1,282
Right-of-use assets	1,638	—	1,638		1,638
Other non-current assets	—	—	—		—
Total non-current assets	3,153	—	3,153		3,153
Total assets	$ 31,359	$ 31,549	$ 62,908		$ 36,370
Liabilities					
Current liabilities					
Line of credit	$ 2,253	$ —	$ 2,253		$ 2,253
Accounts payable	2,732	—	2,732		2,732
Accrued expenses	1,000	—	1,000		1,000
Accounts payable and accrued expenses	—	3,566	3,566	(3,566)	—
Promissory note payable	—	400	400	(400)	—
Deferred revenue	13,605	—	13,605		13,605
Current portion of lease liabilities	336	—	336		336
Due to related parties	—	3	3	(3)	—
Interest payable	—	997	997	(997)	—
Income taxes payable	—	26	26	(26)	—
Class A Restricted Voting Shares subject to redemption	—	25,627	25,627	(13,260) (12,367)	—
Current portion of convertible notes	4,050	—	4,050	(4,050)	—
Convertible redeemable preferred stock	44,254	—	44,254	(44,254)	—
Warrant liability	—	16,259	16,259		16,529
Total current liabilities	68,230	46,878	115,108		36,185
Non-current liabilities					
Convertible notes, net of current	980	—	980	(980)	—
Lease liabilities, net of current	2,493	—	2,493		2,493
Total non-current liabilities	3,473	—	3,473		2,493
Total liabilities	71,703	46,878	118,581		38,678

USD in thousands	***Freight Farms, Inc.*** September 30, 2023	***Agrinam Acquisition Corporation*** September 30, 2023	**Subtotal September 30, 2023**	**Pro forma adjustment**	**Consolidated September 30, 2023**
Shareholders' (deficiency) equity					
Share capital	34	25	59	54,418 44,254 5,030 (15,530)	88,231
Equity reserves/Contributed Surplus	595	8,967	9,562	(8,967)	595
Accumulated deficit	(40,973)	(24,321)	(65,294)	24,497 (10,000) (41,334) 997	(91,134)
Shareholders' (deficiency) equity	(40,344)	(15,329)	(55,673)		(2,308)
Total shareholder's (deficiency) equity and liabilities	$ 31,359	$ 31,549	$ 62,908		$ 36,370

USD in thousands, except share and per share data	***Freight Farms, Inc.*** **December 31, 2022**	***Agrinam Acquisition Corporation*** **December 31, 2022**	**Subtotal December 31, 2022**	**Pro forma adjustments**	**Consolidated December 31, 2022**
Revenue	$ 22,601	$ 1,871	$ 24,472	(1,871)	$ 22,601
Cost of revenue	17,483	—	17,483		17,483
Gross Profit	5,118	1,871	6,989		5,118
Costs and expenses					
General and administrative	8,469	—	8,469	1,058)	9,527
Operating expenses	—	1,058	1,058	(1,058)	—
Research and engineering	1,858	—	1,858		1,858
Total cost and expenses	10,327	1,058	11,385		11,385
Other expense					
Transaction costs	—	—	—	10,000	10,000
Changes in fair value of convertible notes	1,391	—	1,391	(1,391)	—
Accretion on Class A restricted voting shares	—	6,596	6,596	(6,596)	—
Bank service fees	—	3	3	(3)	—
Finance income	—	—	—	(1,871)	(1,871)
Finance expense	680	—	680	3 (21) (334)	328
Total other expense	2,071	6,599	8,670		8,457
Loss before income taxes	(7,280)	(5,786)	(13,066)		(14,723)
Income taxes	—	—	—		—
Net loss and comprehensive loss	$ (7,280)	$ (5,786)	$ (13,066)		$ (14,723)
Net loss per share, basic and diluted					$ (1.69)
Weighted-average number of ordinary shares, basic and diluted					8,709,409

DIVIDEND POLICY

Agrinam has not paid any dividends to date and does not intend to declare or pay any dividends prior to the completion of the Transaction. The payment of cash dividends following the completion of the Transaction will be dependent upon New Freight Farms revenues and earnings, if any, capital requirements, general financial conditions and all requirements of applicable law and will be at the discretion of the New Freight Farms Board at that time.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF AGRINAM

Agrinam's management's discussion and analysis of its financial condition and results of operations (the "Agrinam MD&A") for both the six months ended September 30, 2023 and the year ended March 31, 2023 are included in Appendix F of this prospectus. The MD&A is designed to assist readers of the Agrinam Audited Annual Financial Statements and Agrinam Interim Financial Statements understand Agrinam's operations and business environment. The Agrinam MD&A should be read in conjunction with the Agrinam Audited Annual Financial Statements and Agrinam Interim Financial Statements. Additional information related to Agrinam is available on SEDAR+ at www.sedarplus.com and such information is not incorporated by reference in this prospectus unless otherwise noted herein.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FREIGHT FARMS

Freight Farms' management's discussion and analysis of its financial condition and results of operations (the "**Freight Farms MD&A**") for both the three and nine months ended September 30, 2023, and the years ended December 31, 2022, and December 31, 2021, is included below. The Freight Farms MD&A provides information which the management of Freight Farms believes is relevant to an assessment and understanding of its results of operations and financial condition. The Freight Farms MD&A should be read together with the Freight Farms Audited Annual

Financial Statements and the Freight Farms Interim Financial Statements included elsewhere in the prospectus. The Freight Farms MD&A should also be read together with the Company's pro forma financial information in the section of this prospectus entitled "*Selected Consolidated Financial Information*". In addition to historical financial information, the Freight Farms MD&A contains forward-looking statements based upon current expectations that involve risks, uncertainties, and assumptions. For more information about forward-looking statements, see the section entitled, "*Caution Regarding Forward Looking Statements*" in this prospectus. Actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "*Risk Factors*" or elsewhere in the prospectus.

The Company's financial statements have been prepared in accordance with IFRS (as defined herein). All amounts are in United States dollars except as otherwise indicated. For more information about the basis of presentation of the Company's financial statements, see the sub-section entitled "*Basis of Presentation*".

Certain figures, such as interest rates and other percentages included in the Freight Farms MD&A, have been rounded for ease of presentation. Percentage figures included in the Freight Farms MD&A have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this section may vary slightly from those obtained by performing the same calculations using the figures in the Company's financial statements or in the associated text. Certain other amounts that appear in this section may similarly not sum due to rounding.

Company Overview

Freight Farms develops and sells vertical hydroponic farms, primarily in shipping containers, with the goal of creating resilient and self-sufficient communities that can grow fresh, local, and healthy food 365 days a year. As a provider of farms for independent purchase and ownership and with containers currently operated by customers across 40 countries, Freight Farms has created what the management of Freight Farms believes, based on a review of publicly available competitor information, is the largest IoT connected network of container farms in the world. Freight Farms' global customers range from small business owner-operators to larger entities in the corporate dining, food distribution, hospitality, retail, education, and non-profit sectors. Compared to other major industry participants in vertical farming, Freight Farms believes that its unique distribution model allows Freight Farms to better target areas where the impact of fresh food is greatest – including food deserts and challenging geographies and climates, including Alaska, the Caribbean islands, and Scandinavia. The Company's growing technology provides communities like these access to fresh produce, while also offering a more land efficient, water efficient and higher-yield growing method compared to traditional agriculture.

Freight Farms began operating and filed its initial patent application in 2012 and incorporated on November 4, 2013, under the laws of the State of Delaware. Freight Farms was formed with the dual missions of increasing access to food and providing a hyper-local, resource efficient supply of produce. The Company's founders recognized the need for a more uniform and modular form factor in urban agriculture to increase local access to food. Since the first container farm, the Leafy Green Machine, was sold in 2013, Freight Farms has gone through 11 iterations of hardware product development, releasing updated farm models across three (3) product families, and selling more than 600 farms as of the date of this prospectus. The Company also released its first IoT software in 2014, Farmhand, and has since developed Farmhand into an award-winning automation software. The Company has demonstrated significant improvements in yield and general performance with the evolution of its farms, technology, and intellectual property. The Company attributes its improvements to a combination of significant investments in research and engineering and the learnings from its customer farm network.

As of the date of this prospectus, Freight Farms has raised over $47 million in funding, which has allowed it to build a portfolio of intellectual property that is employed and operational in its 11th generation modular farming platform, the Greenery. Through its integrated suite of proprietary products and services – encompassing equipment, software, and consumables – the Freight Farms solution seeks to optimize critical sustainability factors, as well as financial performance and scalability. The Company has the following product lines:

- A closed-loop hydroponic container farm that offers turnkey precision growing in a modular form factor, which is easy to operate and, which the management of Freight Farms believes, may offer significantly higher yields versus traditional soil farming.[35] With a delivery to first harvest period in as little as six (6) weeks, efficient resource usage, and the high productivity of vertical farming, the management of Freight Farms believes this self-contained farm delivers meaningful return on investment on a low customer capital

[35] See Footnote 1 for more information.

expenditure, with multiple for-profit farmers experiencing a payback in two (2) to three (3) years. Depending on the location, the Greenery has the ability to turnover 13 crops per year. The Greenery is currently offered in both 50 Hz compatible and 60 Hz compatible options (with the updated 60 Hz compatible option expected to come to market in the second half of 2024).

- Farmhand is the proprietary automation software that provides easy access and transparency into container farm operations to optimize performance and crop yield, while also providing owner and operators control and efficiency through mobile access to real-time and historical data and analytics. In addition, the software platform collects and aggregates data across the farm network, enabling continuous crop yield and operational improvements to be quickly developed by Freight Farms and shared with customers.

- Farmhand Shop offers a one-stop solution for all container farming needs, including supplies and nutrients. Developed by in-house plant scientists, these offerings are designed to optimize yields. The shop also simplifies the restocking process with customizable kits and recurring subscriptions, ensuring an uninterrupted and seamless supply chain. All of these products can be easily accessed and ordered through the farmhand app.

Through its software controlled and self-contained modular form factors, Freight Farms is inherently differentiated from “warehouse” vertical farms. Freight Farms is a technology provider, not a grower, with proven customer economics. The Company’s technology has grown over 500 commercially viable crops with lower capital expenditure compared to “warehouse” vertical farms historically. Freight Farms believes that container farming also provides significant inter-harvest crop flexibility, is easily scalable, and is adaptable to fit customer needs across for-profit and not-for-profit businesses alike. The management of Freight Farms also believes that container farms and other technology are well positioned for scaling in the face of global trends, including climate change, food safety concerns, water shortages and food insecurity. The Company has a deep focus on positive environmental, social and governance outcomes and is strongly aligned to the Sustainable Development Goals of the United Nations.

Business Combination and Public Company Costs

On October 4, 2023, Agrinam announced that it had entered into the Business Combination Agreement with Freight Farms and Merger Sub pursuant to which the parties will complete a triangular merger whereby, among other things, Merger Sub will merge with Freight Farms, with Freight Farms surviving such merger as a wholly owned subsidiary of Agrinam. Following the closing of the Merger, Agrinam will own all of the issued and outstanding shares of Freight Farms. The Transaction will be considered Agrinam’s proposed qualifying acquisition.

The proposed merger is expected to take place in the first quarter of 2024. Existing shareholders of Agrinam will continue to hold an interest in Agrinam after giving effect to the Transaction. In connection with the Transaction, Agrinam will, among other things, be renamed “Freight Farms Holdings Corp.” and will hold 100% of the equity of Freight Farms, pursuant to the terms of the Business Combination Agreement.

The completion of the Transaction is conditional upon, among other things, approval by the Exchange. The Exchange has indicated that its listing committee has conditionally approved the listing of the Common Shares and the continued listing of the Warrants and Rights. However, a formal conditional approval letter is yet to be provided by the Exchange and the listing of the Common Shares, Warrants, and Rights on the Exchange will be subject to New Freight Farms fulfilling all the requirements of the Exchange. In addition to certain other conditions, as part of its conditional approval, Agrinam expects the Exchange will request a specific aggregate gross cash amount to be available to New Freight Farms upon closing of the Transaction. See “*Exchange Approval*”.

Closing of the Transaction with the Minimum Cash Amount or greater is expected to improve the financial condition and performance of Freight Farms. The strategic partnership with Agrinam is expected to provide business growth and development opportunities globally. In addition, the Transaction will provide access to capital markets for Freight Farms. Although public company expenses will impact cash flow, Freight Farms’ management expects the overall impact on the Company’s business operations, financial condition, and brand awareness to be positive. Transaction costs for the merger are expected to be approximately $10 million. The Company has estimated the maximum possible amount that it expects to spend on ongoing public company costs to be up to $4.5 million annually, however management of the Company expects the actual costs could be significantly lower, which could positively impact cash flow.

Key Factors Affecting Performance

The Company believes that its performance and future success is dependent on multiple factors that present significant opportunities, but also pose risks and challenges, including those discussed below and in the section of the prospectus entitled "*Risk Factors*".

Economic Conditions

Demand for the Company's products depends significantly upon communities' demand for fresh and healthy food. The level of communities' demand depends on many factors, including lack of access to fresh food in challenging geographies and climates, the need for greater control over plant growth and higher yields, and access to resources such as water and arable land. Changes in economic conditions, including rising interest rates in previous quarters and fluctuating rates of inflation, increase the cost of capital for customers, thus putting additional pressure on demand. The Company's products provide numerous advantages over traditional soil-based agriculture, including more efficient use of resources such as water and space, while also providing a higher yield growing method compared to traditional agriculture.[36]

Capital Availability

The availability of capital to fund and finance operations is dependent on a number of factors, including the economic environment and commercial bank lending standards.

Energy Costs

Higher energy costs increase the operating costs for Freight Farms' customers, which impacts demand particularly in regions with under-developed electrical grids. Throughout the next year, the Company is currently targeting substantial improvements to the energy usage, operating labour, and crop yield of our products, which will help to ensure that the Company meets customer demand.

Enterprise/Outbound Opportunity

Prior to 2023, the vast majority of the Company's revenue was derived from inbound leads (i.e. inquiries into the Company) and it has dedicated limited resources to business development and outbound sales activity. In 2023, in furtherance of implementing its growth strategy, the Company has begun expanding its business development efforts, which has resulted in the Company securing multiple large enterprise customers during this period.

Barriers to Entry

The hydroponic farming industry has high barriers to entry, is characterized by a small group of industry players, and in many instances, there are very few substitutes in local markets. The sector requires a complex level of specialized expertise to succeed in meeting regulatory requirements and to provide a higher-yield growing method in comparison to traditional agriculture. In addition, there are significant barriers to entry for companies hoping to create a product of similar or comparable quality to those which the Company offers. The Company's significant intellectual property, global footprint, and comprehensive solution set of hardware, software, supplies and services, as well as, what the management of Freight Farms believes, based on a review of publicly available competitor information, is the largest network of IoT connected farms, all act as barriers to entry for competitors.

Basis of Presentation

The Company's financial statements have been prepared in accordance with IFRS. All amounts are in U.S. dollars except otherwise indicated.

Currently, the Company conducts its business through one operating segment out of its corporate location in Boston, Massachusetts.

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[36] See Footnote 1 for more information.

Components of Results of Operations

Revenue

The Company generates the majority of its revenue from the sales of Greenery farms, a closed-loop hydroponic container farm, to customers. Additional revenue is generated from subscriptions to the farmhand app and purchases from the Farmhand Shop.

Cost of Revenue

Cost of revenue primarily represents product and shipping costs related to sales of Greenery farms, sales of subscriptions to the farmhand app, and sales from the Farmhand Shop. The Company outsources all of its product and shipping costs. Cost of revenue is generally recognized when the related revenue is recognized.

General and Administrative Expenses

General and administrative expenses primarily consist of employee-related expenses, lease expenses, professional service fees, marketing costs, and depreciation.

The Company expects its general and administrative expenses to increase for the foreseeable future as it increases headcount to support the growth of its business and manages costs associated with operating as a public company, including costs for: compliance with the rules and regulations of applicable securities laws and stock exchange rules; legal, audit, and additional insurance expenses; investor relations activities; and, other administrative and professional services.

Research and Engineering Expenses

The Company expenses all research and engineering costs as incurred. These costs include salaries and personnel-related costs, consulting fees, fees paid for contract services, and other external costs incurred in connection with research and engineering activities.

Other Expenses

Other expenses include non-cash interest expenses on the convertible notes. See section "*Convertible Notes*" for further details. It also includes interest expenses incurred on the Company's line of credit and convertible notes.

Income Taxes

The Company's income tax provision consists of an estimate for income taxes based on enacted rates, as adjusted for allowable credits, deductions, uncertain tax positions, changes in deferred tax assets and liabilities, and changes in the tax law. Historically, the Company has not incurred income tax expenses due to historical losses for tax purposes.

Results of Operations

Comparison of Three Months Ended September 30, 2023 to Three Months Ended September 30, 2022

The Company's results of operations for the three months ended September 30, 2023 and 2022 are presented below.

USD in thousands, except share and per share amounts	Three months ended September 30			
	2023	**2022**	**Change**	**% Change**
Revenue	$ 5,168	$ 5,832	$ (664)	-11%
Cost of revenue	4,281	4,558	(277)	-6%
Gross profit	887	1,274	(387)	-30%
Costs and expenses				
General and administrative	2,649	2,272	377	17%
Research and engineering	566	513	53	10%
Total cost and expenses	3,215	2,785	430	15%
Other expense				

USD in thousands, except share and per share amounts	Three months ended September 30			
	2023	**2022**	**Change**	**% Change**
Changes in fair value of convertible notes	280	680	(400)	-59%
Finance expense	173	197	(24)	-12%
Total other expense	453	877	(424)	-48%
Loss before income taxes	(2,781)	(2,388)	(393)	16%
Income taxes	—	—	—	0%
Net loss and comprehensive loss	$ (2,781)	$ (2,388)	$ (393)	16%
Net loss per share, basic and diluted	$ (0.84)	$ (0.72)	$ (0.12)	17%
Weighted-average number of ordinary shares, basic and diluted	3,307,691	3,296,271	11,420	0.3%

Revenue

Revenue decreased during the three months ended September 30, 2023, compared to September 30, 2022, mainly due to higher interest rates that caused delays in financing approval for customers. This resulted in delays in farm delivery and resulting revenue recognition. In addition, the launch of the international version of the current Greenery product occurred during the fourth quarter of 2023 (the first farm was delivered to a customer in December 2023), which impacted the Company's ability to generate revenue from international customers in the three months ended September 30, 2023. Some of the lower farm revenue for the period has been offset with revenue for a large scale project in which a customer is utilizing Freight Farms' technology and know-how to service a large warehouse that was launched in 2023. Despite lower revenue, actual orders for the three months ended September 2023 were higher by 41% compared to September 30, 2022, which will positively impact revenue in future periods.

Cost of Revenue

Cost of revenue decreased during the three months ended September 30, 2023, compared to September 30, 2022, primarily as a function of lower revenue. Gross profit margin was relatively lower between the three months ended September 30, 2023, compared to September 30, 2022, due to higher costs of several components and inbound freight costs.

General and Administrative Expenses

General and administrative expenses increased during the three months ended September 30, 2023, compared to September 30, 2022, mainly driven by higher staffing and legal costs. Although the number of employees remained flat at 53 as of September 30, 2023, compared to September 30, 2022, overall salaries were higher due to annual increases in 2023, as well as the hiring of key personnel with higher compensation in the beginning of 2023, including the Chief Marketing Officer, the Vice President of Supply Chain, the Vice President of Software, and the Director of Business Development.

Research and Engineering Expenses

Research and engineering expenses were relatively flat during the three months ended September 30, 2023, compared to September 30, 2022.

Other Expenses

Other expenses for the three months ended September 30, 2022, include interest expenses related to the Company's line of credit and non-cash interest expenses on convertible notes that were used to bridge the Company prior to its funding round in November of 2022. These notes converted to preferred stock near the end of fiscal 2022. See section "*Convertible Notes*" for further details. Finance expenses during the three months ended September 30, 2023, have primarily consisted of interest expenses related to the Company's line of credit and a new round of convertible notes issued during 2023.

Comparison of Nine Months Ended September 30, 2023 to Nine Months Ended September 30, 2022

The Company's results of operations for the nine months ended September 30, 2023 and 2022 are presented below.

USD in thousands, except share and per share amounts	Nine months ended September 30			
	2023	2022	Change	% Change
Revenue	$ 11,262	$ 14,042	$ (2,780)	-20%
Cost of revenue	8,901	10,723	(1,822)	-17%
Gross profit	2,361	3,319	(958)	-29%
Costs and expenses				
General and administrative	8,115	6,276	1,839	29%
Research and engineering	2,066	1,285	781	61%
Total cost and expenses	10,181	7,561	2,620	35%
Other expense				
Changes in fair value of convertible notes	280	1,110	830	-75%
Finance expense	392	497	(105)	-21%
Total other expense	672	1,607	(935)	-58%
Loss before income taxes	(8,492)	(5,849)	(2,643)	45%
Income taxes	—	—	—	0%
Net loss and comprehensive loss	$ (8,492)	$ (5,849)	$ (2,643)	45%
Net loss per share, basic and diluted	$ (2.57)	$ (1.77)	$ (0.79)	45%
Weighted-average number of ordinary shares, basic and diluted	3,306,841	3,296,267	10,574	0.3%

Revenue

Revenue decreased during the nine months ended September 30, 2023, compared to September 30, 2022, mainly due to higher interest rates that caused delays in financing approval for customers. This resulted in delays in farm delivery and resulting revenue recognition. In addition, the launch of the international version of the current Greenery product occurred during the fourth quarter of 2023 (the first farm was delivered to a customer in December 2023), which impacted the Company's ability to generate revenue from international customers in the nine months ended September 30, 2023. The Company also had transitions in its sales and marketing teams earlier in the year, including the hiring and onboarding of a new Chief Marketing Officer. During the quarter, the Company initiated tests and shifts in media mix concurrent with the hiring of a new Chief Marketing Officer. The Company also onboarded a new public relations firm and had a transition in sales personnel. Management believes the testing and shifts set a foundation for future growth that began to demonstrate results in the third quarter of 2023. Year to date orders through September 2023 were higher by 10% compared to the prior year, which will positively impact revenue in future periods. Some of the lower farm revenue for the period has been offset with revenue for the large scale project that was launched in 2023.

Cost of Revenue

Cost of revenue decreased during the nine months ended September 30, 2023, compared to September 30, 2022, primarily as a function of lower revenue. Gross profit margin was relatively lower between the nine months ended September 30, 2023, compared to September 30, 2022, due to higher costs of several components and inbound freight costs.

General and Administrative Expenses

General and administrative expenses increased during the nine months ended September 30, 2023, compared to September 30, 2022, mainly due to marketing spend to drive future demand; higher legal fees, recruitment fees and staffing costs. Although the number of employees remained flat at 53 as of September 30, 2023, compared to September 30, 2022, overall salaries were higher due to annual increases in 2023 as well as hiring of key personnel with higher compensation at the beginning of 2023, including the Chief Marketing Officer, the Vice President of Supply Chain, the Vice President of Software, and the Director of Business Development.

Research and Engineering Expenses

Research and engineering expenses increased during the nine months ended September 30, 2023, compared to September 30, 2022, as a result of investment in a new farm design to improve reliability and performance of the Company's container farm, further enhancements to the Company's software offering, and the development of a new smaller scale farm, which launched in limited production during the fourth quarter of 2023. The Company also initiated a large-scale research initiative focused on significantly increasing crop yields and viable commercial range.

Other Expenses

Other expenses for the nine months ended September 30, 2022, include interest expenses related to the Company's line of credit and non-cash interest expenses on convertible notes that were used to bridge the Company prior to its funding round in November of 2022. These notes converted to preferred stock near the end of fiscal 2022. See section "*Convertible Notes*" for further details. Finance expenses during the nine months ended September 30, 2023, have primarily consisted of interest expenses related to the Company's line of credit and a new round of convertible notes issued during 2023.

Comparison of Year Ended December 31, 2022 to Year Ended December 31, 2021

The Company's results of operations for the years ended December 31, 2022 and 2021 are presented below.

USD in thousands, except share and per share amounts	**Year Ended December 31**			
	2022	**2021**	**Change**	**% Change**
Revenue	$ 22,601	$ 12,286	$ 10,315	84%
Cost of revenue	17,483	9,439	8,044	85%
Gross profit	5,118	2,847	2,271	80%
Costs and expenses				
General and administrative	8,469	6,972	1,497	21%
Research and engineering	1,858	1,703	155	9%
Total cost and expenses	10,327	8,675	1,652	19%
Other expense				
Changes in fair value of convertible notes	1,391	—	1,391	0%
Finance expense	680	131	549	419%
Total other expense	2,071	131	1,940	1481%
Loss before income taxes	(7,280)	(5,959)	(1,321)	22%
Income taxes	—	—	—	
Net loss and comprehensive loss	$ (7,280)	$ (5,959)	$ (1,321)	22%
Net loss per share, basic and diluted	$ (2.21)	$ (1.81)	$ (0.40)	22%
Weighted-average number of ordinary shares, basic and diluted	3,296,527	3,285,170	11,357	0.3%

Revenue

Revenue increased by 84% from the year ended December 31, 2021, to the year ended December 31, 2022, driven by the launch of the new Greenery model in the third quarter of 2021 and reflecting improved performance compared to prior farm models. This increase in revenue was also due to increased software revenue related to the new Greenery model launch and a price increase for software tied to a major rebuild and expansion of capability within the software, as well as the development of the Company's proprietary controller framework and greater adoption of consumables through the launch of subscription functionality in the fourth quarter of 2021. In addition, the manufacturer's suggested retail price increased by $10,000 per farm at the beginning of the 2022 fiscal year.

Cost of Revenue

Cost of revenue from the year ended December 31, 2021, to the year ended December 31, 2022, increased as a result of higher revenue and an increase in the number of farms and associated software and services sold. Gross profit margin remained flat between the year ended December 31, 2022, and the year ended December 31, 2021, as price increases were offset by cost increases, including primarily, the costs of containers, HVAC units, metalwork, and inbound freight costs.

General and Administrative Expenses

General and administrative expenses increased from the year ended December 31, 2021, to the year ended December 31, 2022, due to an increased digital, public relations, and event marketing spend, which drove a higher volume of sales and investment in staff to support business growth.

Research and Engineering Expenses

Research and engineering expenses remained relatively flat between the years ended December 31, 2022, and December 31, 2021. The Company focused on making ongoing enhancements and refinements to the Greenery S and Farmhand platforms from the prior year.

Other Expenses

Other expenses include non-cash interest expenses on convertible notes that were used to bridge the Company prior to its funding round in November of 2022. These notes converted to preferred stock near the end of fiscal 2022.

Finance expenses in 2022 primarily consisted of interest expenses on the Company's line of credit and convertible notes. Finance expenses in 2021 primarily consisted of interest expenses on the Company's line of credit.

Comparison of Year Ended December 31, 2021 to Year Ended December 31, 2020

The Company's results of operations for the years ended December 31, 2021 and 2020 are presented below.

USD in thousands, except share and per share amounts	Year Ended December 31			
	2021	**2020**	**Change**	**% Change**
Revenue	$ 12,286	$ 5,886	$ 6,400	109%
Cost of revenue	9,439	4,902	4,537	93%
Gross profit	2,847	984	1,863	189%
Costs and expenses				
General and administrative	6,972	4,627	2,345	51%
Research and engineering	1,703	795	908	114%
Total cost and expenses	8,675	5,422	3,253	60%
Other expense				
Finance expense	131	67	64	96%
Total other expense	131	67	64	96%
Loss before income taxes	(5,959)	(4,505)	(1,454)	32%
Income taxes	—	—	—	
Net loss and comprehensive loss	$ (5,959)	$ (4,505)	$ (1,454)	32%
Net loss per share, basic and diluted	$ (1.81)	$ (1.38)	$ (0.43)	31%
Weighted-average number of ordinary shares, basic and diluted	3,285,170	3,262,964	22,206	0.7%

Revenue

Revenue increased by 109% from the year ended December 31, 2021, compared to December 31, 2020, driven by strong demand for its hardware product with continued advancement in technology and the launch of the new Greenery in the third quarter of 2021. Revenue grew as a function of more farm units sold and an increase to the manufacturer's suggested retail price by $10,000 for the Greenery.

Cost of Revenue

Cost of revenue increased from the year ended December 31, 2021, compared to December 31, 2020, as a function of higher revenue and an increase in the number of farms and associated software and services sold. Gross profit margin increased, driven by an increase in the realized price of the Greenery, which grew faster than costs of revenue.

General and Administrative Expenses

General and administrative expenses increased from the year ended December 31, 2021, compared to December 31, 2020, due to an increased marketing spend that drove a higher volume of sales and investment in staff and office space to support business growth. These expenses increased at less than half the rate of sales due to significant leverage on the increased sales. The number of Freight Farms' employees grew from 36 as at December 31, 2020, to 48 as at December 31, 2021.

Research and Engineering Expenses

Research and engineering expenses increased in 2021 reflecting investment in the new Greenery farm, as well as the start of a complete rebuild of the accompanying software (Farmhand) and the development of a new, proprietary controller framework.

Other Expenses

Finance expenses primarily consisted of interest expenses on the Company's line of credit.

Statements of Financial Position as of September 30, 2023, December 31, 2022, December 31, 2021 and December 31, 2020

USD in thousands	September 30, 2023	December 31, 2022	December 31, 2021	December 31, 2020
Assets				
Currents assets				
Cash	$ 3,237	$ 6,542	$ 2,070	$ 5,981
Restricted cash	—	748	—	—
Trade Receivables	12,683	7,740	5,530	2,520
Inventories	11,372	9,196	8,548	4,172
Prepaid expenses and other current assets	914	51	44	25
Total current assets	28,206	24,277	16,192	12,698
Non-current assets	233			
Restricted cash		238	238	238
Property, plant and equipment, net	1,282	1,029	1,114	291
Right-of-use assets	1,638	1,835	1,899	320
Other non-current assets	—	50	50	50
Total non-current assets	3,153	3,152	3,301	889
Total assets	$ 31,359	$ 27,429	$ 19,493	$ 13,597
Liabilities				
Current liabilities	$ 2,732			
Accounts payable		$ 1,970	$ 1,765	$ 895
Accrued expenses	1,000	410	372	446
Line of credit	2,253	920	1,000	-
Deferred revenue	13,605	8,925	10,996	7,519

USD in thousands	September 30, 2023	December 31, 2022	December 31, 2021	December 31, 2020
Current portion of convertible notes	4,050	—	1,000	—
Convertible redeemable preferred shares	44,254	44,042	26,178	23,396
Current portion of lease liabilities	336	308	389	149
Total current liabilities	68,230	56,575	41,700	32,405
Non-current liabilities				
Convertible notes, net of current	980	—	—	—
Lease liabilities, net of current	2,493	2,750	2,514	165
Total non-current liabilities	3,473	2,750	2,514	165
Total liabilities	71,703	59,325	44,214	32,570
Equity				
Share capital	34	23	22	20
Equity reserves	595	562	458	249
Accumulated deficit	(40,973)	(32,481)	(25,201)	(19,242)
Total equity	(40,344)	(31,896)	(24,721)	(18,973)
Total equity and liabilities	$ 31,359	$ 27,429	$ 19,493	$ 13,597

Assets

Changes in cash resulted from the various preferred share rounds which closed in 2020 and 2022. Trade receivables and inventories increased as a result of revenue and Backlog growth. Increase in property, plant and equipment is driven by purchases of fixed assets and the tenant allowance related to the new office space lease in 2021. This also impacted the increase in right-of-use assets.

Liabilities

Changes in accounts payable, accrued expenses, and deferred revenue were driven by an increase in sales. Convertible redeemable preferred stock reflect the various preferred share rounds which closed in 2020, 2022, and 2023. Lease liability reflects the new office space leased in 2021 and subsequent changes as a result of monthly payments. Convertible notes reflect the issuance of convertible notes in 2023.

Equity

The Company has incurred losses as it has invested in products, technology advancements, and personnel to support growth as reflected in the accumulated deficit trend over the last three years.

Results of Operations for the Eight Most Recent Quarters

	Three Months Ended							
USD in thousands	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2022
Revenue	$ 5,168	$ 2,729	$ 3,365	$ 8,559	$ 5,832	$ 5,570	$ 2,640	$ 6,220
Cost of revenue	4,281	2,070	2,550	6,760	4,558	4,346	1,819	4,695
Gross profit	887	659	815	1,799	1,274	1,224	821	1,525
Costs and expenses								
General and administrative	2,649	2,614	2,852	2,193	2,272	2,059	1,945	1,615
Research and engineering	566	661	839	573	513	378	394	502
Total cost and expenses	3,215	3,275	3,691	2,766	2,785	2,437	2,339	2,117
Other expense								
Change in fair value of convertible notes	280	—	—	281	680	200	230	—

USD in thousands	Three Months Ended September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2022
Finance expense	173	166	53	184	197	170	130	79
Total other expense	453	166	53	465	877	370	360	79
Loss before income taxes	(2,781)	(2,782)	(2,929)	(1,432)	(2,388)	(1,583)	(1,878)	(671)
Income taxes	—	—	—	—	—	—	—	—
Net loss and comprehensive loss	$ (2,781)	$ (2,782)	$ (2,929)	$ (1,432)	$ (2,388)	$ (1,583)	$ (1,878)	$ (671)

Revenue

Historically, the Company has seen seasonality in revenue with the fourth quarter being the highest revenue generating quarter and a subsequent decline in revenue during the first quarter of the following year. This has resulted in fluctuations in net loss on a quarterly basis. Otherwise, revenue has historically trended upward in each quarter of the year and specifically, revenue increased in the third quarter of 2023 compared to the second quarter, driven by conversion of customers from backlog into revenue as customers secured financing.

Cost of Revenue

Cost of revenue changes were primarily a function of revenue movement. Variability in margin has been the result of average realized price and component pricing changes on a quarterly basis.

General and Administrative Expenses

General and administrative expenses have historically increased reflecting investment in key personnel to support business objectives.

Research and Engineering Expenses

Research and engineering expenses are relatively flat each period, with minor fluctuations based on the level of product research and engineering occurring at any given time.

Income Taxes

The Company has U.S. federal income tax loss carryforwards of approximately $26.1 million (December 31, 2021 – $22.9 million and December 31, 2020 - $17.3 million). Included in these total income tax loss carryforwards are $8.0 million of income tax loss carryforwards, which under U.S. tax rules if unused, will expire between 2033 to 2037. Additionally, the Company has U.S. state income tax loss carryforwards of approximately $24.9 million (December 31, 2021 - $22.2 million and December 31, 2020 - $17.1 million), which if unused, will expire during the years 2033-2042.

Non-IFRS Financial Measures and Reconciliation

The Company reports certain financial information using non-IFRS financial measures. The Company believes that these measures provide information that is useful to investors in understanding performance and facilitates a comparison of the Company's quarterly and full year results from period to period. These non-IFRS financial measures do not have any standardized meaning under IFRS and may not be comparable with similar measures used by other companies. For certain non-IFRS financial measures, there are no directly comparable amounts under IFRS.

Adjusted EBITDA and Adjusted EBITDA Margin

"**Adjusted EBITDA**" is defined as net loss before finance costs, income tax expense or benefit, and depreciation and amortization, adjusted for share-based compensation.

"**Adjusted EBITDA Excluding Public Company Costs**" is defined as Adjusted EBITDA before ongoing public company costs.

Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs are intended to be supplemental measures of performance that are neither required by, nor presented in accordance with, IFRS. The Company believes that the use of Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs provide additional tools for investors to use in evaluating ongoing operating results and trends and in comparing the Company's financial measures with those of comparable companies, which may present similar non-IFRS financial measures to investors. However, investors should be aware that when evaluating Adjusted EBITDA, or Adjusted EBITDA Excluding Public Company Costs, the Company may incur future expenses similar to those excluded when calculating Adjusted EBITDA and Adjusted Excluding Public Company Costs. In addition, the Company's presentation of these measures should not be construed as an inference that its future results will be unaffected by unusual or non-recurring items. The Company's computation of Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs may not be comparable to other similarly entitled measures computed by other companies, because all companies may not calculate Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs in the same fashion. "Adjusted EBITDA Margin" and "Adjusted EBITDA Excluding Public Company Costs Margin" are equal to Adjusted EBITDA and Adjusted EBITDA Excluding Public Company Costs for the period, respectively, presented as a percentage of revenue for the same period.

Because of these limitations, Adjusted EBITDA, Adjusted EBITDA Excluding Public Company Costs, Adjusted EBITDA Margin, and Adjusted EBITDA Excluding Public Company Costs Margin should not be considered in isolation or as a substitute for performance measures calculated in accordance with IFRS. The Company compensates for these limitations by relying primarily on its IFRS results and using Adjusted EBITDA, Adjusted EBITDA Excluding Public Company Costs, Adjusted EBITDA Margin, and Adjusted EBITDA Excluding Public Company Costs Margin on a supplemental basis. Readers should review the reconciliation of net loss to Adjusted EBITDA below and not rely on any single financial measure to evaluate the Company's business.

The following table reconciles net loss to Adjusted EBITDA for the three and nine months ended September 30, 2023, and 2022, and the years ended December 31, 2022, 2021, and 2020.

USD in thousands	**Nine months Ended September 30**		**Three months Ended September 30**		**Year Ended December 31**		
	2023	**2022**	**2023**	**2022**	**2022**	**2021**	**2020**
Net Loss	$ (8,492)	$ (5,849)	$ (2,781)	$ (2,388)	$ (7,280)	$ (5,959)	$ (4,505)
Depreciation (a)	207	186	70	67	253	153	108
Changes in fair value of convertible notes (b)	280	1,110	280	680	1,391	—	—
Interest expense (c)	392	497	173	197	680	131	67
Stock-based compensation (d)	33	96	9	31	104	209	115
Adjusted EBITDA	$ (7,580)	$ (3,960)	$ (2,249)	$ (1,413)	$ (4,852)	$ (5,466)	$ (4,215)

(a) *Depreciation*: depreciation expenses associated with property, plant, equipment and right of use assets.

(b) *Changes in fair value of convertible notes*: impact of calculating the fair value of convertible notes that are recognized as financial liabilities and remeasured to fair value through profit or loss each reporting period.

(c) *Interest expense*: interest expense associated with convertible debt and line of credit.

(d) *Stock-based compensatio*n: stock-based compensation expense associated with the granting of employee options.

Liquidity and Capital Resources

As of September 30, 2023, the Company had current assets of $28 million, current liabilities of $68 million and an accumulated deficit of $41 million. The Company incurred net losses of $8.5 million and $7.3 million for the nine months ended September 30, 2023, and year ended December 31, 2022, respectively. The Company expects to be Adjusted EBITDA Excluding Public Company Costs positive starting the fourth quarter of 2024. The working capital deficit as of September 30, 2023, is primarily due to the Company's convertible redeemable preferred stock, which is classified as a current liability. Upon completion of the Transaction contemplated within this prospectus, the convertible redeemable preferred stock will be converted into common stock of the surviving combined entity, which will be classified as a component of equity within the consolidated financial statements of the surviving combined entity. As a result, the Company expects to no longer have a working capital deficit subsequent to the Transaction.

At September 30, 2023, the Company had $2.3 million outstanding on its line of credit. The available capacity based on the borrowing base calculation as of September 30, 2023, was $2.5 million. The Company also received $4.8 million of convertible note funding during 2023.

The Company's line of credit is a borrowing base facility secured by all the assets of the Company and can be drawn and repaid at any point during the term. In addition, this facility includes certain financial and other covenants. Compliance with these covenants is a condition to draw under this facility. As of September 30, 2023, the Company was fully compliant with all its covenants under the line of credit.

The main drivers of the increase in current assets since September 30, 2022, are an increase in cash as a result of additional funding and an increase in trade receivables as a result of increased sales volume. The increase in current liabilities since September 30, 2022, is mainly due to the increase in convertible redeemable preferred stock as a result of the conversion of convertible notes that were used to bridge the Company prior to its funding round in November of 2022 and additional issuances of convertible redeemable preferred stock and convertible notes.

The Company's objectives when managing capital resources are to:

1. Explore profitable growth opportunities;

2. Deploy capital to provide an appropriate return on investment for shareholders;

3. Maintain financial flexibility to preserve the ability to meet its short-term and long-term financial obligations; and

4. Maintain a capital structure that provides financial flexibility to execute strategic opportunities, while adhering to the financial covenants imposed by its lenders.

The Company's strategy is formulated to maintain a flexible capital structure consistent with the objectives stated above, as well as to respond to changes in economic conditions and to the risks inherent in its underlying assets.

The Company's capital structure consists primarily of working capital, convertible notes, and a line of credit. Working capital needs are funded with cash from operating activities and the line of credit. The Company seeks to maintain sufficient inventory on hand to meet customers' delivery requirements. To maintain or alter the capital structure, the Company may adjust capital spending, take on new debt and issue equity. The Company anticipates that it will have adequate liquidity to fund future operations, working capital commitments, and forecasted capital expenditures through a combination of cash flow, cash-on-hand, and financing as required. Current debt arrangements with the Company's senior lender and Agrinam require approval from both parties prior to incurring any new debt. Any new debt is required to be subordinate to the Company's senior lender.

Capital Expenditures

Cash used for capital expenditures was $0.5 million for the nine months ended September 30, 2023, which comprised of $0.4 million for the new Garden farm model and $0.1 million for office equipment and for building out the office's retail space. Cash used for capital expenditures for the year ended December 31, 2022, was minimal. Cash used for capital expenditures for the year ended December 31, 2021, was approximately $0.1 million, which was mainly spent on furniture and fixtures for new office space. Cash used for capital expenditures for the year ended December 31, 2020, was minimal.

Cash used for capital expenditures was $0.4 million for the three months ended September 30, 2023, which was for the new Garden farm model. Cash used for capital expenditures was minimal for the three months ended September 30, 2022.

Cash Flows Summary

Presented below is a summary of the Company's operating, investing, and financing cash flows.

USD in thousands	Nine Months Ended September 30,		Year Ended December 31,		
	2023	**2022**	**2022**	**2021**	**2020**
Cash flows used in operating activities	$ (9,283)	$ (6,104)	$ (9,156)	$ (8,364)	$ (4,462)
Cash flows used in investing activities	(460)	(24)	(16)	(111)	(27)
Cash flows provided by financing activities	6,438	5,739	13,644	4,564	9,854
Net change in cash	$ (3,305)	$ (389)	$ 4,472	$ (3,911)	$ 5,365

Cash Flows Used in Operating Activities

For the nine months ended September 30, 2023, cash flows used in operating activities was $9.3 million, representing an increase of $3.2 million over cash flows used in operating activities for the nine months ended September 30, 2022. The increased cash used was primarily driven by an increase in the net loss during the period resulting from continued business growth, combined with an increase in working capital needs driven by the growth of the business.

For the year ended December 31, 2022, cash flows used in operating activities was $9.2 million, representing an increase of $0.8 million over cash flows used in operating activities for the year ended December 31, 2021. The increased cash used was primarily driven by an increase in working capital needs driven by the growth of the business.

For the year ended December 31, 2021, cash flows used in operating activities was $8.4 million, representing an increase of $3.9 million over cash flows used in operating activities for the year ended December 31, 2020. The increased cash used was primarily driven by an increase in the net loss during the period resulting from continued business growth, combined with an increase in working capital needs driven by the growth of the business.

Cash Flows Provided by (Used in) Investing Activities

During the nine months ended September 30, 2023, and September 30, 2022, cash used in investing activities consisted entirely of property, plant and equipment purchases.

During the year ended December 31, 2022, cash used in investing activities was minimal.

During the year ended December 31, 2021, cash used in investing activities primarily consisted of $0.1 million of property, plant, and equipment purchases.

During the year ended December 31, 2020, cash used in investing activities primarily consisted of $0.1 million of property, plant and equipment purchases, partially offset by $0.1 million of cash generated from the sale of property, plant and equipment.

Cash Flows Provided by Financing Activities

Cash provided by financing activities was $6.4 million for the nine months ended September 30, 2023, which was primarily due to $4.8 million from the issuance of convertible notes, $1.3 million drawn on the line of credit, $0.8 million related to the decrease in restricted cash, and $0.2 million from the issuance of convertible redeemable preferred stock, partially offset by $0.6 million paid in satisfaction of debt service obligations and lease payments.

Cash provided by financing activities was $5.7 million for the nine months ended September 30, 2022, which was primarily due to $5.5 million from the issuance of convertible notes and $1.8 million drawn on the line of credit, partially offset by $0.7 million related to the increase in restricted cash and $0.8 million paid in satisfaction of debt service obligations and lease payments.

Cash provided by financing activities was $13.6 million for the year ended December 31, 2022, which was primarily due to $8.6 million from the issuance of convertible redeemable preferred stock and $6.5 million from the issuance of convertible notes, partially offset by $0.8 million paid in satisfaction of debt service obligations and lease payments.

Cash provided by financing activities was $4.6 million for the year ended December 31, 2021, which was primarily due to $2.8 million from the issuance of convertible redeemable preferred stock, $1.0 million drawn on the line of credit, and $1.0 million from the issuance of convertible notes, partially offset by $0.2 million paid in satisfaction of debt service obligations and lease payments and an increase of $0.2 million in restricted cash.

Cash provided by financing activities was $9.9 million for the year ended December 31, 2020, which was primarily due to $10.2 million from the issuance of convertible redeemable preferred stock, partially offset by $0.1 million paid in satisfaction of debt service obligations and lease payments.

Line of Credit

On November 30, 2020, the Company entered into a loan and security agreement with a lender, that provided a $1.0 million revolving line of credit (the "**2020 Line of Credit**"). The 2020 Line of Credit was secured by substantially all of the Company's assets. Under the 2020 Line of Credit, advances bore interest on the outstanding balances thereof, at a rate equal to the greater of (a) 5.25% or (b) 1.50% plus the lender's prime rate. The 2020 Line of Credit was scheduled to mature on November 30, 2022. However, in April 2022, the Company entered into the first amendment to the 2020 Line of Credit (the "**2022 Amendment**"). The 2022 Amendment increased the maximum borrowing amount to $6.0 million, with a potential increase to $12.0 million in maximum borrowings upon the completion of a future equity financing round by December 31, 2022, which was not achieved. As of December 31, 2022, maximum borrowings under the line of credit was $3.2 million of which $2.2 million was available. The 2022 Amendment lowered the interest rate due on the outstanding balances thereof, to the greater of (a) 5.00% or (b) 1.50% above the Prime Rate. The maturity date of the line of credit was also extended to March 31, 2024. As of September 30, 2023, $2.3 million was outstanding under the 2020 Line of Credit, with a maximum borrowing capacity of $2.5 million. The Company was in default of its quarterly revenue covenant under the terms of the 2020 Line of Credit as of June 30, 2023 (due to delays in customers taking delivery of farms) and its minimum liquidity covenant for the months of July 2023 and August 2023 (due to delays in funding). The Company was in compliance with its covenants as of November 30, 2023, and received a waiver from the lender related to the previous covenant defaults on October 2, 2023. The Company expects to be in compliance with its covenants going forward and does not anticipate any further defaults.

Sponsor Convertible Loans

In August 2023, the Company entered into the Sponsor Convertible Loans. The Company was permitted to draw the first tranche upon execution of the Sponsor Convertible Loans agreement and the letter of intent related to the Transaction. The second tranche was permitted to be drawn upon agreement on the structure of the merger between both parties, the completion of satisfactory due diligence by Agrinam and the execution of a binding letter of intent. In September 2023, upon signing a binding letter of intent for the merger of the Company and Agrinam, the Company had drawn the full amount of Sponsor Convertible Loans.

Convertible Notes

In November 2021, the Company entered into convertible promissory notes with certain investors in the aggregate principal amount of $1.0 million. In January, February, April, and October 2022, the Company entered into convertible promissory notes with certain investors for an additional $6.5 million of aggregate principal amount (together, the "**Convertible Notes**"). The Convertible Notes bore interest at a rate of 7% per annum and were scheduled to mature on December 31, 2022, unless otherwise converted prior to that date. The outstanding principal and any accrued but unpaid interest on the Convertible Notes would automatically convert upon a qualified financing event, as defined, at a price equal to the price per share offered in the qualified financing, less a discount. The applicable discount was initially 20%, but was subsequently amended concurrent with the settlement of the Convertible Notes discussed below to 15% in November 2022.

The Company elected to recognize the Convertible Notes as financial liabilities carried at fair value through profit or loss. Accordingly, upon issuance, the Convertible Notes were recognized at fair value, which was the amount of proceeds received. Subsequently, the Convertible Notes are recognized at fair value as of each statement of financial position date, with changes in fair value recognized through profit or loss.

In November 2022, in conjunction with the issuance of Series B-4 Convertible Preferred Stock, the outstanding principal balance and accrued interest on the Convertible Notes, in the aggregate amount of approximately $7.8 million, was converted into 1,656,227 shares of Series B-4 Convertible Preferred Stock. Upon conversion, the Convertible Notes were derecognized, with a corresponding amount recognized as convertible redeemable preferred shares. No gain or loss was recognized related to the conversion.

During the nine months ended September 30, 2023, the Company issued $0.8 million of additional principal amount of Ospraie Convertible Loans ($0.3 million of which were issued during the three months ended September 30, 2023). The Ospraie Convertible Loans bear interest at a rate of 12% per annum and mature on December 31, 2024. The outstanding principal and any accrued but unpaid interest on the Ospraie Convertible Loans will automatically convert upon a qualified financing event, as defined, at a price equal to the lesser of (a) price per share offered in the qualified financing, less a discount, and (b) a price per share commensurate with an equity value of Freight Farms of $90 million. The applicable discount is 50% with respect to a qualified financing event. In addition, upon the occurrence of a SPAC transaction, as defined, the outstanding principal and any accrued but unpaid interest on the Ospraie Convertible Loans will automatically convert into Freight Farms Common Shares at a price equal to the value of the consideration per share payable with respect to a Freight Farms Common Share upon the consummation of such SPAC transaction, less a discount. The applicable discount is 50% with respect to a SPAC transaction. The Merger will be deemed a SPAC transaction and, accordingly, all outstanding principal and any accrued but unpaid interest on the Ospraie Convertible Loans will automatically convert into Freight Farms Common Shares immediately prior to the Effective Time.

Measurement of fair value

The Sponsor Convertible Loan, Convertible Notes, and Ospraie Convertible Loans (together, the "**Convertible Debt**") are measured at fair value on a recurring basis using Level 3 measurement inputs. The Convertible Debt is measured at fair value using a combination of a discounted cash flow model and a Black Scholes option pricing model, which contain significant unobservable inputs. The following table shows the valuation techniques used in measuring the fair value of the Convertible Debt at various dates throughout the year ended December 31, 2022, and nine months ended September 30, 2023.

	Assumption range	
Significant inputs	**Nine months ended September 30, 2023**	**Year ended December 31, 2022**
Discount rate	16.9% - 56.8%	20.7% - 46.1%
Probability of SPAC transaction	0% - 50%	—
Probability of conversion	5% - 50%	50% - 80%
Probability of repayment at maturity	25%	20% - 50%
Probability of default	20% - 25%	—
Volatility	6.6% - 40%	49.4% - 77.7%
Dividend yield	0%	0%

The significant assumptions used in the valuation of the Convertible Debt instruments are not interrelated, with the exception of the probability of a SPAC transaction, probability of conversion, probability of repayment, and probability of default, which are all inversely related (i.e., changing one probability will result in an opposite change to one or more of the other probabilities). Changes to the significant unobservable inputs used in the determination of fair value of the Convertible Debt instruments could result in significant differences in the calculation of fair value. For example, as of September 30, 2023, a reasonably possible increase or decrease of 10% in the probability of a SPAC transaction (and corresponding opposite increase or decrease in the probability of repayment at maturity) would change the fair value of the Convertible Notes by approximately $0.2 million. Alternatively, a reasonably possible increase of 10% in the discount rate would decrease the fair value of the Convertible Debt instruments by approximately $0.2 million as of September 30, 2023.

Reconciliation of Level 3 Fair Values

The following table shows a reconciliation from the opening balances to the closing balances for the carrying value of the Convertible Notes.

USD in thousands	**Carrying Value**
Balance at December 31, 2021	**$ 1,000**
Newly issued convertible notes	5,500
Accrued interest	**152**
Net change in fair value	430
Balance at September 30, 2022	**7,082**

USD in thousands	Carrying Value
Newly issued convertible notes	1,000
Accrued interest	182
Net change in fair value	961
Convertible notes settled	(9,225)
Balance at December 31, 2022	—
Newly issued convertible notes	4,750
Net change in fair value	280
Balance at September 30, 2023	**$ 5,030**

As noted above, concurrent with the settlement of the Convertible Notes in November 2022, the discount used to determine the conversion ratio was adjusted from 20% to 15% at the agreement of both parties. Accordingly, included in the net change in fair value during the period between September 30, 2022 and December 31, 2022 is approximately $0.6 million of income related to the change in the discount rate. Net changes in fair value as a result of remeasurement each period is recognized as a component of other expense in the profit or loss.

Contractual Obligations

The Company has contractual obligations to make future payments, including debt agreements and lease agreements from third parties and related parties.

The following table summarizes such obligations as of September 30, 2023:

USD in thousands		Payments due by Period			
Contractual Obligations as of September 30, 2023	Total	Less than 1 Year	1-3 years	4-5 years	After 5 years
Line of Credit	$ 2,253	$ 2,253	$ —	$ —	$ —
Convertible Debt	4,750	4,000	750	—	—
Lease Payments	3,478	514	1,077	1,142	745

In addition to the above, the Company has purchasing obligations with a contract manufacturer to manufacture 162 farms between October 1, 2023, to September 30, 2024, and an additional 60 farms between October 1, 2024, to December 31, 2024. If these volumes are not met the Company is able to roll-over balance volumes to 2025. The pricing for these farms has not yet been negotiated but is expected to be approximately $4.9 million between October 1, 2024, to September 30, 2024, and $1.8 million between October 1, 2024, to December 31, 2024.

Transactions with Related Parties

In November 2022, in conjunction with the issuance of Series B-4 Convertible Preferred Stock, the outstanding principal balance and accrued interest on certain convertible notes was converted into 1,656,227 shares of Series B-4 Convertible Preferred Stock.

All of the 1,656,227 shares of Series B-4 Convertible Preferred Stock issued upon conversion of the Convertible Notes were held by existing shareholders of the Company.

The Sponsor Convertible Loans may be considered a related party transaction following the completion of the Transaction.

The following table shows executive compensation for the nine (9) month period ended September 2023, and each of the years ended December 2022, December 2021, and December 2020.

	September 2023		2022		2021			2020	
USD in thousands	Salary & Bonus	Share-based compensation	Salary & Bonus	Share-based compensation	Salary & Bonus	Separation Pay	Share-based compensation	Salary & Bonus	Share-based compensation
President						92		220	
CEO	265	13	316	45	280		121	233	68
COO	149		256		220			209	
CFO	216	13	215	36					
CTO	225	5	258	16	185		38		

CMO	168		188		205		40		
Total	1,023	31	1,233	97	890	92	199	662	68

Off-Balance Sheet Arrangements

During the periods presented, the Company did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities, which were established for the purpose of facilitating off-balance sheet arrangements.

There is currently no known possibility for a future arrangement.

Critical Accounting Policies and Estimates

The Company's financial statements that are included elsewhere in the prospectus have been prepared in conformity with IFRS using the significant accounting policies and measurement bases that are in effect as of each respective statement of financial position date, as summarized below with respect to areas requiring the most significant estimates and judgements. These were used throughout all periods presented in the financial statements.

Revenue

The Company applies IFRS 15, *Revenue from Contracts with Customers* to its contracts with customers. Revenue is recognized when control of the goods and services provided is transferred to the Company's customers and in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods and services. The transaction price is allocated to performance obligations in a contract based on the estimated stand-alone selling price of each good or service, which involves a combination of stand-alone sales transactions, the estimated cost plus a reasonable margin approach, and the residual approach. Judgement is required to identify distinct performance obligations and allocate the transaction price to these performance obligations.

The Company elected the practical expedient under IFRS 15 to expense costs as incurred, related to costs to obtain a contract with a term of less than 12 months. Due to the short-term nature of the Company's contracts with its customers, all of the Company's costs to obtain contracts meet the requirements to be expensed as incurred. Costs incurred to fulfill a contract prior to contract execution, including start-up costs and general and administrative expenses, are expensed as incurred. The Company presents sales taxes assessed on revenue-producing transactions on a net basis. A typical customer contract may comprise one or more of the following significant performance obligations:

- **Greenery hydroponic container farm.** The farm is the main product transferred in a customer contract. The farm itself is not customizable – that is, it is always manufactured to the same dimensions and specifications. However, the exterior of the farm can be configured in a variety of ways depending on the customer's needs. The Company recognizes revenue from the portion of the contract allocated to this performance obligation upon delivery of the farm to the customer.

- **Farmhand - app.** The farmhand app can be used to monitor farm performance and modify humidity, light, water and many other settings locally or remotely. The app allows users to automate tasks and analyze growing data. The Company recognizes revenue from the portion of the transaction price allocated to this performance obligation on a straight-line basis over the one-year term of the app license.

- **Farmhand Shop**. Customers can purchase substrates, nutrients, replacement equipment, and other consumables from the Farmhand Shop. The Company recognizes revenue from the portion of the transaction price allocated to this performance obligation upon delivery. The Company recognizes revenue from subsequent purchases by the customer upon delivery of products.

The Company invoices its customers as required by the contract. The timing of revenue recognition, billings, and cash collections results in billed accounts receivable and customer advances and deposits (deferred revenue) on the statements of financial position. The Company receives deposits from customers upon contract execution and dates designated within the contract. The Company's customer contracts state the terms of sale, including the description, quantity, and price of the product or service purchased. Payment terms can vary by contract, but the period between invoicing and when payment is due is not significant.

All executed customer contracts are non-cancellable, therefore the full amount due under the contract is recognized as trade receivables and deferred revenue. The Company includes a provision for estimated contracts that will not convert to revenue based on historical trends. The provision is included against both trade receivables and deferred revenue in equal amounts.

Estimated Useful Lives and Depreciation of Property and Equipment

Depreciation of property, plant and equipment is dependent upon estimates of useful lives which are determined through the exercise of judgement. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that consider factors such as economic and market conditions and the useful lives of assets.

Leased Assets

Identification of Leases

For any new contracts, the Company considers whether a contract is, or contains a lease. A lease is defined as "a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration". To apply this definition, the Company assesses whether the contract meets three key evaluations:

- Whether the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;

- Whether the Company has the right to obtain substantially all the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and

- Whether the Company has the right to direct the use of the identified asset throughout the period of use.

Measurement and Recognition of Leases as a Lessee

At the lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. The incremental borrowing rate is the estimated rate that the Company would have to pay to borrow the same amount over a similar term and with similar security to obtain an asset of equivalent value. This rate is adjusted should the lessee entity have a different risk profile to that of the Company.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee, and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in-substance fixed payments.

Inventories

Inventory, consisting primarily of cargo container farms and related raw materials, is stated at the lower of cost or net realizable value, which represents the estimated selling price in the ordinary course of business, less the reasonably predictable cost of completion, disposal, and transportation. Cost is determined using the first in, first out cost method for raw materials. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value.

Obsolete and/or slow-moving inventories are written down on the basis of their estimated possibility of use or future realizable value, through an accrual to the specific allowance adjusting the value of inventories. The amount is reinstated if, in subsequent years, the reasons for the write-down no longer exist.

Share-Based Compensation

Share-based compensation expense is recorded for awards issued to employees and non-employees using the fair value method with a corresponding increase in capital reserve. Share-based compensation awards are measured at the grant date fair value with compensation expense recognized on a graded vesting basis over the requisite vesting period of the award.

At the end of each reporting period, the Company revises its estimates of the number of awards that are expected to vest based on service vesting conditions. The Company recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. When the options are exercised, the Company transfers shares to the option holder and the grant date fair value and proceeds of exercise are credited to share capital.

The fair value of the equity-classified stock options is determined at the date of grant using the Black-Scholes option pricing model. Assumptions are made and judgements are used in applying valuation techniques. Such judgements and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates. For options valued using the Black-Scholes option pricing model, these assumptions and judgements include estimating the expected volatility of the underlying share price, risk-free interest rate, expected dividend yield, expected term, future employee turnover rates and future employee stock option exercise behaviors.

Convertible Notes and Ospraie Convertible Loans ("Freight Farms Notes")

The Company has elected to recognize its Freight Farms Notes as fair value through profit or loss. Freight Farms Notes classified as financial liabilities through profit or loss are carried initially and subsequently at their fair value, with changes in fair value recognized in profit or loss. Any directly attributable transaction costs incurred upon issuing such instruments are recognized in profit or loss. The Freight Farms Notes are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

Provisions

Provisions for product warranties, legal disputes, onerous contracts, or other claims are recognized when the Company has a present legal or constructive obligation as a result of a past event. It is probable that an outflow of economic resources will be required from the Company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. Restructuring provisions are recognized only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognized for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are several similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values where the time value of money is material. Any reimbursement that the Company can be virtually certain to collect from a third-party with respect to the obligation is recognized as a separate asset. However, this asset may not exceed the amount of the related provision. In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized.

First Time Adoption of IFRS

The Company adopted IFRS as of January 1, 2020. Accordingly, the Company's financial statements comply with IFRS for the periods ended December 31, 2022, December 31, 2021, December 31, 2020, as well as the interim period ended September 30, 2023.

The following adjustments were made by the Company when transitioning to IFRS from GAAP.

Exceptions Applied

IFRS 1 requires first-time adopters to apply certain exceptions, the following of which are applicable to the Company:

- Derecognition requirements of IFRS 9 were applied prospectively for transactions occurring on or after January 1, 2020;

- Classification and measurement of financial instruments under IFRS 9 was applied on the basis of facts and circumstances that existed as of January 1, 2020;

- The impairment requirements of IFRS 9 were applied retrospectively to financial assets; and

- Embedded derivatives were assessed for separation from the host contract as of the later of the date the Company first became a party to the contract and the date a reassessment was required.

Exemptions Applied

IFRS 1 allows first-time adopters certain exemptions from the retrospective application of certain requirements under IFRS. The following exemptions have been applied:

- Exemption under IFRS 2, *Share-based payment*, which allows an entity to not apply IFRS 2 to equity-settled share-based payments that vested before the date of transition to IFRS;

- Exemption under IFRS 16, *Leases*, which allows an entity to measure a lease liability at the date of transition to IFRS and recognize the related lease asset at an amount equal to the lease liability; and

- Exemption under International Accounting Standards 32, *Financial Instruments: Presentation*, which allows an entity to ignore the split accounting for liability and equity components if the liability component is no longer outstanding as of the date of transition to IFRS.

Effect of Transition to IFRS

The impact of the transition to IFRS on the financial statements is described in detail below. U.S. GAAP figures presented below are based on the Company's previously issued financial statements for the respective period.

Reconciliation of total equity *USD in thousands*	**January 1, 2020**	**December 31, 2022**	**Adjustment note**
Total equity (deficit) in accordance with U.S. GAAP	$ (14,559)	$ (31,764)	
Adjustments related to leases	—	(16)	1
Adjustments related to convertible redeemable preferred stock	(41)	(116)	2
Total equity (deficit) in accordance with IFRS	$ (14,600)	$ (31,896)	

Notes to the reconciliation of total equity as of January 1, 2020 and December 31, 2022:

1. IFRS 16 transition guidance requires the recognition of respective assets and liabilities at the later of: (i) the earliest period presented or (ii) the lease commencement date. As such, there were adjustments to general and administrative expenses and finance expenses related to the accounting for leases under IFRS 16. Additionally, leases were classified as either operating leases or finance leases under U.S. GAAP, while under IFRS there is only one classification when the Company is a lessee.

2. IFRS requires the Company's convertible redeemable preferred shares to be classified as liabilities as a result of contingent settlement provisions and measured at amortized cost using the effective interest method. Accordingly, this adjustment represents noncash interest expense related to deferred issuance costs that were recognized using the effective interest method under IFRS. Under U.S. GAAP, the convertible redeemable preferred

stock was recognized as a mezzanine equity and recognized at the net proceeds received, with no subsequent remeasurement.

Reconciliation of net loss and comprehensive loss for the year ended December 31, 2022		
USD in thousands	**Year Ended December 31, 2022**	**Adjustment note**
Net loss and comprehensive loss in accordance with U.S. GAAP	$ (7,232)	
Adjustments related to leases	(5)	1
Adjustments related to convertible redeemable preferred stock	(21)	2
Adjustments related to share-based compensation	(22)	3
Net loss and comprehensive loss in accordance with IFRS	$ (7,280)	

Notes to the reconciliation of net loss and comprehensive loss for the year ended December 31, 2022:

1. IFRS16 transition guidance requires the recognition of respective assets and liabilities at the later of: (i) the earliest period presented or (ii) the lease commencement date. As such, there were adjustments to general and administrative expenses and finance expenses related to the accounting for leases under IFRS16.

2. IFRS requires the Company's convertible redeemable preferred stock to be classified as liabilities as a result of contingent settlement provisions. Under IFRS, financial liabilities are required to be recognized at amortized cost using the effective interest method. Accordingly, this adjustment represents noncash interest expense related to deferred issuance costs that were recognized using the effective interest method under IFRS. Under U.S. GAAP, the convertible redeemable preferred stock was recognized as a mezzanine equity and recognized at the net proceeds received, with no subsequent remeasurement.

3. There is a difference in the recognition of graded vesting share-based compensation awards between U.S. GAAP and IFRS. Therefore, the Company recognized the difference between the straight-line method under U.S. GAAP and accelerated method under IFRS as part of its adoption of IFRS 1.

There were no material adjustments to cash flows as a result of the adoption of IFRS.

Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to various risks in relation to financial instruments. The main types of risks are credit risk and liquidity risk.

Credit Risk

This is the risk that a customer or the counterparty to a financial instrument is unable to meet an obligation, leading to a financial loss. These risks are mainly in relation to cash and cash equivalents, restricted cash, and trade receivables. The Company limits the amount of funds that may be deposited at each financial institution and only deposits funds in reputable financial institutions. The Company believes it is not exposed to any significant losses due to credit risk on cash. The Company has limited trade receivables risk as revenue is not recognized until farms are paid off by customers.

Liquidity Risk

This risk refers to the Company's ability to meet its obligations arising from financial liabilities. The Company's approach to liquidity management is to ensure adequate funds are always available to meet its obligations at the expiry dates.

The Company generally ensures that there is sufficient cash and cash equivalents to cover short-term operating expenses, including those related to financial liabilities. Contingent effects arising from situations that cannot be reasonably forecasted, such as natural disasters, are excluded from the above. The Company has no long-term obligations other than those related to lease liabilities.

As of November 3, 2023 the outstanding shares of the Company are as follows:

Outstanding Shares by Share Class	Number of Shares	Converts into	Price/Share
Common Shares Outstanding	3,339,678	n/a	n/a
Series A Preferred Shares	1,332,746	Common Shares	$ 0.92
Series A2 Preferred Shares	2,419,100	Common Shares	$ 1.54
Series B Preferred Shares	3,543,863	Common Shares	$ 2.19
Series B2 Preferred Shares	3,658,794	Common Shares	$ 3.67
Series B3 Preferred Shares	851,560	Common Shares	$ 4.11
Series B4 Preferred Shares	2,007,026	Common Shares	$ 4.73
Series B5 Preferred Shares	671,247	Common Shares	$ 5.57
Total Common Shares	3,339,678		
Total Preferred Shares	14,484,336		

Controls and Procedures

There were no changes made to the internal controls over the financial reporting that occurred during the period ended September 30, 2023, that have materially affected, or are reasonably likely to materially affect, the Company's control procedures.

Disclosure controls and procedures ("**DC&P**"), as defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**NI 52-109**"), are designed to provide reasonable assurance that information required to be disclosed in the Company's annual filings, interim filings or other reports filed, or submitted by the Company under securities legislation, is recorded, processed, summarized and reported within the time periods specified under securities legislation and includes controls and procedures designed to ensure that information required to be so disclosed is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding such required disclosure.

Internal controls over financial reporting ("**ICFR**"), as defined in NI 52-109, includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets;

- Are designed to provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made in accordance with authorizations of management and directors of the Company; and

- Are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

NI 52-109 requires that the Company disclose in its MD&A any material weaknesses in its internal controls over financial reporting and/or any changes in its internal controls over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. The Company confirms that no material weaknesses or any such changes were identified in the Company's internal controls over financial reporting during the period ended September 30, 2023.

It should be noted that while the Company's officers believe that the Company's controls provide a reasonable level of assurance with regard to their effectiveness, they do not expect that the DC&P and ICFR will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, but not absolute, assurance that the objectives of the control system are met.

Additional Information

Additional information about Freight Farms will be available following the Closing Date on SEDAR+ at www.sedarplus.com.

DESCRIPTION OF SHARE CAPITAL

The following is a summary of the rights, privileges, restrictions and conditions attaching to the Common Shares and Proportionate Voting Shares after giving effect to the Transaction. Following completion of the Transaction, the authorized capital of New Freight Farms will consist of an unlimited number of Common Shares, Proportionate Voting Shares, Class A Restricted Voting Shares, and Class B Shares, all without par value.

Agrinam has been granted by the Agrinam Securities Authorities an exemption from section 12.3 of NI 41-101 relating to restricted securities. Agrinam also applied for and has been granted exemptive relief from the requirements under Part 3 of OSC Rule 56-501 – Restricted Shares. The relief was granted pursuant to an order dated February 1, 2023. See "*Exemptive Relief*".

Agrinam received the exemptive relief to address the dual-class share structure of the Common Shares and Proportionate Voting Shares, as the Common Shares otherwise fall within the definition of restricted securities. Given that the two classes of shares are substantially the same, with the exception of the proportionate voting rights in the Proportionate Voting Shares, the exemptive relief was granted from the requirements of NI 41-101 and OSC Rule 56-501 relating to the Common Shares and Proportionate Voting Shares. See "*Exemptive Relief*".

Authorized Share Capital Upon Completion of the Transaction

Upon completion of the Transaction, New Freight Farms authorized share capital will consist of: (a) an unlimited number of Common Shares, (b) an unlimited number of Proportionate Voting Shares, (c) an unlimited number of Class A Restricted Voting Shares, and (d) an unlimited number of Class B Shares. After giving effect to the Transaction, the automatic conversion of Class A Restricted Voting Shares into Common Shares, and the automatic conversion of the Class B Shares into Proportionate Voting Shares, but without giving effect to any share issuance in connection therewith and assuming no additional redemptions of the Class A Restricted Voting Shares or PIPE Financing in connection with the Transaction and excluding shares subject to forfeiture, the following securities are expected to be issued and outstanding: no Class A Restricted Voting Shares, no Class B Shares, 10,183,563 Common Shares,[37] 34,500 Proportionate Voting Shares (which convert into Common Shares on a 1:100 basis),[38] 22,510,000 Warrants, 13,800,000 Rights, 4,674 Substitute Agrinam Warrants,[39] and 420,145 options to acquire Common Shares.[40] Following closing of the Transaction, in accordance with the New Freight Farms Articles, New Freight Farms will not issue additional Class A Restricted Voting Shares or Class B Shares.

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[37] This represents (a) the conversion of the issued and outstanding Class A Restricted Voting Shares, (b) the conversion of the Sponsor Convertible Loans in accordance with their terms at the Effective Time but assuming no additional accrued and unpaid interest at the time of conversion, and (c) the issuance of the Share Consideration to Freight Farms Shareholders in accordance with the Freight Farms Allocation Schedule. This calculation does not include (a) the issuance of any Seller Earnout Shares, (b) the exercise of any Warrants, (c) the conversion of any Rights, (d) the conversion of any Proportionate Voting Shares, (e) the exercise of any Substitute Agrinam Warrants, or (f) the exercise of any options to acquire Common Shares issued to the holders of Freight Farms Options. As noted above, this also assumes there are no additional redemptions of the Class A Restricted Voting Shares and no PIPE Financing.

[38] This represents the issued and outstanding Proportionate Voting Shares upon closing of the Transaction. However, 10,350 Proportionate Voting Shares will vest in accordance with the Business Combination Agreement and in the event they do not vest, are subject to an automatic repurchase by New Freight Farms whereby the total aggregate consideration payable by New Freight Farms to each Founder for any such repurchase shall be $1.00. See "*Corporate Structure – Business Combination Agreement – Founder Earnout*".

[39] This represents the conversion of the issued and outstanding Freight Farms Warrants and assumes that no Freight Farms Warrants are exercised prior to the Effective Time.

[40] This represents the conversion of the Freight Farms Options in accordance with the Business Combination Agreement and is calculated based on the number of Freight Farms Options issued and outstanding as of the date of the Business Combination Agreement.

The following is a summary of certain of the rights, privileges, restrictions and conditions attaching to the Common Shares, Proportionate Voting Shares, Warrants, and Rights. Generally, the Common Shares and Proportionate Voting Shares (together, the "**New Freight Farms Shares**") have the same rights, are equal in all respects and are treated by New Freight Farms as if they were shares of one class only.

Following completion of the Transaction, pursuant to the Agrinam Articles, no further Class A Restricted Voting Shares or Class B Shares may be issued. A summary of the rights, privileges, restrictions and conditions attaching to Class A Restricted Voting Shares and Class B Shares is contained in the Final Prospectus, which has been filed on SEDAR+ at www.sedarplus.com. For a complete description of the authorized securities of Agrinam as of the date hereof, please refer to the Agrinam Articles, which have also been filed on SEDAR+ at www.sedarplus.ca. For further details on the Transaction, see "*Corporate Structure – Business Combination Agreement*".

Common Shares

Pursuant to the Agrinam Articles, no Common Shares may be issued prior to the closing of a qualifying acquisition, except in connection with such closing.

The holders of the Common Shares, together with the holders of the Proportionate Voting Shares, shall be entitled to receive notice of, and to attend and vote at all meetings of, the shareholders of New Freight Farms (except where solely the holders of one or more other specified classes of shares (other than the Common Shares and the Proportionate Voting Shares) shall be entitled to vote at a meeting, in which case, only such holders shall be entitled to receive notice of, and attend and vote at, such meeting). Each Common Share shall confer the right to one vote.

Following the closing of the Transaction, the holders of the Common Shares (including those into which any remaining Class A Restricted Voting Shares have been converted) together with the holders of the Proportionate Voting Shares will also be entitled to receive any dividends on an equal per share basis if, as and when declared by the New Freight Farms Board, except that each Proportionate Voting Share shall be entitled to 100 times the amount paid or distributed per Common Share (including by way of share dividends, which holders of Proportionate Voting Shares will receive in Proportionate Voting Shares, unless otherwise determined by the New Freight Farms Board) and each fraction of a Proportionate Voting Share will be entitled to the applicable fraction thereof. See "*Dividend Policy*".

Subject to applicable law, in the event of the liquidation, winding-up, or dissolution of New Freight Farms, whether voluntary or involuntary, the holders of the Common Shares together with the holders of the Proportionate Voting Shares shall be entitled to receive the remaining property of New Freight Farms on a pro rata basis, except that each Proportionate Voting Share will be entitled to 100 times the amount distributed per Common Share (and each fraction of a Proportionate Voting Share will be entitled to the amount calculated by multiplying the fraction by the amount otherwise payable in respect of a whole Proportionate Voting Share).

A holder of Common Shares may at any time, at the option of the holder and with the consent of New Freight Farms, convert such Common Shares into Proportionate Voting Shares on the basis of 100 Common Shares for one Proportionate Voting Share.

Proportionate Voting Shares

Generally, the Common Shares and the Proportionate Voting Shares will have the same rights, will be equal in all respects, subject to the entitlement of the Proportionate Voting Shares to receive 100 times the amount paid or distributed per Common Share in the case of dividends or a liquidation of New Freight Farms. No Common Shares or Proportionate Voting Shares will be issued prior to the closing of a qualifying acquisition.

Conversion Rights and Transfers

Issued and outstanding Proportionate Voting Shares, including fractions thereof, may at any time, subject to the FPI Condition (defined below), at the option of the holder, be converted into Common Shares at a ratio of 100 Common Shares per Proportionate Voting Share, with fractional Proportionate Voting Shares convertible into Common Shares at the same ratio. Further, the New Freight Farms Board may determine in the future that it is no longer advisable to maintain the Proportionate Voting Shares as a separate class of shares and may cause all of the issued and outstanding Proportionate Voting Shares to be converted into Common Shares at a ratio of 100 Common Shares per Proportionate Voting Share with fractional Proportionate Voting Shares convertible into Common Shares at the same ratio and the New Freight Farms Board shall not be entitled to issue any more Proportionate Voting Shares under the New Freight

Farms Articles thereafter. The Proportionate Voting Shares are not transferrable without approval of the New Freight Farms Board, except to Permitted Holders and in compliance with applicable securities laws.

Conversion Conditions

The right of the Proportionate Voting Shares to convert into Common Shares will be subject to certain conditions in order to maintain New Freight Farms' status as a "foreign private issuer" under U.S. securities laws. Unless otherwise waived by the New Freight Farms Board, if New Freight Farms remains a "foreign private issuer", the right to convert the Proportionate Voting Shares is subject to the condition that the aggregate number of Common Shares and Proportionate Voting Shares (calculated as a single class) held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the United States *Securities Exchange Act of 1934*, as amended (the "**Exchange Act**")) may not exceed 40% of the aggregate number of Common Shares and Proportionate Voting Shares issued and outstanding after giving effect to such conversions (calculated as a single class) (the "**FPI Condition**").

A holder of Common Shares may at any time, at the option of the holder and with the consent of New Freight Farms, convert such Common Shares into Proportionate Voting Shares on the basis of 100 Common Shares for one Proportionate Voting Share.

No fractional Common Shares will be issued on any conversion of any Proportionate Voting Shares and any fractional Common Shares will be rounded down to the nearest whole number. For the purposes of the foregoing:

"**affiliate**" means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with such specified Person.

"**Permitted Holders**" means (a) the initial holders of Proportionate Voting Shares, as applicable, on closing of a qualifying acquisition; (b) holders of Common Shares who have elected to convert such shares into Proportionate Voting Shares following the closing of a qualifying acquisition; and (c) any affiliate or Person controlled, directly or indirectly, by one or more of the Persons referred to in clauses (a) and (b) above.

"**Person**" means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company. A Person is "controlled" by another Person or other Persons if: (a) in the case of a company or other body corporate wherever or however incorporated: (i) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (ii) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (b) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

Voting Rights

All holders of Proportionate Voting Shares and Common Shares will be entitled to receive notice of any meeting of shareholders of New Freight Farms, and to attend, vote and speak at such meetings, except those meetings at which only holders of a specific class of shares are entitled to vote separately as a class under the BCBCA. A quorum for the transaction of business at a meeting of shareholders is one Person who is, or who represents by proxy, shareholders who, in the aggregate, hold at least 25% of the issued shares entitled to be voted at the meeting.

On all matters upon which holders of Proportionate Voting Shares and Common Shares are entitled to vote:

- each Common Share is entitled to one vote per Common Share; and
- each Proportionate Voting Share is entitled to 100 votes per Proportionate Voting Share, and each fraction of a Proportionate Voting Share is entitled to the number of votes calculated by multiplying the fraction by 100.

The number of votes represented by fractional Proportionate Voting Shares will be rounded down to the nearest whole number. Unless a different majority is required by law or the New Freight Farms Articles, resolutions to be approved by holders of Common Shares and Proportionate Voting Shares require approval by a simple majority of the total number of votes of all Common Shares and Proportionate Voting Shares cast at a meeting of shareholders at which a quorum is present based on the voting entitlements of each class of shares described above.

Dividend Rights

Holders of Common Shares and Proportionate Voting Shares are entitled to receive dividends out of the assets available for the payment or distribution of dividends at such times and in such amount and form as the New Freight Farms Board may from time to time determine on the following basis, and otherwise without preference or distinction among or between the Common Shares and Proportionate Voting Shares: each Proportionate Voting Share will be entitled to 100 times the amount paid or distributed per Common Share (including by way of share dividends, which holders of Proportionate Voting Shares will receive in Proportionate Voting Shares, unless otherwise determined by the New Freight Farms Board) and each fraction of a Proportionate Voting Share will be entitled to the applicable fraction thereof. See "*Conversion Rights and Transfers*" above.

Liquidation Rights

In the event of the liquidation, dissolution, or winding-up of New Freight Farms or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of Common Shares and Proportionate Voting Shares will be entitled to receive all of New Freight Farms' assets remaining after payment of all debts and other liabilities on the basis that each Proportionate Voting Share will be entitled to 100 times the amount distributed per Common Share (and each fraction of a Proportionate Voting Share will be entitled to the amount calculated by multiplying the fraction by the amount otherwise payable in respect of a whole Proportionate Voting Share), and otherwise without preference or distinction among or between the shares. See "*Conversion Rights and Transfers*" above.

Pre-emptive and Redemption Rights

Holders of Common Shares and Proportionate Voting Shares will not have any pre-emptive or redemption rights.

Subdivision or Consolidation

No subdivision or consolidation of any class of Common Shares or Proportionate Voting Shares may be carried out unless, at the same time, the Common Shares and Proportionate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis, so as to preserve the relative rights of the holders of each class of shares.

Certain Amendments

In addition to any other voting right or power to which the holders of Common Shares and Proportionate Voting Shares shall be entitled by law or regulation or other provisions of the New Freight Farms Articles from time to time in effect, but subject to the provisions of the New Freight Farms Articles, holders of Common Shares and Proportionate Voting Shares shall each be entitled to vote separately as a class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment of the New Freight Farms Articles which would adversely affect the rights or special rights of the holders of Common Shares or Proportionate Voting Shares, or which would affect the rights of the holders of the Common Shares and the holders of Proportionate Voting Shares differently, including an amendment to the terms of the New Freight Farms Articles that provide that any Proportionate Voting Shares sold or transferred to a Person that is not a Permitted Holder shall be automatically converted into Common Shares.

Holders of Common Shares and Proportionate Voting Shares will be treated equally and identically, on a per share basis, in certain change of control transactions that require approval of shareholders under the BCBCA, subject to the holders of the Proportionate Voting Shares being entitled to 100 votes per Proportionate Voting Share, unless different treatment of the shares of each such Class is otherwise approved by a majority of the votes cast by the holders of the Common Shares and Proportionate Voting Shares, each voting separately as a class.

Issuance of Additional Proportionate Voting Shares

New Freight Farms may issue additional Proportionate Voting Shares upon the approval of the New Freight Farms Board, including in connection with any conversions of Common Shares into Proportionate Voting Shares following the closing of a qualifying acquisition. Approval is not required in connection with a subdivision or consolidation on a pro rata basis as between the Common Shares and the Proportionate Voting Shares.

Take-Over Bid Protection

If an offer is being made for Proportionate Voting Shares (a "**PVS Offer**") where: (a) by reason of applicable securities legislation or stock exchange requirements, the offer must be made to all holders of the class of Proportionate Voting Shares; and (b) no equivalent offer is made for the Common Shares, the holders of Common Shares have the right, pursuant to the New Freight Farms Articles, at their option, to convert their Common Shares into Proportionate Voting Shares for the purpose of allowing the holders of the Common Shares to tender to such PVS Offer, provided that such conversion into Proportionate Voting Shares will be solely for the purpose of tendering the Proportionate Voting Shares to the PVS Offer in question and that any Proportionate Voting Shares that are tendered to the PVS Offer but that are not, for any reason, taken up and paid for by the offeror will automatically be reconverted into the Common Shares that existed prior to such conversion.

In the event that holders of Common Shares are entitled to convert their Common Shares into Proportionate Voting Shares in connection with a PVS Offer pursuant to (b) above, holders of an aggregate of Common Shares of less than 100 (an "**Odd Lot**") will be entitled to convert all but not less than all of such Odd Lot of Common Shares into an applicable fraction of one Proportionate Voting Share, provided that such conversion into a fractional Proportionate Voting Share will be solely for the purpose of tendering the fractional Proportionate Voting Share to the PVS Offer in question and that any fraction of a Proportionate Voting Share that is tendered to the PVS Offer but that is not, for any reason, taken up and paid for by the offeror will automatically be reconverted into the Common Shares that existed prior to such conversion.

Advance Notice Provisions

New Freight Farms is expected to have certain advance notice provisions with respect to the election of its directors in the New Freight Articles (the "**Advance Notice Provisions**"). The Advance Notice Provisions are intended to: (a) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings; (b) ensure that all shareholders receive adequate notice of director nominations to the New Freight Farms Board and sufficient information with respect to all nominees; and (c) allow shareholders to register an informed vote. Only persons who are nominated by shareholders in accordance with the Advance Notice Provisions will be eligible for election as directors at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors.

Under the Advance Notice Provisions, a shareholder wishing to nominate a director would be required to provide New Freight Farms with a notice, in the prescribed form, within the prescribed time periods. These time periods include, (a) in the case of an annual meeting of shareholders (including annual and special meetings), not fewer than 30 days prior to the date of the annual meeting of shareholders; provided, that if the first public announcement of the date (the "**Notice Date**") of the annual meeting of shareholders is less than 50 days before the meeting date, not later than the close of business on the 15th day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes electing directors, not later than the close of business on the 15th day following the Notice Date, provided that, in either instance, if notice-and-access (as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*) is used for delivery of proxy related materials in respect of a meeting described above, and the Notice Date in respect of the meeting is not fewer than 50 days prior to the date of the applicable meeting, notice must be received not later than the close of business on the 40th day before the applicable meeting; provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the Notice Date, notice shall be made by the nominating shareholder not later than the close of business on the 10th day following the Notice Date, in the case of an annual meeting, and not later than the close of business on the 15th day following the Notice Date, in the case of a special meeting.

Warrants

There are 22,510,000 Warrants currently outstanding. Each Warrant entitles the registered holder to purchase one Class A Restricted Voting Share (and on or following the closing of a qualifying acquisition, each Warrant would represent the entitlement to purchase one Common Share). The Warrants will become exercisable commencing 65 days after the completion of the Transaction. As the outstanding Class A Restricted Voting Shares will have been automatically converted into Common Shares, each Warrant outstanding will be exercisable for one Common Share, and at no time are the Warrants expected to be exercisable for Class A Restricted Voting Shares. The Warrant

Agreement will provide that the exercise price and number of Common Shares issuable on exercise of the Warrants may be adjusted in certain circumstances, including in the event of a stock dividend, Extraordinary Dividend or a recapitalization, reorganization, merger or consolidation. The Warrants will not, however, be adjusted for issuances of Common Shares, as applicable, at a price below their exercise price. The Warrants will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of the Transaction or may expire earlier upon our Winding-Up or if the expiry date is accelerated.

Once the Warrants become exercisable, the expiry date of the outstanding Warrants may be accelerated (excluding the Funding Warrants, but only to the extent still held by the Founders at the date of public announcement of such acceleration and not transferred prior to the accelerated expiry date, due to the anticipated knowledge by such persons of material undisclosed information which could prohibit such transactions in accordance with applicable securities laws) by providing 30 days' notice, if and only if, the closing price of the Common Shares on the Exchange equals or exceeds $18.00 per Common Share (as adjusted for, among other things, stock splits or combinations, stock dividends, Extraordinary Dividends, reorganizations, recapitalizations or other similar corporate actions) for any 20 trading days within a 30-trading day period commencing any time after the Warrants become exercisable in which case the expiry date shall be the date which is 30 days following the date on which such notice is provided.

The right to exercise will be forfeited unless the Warrants are exercised prior to the date specified in the notice of acceleration of the expiry date. On and after the acceleration of the expiry date, a record holder of a Warrant which has expired will have no further rights.

Pursuant to the Warrant Indenture, there is an option to elect, by providing notice at or prior to the Transaction, to allow the Warrants to be exercised on a cashless basis at the option of the registered holder. Upon exercise of any Warrants on a cashless basis, the holder thereof would receive the number of Common Shares equivalent to the quotient obtained by multiplying (a) the number of Common Shares for which the Warrants would be exercised by (b) the difference, if positive, between (i) the volume weighted average price of the Common Shares for the five trading days immediately prior to (but not including) the date of exercise of the Warrants and (ii) the exercise price, and dividing such product by the volume weighted average price for the five trading days immediately prior to (but not including) the date of exercise. As of the date of this prospectus, Agrinam has not elected to allow the Warrants to be exercised on a cashless basis.

Warrants may be exercised only for a whole number of shares. No fractional shares will be issued upon exercise of the Warrants. If, upon exercise of the Warrants, a holder would be entitled to receive a fractional interest in a share, we will, upon exercise, round down to the nearest whole number of shares to be issued to the Warrant holder.

The exercise of the Warrants by any holder in the United States, or that is a U.S. Person, may only be effected in compliance with an exemption from the registration requirements of the U.S. Securities Act and applicable State "blue sky" securities laws.

In no event would the Warrants be entitled to Escrow Account proceeds. The Warrant holders do not have the rights or privileges of holders of shares and any voting rights until they exercise their Warrants and receive corresponding shares. After the issuance of corresponding Common Shares upon exercise of the Warrants, each holder will be entitled to one vote for each Common Share held of record on all matters to be voted on by holders of Common Shares. On the exercise of any Warrant, the Warrant exercise price will be $11.50, subject to adjustments, as described herein.

The Warrant Agent shall, on receipt of a written request of New Freight Farms or holders of not less than 25% of the aggregate number of Warrants then outstanding, convene a meeting of holders of Warrants upon at least 21 calendar days' written notice to holders of Warrants. Every such meeting shall be held in Toronto, Ontario or at such other place as may be approved or determined by the Warrant Agent. A quorum at meetings of holders of Warrants shall be one Person present in person or represented by proxy holding or representing more than 25% of the aggregate number of Warrants then outstanding. From time to time, New Freight Farms and the Warrant Agent, without the consent of the holders of Warrants, may amend or supplement the Warrant Agreement for certain purposes including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Warrants. Any amendment or supplement to the Warrant Agreement that adversely affects the interests of the holders of Warrants may only be made by an "extraordinary resolution", which is defined in the Warrant Agreement as a resolution either (a) passed at a meeting of the holders of Warrants by the affirmative vote of holders of Warrants representing not less than two-thirds of the aggregate number of votes cast in person or by proxy at the meeting, or (b) adopted by an instrument in writing signed by the holders of Warrants representing not less than two-thirds of the aggregate number of the then outstanding Warrants.

Except as provided herein, the Warrants forming the Funding Warrants issued to the Founders will be identical to the IPO Warrants. Each of the Founders (including the Sponsor) agreed pursuant to the Exchange Agreement and Undertaking, not to transfer any of its Funding Warrants until after the closing of a qualifying acquisition, other than transfers required due to the structuring of a qualifying acquisition or unless otherwise permitted by the Exchange.

Freight Farms Warrants

Freight Farms Warrants to acquire 20,388 Freight Farms Common Shares are outstanding as of the date of this prospectus with an exercise price of $1.41 per share and a term of 10 years from the date of issuance. Pursuant to the Business Combination Agreement, the Freight Farms Warrants that are outstanding as of immediately prior to the Effective Time are expected to be converted into warrants to acquire that number of Common Shares specified in the Freight Farms Allocation Schedule and at an adjusted exercise price as specified in the Freight Farms Allocation Schedule (the "**Substitute Agrinam Warrants**"). Other than the adjustments described in the preceding sentence and the Business Combination Agreement, the Substitute Agrinam Warrants will otherwise contain the same terms and conditions as were applicable to the Freight Farms Warrants immediately prior to the Effective Time.

Rights

There are 13,800,000 Rights currently outstanding. Each Right entitles the holder to receive one-tenth (1/10) of a Class A Restricted Voting Share following the closing of a qualifying acquisition (which at such time will represent one-tenth (1/10) of a Common Share).

Rights will only be converted for a whole number of shares. No fractional shares will be issued upon conversion of the Rights. If, upon conversion of the Rights, a holder would be entitled to receive a fractional interest in a share, we will, upon conversion, round down to the nearest whole number of shares to be issued to the Right holder. As a result, holders must hold Rights in multiples of 10 in order to receive Common Shares for all of his, her or its Rights following the closing of a qualifying acquisition.

The Rights will not have any access to, or benefit from, the proceeds in the Escrow Account, and will not possess any redemption or distribution rights. The Rights will expire worthless if we fail to consummate a qualifying acquisition within the Permitted Timeline. Any Right that has not been converted within six months after the completion of a qualifying acquisition shall be null and void.

All Rights are excluded from voting in respect of a qualifying acquisition. Holders of Rights will retain such Rights whether they vote for, against or do not vote any Class A Restricted Voting Shares in respect of a qualifying acquisition and whether or not they redeem all or a portion of such shares.

The Rights Agreement provides that the number of Common Shares issuable on conversion of the Rights may be adjusted in certain circumstances, including in the event of a recapitalization, reorganization, merger or consolidation. The Rights Agreement also provides the mechanism pursuant to which holders of Rights, including beneficial holders of Rights held through CDS, or its nominee, may convert his, her or its Rights following the closing of a qualifying acquisition.

The Right holders do not have the rights or privileges of holders of shares or any voting rights until the Rights are converted following the closing of a qualifying acquisition and such holders receive corresponding Common Shares. After the issuance of the corresponding Common Shares upon conversion of the Rights, each holder is expected to be entitled to one vote for each Common Share held of record on all matters to be voted on by shareholders.

The Rights Agent shall, on receipt of a written request of New Freight Farms or holders of not less than 25% of the aggregate number of Rights then outstanding, convene a meeting of holders of Rights upon at least 21 calendar days' written notice to holders of Rights. Every such meeting shall be held in Toronto, Ontario or at such other place as may be approved or determined by the Rights Agent. A quorum at meetings of holders or Rights shall be one Person present in person or represented by proxy holding or representing more than 25% of the aggregate number of Rights then outstanding.

From time to time, New Freight Farms and the Rights Agent, without the consent of the holders of Rights, may amend or supplement the Rights Agreement for certain purposes including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Rights. Any amendment or supplement to the Rights Agreement that adversely affects the interests of the holders of Rights may only be made by an "extraordinary resolution", which is defined in the Rights Agreement as a resolution either (a) passed at a meeting of the holders of

Rights by the affirmative vote of holders of Rights representing not less than two-thirds of the aggregate number of the then outstanding Rights represented at the meeting and voted on such resolution, or (b) adopted by an instrument in writing signed by the holders of Rights representing not less than two-thirds of the aggregate number of the then outstanding Rights.

EQUITY INCENTIVE PLAN

At the Effective Time, Agrinam will adopt the Incentive Plan to allow for a variety of equity-based awards that is expected to provide different types of incentives to be granted to certain of New Freight Farms' directors, executive officers, employees and/or consultants (including Options, Share Appreciation Rights, Restricted Share Units and certain other share or cash-based awards (each as defined in the Incentive Plan) (collectively, the "**Awards**")). Awards under the Incentive Plan will represent the right to receive Common Shares and/or cash, in accordance with the terms of the Incentive Plan. The Incentive Plan's purpose is to enhance New Freight Farms' ability to attract, retain, and motivate persons who make (or are expected to make) important contributions to New Freight Farms by providing these individuals with equity ownership opportunities and/or equity-linked compensatory opportunities.

As per section 1024 of the Company Manual, the "shareholder approval requirements set out in Parts V and VI of the Manual will not apply to transactions concurrently effected with the qualifying acquisition, provided that they are disclosed in the prospectus for the resulting issuer and shareholder approval is not otherwise required for the qualifying acquisition". As such, New Freight Farms is not seeking shareholder approval for the Incentive Plan at this time.

Approval of the Incentive Plan from the holders of New Freight Farms Shares may be sought at the first shareholder meeting of New Freight Farms held following the Closing Date so New Freight Farms can grant options with favourable tax treatment in the United States.

The Incentive Plan has beeen prepared in accordance with applicable law (including the rules of the Exchange) and will be available after the Effective Time on SEDAR+ at www.sedarplus.com. The following summarizes the material terms of the Incentive Plan.

Eligibility and Administration. The employees, consultants and directors of New Freight Farms and all of its subsidiaries ("**Service Providers**") will be eligible to receive awards under the Incentive Plan. The Incentive Plan will be administered by the New Freight Farms Board or one or more committees or subcommittees of the New Freight Farms Board which may include one or more Company directors or executive officers, to the extent the New Freight Farms Board's day-to-day administration of the Incentive Plan has been delegated to such committee, (collectively, the "**Plan Administrator**"), subject to the limitations imposed under the Incentive Plan, Section 16 of the Exchange Act, and/or stock exchange rules and other applicable laws. The Plan Administrator will have the authority to take all actions and make all determinations under the Incentive Plan, to interpret the Incentive Plan and Award agreements, and to adopt, amend and repeal rules for the administration of the Incentive Plan, subject to the conditions and limitations of the Incentive Plan, as it deems advisable. The Plan Administrator will also have the authority to determine which eligible Service Providers receive Awards, grant Awards, and set the terms and conditions of all Awards under the Incentive Plan, subject to the conditions and limitations in the Incentive Plan. The Plan Administrator may correct defects and ambiguities, supply omissions, and reconcile inconsistencies in the Incentive Plan or any Award agreement as it deems necessary or appropriate to administer the Incentive Plan and any Awards, subject to the conditions and limitations in the Incentive Plan. Subject to applicable laws and any approvals required thereunder, the Plan Administrator's determinations under the Incentive Plan are in its sole discretion and will be final and binding on all persons having or claiming any interest in the Incentive Plan or any Award.

Limitation on Awards and Shares Available. The aggregate number of Common Shares that will be available for issuance under the Incentive Plan and all other Share Compensation Arrangements (as defined in the Incentive Plan) shall not exceed 10% of the number of Common Shares issued and outstanding from time to time (the "**Overall Share Limit**"). A limit of Common Shares to be issued pursuant to the exercise of incentive stock options will be put in place. This Incentive Plan is considered an "evergreen" plan, since (i) any Common Share subject to an Award which has been exercised or settled in cash by a participant or for any reason is cancelled or terminated without having been exercised or settled in Common Shares will again be available for grants under this Incentive Plan, and (ii) the number of Awards available to grant will increase as the number of issued and outstanding Common Shares increases from time to time. The Plan Administrator will from time to time determine the terms, conditions and amounts of all such non-employee director compensation in its discretion and pursuant to the exercise of its business judgment, taking into account such factors, circumstances and considerations as it shall deem relevant from time to time and for greater certainty, the number of Awards granted to non-employee directors under the Incentive Plan and all other Share Compensation Arrangements, shall be limited to a reserve, as a group, of equity awards entitling them to acquire up to 1% of the issued and outstanding Common Shares in aggregate. In addition, the maximum annual equity award value (based on the fair market value at the time of the grant) will be $50,000 per non-employee director.

Awards. The Incentive Plan provides for the grant of Awards. Certain Awards under the Incentive Plan may constitute or provide for payment of "nonqualified deferred compensation" under Section 409A of the Code, which may impose additional requirements on the terms and conditions of such awards. All Awards under the Incentive Plan will be evidenced by an Award agreement, which will detail the terms and conditions of Awards. Awards other than cash awards generally will be settled in Common Shares, but the applicable Award agreement may provide for cash settlement of any Award. A brief description of each award type follows.

- *Options and Share Appreciation Rights*. Options provide for the purchase of Common Shares in the future at an exercise price set on the grant date. Options are made up of both incentive stock options and non-qualified stock options. Incentive stock options, in contrast to non-qualified stock options, may provide tax deferral beyond exercise and favorable capital gains tax treatment to their holders if certain holding period and other requirements of the Code are satisfied. Share Appreciation Rights ("**SAR**") entitle their holder, upon exercise, to receive from New Freight Farms an amount equal to the appreciation of the shares subject to the Award between the grant date and the exercise date. Unless otherwise determined by the New Freight Farms Board, the exercise price of a stock option or SAR may not be less than 100% of the fair market value of the underlying share on the grant date (or 110% in the case of incentive stock options granted to a Greater than 10% Shareholder), except with respect to certain substitute awards granted in connection with a corporate transaction. The term of an option or SAR may not be longer than ten years (or five years in the case of incentive stock options granted to a Greater than 10% Shareholder).

- *Restricted Share Units ("**RSU**")*. An RSU is an unfunded, unsecured right to receive, on the applicable settlement date, one Common Share or an amount in cash or other consideration determined by the Plan Administrator to be of equal value as of such settlement date, subject to certain vesting and forfeiture conditions during the applicable restriction period set forth in the Award agreement. The Plan Administrator may provide that settlement of RSUs will occur upon or as soon as reasonably practicable after the RSUs vest or will instead be deferred, on a mandatory basis or at the Participant's election, in a manner intended to comply with Section 409A of the Code. An RSU holder will not have any rights of a shareholder until the Common Shares are delivered to the participant in settlement of the RSU. The terms and conditions applicable to RSUs will be determined by the Plan Administrator, subject to the conditions and limitations contained in the Incentive Plan.

- *Other Common Share or Cash Based Awards*. Subject to prior Exchange approval, other Common Share or cash-based awards may be granted to participants, including Awards entitling participants to receive Common Shares to be delivered in the future and including annual or other periodic or long-term cash bonus awards (whether based on specified performance criteria or otherwise), in each case subject to any conditions and limitations in the Incentive Plan. Subject to prior Exchange approval, other Common Share or cash-based Awards will also be available as a payment form in the settlement of other Awards, as standalone payments and as payment in lieu of compensation to which a Participant is otherwise entitled. Other share or cash-based Awards may be paid in Common Shares, cash or other property, as the Plan Administrator determines.

Certain transactions. In the event of certain transactions and events, such as dividends or other distributions, reorganizations, mergers, acquisitions, consolidations and other corporate transactions, the Plan Administrator, subject to prior Exchange approval, has broad discretion to act under the Incentive Plan, as well as make adjustments to the terms and conditions of existing and future Awards, to prevent the dilution or enlargement of intended benefits, facilitate a transaction or event or give effect to certain necessary or desirable changes. In addition, in the event of an Equity Restructuring (as defined in the Incentive Plan), the Plan Administrator will make equitable adjustments to the outstanding Awards to reflect the Equity Restructuring. In the event of a Change in Control (as defined in the Incentive Plan), to the extent that the surviving entity declines to continue, convert, assume, or replace outstanding Awards, and the participant has not had a termination of service, then all such Awards will become fully vested and exercisable in connection with the transaction.

Repricing. Subject to applicable law, the Plan Administrator may, without the approval of the shareholders of New Freight Farms, reduce the exercise price per share of outstanding options or SARs or cancel outstanding options or SARs in exchange for cash, other Awards or options, or SARs with an exercise price per share that is less than the exercise price per share of the original options or SARs.

Plan Amendment and Termination. The Plan Administrator may amend, suspend, or terminate the Incentive Plan at any time; provided that no amendment to the Incentive Plan, other than an increase to the Overall Share Limit, may materially and adversely affect any Award outstanding at the time of such amendment without the affected participant's consent. The Plan Administrator may make any amendment to the Incentive Plan without shareholder approval, other than those amendments set out in section 613(i) of the Company Manual or as otherwise required to comply with applicable laws. The Incentive Plan will remain in effect until terminated by the Plan Administrator in accordance with the Incentive Plan. No Awards may be granted under the Incentive Plan during any suspension or after its termination.

Foreign Participants, Claw-back Provisions, Transferability and Participant Payments. The Plan Administrator may modify Awards granted to participants who are foreign nationals or employed outside the United States or establish subplans or procedures under the Incentive Plan to address differences in laws, rules, regulations, or customs of such foreign jurisdictions with respect to tax, securities, currency, employee benefit, or other matters. All Awards will be subject to any New Freight Farms clawback policy as set forth in such clawback policy or the applicable Award agreement. Awards under the Incentive Plan are generally non-transferrable, except by will or the laws of descent and distribution, or, subject to the Plan Administrator's consent, pursuant to a domestic relations order, and are generally exercisable only by the participant. With regard to tax withholding, exercise price, and purchase price obligations arising in connection with Awards under the Incentive Plan, the Plan Administrator may, in its discretion, accept cash or check, Common Shares that meet specified conditions, a "market sell order" or such other consideration as it deems suitable.

SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The following sets out the anticipated number of securities of New Freight Farms that will be subject to a contractual restriction on transfer upon the completion of the Transaction. To the knowledge of Agrinam and Freight Farms, no other securities of New Freight Farms will be held in escrow or will be subject to contractual restrictions on transfer.

Designation of Class	Number of Securities Subject to Contractual Restriction	Percentage of Class
Common Shares	4,365,808(1)(2)	~42.9%(2)
Proportionate Voting Shares (Founder Earnout Shares)	34,500(3)	100%
Funding Warrants	8,710,000(3)	100%

Notes:

(1) The Common Shares will be subject to the Lock-Up Agreements. A description of the Lock-Up Agreements is included under the sub-heading "*Lock-Up Agreements*" below.

(2) The following assumptions are included in this calculation: (a) no additional redemption of Class A Restricted Voting Shares, (b) no PIPE Financing, and (c) there will be a principal amount of $2,000,000 outstanding pursuant to the Ospraie Convertible Loans immediately prior to the Effective Time. The following limitations are included in this calculation: (a) the potential issuance of Seller Earnout Shares are not included, (b) the potential repurchase of Founder Earnout Shares are not included, and (c) the conversion or exercise of any securities convertible or exercisable into Common Shares are not included.

(3) The Proportionate Voting Shares and Funding Warrants are subject to the Transfer Restrictions Agreement and Undertaking. A description of the Transfer Restrictions and Undertaking is included under the sub-heading "*Founder Earnout Shares and Funding Warrants*" below. It is expected that the Founder Earnout Shares will be subject to an escrow agreement with a depository or escrow agent to be determined prior to the Closing Date. The Proportionate Voting Shares may also be subject to an escrow agreement pursuant to the Company Manual as described below.

Founder Earnout Shares and Funding Warrants

As disclosed in the Final Prospectus, Agrinam's Founders purchased an aggregate of 3,450,000 Class B Shares for an aggregate purchase price of $25,000, or approximately $0.007 per Class B Share and 8,710,000 Funding Warrants at an effective offering price of $1.00 per Funding Warrant for an aggregate purchase price of $8,710,000.

The Founders agreed with the Exchange pursuant to the Exchange Agreement and Undertaking not to transfer any of their Class B Shares or Funding Warrants until after the closing of a qualifying acquisition, in each case other than transfers required due to the structuring of a qualifying acquisition or as otherwise permitted by the Exchange. In addition, each of the Founders agreed, pursuant to the Transfer Restrictions Agreement and Undertaking, subject to certain exceptions, not to transfer any of its Class B Shares, including any Proportionate Voting Shares into which they are convertible, and any Common Shares resulting therefrom, until the earliest of: (a) six months following completion of a qualifying acquisition, (b) the date following the closing of a qualifying acquisition on which New Freight Farms completes a liquidation, merger, arrangement, share exchange or other similar transaction that results in all of the holders of Common Shares and Proportionate Voting Shares receiving in exchange for or having the right to exchange their shares of New Freight Farms for cash, securities or other property, and (c) the date on which the closing share price of the Common Shares equals or exceeds $12.00 per share (as adjusted for share splits, share capitalizations, reorganizations, Extraordinary Dividends, reorganizations and recapitalizations and the like) for any 20 trading days within any 30-trading day period at any time commencing 90 days following the closing of a qualifying acquisition, in each case subject to certain exceptions described below.

Pursuant to the Business Combination Agreement, until the Founder Earnout Shares vest and are released from the lock-up restrictions contained in the Transfer Restrictions Agreement and Undertaking, the Founder Earnout Shares, and any interests in the Founder Earnout Shares, may not be transferred, directly or indirectly, and no agreement to engage in such direct or indirect transfer may be entered into except if such transfer is conducted in accordance with the Transfer Restrictions Agreement and Undertaking. See "*Corporate Structure – Business Combination Agreement – Founder Earnout*".

Notwithstanding the foregoing, pursuant to the Transfer Restrictions Agreement and Undertaking, following the completion of a qualifying acquisition, transfers of the Class B Shares (and the Proportionate Voting Shares into which the Class B Shares are convertible) are permitted by the Founders (including the Sponsor) and their permitted transferees: (a) to New Freight Farms' or any of its affiliates' employees, consultants, officers, directors or their family members or controlled entities thereof, or to any affiliate of the Sponsor or to any shareholders or partners of the Sponsor or any of its affiliates; (b) in the case of an individual, by gift or transfer to a member(s) of the individual's immediate family or to a trust, the beneficiary of which is a member of one of the individual's immediate family, an affiliate of such person, or in the case of any person or corporation entity, by gift or transfer to a charitable organization; (c) in the case of an individual, by virtue of laws of descent and distribution upon the death of the individual; (d) in the case of an individual, pursuant to a family law or similar court order; (e) by private sales or transfers made in connection with the consummation of a qualifying acquisition at prices no greater than the price at which the Class B Shares were originally purchased (as adjusted); or (f) in the event New Freight Farms' liquidation, merger, arrangement, share exchange or other similar transaction which results in all of the holders of Common Shares and/or Proportionate Voting Shares receiving in exchange for or having the right to exchange their shares for cash, securities or other property subsequent to the completion of a qualifying acquisition; (g) as a bona fide gift or gifts; (h) to a nominee or custodian (including a broker or depositary), or to a nominee or custodian (including a broker or depositary) of a person or entity to whom a disposition or transfer would be permissible under (a) through (g) above, provided that the beneficiary shall be or continue to be subject to the transfer restrictions provided for under the Transfer Restrictions Agreement and Undertaking; and/or (i) pursuant to an order of a court or regulatory agency; provided, however, that in the case of (a) through (e) and (g) above, these permitted transferees must enter into a written agreement agreeing to be bound by such transfer restrictions. Following completion of a qualifying acquisition, the Class B Shares (including the Proportionate Voting Shares into which the Class B Shares are convertible) may be subject to certain sale or transfer restrictions in accordance with applicable securities laws. Any Class A Restricted Voting Shares purchased by the Founders would not be subject to the restrictions set out in the Exchange Agreement and Undertaking or in the Transfer Restrictions Agreement and Undertaking.

Pursuant to the Company Manual, the Exchange will also require New Freight Farms to deliver an escrow agreement in the form specified by National Policy 46-201 – *Escrow for Initial Public Offerings*. The escrow agreement will establish a release schedule for Proportionate Voting Shares whereby one tenth of the Proportionate Voting Shares will be released on the Closing Date, one third of the remaining Proportionate Voting Shares will be released six months after the Closing Date, one half of the remaining Proportionate Voting Shares will be released twelve months after the Closing Date, and the remaining Proportionate Voting Shares will be released eighteen months after the Closing Date. However, if the market capitalization of New Freight Farms exceeds C$100 million based on the five-day volume-weighted average price following the Closing Date of the Common Shares, the escrow agreement will not apply to New Freight Farms.

Lock-Up Agreements

Certain Freight Farms Shareholders, including Ospraie AG Science, LLC and Spark Capital IV L.P., entered into lock-up agreements with Agrinam (the "**Lock-Up Agreements**") on or around the date of the Business Combination Agreement pursuant to which such persons have agreed, subject to the consummation of the Transaction and certain limited exceptions, to a lock up of the Common Shares to be received by them in connection with the Transaction, until the earliest of: (a) six months following the Closing Date; (b) the date following the Closing Date on which Agrinam completes a liquidation, merger, arrangement, share exchange or other similar transaction that results in all of the holders of Common Shares and Proportionate Voting Shares receiving in exchange for or having the right to exchange their shares of Agrinam for cash, securities or other property; and (c) the date on which the closing share price of the Common Shares equals or exceeds $12.00 per share (as adjusted for share splits, share capitalizations, reorganizations, Extraordinary Dividends, reorganizations and recapitalizations and the like) for any 20 trading days within any 30-trading day period at any time following the Closing Date.

Support Agreement

The Sponsor, Agrinam, and Freight Farms entered into a Support Agreement on October 4, 2023 whereby the Sponsor agreed to certain covenants regarding voting and related matters with respect to its Class B Shares and Class A Restricted Voting Share. Pursuant to the Support Agreement, the Sponsor also agreed not to directly or indirectly sell, transfer, assign, tender, exchange, grant a participation interest in, gift, option, pledge, hypothecate, grant a security interest in, place in trust or otherwise convey, dispose or encumber (each an "**SA Transfer**") or enter into any agreement, understanding, option, or other arrangement with respect to the SA Transfer of any of its Class B Shares or Class A Restricted Voting Share other than pursuant to the Business Combination Agreement. The Support Agreement shall terminate on the earlier of the Effective Time and the time that the Business Combination Agreement is terminated in accordance with its terms.

PRIOR SALES

Agrinam has not issued any shares during the 12-month period before the date of this prospectus.

The Sponsor Convertible Loans were entered into by Freight Farms on August 17, 2023. The principal amount of the Sponsor Convertible Loans, being $4,000,000, plus all accrued and unpaid interest payable thereon will automatically convert into the number of Common Shares equal to the quotient obtained by dividing $4,000,000, plus accrued and unpaid interest, by the $10.30 per share. See "*Corporate Structure – Business Combination Agreement – Principal Steps and Effect of the Transaction*".

The Class A Restricted Voting Units commenced trading on the Exchange on an "if, as and when issued" basis on June 13, 2022 under the symbol "AGRI.V". The Class A Restricted Voting Units initially traded as a unit on the Exchange, but on July 25, 2022, the Class A Restricted Voting Shares, the Warrants, and the Rights commenced trading separately on the Exchange under the symbols "AGRI.U", "AGRI.WT.U" and "AGRI.RT.U", respectively.

The following is the monthly summary of trading in the Class A Restricted Voting Shares on the Exchange for the 12-month period prior to the date of this prospectus:

Month	High price	Low price	Total volume by month (number of Class A Restricted Voting Shares)
February 2023	$9.90	$9.90	28,200
March 2023	$10.00	$9.92	6,900
April 2023	$10.05	$10.05	7,013
May 2023	$10.30	$10.05	9,000
June 2023	$10.25	$10.24	2,600
July 2023	$10.45	$10.25	1,000
August 2023	$10.53	$10.45	10,000
September 2023	$10.64	$10.53	8,600
October 2023	$10.65	$10.47	300

Month	High price	Low price	Total volume by month (number of Class A Restricted Voting Shares)
November 2023	$10.62	$10.62	1
December 2023	$10.85	$10.62	13,126
January 2024	$10.85	$10.85	0
February 1, 2024 – February 7, 2024	$10.85	$10.85	0

The following is the monthly summary of trading in the Warrants on the Exchange for the 12-month period prior to the date of this prospectus:

Month	High price	Low price	Total volume by month (number of Warrants)
February 2023	$0.01	$0.01	0
March 2023	$0.01	$0.01	4,000
April 2023	$0.01	$0.01	0
May 2023	$0.01	$0.01	0
June 2023	$0.03	$0.01	11,000
July 2023	$0.03	$0.03	0
August 2023	$0.03	$0.03	20,000
September 2023	$0.03	$0.015	48,600
October 2023	$0.035	$0.005	4,000
November 2023	$0.005	$0.005	20,000
December 2023	$0.005	$0.005	5,000
January 2024	$0.01	$0.005	112,400
February 1, 2024 – February 7, 2024	$0.005	$0.005	0

The following is the monthly summary of trading in the Rights on the Exchange for the 12-month period prior to the date of this prospectus:

Month	High price	Low price	Total volume by month (number of Rights)
February 2023	$0.04	$0.04	0
March 2023	$0.04	$0.01	3,000

Month	High price	Low price	Total volume by month (number of Rights)
April 2023	$0.04	$0.04	1,000
May 2023	$0.04	$0.04	0
June 2023	$0.04	$0.04	0
July 2023	$0.04	$0.04	0
August 2023	$0.04	$0.04	0
September 2023	$0.04	$0.04	0
October 2023	$0.05	$0.04	2,000
November 2023	$0.05	$0.01	20,000
December 2023	$0.05	$0.01	50,090
January 2024	$0.05	$0.03	290,400
February 1, 2024 – February 7, 2024	$0.04	$0.04	0

OPTIONS TO PURCHASE SECURITIES

Warrants

22,510,000 Warrants were issued as part of the 2022 initial public offering of Agrinam and are outstanding as of the date of this prospectus. See "*Description of Share Capital – Warrants*".

Rights

13,800,000 Rights were issued as part of the 2022 initial public offering of Agrinam and are outstanding as of the date of this prospectus. See "*Description of Share Capital – Rights*".

Freight Farms Options

Freight Farms Options to purchase an aggregate total of 2,179,531 Freight Farms Common Shares are outstanding as of the date of this prospectus with an average exercise price of $1.39. Freight Farms Options generally have a term of ten years from the date of grant. Pursuant to the Business Combination Agreement, each Freight Farms Option that is outstanding immediately prior to the Effective Time is expected to be converted on the same terms and conditions as were applicable under the Freight Farms Share Plan as of the Effective Time into an option to acquire that number of Common Shares specified in the Freight Farms Allocation Schedule and at an adjusted exercise price as specified in the Freight Farms Allocation Schedule. See "*Corporate Structure – Business Combination Agreement – Principal Steps and Effect of the Transaction*".

The following table summarizes information about the Freight Farms Options that are outstanding as at the date of this prospectus:

Optionee(s)	No. of Optionees	Options Outstanding	Exercise Price ($)	Expiry Date
Executive Officers and Former Executive Officers	4	1,017,461	$1.51	10 years from grant date (see "*Executive Compensation and Other Payments*" section for grant dates)
Directors (who are not otherwise Executive Officers) and Former Directors	N/A	N/A	N/A	N/A
Other Current and Former Employees	57	1,128,625	$1.31	10 years from grant date
Consultants	2	33,445	$0.41	10 years from grant date

Freight Farms Warrants

Freight Farms Warrants to acquire 20,388 Freight Farms Common Shares are outstanding as of the date of this prospectus with an exercise price of $1.41 per share and a term of 10 years from the date of issuance. Pursuant to the Business Combination Agreement, the Freight Farms Warrants that are outstanding as of immediately prior to the Effective Time are expected to be converted on the same terms and conditions as were applicable to the Freight Farms Warrants immediately prior to the Effective Time into that number of Substitute Agrinam Warrants specified in the Freight Farms Allocation Schedule and at an adjusted exercise price as specified in the Freight Farms Allocation Schedule. Assuming no Freight Farm Warrants are exercised prior to the Effective Time, the issued and outstanding Freight Farms Warrants are expected to be converted into 4,674 Substitute Agrinam Warrants. See "*Corporate Structure – Business Combination Agreement – Principal Steps and Effect of the Transaction*" and "*Description of Share Capital*."

Sponsor Convertible Loans

The Sponsor Convertible Loans were entered into by Freight Farms on August 17, 2023 and will convert into Common Shares in connection with the Transaction. See "*Prior Sales" and "Corporate Structure – Business Combination Agreement – Related Party Transaction*".

Ospraie Convertible Loans

Ospraie Convertible Loans in the aggregate principal amount of $1,250,000 are outstanding. Ospraie Ag Science, LLC loaned to Freight Farms (a) $500,000 in principal amount of Ospraie Convertible Loans in June 2023, (b) $250,000 in additional principal amount of Ospraie Convertible Loans in September 2023, and (c) $500,000 in additional principal amount of Ospraie Convertible Loans in October 2023. The Ospraie Convertible Loans have an interest rate of 12% per annum and a maturity date of December 31, 2024. Upon the occurrence of a SPAC transaction, as defined, the outstanding principal and any accrued but unpaid interest on the Ospraie Convertible Loans will automatically convert into Freight Farms Common Shares at a price equal to the value of the consideration per share payable with respect to a Freight Farms Common Share upon the consummation of such SPAC transaction, less a discount. The applicable discount is 50% with respect to a SPAC transaction. The Merger will be deemed a SPAC transaction and, accordingly, all outstanding principal and any accrued but unpaid interest on the Ospraie Convertible Loans will automatically convert into Freight Farms Common Shares immediately prior to the Effective Time.

PRINCIPAL SHAREHOLDERS

The following table shows the names of the persons or entities who upon completion of the Transaction and assuming that no additional Class A Restricted Voting Shares are redeemed in connection therewith and there is no PIPE

Financing, will own of record, or who, to our knowledge, will own beneficially, directly or indirectly, more than 10% of the voting rights attached to the Common Shares or the Proportionate Voting Shares.

Name	Number of Securities	Percentage of Outstanding Shares after the Transaction(1)	Type of Ownership
Agrinam Investments, LLC	33,396 Proportionate Voting Shares and one Common Share	~96.8% of the Proportionate Voting Shares(2)	Direct
Ospraie Ag Science, LLC	2,375,695 Common Shares	~22.4% of the Common Shares(3)	Direct
Spark Capital IV, L.P.(4)	1,245,378 Common Shares	~11.7% of the Common Shares(5)	Direct

Notes:

(1) This represents (a) the conversion of the issued and outstanding Class A Restricted Voting Shares, (b) the conversion of the Sponsor Convertible Loans in accordance with their terms at the Effective Time but assuming no additional accrued and unpaid interest at the time of conversion, and (c) the issuance of the Share Consideration to Freight Farms Shareholders in accordance with the Freight Farms Allocation Schedule. This calculation does not include (a) the issuance of any Seller Earnout Shares, (b) the potential repurchase of any Founder Earnout Shares, (c) the conversion or exercise of any securities convertible or exercisable into Common Shares. As noted above, this also assumes there are no additional redemptions of the Class A Restricted Voting Shares and no PIPE Financing.

(2) On a fully diluted basis assuming the exercise of all convertible securities of New Freight Farms and the conversion of all Proportionate Voting Shares immediately following the Transaction, the Sponsor would be expected to hold, on account of its Proportionate Voting Shares converted and Funding Warrants exercised, 32.6% of the issued and outstanding Common Shares. The following assumptions are included in this calculation: (a) no additional redemption of Class A Restricted Voting Shares, (b) no PIPE Financing, (c) the number of Freight Farms Options which will convert into options to purchase Common Shares will be the same number of Freight Farms Options issued and outstanding as of the date of the Business Combination Agreement, (d) no Freight Farms Warrants will be exercised prior to the Effective Date, and (e) there will be a principal amount of $2,000,000 outstanding pursuant to the Ospraie Convertible Loans immediately prior to the Effective Time. The following limitations are included in this calculation: (a) the potential issuance of Seller Earnout Shares are not included, and (b) the potential repurchase of Founder Earnout Shares are not included.

(3) On a fully diluted basis assuming the exercise of all convertible securities of New Freight Farms and the conversion of all Proportionate Voting Shares immediately following the Transaction, Ospraie Ag Science, LLC would be expected to hold ~6.3% of the issued and outstanding Common Shares. Please refer to the assumptions and limitations referenced above in footnote (2) to this table.

(4) Includes affiliates of Spark Capital IV, L.P.

(5) On a fully diluted basis assuming the exercise of all convertible securities of New Freight Farms and the conversion of all Proportionate Voting Shares immediately following the Transaction, Spark Capital IV, L.P. would be expected to hold ~3.3% of the issued and outstanding Common Shares. Please refer to the assumptions and limitations referenced above in footnote (2) to this table.

DIRECTORS AND OFFICERS

Name, Address, Occupation and Security Holding

Agustin Tristan Aldave, Guillermo Eduardo Cruz, Nicholas Thadaney, Lara Zink, Jennifer Reynolds, and Donald Olds are the current directors of Agrinam (and its expected directors at the Redemption Deadline), and Agustin Tristan Aldave and Jeronimo Peralta del Valle are the current Chief Executive Officer and Chief Financial Officer of Agrinam, respectively, who are signing this prospectus in such capacities, are the only directors and officers who will be subject to liability for any misrepresentation in this prospectus. Any directors that are appointed to the Agrinam Board or New Freight Farms Board, as applicable, following the Redemption Deadline, and who are not otherwise signing this prospectus, will not be subject to (a) liability for any misrepresentation in this prospectus, or (b) the contractual right of action described under "*Contractual Right Of Action*" of this prospectus in their capacity as a director.

The names, municipality of residence and positions with New Freight Farms of the persons who are expected to serve as directors and executive officers of New Freight Farms after giving effect to the Transaction are set out below. Each of the seven (7) proposed members of the New Freight Farms Board will be formally appointed to the New Freight Farms Board at or immediately prior to the closing of the Transaction. The current directors of Agrinam, other than Agustin Tristan Aldave and Nicholas Thadaney, will resign at the Effective Time.

Name and municipality of residence	Office held with New Freight Farms	Present principal occupation and positions held
Rick Vanzura, Hingham, Massachusetts, United States	Chief Executive Officer and Director (Non-Independent)	Chief Executive Officer – Freight Farms, Inc. (March 2020 – Present) Independent Strategy Consultant (April 2019 – March 2020) Chief Strategy & Business Dev Officer (GameStop Corp December 2018 – April 2019)
Monalisa Shroff, Andover, Massachusetts, United States	Chief Financial Officer	Chief Financial Officer – Freight Farms, Inc. (January 2022 – Present) Vice President Finance & Administration – Freight Farms, Inc. (August 2021 – December 2021) Contract Chief Financial Officer/Financial Consultant – Lettuce Grow, Vejo Inc., Fulcrum Financial Data LLC, Verengo Solar (November 2015 – July 2021)
Jake Felser, Melrose, Massachusetts, United States	Chief Technology Officer	Chief Technology Officer – Freight Farms, Inc. (December 2020 – Present) Head of Engineering – Freight Farms, Inc. (March 2020 – December 2020) VP Engineering, eatsa (March 2018 – July 2019) VP Hardware Engineering, eatsa (March 2017 – March 2018)
Zach Morse, New York, NY, United States	Director (Independent)	Senior Analyst – Ospraie Management (November 2014 – Present)
Agustin Tristan Aldave Mexico City, Mexico	Director (Non-Independent)	Chief Executive Officer, Demeter Capital (August 2016 – Present) Managing Partner, Lexington Capital (April 2017 – Present)
Nicholas Thadaney Toronto, Ontario, Canada	Director (Independent)	Founder, Partners Capital Corp. (July 2018 – Present) Founder, First Canada Securities Corp (2003) (March 2018 – Present) President & Chief Executive Officer, TMX Group Ltd., Global Equity Capital Markets (until March 2018)
Melissa Melshenker Ackerman Glencoe, Illinois, United States	Director (Independent)	Chief Executive Officer and Founder – Planet Harvest, LLC (January 2023 – Present) President – Product Alliance, LLC (June 2021 – July 2023)

Name and municipality of residence	Office held with New Freight Farms	Present principal occupation and positions held
Brad McNamara Milton, Massachusetts, United States	Director (Independent)	Founder and Chief Executive Officer – Morrisey Market (September 2021 – Present) Founder and Chief Executive Officer – Freight Farms, Inc. – (November 2013 – March 2020)
Tim Close Toronto, Ontario, Canada	Director (Independent)	Chief Executive Officer, President and Director – Ag Growth International Inc. (January 2016 – September 2022)

Based on the expected shareholdings following completion of the Transaction, the proposed directors and executive officers of New Freight Farms, as a group, are expected to beneficially own, or control or direct, directly or indirectly, 424,520 Common Shares and 322 Proportionate Voting Shares, representing approximately 4.2% of the expected number of outstanding Common Shares and approximately 0.9% of the expected number of outstanding Proportionate Voting Shares, and approximately 4.5% of the total voting power of New Freight Farms upon completion of the Transaction, assuming no redemptions of Class A Restricted Voting Shares and no PIPE Financing.[41]

Each of Rick Vanzura and Agustin Tristan Aldave will be non-independent directors by virtue of being the chief executive officer of New Freight Farms and the former chief executive officer of Agrinam, respectively. A majority of directors on the New Freight Farms Board will be independent. It is contemplated that independent directors will hold in-camera sessions without management present at meetings of the Freight Farms Board, if considered necessary.

Board Committees

It is expected that New Freight Farms will have an Audit Committee, Corporate Governance Committee and Compensation and Human Resources Committee. The composition of each committee can be found in the section of this prospectus entitled "*Corporate Governance*".

Management and Board of Directors

The following are brief biographies of the directors and officers of New Freight Farms.

Rick Vanzura, Chief Executive Officer & Director

Rick Vanzura has a multi-decade career as a senior executive primarily at consumer multi-unit businesses. He was President of two billion-dollar divisions of Borders Group, the global book chain, followed by several years as co-Chief Operating Officer of Panera Bread, the multi-billion-dollar soup, salad, sandwich and bakery chain. Most recently, Mr. Vanzura served as the original Chief Executive Officer of Wahlburgers, the celebrity burger chain, growing it from a single unit to a $100 million brand at the time of his departure. Mr. Vanzura received his MBA in General Management from Harvard Business School and his BsC in Economics and Finance from Santa Clara University.

Monalisa Shroff, Chief Financial Officer

Monalisa Shroff has served as both a direct and contract senior finance executive for companies (including Bloomberg and Guthy Renker). Most recently, she served as contract Chief Financial Officer for Lettuce Grow, a residential hydroponics grow tower manufacturer and retailer. She has extensive experience in finance, strategy, operations and customer experience. Ms. Shroff received her MBA in Finance from Fordham University and her BS in International Business and Finance from the University of Bridgeport.

[41] The assumptions and limitations used in connection with this calculation are consistent with those set forth under the section "*Description of Share Capital*". The assumption is also made that there will be a principal amount of $2,000,000 outstanding pursuant to the Ospraie Convertible Loans immediately prior to the Effective Time.

Jake Felser, Chief Technology Officer:

Jake Felser led robotics research and development as Vice President of Engineering for eatsa (now Brightloom). Prior to joining eatsa, Mr. Felser was a Senior Engineer and Project Manager at Cooper Perkins and has experience working in hydraulics, refrigeration, structural optimization, design for development and agriculture for companies including Blue Origin, Promethean Power Systems and AGCO Corporation. Mr. Felser received his BS in Engineering from Olin College of Engineering.

Zach Morse, Director

Zach Morse is a Senior Analyst at Ospraie Management, focused on financial diligence, business diligence, deal execution, and business development for Ospraie Ag Science, LLC. He has been on the Freight Farms Board of Directors since November 2022. Previously at Ospraie, in addition to evaluating public equity and private investments, he helped lead the fundamental analysis of natural gas, crude oil, refined products, and other energy markets. With 14 years' experience in financial services, he has evaluated hundreds of transactions and helped oversee more than $2B of investments, including the acquisition of Fluid Quip Technologies by Green Plains, Inc. (NASDAQ:GPRE) and Ospraie's investment in Plant Health Care PLC (AIM:PHC), which required analyzing and evaluating GAAP and IFRS financial statements, respectively. Prior to Ospraie Management, Mr. Morse was an analyst in the Recapitalization and Advisory Services Group at Sandler O'Neill where he advised companies, creditors, and financial sponsors across a variety of industries on restructurings, recapitalizations, and M&A. In addition, Mr. Morse was a Research Associate at Archstone Partners, an institutional fund of hedge funds with more than $4B under management. He was the primary coverage analyst for hedge fund investments totaling more than $800M. Mr. Morse received his BA in Geosciences from Princeton University.

Agustin Tristan Aldave, Director

Agustin Tristan Aldave is a seasoned investment banker and entrepreneur, having recently spent several years providing consulting services for a diverse array of companies in the financial industry – launching companies in various sectors – including in the Agribusiness sector and as the Chief Executive Officer of Agrinam and Demeter Capital, a private equity fund focused in the Agribusiness sector. In the Agribusiness sector, Mr. Tristan has also developed restaurants, franchises, ready-to-eat and ready-to-drink products, a bottling company, as well as developing a food delivery platform to take healthy food and beverages to industrial areas.

Mr. Tristan studied industrial engineering at the University of Alabama in the United States and completed an MBA in the same institution where he became the first international student to ever be elected MBA Class President.

In his early years of professional experience, Mr. Tristan worked in management consulting for the manufacturing industry, executing lean engineering and Six Sigma projects together with supply chain, logistics and facilities planning and design. He then pursued a banking career for five years at Goldman Sachs in New York and finally his most recent years have been spent in the areas of asset management, hedge funds, private equity, venture capital and investment banking in New York and Mexico across multiple industries such as Agribusiness, Water, Energy, and Real Estate.

Nicholas Thadaney, Director

Nicholas Thadaney is a finance, technology and capital markets senior executive with over 25 years experience. He founded Partners Capital Corp. and previously served as Head of the Toronto Stock Exchange in the role of President & Chief Executive Officer, Global Equity Capital Markets, TMX Group and prior to that as Chief Executive Officer of ITG Canada Corp for a decade, a disruptive fintech player which attained top market positioning versus large global and local investment banks.

Leveraging many years as a successful operator and senior business leader, in 2019, Mr. Thadaney Co-Founded Partners Capital Corp. (PCC), a firm focused on advising, co-investing, and partnering with entrepreneurs and their management teams to accelerate the growth of their businesses through innovative capital and strategic solutions. PCC specializes in the finance and technology sectors catering primarily to the mid-market (SME) segment. Mr. Thadaney also currently serves as a senior advisor to a number of firms and a director on the boards of WonderFi Technologies Inc. (formerly Coinsquare), The INX Digital Company, Inc., Agrinam Acquisition Corporation, and Tetra Trust Company.

Mr. Thadaney was previously President and Chief Executive Officer, Global Equity Capital Markets, and a member of the senior management team of TMX Group until March 2018. In his roles with TMX Group, Mr. Thadaney was responsible for operating one of the world's largest stock exchanges which included all equity listing and trading activity across all TMX's equity marketplaces, including heading the Toronto Stock Exchange and TSX Venture Exchange. He also oversaw TSX Trust – TMX Group's transfer agency and corporate trust services provider. While at TMX, Mr. Thadaney oversaw the revitalization of both stock exchanges.

Prior to joining TMX Group in 2015, Mr. Thadaney was Chief Executive Officer of ITG Canada Corp. (now Virtu Financial) since 2005, with responsibility for managing all aspects of the business, as well as a Member of ITG's Global Executive Committee. During his time as Chief Executive Officer, in 2007 launched an innovative marketplace that was the first new TSX competitor in decades called MatchNow/Triact Canada Marketplace (now owned by CBOE) which became the dominant player in its market segment by 2010. Mr. Thadaney was also one of the founding investors (and board member) in a new stock exchange (NEO Canada) which was subsequently purchased by CBOE Global Markets. He joined ITG Canada as Director of Sales and Trading in 2000. Before his tenure at ITG, Mr. Thadaney was Vice-President, Business Development (Equities) at C.T. Securities Inc. (Canada Trust), which was later acquired by T.D. Securities Inc. (TD Bank) in 1999.

Mr. Thadaney has been a board & committee member of a number of prominent businesses, industry associations, and registered charities, including: Bermuda Stock Exchange; CanDeal; Investment Industry Regulatory Organization of Canada (IIROC); Investment Industry Association of Canada; JA (Junior Achievement) Canada; Mount Sinai Hospital Asset Management Industry Hold'em for Life Charity (Co-Chair); Toronto Financial Services Alliance (now Toronto Finance International); Young Presidents Organization (Ontario Chapter); and the World Federation of Exchanges SME Advisory Board.

Melissa Melshenker Ackerman, Director

Melissa Melshenker Ackerman, founder and CEO of Planet Harvest, is leading the development of this organization which strives to optimize the produce supply chain to ensure that as much of the world's usable produce is consumed, that everyone who wants access to fresh nutritious food has it, and that we are better stewards to the planet by reducing waste, greenhouse gas emissions, and water consumption. She has brought the Planet Harvest mission to life and now endeavors to change the landscape for all stakeholders in the agriculture ecosystem – growers, distributors, retailers, consumers, and the healthcare industry.

Prior to launching this innovative purpose-forward company, Ms. Ackerman serviced as President of Produce Alliance (PA), leading a national produce company specializing in consulting and purchasing of produce in the foodservice sector from field to fork. Ms. Ackerman joined Produce Alliance in 2012 and quickly learned all aspects of the company's operations and distinct sales model.

Prior to being named PA's President, she served as Associate General Counsel, VP of Sales, and Executive VP of Sales. Ms. Ackerman's visionary leadership led to PA's growth both in size and industry impact. This growth has brought Produce Alliance to the top of foodservice companies nationally. Ms. Ackerman serves on the Executive Board of the YPO Chicago Chapter and Brighter Bites board, a non-profit that delivers fresh fruits and vegetables directly into families' hands.

Brad McNamara, Director

Brad McNamara is a four time founder and two time chief executive officer who thrives where bits and bytes meet the physical world. Mr. McNamara's career has centered on the fact that whole, real, and fresh food is the answer to many of our problems. He continues to reimagine the food system to better serve us all as the founder and chief executive officer of Morrissey Market. The company is building technology to power the food as medicine movement, making perishable grocery products accessible to food prescription vendors, healthcare and non-profit providers who need access to world class infrastructure, food data, and logistics to effectively treat the 50% of Americans with chronic food related disease.

Prior to Morrissey Market, Mr. McNamara was the founding chief executive officer of Freight Farms, building the product, team, and business from zero to a global footprint. Earlier in his career, Mr. McNamara was the chief executive officer of Impakt Marketing Solutions, Inc., a marketing firm focused on sales-driven marketing programs for large consumer goods companies and brands. Prior to that, he gained valuable experience and had a ton of fun in the radio industry working with "Matty in the Morning" at KISS 108 in Boston, Massachusetts.

Tim Close, Director

Tim Close was the President and Chief Executive Officer of Ag Growth International Inc. for seven years from 2016 to 2022 and was President and Senior Vice-President of Strategy and Mergers & Acquisitions prior to his Chief Executive Officer role. Over his almost eleven years at Ag Growth International Inc., Mr. Close led the transformation and growth of Ag Growth International Inc. to establish the business as an international leader in providing the world's food infrastructure. He led the strategic direction and operations of the business globally. With over 4,200 employees and more than 30 manufacturing facilities worldwide, Ag Growth International Inc. is a leading provider of equipment and technology solutions for the world's food infrastructure including seed, fertilizer, grain, feed, and food processing systems. Food infrastructure includes the equipment brought together to form systems which are required to facilitate the movement of inputs to the field, then the movement of the grain grown along each node of the global food supply chain.

Mr. Close joined Ag Growth International Inc. in 2012, became President in 2015, and was appointed Chief Executive Officer in 2016. Under his leadership, Ag Growth International Inc. evolved from a regional equipment supplier to a global agricultural and food processing solutions provider with a leading-edge technology business. His vision continues to drive the global expansion and technological transformation of Ag Growth International Inc. During Mr. Close's leadership of Ag Growth International Inc. sales and EBITDA grew through significant organic growth and 20 acquisitions. Mr. Close built regional management teams and operating platforms in Brazil, India, the United States, Canada, Europe, the Middle East, and Africa.

Prior to his time at Ag Growth International Inc., Tim spent over 10 years in capital markets in escalating roles at Macquarie Capital in Toronto and Chicago with extensive experience in debt and equity markets, as well as Mergers & Acquisitions. During his time at Macquarie, Tim also founded and built Macquarie Rail, a business in the railcar industry.

Tim is also a Director of Deveron Corp., a TSX Venture Exchange listed company providing soil sampling, soil analysis, and fertility recommendation across North America

Other Reporting Issuer Experience

The following table sets out the proposed directors of New Freight Farms that are directors of other reporting issuers (or the equivalent) in Canada or a foreign jurisdiction, other than Agrinam, as of the date hereof:

Individual	Entity	Entity's Business	Affiliation
Nicholas Thadaney	WonderFi Technologies Inc. The INX Digital Company, Inc.	Digital Assets & Crypto Digital Assets & Crypto	Director Director
Tim Close	Deveron Corp.	Agriculture Technology	Director

Conflicts of Interest

Certain of the proposed directors and executive officers of New Freight Farms are officers and directors of, or are associated with, other public and private companies. Such associations may give rise to conflicts of interest with New Freight Farms from time to time. The BCBCA requires, among other things, that the directors and executive officers of New Freight Farms act honestly and in good faith with a view to the best interest of New Freight Farms, to disclose any personal interest which they may have in any material contract or transaction which is proposed to be entered into with New Freight Farms and, in the case of directors, to abstain from voting as a director for the approval of any such contract or transaction. To the extent that conflicts of interest arise, such conflicts are required to be resolved in accordance with the provisions of the BCBCA. See also "*Audit Committee and Corporate Governance*" and "*Risk Factors*" in this prospectus.

Majority Voting Policy

It is expected that New Freight Farms will adopt a majority voting policy consistent with Exchange requirements prior to the first uncontested meeting of shareholders at which directors are to be elected.

Indemnification and Insurance

New Freight Farms intends to carry a directors' and officers' liability insurance policy which will be designed to protect New Freight Farms and its directors and officers against any legal action which may arise as a result of wrongful acts on the part of directors and/or officers of New Freight Farms. Such policy will be written with a maximum limit and be subject to a corporate deductible on all claims.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of Agrinam and Freight Farms, no proposed nominee for election as a director or proposed executive officer of New Freight Farms has been, at the date of this prospectus or within the last 10 years of the date of this prospectus: (a) a director, chief executive officer or chief financial officer of any company that, (i) while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after that person ceased to be a director or chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as director or chief executive officer or chief financial officer; or (b) a director or executive officer of a company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director or executive officer of New Freight Farms has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in making an investment decision.

To the knowledge of Agrinam and Freight Farms, no proposed director or executive officer of New Freight Farms has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer.

EXECUTIVE COMPENSATION AND OTHER PAYMENTS

New Freight Farms' executive compensation program is expected to be designed to achieve the following objectives:

- provide competitive compensation in order to attract and retain talented, high-performing and experienced executive officers, whose knowledge, skills and performance are critical to New Freight Farms' success;

- provide incentives to motivate these executive officers to achieve New Freight Farms' business objectives;

- align the interests of New Freight Farms' executive officers with those of its shareholders by tying a meaningful portion of compensation directly to the long-term value and growth of New Freight Farms' business; and

- provide incentives that encourage appropriate levels of risk-taking by the executive team.

It is expected that the three (3) "named executive officers" ("**NEOs**") of New Freight Farms will include Rick Vanzura as the Chief Executive Officer, Monalisa Shroff as the Chief Financial Officer, and Jake Felser as the Chief Technology Officer, whose total compensation is, individually, anticipated to be more than $150,000, and substantially similar to the compensation currently being received. The NEOs will be eligible for compensation under the Incentive Plan. Upon closing of the Transaction, New Freight Farms is not expected to have any other individual that would be considered a NEO under applicable securities laws.

Except as otherwise stated in this prospectus, there have not been and will not be any salaries, consulting fees, management contract fees or directors' fees, finder's fees, loans, bonuses, deposits, or similar payments to Agrinam's officers or directors, directly or indirectly, for services rendered to Agrinam prior to or in connection with the completion of the Transaction, or other payments to insiders prior to or in connection with the completion of the Transaction, other than (a) repayment of unsecured loans, and any interest thereon, which may be made by the Sponsor, (b) the payment of $320,000 for administrative and related services to be provided over 18 months pursuant to an administrative services agreement entered into with the Sponsor which, if applicable, may include payment for services of related parties or qualified affiliates of related parties, for, but not limited to, various administrative, managerial or operational services or to help effect our qualifying acquisition; (c) reimbursement of reasonable out-of-pocket expenses incurred by certain persons in connection with certain activities performed on Agrinam's behalf, such as identifying possible business targets and qualifying acquisitions, performing business due diligence on suitable target businesses and qualifying acquisitions, as well as traveling to and from the offices, plants, or similar locations of prospective target businesses to examine their operations, and (d) if approved by a majority of Agrinam's unconflicted directors, being the other directors who do not have a conflict of interest in respect of the proposed acquisition, and subject to any consent required by the Exchange, payment of a customary finder's fee, consulting fee or other similar compensation to our Sponsor, officers, or directors, or to their affiliates, for services rendered to us prior to or in connection with the completion of the Transaction.

It is anticipated that the New Freight Farms Board will adopt written charters for an *Audit Committee*, *Corporate Governance Committee* and a *Compensation and Human Resources Committee*. The charter of the *Audit Committee* will be to provide financial oversight to the organization. The charters of the *Corporate Governance Committee* and *Compensation and Human Resources Committee* will be to assist the New Freight Farms Board in its oversight of executive compensation, management development and succession, director compensation and executive compensation disclosure.

Although formal executive compensation arrangements for the NEOs of New Freight Farms have not yet been determined, it is anticipated that New Freight Farms will adopt a compensation structure for executive officers that is consistent with its peers and designed to provide strong incentive for business growth. The Compensation and Human Resources Committee will consider all risks associated with the compensation structure selected.

New Freight Farms will continue to evaluate its philosophy and compensation programs as circumstances require and plan to review compensation on an annual basis. As part of this review process, it is expected that New Freight Farms will be guided by the philosophy and objectives outlined above, as well as other factors which may become relevant, such as the cost to find a replacement for a key employee and any implications of risk associated with New Freight Farms' compensation policies and practices. New Freight Farms' annual retainer fee or attendance fee for directors has not been established. However, New Freight Farms may establish directors' fees for non-executive directors in the future, in consultation with a compensation consultant or advisor, and will reimburse directors for all reasonable expenses incurred in order to attend meetings.

Benchmarking

The executive team is expected to establish an appropriate comparator group for purposes of setting the future compensation of the NEOs.

Elements of Compensation

The compensation of the NEOs and directors of New Freight Farms will not include the right to participate in a pension plan. Additionally, the NEOs and directors of New Freight Farms will not be permitted to purchase financial instruments, including those identified in section 2.1(6) of NI 51-102F6 – *Statement of Executive Compensation,* that are designed to hedge or offset a decrease in market value of equity securities that the NEO's or directors of New Freight Farms are granted as compensation.

The compensation of the NEOs is expected to be comprised of the following major elements: (a) base salary; (b) an annual, discretionary cash bonus; (c) benefits; and (d) long-term equity incentives, as may be granted from time-to-time under the Incentive Plan. These principal elements of compensation are described below.

Base Salary

Base salaries are intended to provide an appropriate level of fixed compensation that will assist in employee retention and recruitment. Base salaries will be determined on an individual basis, taking into consideration the past, current and potential contribution to New Freight Farms' success, the NEO's experience and expertise, the position and responsibilities of the NEO, and competitive industry pay practices for other high growth companies of similar size and revenue growth potential.

Annual Cash Bonus

Annual bonuses may be awarded based on qualitative and quantitative performance standards, and will reward performance of the NEO individually. The determination of a NEO's performance may vary from year to year depending on economic conditions and conditions in the agri-food industry, and may be based on measures such as share price performance, the meeting of financial targets against budget, and balance sheet performance.

Benefits

To further assist with employee retention, the NEO's will be eligible to participate in and be covered under the health and welfare benefit plans and programs maintained by New Freight Farms, including any medical, life, hospitalization, dental, disability, accidental death and dismemberment, and travel accident insurance plans and programs on the same terms and conditions as those applicable to similarly situated senior executives.

Incentive Plan

Under the Incentive Plan, the New Freight Farms Board, at its discretion, may grant awards to eligible participants. A description of the Incentive Plan can be found in the section of this prospectus entitled "*Equity Incentive Plan*".

Compensation, Employment Agreements, Termination

Employment agreements between Freight Farms and all executive officers are expected to be executed at or prior to the Effective Time. All NEOs will be subject to the same form of employment agreement. The principal elements of compensation for each NEO will include: (a) base salary; (b) an annual discretionary cash bonus; (c) employee benefits; and (d) long-term equity incentives, as may be granted from time-to-time under the Incentive Plan (see "*Equity Incentive Plan*").

The specific terms of the employment agreements to be entered into between Freight Farms and its NEOs will be subject to review and approval by the New Freight Farms Board. Upon completion of the Transaction, it is expected that the New Freight Farms Board will review and adjust the executive compensation for its NEOs to the extent necessary to ensure that the compensation is in line with New Freight Farms' compensation philosophy and objectives aligned with market practices of similar issues. The expected base salaries for the NEOs for the year ended December 31, 2024, have yet to be determined. New Freight Farms expects to continue to evaluate its philosophy and compensation programs as circumstances require and plans to review compensation on an annual basis. As part of this review process, New Freight Farms expects to be guided by the philosophy and objectives outlined above, as well as other factors which may become relevant, such as the cost to New Freight Farms if it were required to find a replacement for a key employee. Accordingly, the information provided below is subject to change following the completion of the Transaction.

It is expected that none of the NEOs will be entitled to perquisites or other personal benefits which, in the aggregate, will be worth over $50,000 or over 10% of their base salary.

Rick Vanzura

As of the date of this prospectus, Mr. Vanzura's base salary is $354,000 per annum. This base salary is reviewed annually at the beginning of each calendar year by the Freight Farms Board and may be adjusted in the sole discretion of the Freight Farms Board based on such review.

As of the date of this prospectus, Mr. Vanzura has been issued: 513,227 Freight Farms Options with an exercise price of $1.26 which were granted on October 1, 2020, with vesting over 48 months with a 12-month cliff; 50,000 Freight Farms Options with an exercise price of $2.37 which were granted on October 3, 2023 (these options were issued to correct a shortfall in the original number of options Mr. Vanzura received in conjunction with his original employment agreement), with vesting over 48 months with a 12-month cliff; and, 1,000 Freight Farms Options with an exercise price of $2.37 which were granted on October 3, 2023 with 100% vesting on December 31, 2023. Mr. Vanzura also owns 100 Freight Farms Common Shares.

Monalisa Shroff

As of the date of this prospectus Ms. Shroff's base salary is $329,000 per annum. This base salary is reviewed annually at the beginning of each calendar year by the Freight Farms Board and may be adjusted in the sole discretion of the Freight Farms Board based on such review.

As of the date of this prospectus, Ms. Shroff has been issued: 60,000 Freight Farms Options with an exercise price of $1.41 which were granted on September 1, 2021, with vesting over 48 months with a 12-month cliff; 90,118 Freight Farms Options with an exercise price of $1.41 which were granted on May 23, 2022, with vesting over 48 months with a 12-month cliff; and, 1,000 Freight Farms Options with an exercise price of $2.37 which were granted on October 3, 2023 with 100% vesting on December 31, 2023.

Jake Felser

As of the date of this prospectus Mr. Felser's base salary is $300,000 per annum. This base salary is reviewed annually at the beginning of each calendar year by the Freight Farms Board and may be adjusted in the sole discretion of the Freight Farms Board based on such review.

As of the date of this prospectus Mr. Felser has been issued: 137,616 Freight Farms Options with an exercise price of $1.26 which were granted on November 16, 2020, with vesting over 48 months with a 12-month cliff; 12,500 Freight Farms Options with an exercise price of $1.41 which were granted on May 23, 2022, with vesting over 48 months with a 12-month cliff; and, 1,000 Freight Farms Options with an exercise price of $2.37 which were granted on October 3, 2023 with 100% vesting on December 31, 2023.

As mentioned under the sub-heading "*Compensation, Employment Agreements, Termination*", the above NEOs are expected to enter into employment agreements prior to closing of the Transaction on market terms.

Termination and Change in Control

The form of employment agreement that is expected to be entered into by all NEO's with New Freight Farms or its subsidiary provides for termination payments to the applicable NEO in the following scenarios:

- **General –** If the NEO's employment is terminated for any reason, New Freight Farms or its subsidiary will provide the NEO (a) any earned but unpaid base salary and accrued vacation time, (b) any eligible business expenses incurred prior to the date of termination; and (c) any vested amount under any plan, program or policy of New Freight Farms or its subsidiary. Any options awarded under the Incentive Plan will be subject to the applicable Award agreement.

- **Qualifying Termination** – If the NEO's employment is terminated due to a Qualifying Termination, the NEO will be owed, in addition to the entitlements above, (a) cash severance equal to 100% of the NEO's base salary (paid over twelve months); (b) a pro rata portion of the NEO's target bonus for the year, unless the Qualifying Termination occurs within twenty-four (24) months of a change in control of New Freight Farms, in which case the NEO shall be awarded 100% of the NEO's target bonus for the year; and (c) subject to the NEO's election, coverage under the New Freight Farms or its subsidiary's group health plans at the same levels and costs.

- **Death or Disability –** If the NEO's employment is terminated as a result of the NEO's death or disability, the NEO, or his or her estate is entitled to the amounts described under "General" above as well as a pro rata portion of the NEO's annual bonus for that year.

In the case of a Qualifying Termination or a termination due to death or disability, the entitlements of the NEO, or his or her estate, as applicable, are subject to the NEO executing and returning to New Freight Farms an effective release of claims, including a twelve (12) month non-competition covenant in a form satisfactory to New Freight Farms.

Director Compensation

It is anticipated that New Freight Farms will pay compensation to its directors, which may be comprised of cash (including annual fees for attending meetings of the New Freight Farms Board and additional compensation for acting as chairs of committees of the New Freight Farms Board) and Awards granted in accordance with the terms of the Incentive Plan. It is anticipated that the directors will be reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the New Freight Farms Board, committees of the New Freight Farms Board or meetings of the shareholders of New Freight Farms. It is also anticipated that New Freight Farms will obtain customary insurance for the benefit of its directors and enter into indemnification agreements with its directors pursuant to which New Freight Farms will agree to indemnify its directors to the extent permitted by applicable law.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

None of Agrinam, Freight Farms' or Merger Sub's directors, executive officers, employees, former directors, former executive officers or former employees, and none of their respective associates, is, as of the date of this prospectus, indebted to Agrinam, Freight Farms or Merger Sub or another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided to Agrinam, Freight Farms or Merger Sub.

CORPORATE GOVERNANCE

The Canadian Securities Administrators adopted corporate governance guidelines under NP 58-201 together with certain related disclosure requirements pursuant to NI 58-101. The corporate governance guidelines set forth in NP 58-201 are recommended as "best practices" for issuers to follow. We recognize that good corporate governance plays an important role in New Freight Farms' overall success and in enhancing shareholder value and, accordingly, New Freight Farms will be adopting upon completion of the Transaction, certain corporate governance policies and practices consistent with NP 58-201. The disclosure set out below describes New Freight Farms' approach to corporate governance following completion of the Transaction. All such disclosure is subject to and conditional upon the successful completion of the Transaction.

Composition of the New Freight Farms Board

Under the New Freight Farms Articles, the New Freight Farms Board will consist of a minimum of three (3) and a maximum of twenty (20) directors as determined from time to time by the directors. Upon completion of the Transaction, the New Freight Farms Board will consist of seven (7) directors. Under the BCBCA, a director may be removed with or without cause by a resolution passed by an ordinary majority of the votes cast by shareholders present in person or by proxy at a meeting and who are entitled to vote. The directors are to be elected by shareholders at each annual meeting of shareholders, and all directors will hold office for a term expiring at the close of the next annual meeting or until their respective successors are elected or appointed. New Freight Farms Articles will provide that, between annual meetings of shareholders, the directors may appoint one or more additional directors, but the number of additional directors may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.

The nominees for election by shareholders as directors will be determined by the Corporate Governance Committee in accordance with the provisions of applicable corporate law, the mandate of the New Freight Farms Board and the charter of the Corporate Governance Committee.

Director Independence

Pursuant to NI 52-110, a director is considered to be independent provided the director is free from any direct or indirect relationship which could, in the view of the New Freight Farms Board, be reasonably expected to interfere with a director's independent judgment. A director is considered to be independent under NI 52-110 for the purposes of board composition if the director is independent within the meaning of section 1.4 of NI 52-110.

Outside Directorship

Certain members of the New Freight Farms Board are also members of the board of directors of other public companies. The New Freight Farms Board will not initially adopt a director interlock policy, but will keep itself informed of other public directorships held by its members. See "*Directors and Officers – Other Reporting Issuer Experience*".

Meetings of Independent Directors and Conflicts of Interest

The New Freight Farms Board believes that given its size and structure, it is able to facilitate independent judgement in carrying out its responsibilities and will continue to do so following completion of the Transaction. To enhance such independent judgment, the independent members of the New Freight Farms Board may meet in the absence of senior executive officers or any non-independent directors.

A director who has a material interest in a matter before the New Freight Farms Board or any committee on which he or she serves is required to disclose such interest as soon as the director becomes aware of it. In situations where a director has a material interest in a matter to be considered by the board or any committee on which he or she serves, such director may be required to remove himself or herself from the meeting while discussions and abstain from voting with respect to the matter are taking place. Directors will also be required to comply with the relevant provisions of the BCBCA regarding conflicts of interest.

Mandate of the New Freight Farms Board

The New Freight Farms Board is responsible for representing the shareholders of New Freight Farms, enhancing and maximizing shareholder value and supervising the management of the business and affairs of New Freight Farms, including providing guidance and strategic oversight to management. New Freight Farms Board will adopt a formal mandate in the form set forth in Appendix H.

The New Freight Farms Board will adopt a written position description for the chairman of the New Freight Farms Board (the "**Chair**"), which sets out the Chair's key responsibilities, including, among others, duties relating to setting Board meeting agendas and chairing New Freight Farms Board and shareholder meetings.

The New Freight Farms Board will work in conjunction with each committee to ensure, to the greatest extent possible, the effective functioning of the committee and the adoption of appropriate policies and procedures.

The New Freight Farms Board will adopt a written position description for its Chief Executive Officer, which sets out the key responsibilities of the Chief Executive Officer, including, among others, duties in relation to providing overall leadership and supervising day-to-day management of the business and affairs of New Freight Farms.

Orientation and Continuing Education

Following completion of the Transaction, we will implement an orientation program for new directors under which a new director will meet with the Chair and members of senior management. It is anticipated that new directors will be provided with comprehensive orientation and education as to the nature and operation of New Freight Farms and its business, the role of the New Freight Farms Board and its committees, and the contribution that an individual director is expected to make. Our Corporate Governance Committee will be responsible for overseeing director continuing education designed to maintain or enhance the skills and abilities of the directors and to ensure that their knowledge and understanding of the New Freight Farms business remains current. The chair of each committee will be responsible for coordinating orientation and continuing director development programs relating to the committee's mandate.

Code of Ethics

Following completion of the Transaction, we will adopt a code of ethics (the "**Code of Ethics**") that shall apply to all officers, directors, employees, contractors and agents acting on behalf of New Freight Farms. The objective of the Code of Ethics is to provide guidelines for maintaining New Freight Farms' integrity, trust and respect. The Code of Ethics addresses compliance with laws, rules and regulations, conflicts of interest, confidentiality, commitment, preferential treatment, financial information, internal controls and disclosure, protection and proper use of the New Freight Farms assets, communications, fair dealing, fair competition, due diligence, illegal payments, equal employment opportunities and harassment, privacy, use of company computers and the internet, political and charitable activities and reporting any violations of law, regulation or the Code of Ethics. The New Freight Farms Board has ultimate responsibility for monitoring compliance with the Code of Ethics and may delegate certain related responsibilities to one or more board committees, including responsibility for enforcing, and providing avenues to receive complaints under, the Code of Ethics. The Code of Ethics will be filed with the Canadian securities regulatory authorities on SEDAR+ at www.sedarplus.com.

Nomination of Directors

The New Freight Farms Board is expected to consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the New Freight Farms Board's duties effectively. The New Freight Farms Board is not expected to have a nominating committee and these functions are expected to be performed by the New Freight Farms Board as a whole.

Diversity Policy

We believe that having a diverse board of directors can offer a breadth and depth of perspectives that enhance the board's performance. Our commitment to increasing workforce diversity and making an impact on the community also extends to the New Freight Farms Board and senior management. This includes valuing diversity of abilities, experience, perspective, education, gender, background, race and national origin. Recommendations concerning director nominees will be based on a number of factors, including merit and past performance as well as expected contribution to the Board's performance and, accordingly, diversity shall be taken into consideration. We have recruited and selected senior management candidates that represent a diversity of business understanding, personal attributes, abilities and experience.

In furtherance of New Freight Farms' commitment to diversity on the New Freight Farms Board and in senior management positions, following completion of the Transaction, the New Freight Farms Board will adopt a board and executive diversity policy (the "**Diversity Policy**"). In accordance with the Diversity Policy, the Corporate Governance Committee will consider a number of factors in addition to skills, experience, independence and knowledge, including diversity criteria such as the level of representation of women, when seeking and considering new members of the New Freight Farms Board for nomination or evaluating board member nominees for re-election. The New Freight Farms Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that women with the right skills and experience can play in contributing to diversity of perspective in the boardroom. The Company does not intend to adopt a formal target with regards to the representation of women or other diverse groups on the New Freight Farms Board or in management as it does not consider this to be an effective mode of ensuring the prevalence of diverse attributes and backgrounds. Selection of women candidates to join the New Freight Farms Board and/or management will be, in part, dependent on the pool of women candidates with the necessary skills, knowledge and experience. The New Freight Farms Board, however, will remain open to evaluating the suitability of adopting formal targets in the future.

Effectiveness of the Diversity Policy will be assessed, in part, by requiring that the Corporate Governance Committee conduct periodic assessments to consider the performance and effectiveness of the board and senior management appointment and nomination processes at achieving New Freight Farms' diversity objectives and to consider and, if determined advisable, recommend to the New Freight Farms Board for adoption, measurable objectives for achieving greater diversity on the New Freight Farms Board and in senior management.

We recognize that diversity and inclusion are evolving goals and will work under the guidance of the Corporate Governance Committee to implement robust evaluation and nomination processes designed to address its commitments. Similarly, the level of representation of women and other diverse candidates will continue to be considered by New Freight Farms, the New Freight Farms Board and the Compensation and Human Resources Committee, among other factors, in the making of senior management appointments. In searches for new executive officers, the Compensation and Human Resources Committee will consider the level of diversity in management as one of several factors used in its search process.

Currently, one (1) of the proposed directors to the New Freight Farms Board is a woman (representing 14% of the New Freight Farms Board) and one (1) of the proposed executive officers of New Freight Farms is a woman (representing 33% of the executive officers of New Freight Farms).

Insider Trading Policy

We expect the New Freight Farms Board to adopt a policy governing material disclosures and insider trading (the "**Disclosure & Insider Trading Policy**"), which will apply to, *inter alios*, all directors, officers, employees, and contractors of, and consultants to, New Freight Farms and its subsidiaries, as well as any related parties who will have access to confidential corporate information of New Freight Farms and its subsidiaries. The objectives of the Disclosure & Insider Trading Policy are to reinforce the commitment of New Freight Farms to comply with continuous disclosure obligations, including the requirement to report material changes in the affairs of the Company, ensure understanding and compliance of the policy by all persons affected by the policy, facilitate effective communication with, and encourage healthy participation of securityholders during general meetings or investor calls, and establish a disclosure committee to assist in achieving the aforementioned objectives.

The Disclosure & Insider Trading Policy will also provide for "blackout" periods wherein all persons affected by the policy document will be prohibited from trading in securities of New Freight Farms. All persons to whom the Disclosure & Insider Trading Policy applies will also be prohibited from trading in securities of New Freight Farms during the period beginning on the first day after the last month of each fiscal quarter and culminating 24 hours after the issue of a press release regarding the interim or annual financial statements of New Freight Farms. Further "blackout" periods can be imposed by the Corporate Governance Committee, who will be administering the Disclosure & Insider Trading Policy, whenever it determines there may be undisclosed insider information regarding New Freight Farms rendering it inappropriate for employees and personnel to be trading.

Director Term Limits and Other Mechanisms of Board Renewal

The New Freight Farms Board has not adopted director term limits or other automatic mechanisms of board renewal. Rather than adopting formal term limits, mandatory age-related retirement policies and other mechanisms of board renewal, the Corporate Governance Committee will seek to maintain the composition of the New Freight Farms Board in a way that provides, in the judgement of the New Freight Farms board, the best mix of skills and experience to provide for overall stewardship. The Corporate Governance Committee also is expected to conduct a process for the assessment of the board, each committee and each director regarding his, her or its effectiveness and performance, and to report evaluation results to the board.

Audit Committee

The following disclosure is based on the present expectation of New Freight Farms that the formal establishment of the Audit Committee (the "**Audit Committee**") of the New Freight Farms Board (without changes to the proposed composition) and the ratification and adoption of its proposed mandate (without any material modifications) will occur following completion of the Transaction. However, such disclosure remains subject to revision prior or subsequent to the Effective Time. See "*Notice to Readers*" in this prospectus. The New Freight Farms Board will adopt a written charter setting forth the purpose, composition, authority and responsibility of the Audit Committee consistent with NP 58-201. The proposed mandate of the Audit Committee is set out in Appendix G to this prospectus.

Composition of New Freight Farms Audit Committee

Each member of the Audit Committee is independent (as defined in NI 52-110) and none are expected to receive, directly or indirectly, any compensation from New Freight Farms other than for service as a member of the New Freight Farms Board and its committees. All proposed members of the Audit Committee are financially literate (as defined under NI 52-110). The members of the Audit Committee will be Nicholas Thadaney, Tim Close, and Zach Morse.

Pre-Approval Policies and Procedures

The Audit Committee will adopt requirements regarding pre-approval of non-audit services as part of its Audit Committee mandate. The Audit Committee mandate will require that the Audit Committee must approve in advance any retainer of the auditors to perform any non-audit service to New Freight Farms (together with all non-audit service fees) that it deems advisable in accordance with applicable requirements and the New Freight Farms Board approved policies and procedures. The Audit Committee intends to consider the impact of such service and fees on the independence of the auditor. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee; however, the decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.

External Audit Service Fees

All audit and non-audit services to be provided by New Freight Farms' external auditor will be required to be pre-approved by the Audit Committee. It is expected that on an annual basis, New Freight Farms' Audit Committee will pre-approve a budget for certain specific non-audit services such as assistance with tax returns.

Baker Tilly WM LLP is the external auditor of Freight Farms effective September 6, 2023. Baker Tilly US LLP is the former external auditor of Freight Farms. Following is a statement of the fees paid to Baker Tilly US LLP and for audit and non-audit services during the fiscal years ended December 31, 2022 and 2021.

	Fees Paid	
	Fiscal 2022	**Fiscal 2021**
Audit Fees [(1)]	$75,562	$55,000
Audit-Related Fees	N/A	N/A
Tax Fees	N/A	N/A
Other Fees	N/A	N/A

	Fees Paid	
	Fiscal 2022	**Fiscal 2021**
Total Fees Paid	**$75,562**	**$55,000**

Note:

(1) "Audit Fees" include fees necessary to perform the annual audit of the financial statements.

Compensation and Human Resources Committee

Following completion of the Transaction, the New Freight Farms Board will form a Compensation and Human Resources Committee (the "**Compensation and Human Resources Committee**") that will be charged with reviewing, overseeing and evaluating compensation policies. No member of the Compensation and Human Resources Committee will be an officer of New Freight Farms, and as such, the New Freight Farms Board believes that its Compensation and Human Resources Committee will be able to conduct its activities in an objective manner. The members of the Compensation and Human Resources Committee will be Tim Close, Melissa Ackerman, and Brad McNamara. Each member of the proposed Compensation and Human Resources Committee is independent.

The New Freight Farms Board will adopt a written charter setting forth the purpose, composition, authority and responsibility of the Compensation and Human Resources Committee.

Corporate Governance Committee

Following the completion of the Transaction, the New Freight Farms Board will form a Corporate Governance Committee (the "**Corporate Governance Committee**"). Each member of the Corporate Governance Committee will be charged with reviewing, overseeing, monitoring, and evaluating the New Freight Farms corporate governance policies and the Disclosure & Insider Trading Policy. The members of the Corporate Governance Committee will be Agustin Tristan Aldave, Nicholas Thadaney, and Brad McNamara.

The New Freight Farms Board will adopt a written charter setting forth the purpose, composition, authority and responsibility of the Corporate Governance Committee consistent with NP 58-201.

Directors' and Officers' Liability Insurance

Agrinam's directors and officers are covered under its existing directors' and officers' liability insurance. Under this insurance coverage, Agrinam will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of Agrinam's directors and officers, subject to any applicable retention for each loss, which will be paid by us. Agrinam's individual directors and officers will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by Agrinam. Excluded from insurance coverage are illegal acts, acts which result in personal profit and certain other acts.

EXCHANGE APPROVAL

It is a mutual condition precedent to the completion of the Transaction that (a) the Exchange shall have approved the Transaction as qualifying as Agrinam's "qualifying acquisition" within the meaning of Part X of the Company Manual, and (b) clearance is received from the applicable Agrinam Securities Authorities, including the Ontario Securities Commission, for this prospectus.

The Exchange has indicated that its listings committee has conditionally approved the listing of the Common Shares and the continued listing of the Warrants and Rights. However, a formal conditional approval letter is yet to be provided by the Exchange and the listing of the Common Shares, Warrants, and Rights on the Exchange will be subject to New Freight Farms fulfilling all the requirements of the Exchange.

Agrinam expects the Exchange will require a specific aggregate gross cash amount to be available to New Freight Farms upon closing of the Transaction. Agrinam also expects there may be additional non-customary conditions, including a condition regarding the source of the cash amount available to New Freight Farms and a requirement to hire a senior finance professional with IFRS and public company experience within 90 days of listing on Exchange. In the event a minimum cash condition is included in the Exchange's conditional approval letter and the minimum amount will not be available to New Freight Farms at the Effective Time, the Exchange will not approve the listing of New Freight Farms on the Exchange and the Business Combination Agreement will likely be terminated and the Transaction will likely not be completed. In the event the Business Combination Agreement is terminated and Agrinam is unable to consummate a qualifying acquisition within the Permitted Timeline, Agrinam would be required to: (a) cease all operations except for the purpose of winding-up; and (b) as promptly as reasonably possible redeem 100% of the outstanding Class A Restricted Voting Shares. Please refer to "*Business of Agrinam*" for information about redemptions in the event Agrinam is unable to consummate a qualifying acquisition within the Permitted Timeline and "*Risk Factors – Risks Related to the Transaction – Completion of the Transaction is subject to a number of conditions precedent and required approvals; if Agrinam and Freight Farms are unable to complete the Transaction in a timely manner or at all, Agrinam will wind-up*".

In the event that Agrinam or any of its subsidiaries enters into any agreements or arrangements in connection with the PIPE Financing following the date of this prospectus, Agrinam will promptly disclose via an amendment to this prospectus or an amended and restated prospectus the material terms of such agreements or arrangements, including the expected impact on dilution, use of proceeds and pro forma financial information. If an amendment to this prospectus or an amended and restated prospectus is filed, Agrinam will also concurrently disseminate a press release to notify Class A Restricted Voting Shareholders. Please see "*Risks Related to New Freight Farms' Business – A PIPE Financing or future sales of Common Shares by New Freight Farms would dilute a shareholder's holdings*".

RISK FACTORS

The following are certain factors relating to the business of New Freight Farms and the Transaction. The risks and uncertainties described are not the only ones that may be relevant. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this prospectus. Additional risks and uncertainties not presently known to Agrinam or Freight Farms may be or may become relevant. If any such risks actually occur, the business of New Freight Farms and/or the implementation of the Transaction could be materially adversely affected.

Risks Related to New Freight Farms' Business

An investment in New Freight Farms is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result.

An investment in New Freight Farms is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result. A prospective investor should consider with care whether an investment in New Freight Farms is suitable for them in light of their personal circumstances and the financial resources available to them.

Investors in New Freight Farms may not get back the full or any amount initially invested.

An investment in New Freight Farms should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of New Freight Farms' investments will occur or that the investment objectives of New Freight Farms will be achieved. Investors may not get back the full or any amount initially invested.

Changes in economic conditions may adversely affect New Freight Farms' prospects.

Changes in economic conditions including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events and trends, tax laws and other factors can substantially and adversely affect equity investments and New Freight Farms' prospects.

Securities markets have a high level of price and volume volatility.

The market price of securities of many companies experience wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of New Freight Farms include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. As a result of any of these factors, the market price of the securities of New Freight Farms at any given point in time may not accurately reflect the long-term value of New Freight Farms.

There is no assurance New Freight Farms will continue to meet the listing standards of the Exchange or receive approval for listing its securities on the Exchange.

The Class A Restricted Voting Shares, Warrants, and Rights are listed on the Exchange and the Exchange has indicated that its listings committee has conditionally approved the listing of the Common Shares and the continued listing of the Warrants and Rights on the Exchange. However, the Exchange is expected to impose certain requirements on New Freight Farms, including a minimum cash condition. See "*Exchange Approval*". If the conditions of the Exchange are not satisfied, the Exchange will not approve the listing of New Freight Farms and the Business Combination Agreement will likely be terminated and the Transaction will likely not be completed. In the event the Business Combination Agreement is terminated and Agrinam is unable to consummate a qualifying acquisition within the Permitted Timeline, Agrinam would be required to: (a) cease all operations except for the purpose of winding-up; and (b) as promptly as reasonably possible redeem 100% of the outstanding Class A Restricted Voting Shares.

If the Common Shares, Warrants, and Rights are listed, New Freight Farms must meet continuing listing standards to maintain the listing of such securities on the Exchange. If New Freight Farms fails to comply with such listing standards and the Exchange delists or removes the Common Shares, Warrants, or Rights, New Freight Farms and its security holders could face significant material adverse consequences, including: (a) a limited availability of market quotations for the delisted securities; (b) reduced liquidity for such securities; (c) a determination that such securities are "penny stock," which would require brokers trading in such securities to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for such securities; (d) a limited amount of news about New Freight Farms and analyst coverage of it; and (e) a decreased ability for New Freight Farms to issue additional securities or obtain additional equity or debt financing in the future.

New Freight Farms cannot assure that a market will exist or continue to develop or be sustained for its securities. If a market does not continue to develop or is not sustained, it may be difficult for investors to sell securities at an attractive price or at all. New Freight Farms cannot predict the prices at which its securities will trade.

A PIPE Financing or future sales of Common Shares by New Freight Farms would dilute a shareholder's holdings.

If a PIPE Financing is completed in connection with the Transaction, it would dilute a shareholder's expected holdings in New Freight Farms. New Freight Farms may also issue additional securities in the future, including Common Shares, or securities convertible or exchangeable into Common Shares which may dilute a shareholder's holdings in New Freight Farms. New Freight Farms' Articles will permit the issuance of an unlimited number of Common Shares and Proportionate Voting Shares and holders of Common Shares and Proportionate Voting Shares will not have any pre-emptive or redemption rights. New Freight Farms could enter a contractual pre-emptive rights arrangement in the future. The directors of New Freight Farms have the discretion to determine the price and the terms of issue of further issuances of Common Shares. Also, additional Common Shares will be issued by New Freight Farms on the exercise of options under New Freight Farms' stock option plan.

New Freight Farms' operations may require further capital and liquidity, financial resources and access to capital may be reduced.

New Freight Farms' operations and development is expected to require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of development or production of New Freight Farms' products. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to New Freight Farms. Any future financing may be dilutive to existing shareholders.

A prolonged decline in the price of Common Shares could result in a reduction in the liquidity of Common Shares and a reduction in New Freight Farms' ability to raise capital and/or continue operations. Because a significant portion of New Freight Farms' operations have been and are expected in the future to be financed through the sale of equity securities, a decline in the price of Common Shares could be especially detrimental to New Freight Farms' liquidity and its operations. Such reductions may force New Freight Farms to re-allocate funds from other planned uses and may have a significant negative effect on New Freight Farms' business plan and operations, including its ability to repay outstanding obligations, to develop new products, and continue its current operations.

There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be available on favourable terms. If New Freight Farms is unable to raise sufficient capital in the future, New Freight Farms may not be able to have the resources to continue its normal operations.

If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. Debt financings may increase New Freight Farms' debt levels above industry standards or its ability to service such debt. Any debt financing obtained in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which could make it more difficult for New

Freight Farms to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may contain provisions, which, if breached, entitle lenders to accelerate repayment of debt and there is no assurance that New Freight Farms would be able to repay such debt in such an event or prevent the enforcement of security, if any, granted pursuant to such debt financing.

New Freight Farms will have discretion in the use of escrowed funds.

New Freight Farms will have discretion concerning the use of the net proceeds released from escrow on closing of the Transaction, as well as the timing of their expenditure. As a result, an investor will be relying on the judgment of the New Freight Farms Board and the management of New Freight Farms for the use of these proceeds. New Freight Farms may use such proceeds other than as described under the heading "*Use of Proceeds*" if New Freight Farms or management believe it would be in New Freight Farms' best interest to do so and in ways that a shareholder or an investor may not consider suitable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, New Freight Farms' business, operating results, financial condition, or prospects could be adversely affected.

New Freight Farms may fail to realize its growth strategy.

The anticipated benefits from the Transaction, if completed, are necessarily based on projections and assumptions about the combined business of Agrinam and Freight Farms, which may not materialize as expected or which may prove to be inaccurate. New Freight Farms' ability to achieve the anticipated benefits will depend on its ability to successfully implement New Freight Farms' growth strategies, as well as the availability of financial resources. New Freight Farms may encounter significant challenges with recognizing the anticipated benefits of the Transaction, including the following:

- challenges arising from the transition of New Freight Farms' product offerings to larger enterprise and institutional customers;
- challenges arising from the expansion into jurisdictions where Freight Farms does not currently operate or have significant relationships;
- coordinating sales and marketing efforts to effectively position New Freight Farms' capabilities and the direction of product development;
- retaining key employees, suppliers and other stakeholders of New Freight Farms;
- retaining and efficiently managing New Freight Farms' customers and suppliers; and
- difficulties in anticipating and responding to actions that may be taken by competitors in response to the Transaction.

There are risks associated with New Freight Farms' growth strategy, and such strategies may not succeed, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors. If New Freight Farms cannot manage its growth effectively it may have a material adverse effect on the business, prospects, financial condition, results of operations and cash flows of New Freight Farms. In addition, New Freight Farms may require additional financing to fund its operations or growth after the consummation of the Transaction. The failure to secure additional financing could have a material adverse effect on the continued development or growth of New Freight Farms.

New Freight Farms' forward-looking statements may prove inaccurate.

Shareholders are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts, or projections will prove to be materially inaccurate. New Freight Farms' actual financial position and results of operations may differ materially from management's expectations. As a result, New Freight Farms' revenue, net income, and cash flow may differ materially from New Freight Farms' projected revenue, net income, and cash flow. The process for estimating New Freight Farms' revenue, net income, and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect New Freight Farms' financial condition or results of operations.

Shareholders are also cautioned not to place undue reliance on projections with respect to New Freight Farms, as such projections may prove to be inaccurate. Although Freight Farms and New Freight Farms believe that the projections included in this prospectus are reasonable, New Freight Farms' actual performance, results or cash flow may be materially different due to unanticipated expenses or other unforeseen difficulties.

New Freight Farms' results of operations could be adversely affected in a national or global recession.

Similar to other businesses with customers throughout Canada, the United States and abroad, New Freight Farms is exposed to fluctuations in Canada, the United States and global economies. Economic crisis and recession in Canada and the United States in particular, and globally in general, could curb demand for New Freight Farms' products, with adverse effects on results of operations.

There can be no assurance that New Freight Farms will successfully market the Greenery container farm or farmhand, or any new lines of business or new products and services.

New Freight Farms' success will depend upon market acceptance of its technology and products, its ability to enhance its existing technology and products and its ability to introduce new products and features that meet customer requirements. There can be no assurance that New Freight Farms will be successful in developing, manufacturing, marketing, or enhancing its technology and products. New Freight Farms' business would be adversely affected if it incurs delays in spreading its technology, products, or enhancements or if such technology, products, or enhancements do not gain market acceptance. In addition, there can be no assurance that products or technologies developed by others will not render New Freight Farms' technology or products non-competitive or obsolete.

New Freight Farms may invest in new lines of business or may offer new products or services. There are risks and uncertainties associated with such efforts, particularly in instances where the markets are not fully developed or are evolving. In developing and marketing new lines of business and new products and services, New Freight Farms may invest significant time and resources. External factors, such as regulatory compliance obligations, competitive alternatives, lack of market acceptance and shifting consumer preferences may also affect the successful implementation of a new line of business or a new product or service. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have adverse effects on New Freight Farms' business, results of operations and financial condition.

New Freight Farms has no assurance of profitability.

New Freight Farms has yet to generate any positive operating cash flow from its business for any financial year since incorporation. New Freight Farms will be subject to all of the business risks and uncertainties associated with any early-stage enterprise, including undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues.

Freight Farms has incurred operating losses in recent periods. For the year ended December 31, 2022, the net loss attributable to Freight Farms was $(7.3) million. For the nine (9) months ended September 30, 2023, the net loss attributable to Freight Farms was $(8.5) million. New Freight Farms may continue to incur losses in the future following the Transaction. Future performance will depend, in particular, on New Freight Farms' ability to generate demand and revenue for New Freight Farms' products.

New Freight Farms may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, New Freight Farms expects to continue to increase operating expenses as it implements initiatives to grow its business. If New Freight Farms' revenues do not increase to offset these expected increases in costs and operating expenses, New Freight Farms will not be profitable. There is no guarantee that New Freight Farms' products will be attractive to potential consumers or that the revenues generated from such products will meet its projections. There is no assurance that New Freight Farms will be successful in achieving a return on shareholders' investments.

Risks inherent in the agricultural business may negatively impact New Freight Farms.

New Freight Farms' products are designed for the growing of a variety of plants, which is subject to the risks inherent in the agricultural business, including, but not limited to, plant and seed diseases, insects, water supply issues, food safety issues, energy costs or interruptions, natural disasters and similar agricultural risks. Although New Freight Farms' and its customers grow their products indoors under climate-controlled conditions, with conditions monitored, there can be no assurance that these risks will not have a material adverse effect on the sales and production of New Freight Farms' products.

New Freight Farms' success depends upon its ability to attract and retain key management and consultants.

New Freight Farms will attempt to enhance its management and technical expertise by continuing to recruit qualified individuals who possess desired skills and experience in certain targeted areas. The loss of any of New Freight Farms' senior management or key consultants and employees could materially adversely affect New Freight Farms' ability to execute New Freight Farms' business plan and strategy, and New Freight Farms may not be able to find adequate replacements on a timely basis, or at all. New Freight Farms could experience significant increases in operating costs and reduced profitability due to competition for skilled management. Costs to recruit and retain adequate personnel, the loss of personnel, inability to attract and retain other qualified personnel or a labour shortage that reduces the pool of qualified candidates could, in any such case, adversely affect New Freight Farms' business. New Freight Farms does not maintain key person life insurance policies on any of New Freight Farms' employees.

New Freight Farms is dependent upon certain of its executive management team. The loss of the services of its executive officers could have a material adverse effect on New Freight Farms. New Freight Farms' ability to manage its development and operating activities, and hence its success, will depend in large part on the efforts of its executive officers and other members of management of New Freight Farms. New Freight Farms faces intense competition for qualified personnel, and there can be no assurance that it will be able to attract and retain such personnel. New Freight Farms does not yet have in place formal programs for succession or training of management.

New Freight Farms' management team will be required to devote substantial time to regulatory compliance which may divert attention from the day-to-day management of the business.

New Freight Farms' management team will require substantial attention from senior management and could divert attention away from the day-to-day management of the business. Regulatory compliance is increasingly complex and management may not have experience in all areas of public company compliance. The management team will seek assistance from external resources, when appropriate, for public company regulatory compliance and tax regulatory compliance for applicable jurisdictions.

New Freight Farms' industry is experiencing rapid growth and consolidation that may cause New Freight Farms to lose key relationships and intensify competition, which could adversely affect its profitability.

The agriculture industry and various verticals within it are undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation, and formation of strategic relationships. Acquisitions or other consolidating transactions could harm New Freight Farms in a number of ways, including by losing strategic partners and/or customers if they are acquired by or enter into relationships with a competitor, losing revenue or market share, or forcing New Freight Farms to expend greater resources to meet new or additional competitive threats, all of which could harm its operating results. As competitors enter the market and become increasingly sophisticated, competition in New Freight Farms' industry may intensify which could negatively impact its profitability.

The agricultural and AgTech industry in North America may become increasingly competitive. New Freight Farms expects to face competition from numerous producers and manufacturers throughout North America and abroad. A number of these companies may have greater financial resources, operational experience, and technical capabilities than New Freight Farms. This could adversely impact New Freight Farms' revenues, margins and market share. Moreover, the price of shipping containers decreases with increased competition because the cost of acquiring used containers is relatively less, which allows companies to start similar businesses with less capital. As a result of this competition, New Freight Farms may be unable to maintain operations on terms it considers acceptable or at all. There can be no assurance that New Freight Farms will be able to compete successfully against its current or future competitors or that such competition will not have a material adverse effect on New Freight Farms' financial condition and results of operations and the amount of cash available for distribution to shareholders.

New Freight Farms's profitability could be affected by its customers' cost of capital and energy costs.

New Freight Farms' customers' availability of capital to fund and finance the purchase of the Greenery and its operations is dependent on a number of factors, including the economic environment, prevalent interest rates, and commercial bank lending standards. Higher energy costs increase the operating costs for New Freight Farm's customers, which impacts demand particularly in regions with under-developed electrical grids.

The agricultural business is sensitive to changes in the price of vegetable plants such as leafy greens, basil, and microgreens.

The price of New Freight Farms' and its customers' products is affected by many factors, including supply and demand of the customers, negotiations between buyers and sellers, quality and general economic conditions, all of which could have a material adverse effect on the financial condition of New Freight Farms. Demand for New Freight Farms' and its customers' products is subject to fluctuations resulting from adverse changes in general economic conditions, evolving consumer preferences, nutritional and health-related concerns and public reaction to food spoilage or food contamination issues. There can be no assurance that demand for New Freight Farms' and its customers' products will increase or that present demand levels will be maintained. If demand for vegetable plants decreases, New Freight Farms' financial condition and results of operations may be materially adversely affected.

New Freight Farms is at risk of product liability.

New Freight Farms is exposed to costs related to warranties, product recalls, potential lawsuits or other claims, particularly if its products were to be proven defective, or potential product liabilities connected with its operations and the marketing and distribution of products, including liabilities and expenses associated with contaminated or unsafe products. There can be no assurance that the insurance against all such potential liabilities maintained by New Freight Farms will be adequate in all cases. In addition, even if a claim was not successful or was not fully pursued, the negative publicity surrounding any such assertion could adversely impact New Freight Farms' reputation with its customers. The consequences of any of the foregoing events may have a material adverse effect on New Freight Farms' financial condition and results of operations.

New and evolving technologies could harm New Freight Farms by disrupting its business or increasing the cost of doing business.

Freight Farms relies on various information technology systems to manage its operations and to ensure the functionality of its products. As necessary, New Freight Farms will implement modifications and upgrades to these systems and replace certain systems with successor systems with new functionality. There are inherent costs and risks associated with modifying or changing these systems and implementing new systems, including capital expenditures, additional administration and operating expenses, retention of sufficiently skilled personnel to implement and operate the new systems, demands on management time and other risks and costs of delays or difficulties in transitioning to new systems or of integrating new systems into the previous systems. In addition, New Freight Farms' information technology system implementations may not result in productivity improvements at a level that outweighs the costs of implementation, or at all. The implementation of new information technology systems may also cause disruptions of New Freight Farms' business and have adverse effects on New Freight Farms' results of operations.

In any new business involving new and evolving technologies, there are many unforeseen development risks which could impair or delay New Freight Farms in achieving its goals. There is a risk that New Freight Farms' technology will not meet the requirements of the market. It is possible that more economical or efficient production technology than what is currently produced by New Freight Farms will be developed, thereby potentially adversely affecting New Freight Farms' competitive position.

Manufacturing costs and supply chain disruptions may negatively affect New Freight Farms' business operations.

New Freight Farms is continually seeking out ways to reduce its manufacturing costs, which allows it to further reduce selling prices for its products and increase its business volume, thereby improving profit margins. New Freight Farms' ability to reduce manufacturing costs depends on successful research and development, component purchasing volumes generating savings of scale, and fluctuations in material costs.

New Freight Farms is subject to supply chain disruption risk, supply chain inflation risk leading to an increase in component costs, and the risk associated with the increasing and volatile costs associated with shipping freight over both land and sea.

New Freight Farms' operations are dependent upon trade restrictions.

New Freight Farms' business of constructing and selling vertical farming facilities is dependent on inputs from around the world. Several components for New Freight Farms' container farms are currently sourced in China. Other components are sourced in the United States and the final assembly is done in Vermont before the farms are shipped around the world. Any adverse trade restriction on the components, the container farms, or farming technology could have a material impact on New Freight Farms' business. As volumes grow and scale, the management team of New Freight Farms plans to diversify the manufacturing footprint in order to create supply chain resiliency. See "*Business of Freight Farms – Economic Dependence*" and "*Business of Freight Farms – Production and Services – Manufacturing Process*".

The cost of New Freight Farms' container farms can vary with commodity pricing.

The cost of New Freight Farms' container farms is dependent on a number of raw materials that can vary in costs with fluctuations in commodity pricing. New Freight Farms cannot provide any assurance that the costs of production will remain unchanged on this basis.

New Freight Farms will sell products into foreign jurisdictions that heighten certain risks.

Emerging market investment generally poses a greater degree of risk than investment in more mature developed markets because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments.

Freight Farms has sold its products into several international markets and expects it may derive an increasing portion of its revenue from emerging markets. Although Freight Farms does not directly operate in any international market and its business in these markets is generally limited to the procurement of components and the sale of its products, Freight Farms' will still be exposed to the political and economic risk found in these markets, including risks relating to change in government policy. New Freight Farms will accordingly be subject to a number of risks stemming from exchange-rate controls, change in exchange rates, the movement of currency out of foreign jurisdictions, which could hinder the repatriation of profits to Canadian investors, inflation, and political instability in these emerging markets.

Investments in emerging markets are subject to heightened risks and New Freight Farms may be adversely affected by, among other things, the following risks associated with emerging market economies:

- political and social instability;
- government involvement, including, but not limited to, currency controls and risk of expropriation or nationalization of assets;
- difficulties in enforcing contractual rights and risks that laws will not be enforced and judgements will not be upheld;
- currency volatility;
- risk of high inflation;
- infrastructure issues and risks related to access to assets;
- arbitrary and sudden changes to laws;
- corruption, bribery, civil arrest, all of which may negatively impact and disrupt business operations;
- greater susceptibility to commodity prices; and
- greater susceptibility to the economic performance of trading partners.

Despite these risks, New Freight Farms is not expected to consider itself an "emerging market issuer" and its exposure to these jurisdictions will be largely limited to the procurement of components and the sale of its products.

If New Freight Farms is unable to identify and obtain adequate supplies, or if there is an increase in the cost of commodities or products, then New Freight Farms' profitability could be negatively impacted, which would adversely affect New Freight Farms' business, results of operations and financial condition.

New Freight Farms will continue using a large volume of raw materials to develop vertical hydroponic farms, including and not limited to metal, HVAC units, lighting, plant panels, technologies, and several other components. New Freight Farms will continue purchasing raw materials under contracts of varying maturities from domestic and international suppliers.

The supply and the price of raw materials, technologies, and energy and the cost of energy, technologies, freight, logistics, and labour used in production and distribution activities could be affected by a number of factors beyond New Freight Farms' control, including market demand, global geopolitical events (especially their impact on energy prices), economic factors affecting growth decisions, exchange rate fluctuations and inflation. New Freight Farms cannot provide any assurance that the costs of production will remain unchanged. To the extent that any of these factors, including supply of goods, technology, and energy, affect the prices of materials or components, or New Freight Farms does not effectively or completely hedge changes in commodity price risks, or is unable to recoup costs through increases in the price of products, New Freight Farms' business results or operations and financial condition could be adversely affected.

Climate change may affect New Freight Farms' and its customers' business and operations directly or indirectly.

Since New Freight Farms' products operate within an insulated container in a controlled environment, external climate change has minimal impact on its products. However, as discussed below, certain operational risks remain.

Physical risks resulting from climate change may adversely impact New Freight Farms' operations. Extreme weather events (such as prolonged drought or freezing, increased periods of snow and increased frequency and intensity of storms) have the potential to disrupt New Freight Farms' and its customers' operations, including transportation routes and supply chain operations. New Freight Farms is unable to predict the impact of climate change on its business, but extended disruptions could result in interruption to production which could materially adversely affect New Freight Farms' financial condition and results.

Transition risks resulting from climate change may adversely impact New Freight Farms' operations, including regulatory risks due to the increased regulation of climate change-related matters and policy risks due to policy decisions meant to constrain actions that contribute to climate change. Governments at all levels are moving towards enacting legislation to address climate change by regulating carbon emissions and energy efficiency, among other things, or to make current regulation more stringent. There is no assurance that compliance with such legislation will not have an adverse effect on New Freight Farms' business, results of New Freight Farms' operations, financial condition, and share price.

A public health crisis could adversely affect New Freight Farms' operations.

Global or national health concerns, including the outbreak of pandemic or contagious diseases may adversely affect New Freight Farms. New Freight Farms' business, operations, and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises. Such impacts include, with respect to its operations, increased suppliers' operations and its customers' operations inquiries, mandated social distancing, isolation and/or quarantines, impacts of declared states of emergency, public health emergency and similar declarations and could include other increased government regulations, a material reduction in demand for New Freight Farms' products and services, reduced sales, higher costs for new capital, licencing and permitting delays, increased operating expenses, delayed performance of contractual obligations, and potential supply shortages and disruptions, all of which could negatively impact the business, financial condition and results of operations of New Freight Farms and thus may impact the ability of New Freight Farms to comply with financial covenants, and its ability to satisfy its obligations to its lenders and other parties, which in turn may adversely impact, among other things, the ability of New Freight Farms to access debt or equity capital on acceptable terms or at all.

The risks to New Freight Farms of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in New Freight Farms' facilities. Should an employee or visitor in any of New Freight Farms' facilities become infected with a serious illness that has the potential to spread rapidly, this could place New Freight Farms' workforce at risk. The outbreak of COVID-19 is one example of such an illness. New Freight Farms takes every precaution to strictly follow industrial hygiene and occupational health guidelines and applicable health authority recommendations.

The outbreak of COVID-19 created supply chain issues for Freight Farms, both in the procurement or of raw materials/components as well as availability of labour at the contract manufacturer for assembly of farms. This created certain delays in production and delivery of farms to customers. It is likely that New Freight Farms would experience similar issues in the event of a comparable public health crisis.

International conflict may lead to uncertainty or volatility in financial markets.

International conflict and other geopolitical tensions and events, including the Russia-Ukraine conflict, the conflict in Israel and Palestine, the conflict between Canada and India and any other war, military action, terrorism, trade disputes, and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in financial markets. Volatility in financial markets, including increased commodity prices, may adversely affect New Freight Farms' business, financial condition, and results of operations.

Foreign exchange exposure may have an adverse impact on New Freight Farms' financial results.

New Freight Farms estimates that a significant portion of its sales will be recorded in U.S. dollars. Any foreign currency hedge arrangements that New Freight Farms has entered into or may enter into, may not protect it against any losses which may occur as a result of a fluctuation in foreign currency exchange rates. As a result, such fluctuations may have an adverse impact on New Freight Farms' financial results.

New Freight Farms' dependence on third-party suppliers makes it susceptible to operational disruptions.

New Freight Farms has established relations with third-party suppliers, upon whom it relies, to provide materials and components for its products. A supplier's failure to supply materials or components in a timely manner, or to supply materials and components that meets New Freight Farms' quality, quantity or cost requirements, or New Freight Farms' inability to obtain substitute sources for these materials and components in a timely manner or on terms acceptable to it, could adversely impact its ability to deliver its products.

New Freight Farms' dependence on third-party manufacturers makes it susceptible to operational disruptions.

New Freight Farms has established relations with its third-party manufacturer, upon whom it relies to manufacture the New Freight Farms systems. A failure of such third party to manufacture New Freight Farms' products in a timely manner, or to manufacture the New Freight Farms systems in a manner that meets New Freight Farms' quality, quantity or cost requirements, or New Freight Farms' inability to obtain a substitute manufacturer for the New Freight Farms systems in a timely manner or on terms acceptable to it, could adversely impact its ability to deliver its products.

New Freight Farms is subject to risks with respect to its contracts.

As a party to many contracts, New Freight Farms has various contractual rights in the event of non-compliance by a contracting party. However, no assurance can be given that all contracts will be fully performed by all contracting parties and that New Freight Farms will be successful in securing compliance with the terms of each contract by the counterparties to its contracts. Certain of New Freight Farms' material contracts contain provisions providing for early termination of the contracts, on giving notice and paying a termination amount (which varies between the contracts). The early termination of any of these contracts, for any reason, may mean that New Freight Farms will not realize the full value of the contract, which is likely to adversely affect New Freight Farms' business, prospects, financial condition, results of operations, and/or the value of its securities.

The success of New Freight Farms' business depends in part on its ability to protect its ideas and technology.

There can be no assurance that trade secrets and other intellectual property will not be challenged, invalidated, misappropriated or circumvented by third parties. Currently, New Freight Farms' intellectual property includes provisional patents, patent applications, utility patents, design patents, trademarks, and know-how related to business, product and technology development. New Freight Farms plans on taking the necessary steps, including but not limited to the filing of additional patents as appropriate. There is no assurance any additional patents will issue or that when they do issue, they will include all of the claims currently included in the applications. Even if they do issue, those new patents and New Freight Farms' existing patents must be protected against possible infringement. Nonetheless, New Freight Farms currently relies on contractual obligations of their employees and contractors to maintain the confidentiality of New Freight Farms' products. To compete effectively, New Freight Farms must develop and continue to maintain a proprietary position with respect to its technologies, and business. The risks and uncertainties that New Freight Farms faces with respect to intellectual property rights principally include the following:

- provisional protection may not result in full patents being granted, and any full patent applications that New Freight Farms files may not result in issued patents or may take longer than expected to result in issued patents;

- New Freight Farms may be subject to interference proceedings;

- other companies may claim that patents applied for by, assigned to, or licensed to New Freight Farms infringe upon their own intellectual property rights;

- New Freight Farms may be subject to trademark opposition proceedings in the U.S. and in foreign countries;

- any patents that are issued to New Freight Farms may not provide meaningful protection;

- New Freight Farms may not be able to develop additional proprietary technologies that are patentable;

- other companies may challenge patents licensed or issued to New Freight Farms as invalid, unenforceable, or not infringed;

- other companies may independently develop similar or alternative technologies, or duplicate New Freight Farms' technologies;

- other companies may design around technologies that New Freight Farms have licensed or developed;

- any patents issued to New Freight Farms may expire and competitors may utilize the technology found in such patents to commercialize their own products; and

- enforcement of patents is complex, uncertain, and expensive.

It is also possible that others may obtain issued patents that could prevent New Freight Farms from commercializing certain aspects of their products or require New Freight Farms to obtain licenses requiring the payment of significant fees or royalties in order to enable New Freight Farms to conduct its business. If New Freight Farms licenses patents, their rights will depend on maintaining their obligations to the licensor under the applicable license agreement, and they may be unable to do so. Furthermore, there can be no assurance that the work-for-hire, intellectual property assignment, and confidentiality agreements entered into by New Freight Farms employees and consultants, advisors and collaborators will provide meaningful protection for New Freight Farms' trade secrets, know-how or other proprietary information in the event of any unauthorized use or disclosure of such trade secrets, know-how or other proprietary information. The scope and enforceability of patent claims are not systematically predictable with absolute accuracy. The strength of New Freight Farms' own patent rights depends, in part, upon the breadth and scope of protection provided by the patent and the validity of New Freight farms' patents, if any.

New Freight Farms operates in an industry with the risk of intellectual property litigation.

New Freight Farms' success depends, in part, upon non-infringement of intellectual property rights owned by others and being able to resolve claims of intellectual property infringement without major financial expenditures or adverse consequences. Participants that own, or claim to own, intellectual property may aggressively assert their rights. From time to time, New Freight Farms may be subject to legal proceedings and claims relating to the intellectual property rights of others. Future litigation may be necessary to defend New Freight Farms or their clients by determining the scope, enforceability, and validity of third-party proprietary rights or to establish its proprietary rights. Some competitors have substantially greater resources and are able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time. In addition, patent holding companies that focus solely on extracting royalties and settlements by enforcing patent rights may target New Freight Farms. Regardless of whether claims that New Freight Farms are infringing patents or other intellectual property rights have any merit, these claims are time-consuming and costly to evaluate and defend and could:

- adversely affect relationships with future clients;

- cause delays or stoppages in providing products;

- divert management's attention and resources;

- require technology changes to New Freight Farms' platform that would cause New Freight Farms to incur substantial cost;
- subject New Freight Farms to significant liabilities; and
- require New Freight Farms to cease some or all business activities.

In addition to liability for monetary damages, which may include lawyers' fees, or, in some circumstances, damages against clients, New Freight Farms may be prohibited from developing, commercializing, or continuing to provide some or all of its products unless New Freight Farms obtains licenses from, and pays royalties to, the holders of the patents or other intellectual property rights, which may not be available on commercially favourable terms, or at all.

New Freight Farms has limited foreign intellectual property rights and may not be able to protect their intellectual property rights throughout the world.

New Freight Farms has limited intellectual property rights outside the United States. Filing, prosecuting, and defending patents on devices in all countries throughout the world would be prohibitively expensive, and New Freight Farms' intellectual property rights in some countries outside the United States can be less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property to the same extent as laws in the United States. Consequently, New Freight Farms may not be able to prevent third parties from practicing their inventions in all countries outside the United States, or from selling or importing products made using New Freight Farms' inventions in and into the United States or other jurisdictions. Competitors may use New Freight Farms' technologies in jurisdictions where they have not obtained patents to develop their own products and further, may export otherwise infringing products to territories where New Freight Farms has patents, but enforcement is not as strong as that in the United States.

Many companies have encountered significant problems in protecting and defending intellectual property in foreign jurisdictions. The legal systems of certain countries, particularly China and certain other developing countries, do not favour the enforcement of patents, trade secrets and other intellectual property, which could make it difficult for New Freight Farms to stop the infringement of their patents or marketing of competing products in violation of their proprietary rights generally. To date, New Freight Farms has not sought to enforce any issued patents in these foreign jurisdictions. Proceedings to enforce New Freight Farms' patent rights in foreign jurisdictions could result in substantial costs and divert efforts and attention from other aspects of the business, could put New Freight Farms' patents at risk of being invalidated or interpreted narrowly and New Freight Farms' patent applications at risk of not issuing and could provoke third parties to assert claims against New Freight Farms. New Freight Farms may not prevail in any lawsuits that they initiate, and the damages or other remedies awarded, if any, may not be commercially meaningful. The requirements for patentability may differ in certain countries, particularly developing countries. Certain countries in Europe and developing countries, including China and India, have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In those countries, New Freight Farms and their licensors may have limited remedies if patents are infringed or if New Freight Farms or their licensors are compelled to grant a license to a third party, which could materially diminish the value of those patents. This could limit New Freight Farms' potential revenue opportunities. Accordingly, New Freight Farms' efforts to enforce their intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that New Freight Farms develops or licenses.

If New Freight Farms is unable to obtain or defend their patents, the business could be materially adversely affected.

New Freight Farms' patent position is highly uncertain and involves complex legal and factual questions. Accordingly, New Freight Farms cannot predict the breadth of claims that may be allowed or enforced under their patents or in third-party patents. For example, New Freight Farms might not have been the first to make the inventions covered by each of their pending patent applications and provisional patents; New Freight Farms might not have been the first to file patent applications for these inventions; others may independently develop similar or alternative technologies or duplicate any of New Freight Farms' technologies; it is possible that none of New Freight Farms' pending patent applications will result in issued patents; New Freight Farms' issued patents may not provide a basis for commercially viable technologies, or may not provide New Freight Farms with any competitive advantages, or may be challenged and invalidated by third parties; and, New Freight Farms may not develop additional proprietary technologies that are patentable.

As a result, New Freight Farms' owned and licensed patents may not be valid and New Freight Farms may not be able to obtain and enforce patents and to maintain trade secret protection for the full commercial extent of their technology. The extent to which New Freight Farms is unable to do so could materially harm the business.

New Freight Farms has applied for and will continue to apply for patents for certain products. Such applications may not result in the issuance of any patents, and any patents now held or that may be issued may not provide New Freight Farms with adequate protection from competition. Furthermore, it is possible that patents issued or licensed to New Freight Farms may be challenged successfully. In that event, if New Freight Farms has a preferred competitive position because of such patents, such preferred position would be lost. If New Freight Farms is unable to secure or to continue to maintain a preferred position, New Freight Farms could become subject to competition from the sale of generic products. Failure to receive, inability to protect, or expiration of New Freight Farms' patents would adversely affect its business and operations.

Patents issued or licensed to New Freight Farms may be infringed by the products or processes of others. The cost of enforcing New Freight Farms' patent rights against infringers, if such enforcement is required, could be significant, and New Freight Farms does not currently have the financial resources to fund such litigation. Further, such litigation can go on for years and the time demands could interfere with the business's normal operations. New Freight Farms may become a party to patent litigation and other proceedings. The cost to New Freight Farms of any patent litigation, even if resolved in their favour, could be substantial. Many of New Freight Farms' competitors may be able to sustain the costs of such litigation more effectively than New Freight Farms can because of their substantially greater financial resources. Litigation may also absorb significant management time.

Unpatented trade secrets, improvements, confidential know-how and continuing technological innovations are important to New Freight Farms' scientific and commercial success. Although New Freight Farms attempts to and will continue to attempt to protect their proprietary information through reliance on trade secret laws and the use of confidentiality agreements with their partners, collaborators, employees and consultants, as well as through other appropriate means, these measures may not effectively prevent disclosure of New Freight Farms' proprietary information, and, in any event, others may develop independently, or obtain access to, the same or similar information.

Cyber security has become an increasingly problematic issue for issuers and businesses in Canada and around the world, including New Freight Farms.

Cyber-attacks against organizations of all sizes are increasing in sophistication and are often focused on financial fraud, compromising sensitive data for inappropriate use, or disrupting business operations. A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity, or availability of New Freight Farms' information resources. More specifically, a cyber-incident is an intentional attack or an unintentional event that can include gaining unauthorized access to information systems to disrupt operations, corrupt data, or steal confidential information. As New Freight Farms' reliance on technology has increased, so have the risks posed to its systems. New Freight Farms' primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to its reputation, damage to New Freight Farms' business relationships, disclosure of confidential information regarding its employees and third parties with whom New Freight Farms interacts, and may result in negative consequences, including remediation costs, loss of revenue, additional regulatory scrutiny, and litigation. New Freight Farms has implemented processes, procedures, and controls to help mitigate these risks, but these measures, as well as its increased awareness of the risk of a cyber-incident, do not guarantee that its financial results will not be negatively impacted by such an incident.

New Freight Farms is subject to the risks associated with cross-border trade.

New Freight Farms' products are actively sold internationally. Markets in the United States and other countries may be affected from time to time by trade rulings and the imposition of customs, duties, and other tariffs. There can be no assurance that New Freight Farms' financial condition and results of operations will not be materially adversely affected by trade rulings and the imposition of customs duties or other tariffs in the future. Furthermore, there is no assurance that further trade actions will not be initiated within the industry. Any prolonged disruption in the flow of New Freight Farms' products internationally could have an adverse effect on New Freight Farms' financial condition and results of operations.

New Freight Farms' failure to comply with anti-bribery laws may have an adverse effect on its business.

New Freight Farms is subject to the *Corruption of Foreign Public Officials Act* (Canada) ("**CFPOA**"), which generally prohibits companies and company employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. The CFPOA also requires companies to maintain accurate books and records and internal controls, including at foreign controlled subsidiaries. In addition, New Freight Farms may become subject to other anti-bribery laws of any nations in which it conducts business that apply similar prohibitions as the CFPOA (e.g., United States Foreign Corrupt Practices Act and the Organization for Economic Co-operation and Development Anti-Bribery Convention). New Freight Farms' employees or other agents may, without New Freight Farms' knowledge and despite New Freight Farms' efforts, engage in prohibited conduct under New Freight Farms' policies and procedures and the CFPOA or other anti-bribery laws to which New Freight Farms may be subject for which New Freight Farms may be held responsible. If New Freight Farms' employees or other agents are found to have engaged in such practices, New Freight Farms could suffer severe penalties and other consequences that may have a material adverse effect on New Freight Farms' business, financial condition, and results of operations.

New Freight Farms is subject to anti-corruption, anti-bribery, anti-money laundering, and similar laws. Non-compliance with such laws can subject New Freight Farms to criminal and/or civil liability and harm its business.

New Freight Farms is subject to the U.S. Foreign Corrupt Practices Act of 1977, as amended ("**FCPA**"), the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the UK Bribery Act of 2010, the UK Proceeds of Crime Act 2002, and other anti-bribery and anti-money laundering laws in the countries in which New Freight Farms conducts activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years. These laws are interpreted broadly to prohibit companies and their employees and third-party intermediaries from authorizing, promising, offering, or providing, directly or indirectly, improper payments or anything else of value to recipients in the public or private sector. As New Freight Farms increases international sales and business and sales to the public sector, New Freight Farms may engage with partners and third-party intermediaries to market New Freight Farms services and to obtain necessary permits, licenses, and other regulatory approvals. In addition, New Freight Farms or its third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities. New Freight Farms can be held liable for corrupt or other illegal activities of these third-party intermediaries, New Freight Farms employees, representatives, contractors, partners, and agents, even if New Freight Farms does not explicitly authorize such activities. While New Freight Farms has policies and procedures to address compliance with such laws, New Freight Farms employees and agents could violate such policies and applicable law, for which New Freight Farms may be ultimately held responsible. As New Freight Farms increases its international sales and business, risks under these laws may increase. Noncompliance with anti-corruption, anti-bribery, or anti-money laundering laws could subject New Freight Farms to whistleblower complaints, investigations, sanctions, settlements, prosecution, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, suspension and/or debarment from contracting with certain persons, the loss of export privileges, reputational harm, adverse media coverage, and other collateral consequences. If any subpoenas or investigations are launched, or governmental or other sanctions are imposed, or if New Freight Farms does not prevail in any possible civil or criminal litigation, the New Freight Farms business, results of operations, and financial condition could be materially harmed. Responding to any action will likely result in a materially significant diversion of management's attention and resources and significant defense costs and other professional fees. Enforcement actions and sanctions could further harm the New Freight Farms business, results of operations, and financial condition.

The threat of legal proceedings may have a material adverse effect on New Freight Farms' business.

Due to the nature of its business, New Freight Farms may be subject to regulatory investigations, civil claims, lawsuits, and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, the difficulty of predicting decisions of regulators, judges and juries, and the possibility that decisions may be reversed on appeal. There can be no assurances that any such matters will not have a material adverse effect on New Freight Farms' business. It is possible that the Appraisal Seekers may succeed in their claim in seeking appraisal of their Freight Farms Shares, which could result in New Freight Farms having to make a cash payment to such Appraisal Seekers in an amount equal to the judicially determined fair market value of the Appraisal Seekers' shares of Freight Farms. Based on the current ownership stake of the Appraisal Seekers (approximately 9% of Freight Farms' outstanding shares) and the approximate equity value of Freight Farms in the Transaction ($79 million), the cash amount payable to the Appraisal Seekers as a result of the appraisal of their shares would be approximately $7.1 million. Any such payment could adversely impact New Freight Farms' financial results and the achievement of its business objectives.

Governmental regulations could negatively impact New Freight Farms' operations.

New Freight Farms' operations are governed by a broad range of federal, state, provincial and local environmental, health and safety laws and regulations, permits, approvals, and common law and other requirements that impose obligations relating to, among other things: worker health and safety; taxes; labour standards; environmental protection; and other matters. Failure by New Freight Farms to comply with applicable laws, rules, regulations, and policies may subject New Freight Farms to civil or regulatory proceedings, including fines, injunctions, administrative orders, or seizures, which may have a material adverse effect on New Freight Farms' financial condition and results of operations. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be amended or applied in a manner that could limit, curtail, or prevent production, development, or exploration, which could cause increases in costs or reduction in levels of production.

New Freight Farms' operations are subject to environmental risks.

All phases of New Freight Farms' operations are subject to federal, state, provincial, and local environmental regulation in the various jurisdictions in which it operates which could potentially make operations expensive or prohibit them altogether. These regulations mandate, among other things, the disposal of waste and the ownership, management, control or use of transport vehicles and real estate. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect New Freight Farms' operations or prevent operations altogether.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Uninsured and underinsured losses may impact New Freight Farms' operations.

New Freight Farms maintains at all times insurance coverage in respect of business risks, in those amounts, with those insurers, and on those terms as New Freight Farms' management considers appropriate to purchase and which is readily available, taking into account all relevant factors including the practices of owners of similar assets and operations, as well as costs.

New Freight Farms' insurance will not cover all the potential risks associated with New Freight Farms' operations. New Freight Farms may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to New Freight Farms or to other companies in the same industry on acceptable terms. New Freight Farms might also become subject to liability for environmental occurrences pollution or other hazards which may not be insured against, or which New Freight Farms may elect not to insure against because of premium costs or other reasons. Losses from these events may cause New Freight Farms to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

New Freight Farms' accounting estimates and judgments may not be accurate.

New Freight Farms will be required to make accounting estimates and judgments in the ordinary course of business. Such accounting estimates and judgments will affect the reported amounts of its assets and liabilities at the date of the financial statements and the reported amounts of its operating results during the periods presented. Additionally, New Freight Farms will be required to interpret the accounting rules in existence as of the date of the financial statements when the accounting rules are not specific to a particular event or transaction. If the underlying estimates are ultimately proven to be incorrect, or if auditors or regulators subsequently interpret New Freight Farms' application of accounting rules differently, subsequent adjustments could have a material adverse effect on its operating results for the period or periods in which the change is identified.

The size of Freight Farms' initial target market is difficult to quantify and investors will be reliant on their own estimates on the accuracy of market data.

Because high growth crop technology is in an early stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in New Freight Farms and, few, if any, established companies whose business model New Freight Farms can follow or upon whose success New Freight Farms can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in New Freight Farms. There can be no assurance that New Freight Farms' estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results.

Certain of the directors and/or officers of New Freight Farms are also associated with other companies and, accordingly, conflicts of interest may arise from time to time.

In the event of any conflict of interest, New Freight Farms will adhere to the provisions of the BCBCA which requires that a director or officer who is a party to, or has the material interest in any person who is a party to, a material contract or proposed material contract with New Freight Farms, shall disclose such interest to New Freight Farms and shall refrain from voting on any matter in respect of such contract unless otherwise permitted by the BCBCA.

An investment in New Freight Farms comes with dividend risk.

New Freight Farms does not anticipate paying dividends in the near future. New Freight Farms expects to retain its earnings to finance further growth and, when appropriate, retire debt. See "*Dividend Policy*".

There is no assurance that New Freight Farms will be able to repatriate or distribute funds for investment from the United States to Canada or elsewhere.

In the event that any of New Freight Farms' investments, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such investments in the United States were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under applicable federal laws, rules and regulations or any other applicable legislation. This could restrict or otherwise jeopardize the ability of New Freight Farms to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada or elsewhere.

Product recalls due to alleged product defects could have a material adverse effect on the business of New Freight Farms.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects. If any of New Freight Farms' products are recalled due to an alleged product defect or for any other reason, New Freight Farms could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. New Freight Farms may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although New Freight Farms has procedures in place for testing its products, there can be no assurance that product defects will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if New Freight Farms' products were subject to recall, the image of New Freight Farms could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for New Freight Farms' products and could have a material adverse effect on New Freight Farms. Additionally, product recalls may lead to increased scrutiny of New Freight Farms' operations by applicable governmental agencies, requiring further management attention and potential legal fees and other expenses.

New Freight Farms' dependence on non-profit customers poses risk to its profitability.

Freight Farms client portfolio includes non-profit community organizations and customers, which may rely heavily on government funding and tax credits from various governmental agencies and departments. Government funding arrangements generally require milestones and other objectives to be achieved prior to funding payments being made. The failure of New Freight Farms' non-profit customers to meet certain conditions relating to such government funding may impact their ability to purchase New Freight Farms' products, which may have a material adverse effect on New Freight Farms' business, financial condition and results of operations.

New Freight Farms may have to raise additional equity or debt if unable to achieve positive cash flow.

Although New Freight Farms is anticipated to have sufficient available funds to fund operations for the next 12 months, Freight Farms has had negative cash flows from operating activities since inception. To the extent New Freight Farms has negative cash flows from operating activities in future periods, New Freight Farms intends to fund such negative cash flow out of working capital. If New Freight Farms does not achieve positive cash flow, it will be necessary for New Freight Farms to raise additional equity or debt. There is no assurance that additional equity or debt will be available to New Freight Farms or on terms acceptable to New Freight Farms. See "*Risk Factors – New*

Freight Farms' operations may require further capital and liquidity, financial resources and access to capital may be reduced" and "*Risk Factors – New Freight Farms has no assurance of profitability*".

Changes in New Freight Farms' accounting policies or in accounting standards could materially affect how it reports its financial condition and results of operations.

From time to time, the International Accounting Standards Board and/or other financial regulators change the financial accounting and reporting standards that will govern the preparation of New Freight Farms' financial statements. These changes can be difficult to predict and may materially impact how New Freight Farms records and reports its financial condition and results of operations. In some cases, New Freight Farms could be required to apply a new or revised standard retroactively, resulting in restating prior period financial statements. The International Accounting Standards Board may make other changes to financial accounting and reporting standards that will govern the preparation of New Freight Farms' financial statements, which New Freight Farms may adopt if determined to be appropriate by its management, or which New Freight Farms may be required to adopt. Any such change in New Freight Farms' accounting policies or accounting standards could materially affect its reported financial condition and results of operations.

Risks Related to the Transaction

The ability of Class A Restricted Voting Shareholders to redeem their Class A Restricted Voting Shares for cash may make it difficult or impossible for Agrinam and Freight Farms to complete the Transaction or may substantially reduce the funds available to New Freight Farms following completion of the Transaction.

In connection with the Transaction, Class A Restricted Voting Shareholders have the right to redeem all or a portion of their Class A Restricted Voting Shares for cash. If a large number of holders do so, this may make it more difficult or impossible for Agrinam to satisfy the Minimum Cash Amount requirement in the Business Combination Agreement or the cash condition imposed by the Exchange and to complete the Transaction, which may adversely impact the trading price of the Class A Restricted Voting Shares, Warrants, and Rights. If the Transaction is completed, significant redemptions by the Class A Restricted Voting Shareholders may impact the ability of New Freight Farms to fund its growth strategy and ongoing operations. As a result, New Freight Farms' business, results of operations or financial condition could be materially adversely affected, and the trading price of the Common Shares, Warrants, or Rights may be adversely impacted.

There is no minimum redemption threshold requirement for completion of the Transaction.

While having the Minimum Cash Amount is a condition to closing the Transaction, there is no minimum redemption threshold requirement and the Transaction may be completed even if a substantial majority of Class A Restricted Voting Shareholders elect to redeem their Class A Restricted Voting Shares in connection with the Transaction.

Since the Founders will lose their investment in Agrinam if a qualifying acquisition is not completed, a conflict of interest may arise in determining whether the Transaction is appropriate.

The Founders are not entitled to redeem their Proportionate Voting Shares in connection with a qualifying acquisition or entitled to access the Escrow Account in respect thereof upon the Winding-Up of Agrinam. Accordingly, if Agrinam is unable to complete a qualifying acquisition within the Permitted Timeline, the Founders will lose their investment in Agrinam. As disclosed in the Final Prospectus, the Founders purchased an aggregate of 3,450,000 Class B Shares for an aggregate purchase price of $25,000, or approximately $0.007 per Class B Share and 8,710,000 Funding Warrants at an effective offering price of $1.00 per Funding Warrant for an aggregate purchase price of $8,710,000. The Sponsor also entered into the Support Agreement whereby it, among others things, agreed to vote against any proposals that would materially impede the Transaction. Due to the fact that the Founders will lose their investment in Agrinam if a qualifying acquisition it not completed, the Founders may have interests in the Transaction and the completion thereof that may be different from, or in addition to, the interests of the shareholders of Agrinam. Please see "*Interests of Management and Others in Material Transactions*" for more information.

Completion of the Transaction is subject to a number of conditions precedent and required approvals; if Agrinam and Freight Farms are unable to complete the Transaction in a timely manner or at all, Agrinam will wind-up.

Some of the conditions precedent that are required in order to complete the Transaction are outside Agrinam's and Freight Farms' control, including, without limitation, the approval of the Exchange. There can be no certainty, nor can Agrinam nor Freight Farms provide any assurance, that all conditions precedent to the Transaction will be satisfied or waived, or, if satisfied or waived, when they will be satisfied or waived. If certain approvals and consents are not received, or if certain conditions are not satisfied, Agrinam and/or Freight Farms may decide to proceed nonetheless, or may either delay or amend the implementation of all or part of the Transaction, including possibly delaying the completion of a qualifying acquisition in order to allow sufficient time to complete or satisfy such matters. If the Transaction is delayed or not completed, the market price of the Class A Restricted Voting Shares, Warrants, and Rights may be materially adversely affected. See "*Corporate Structure – Business Combination Agreement*".

If the Transaction is delayed, then the market value of Agrinam could decline to the extent that its market value reflects an assumption that the Transaction will not be completed within the Permitted Timeline.

Furthermore, Agrinam is a special purpose acquisition corporation and is subject to a mandatory liquidation requirement should it fail to consummate a qualifying acquisition within the Permitted Timeline. If the Transaction is delayed or not completed and the Business Combination Agreement is terminated, then Agrinam may not be able to complete a qualifying acquisition within the Permitted Timeline and be required to: (a) cease all operations except for the purpose of winding-up; and (b) as promptly as reasonably possible redeem 100% of the outstanding Class A Restricted Voting Shares.

The Business Combination Agreement may be terminated in certain circumstances.

Agrinam and Freight Farms have the right to terminate the Business Combination Agreement in certain circumstances and not complete the Transaction. Specifically, among other conditions, either of Agrinam or Freight Farms has the right to terminate the Business Combination Agreement if the Transaction shall not have occurred within the Permitted Timeline provided that Freight Farms shall also have the right to terminate the Business Combination Agreement if the Effective Time has not occurred by the Outside Date. See "*Corporate Structure – Business Combination Agreement – Termination of the Business Combination Agreement*".

There are certain costs related to a qualifying acquisition that must be paid even if a qualifying acquisition is not completed.

There are certain costs related to a qualifying acquisition, such as those for legal and accounting advisory services and for producing this prospectus that must be paid even if a qualifying acquisition is not completed. There are also opportunity costs associated with the diversion of management's attention away from the conduct of business in the ordinary course. These costs may have an adverse impact on Agrinam's financial position.

Agrinam's board of directors did not obtain a fairness opinion or third-party valuation in determining whether or not to proceed with the Transaction.

Before entering into the Business Combination Agreement, the board of directors of Agrinam consulted management and its legal advisors, and considered a number of factors and risks associated with the Transaction. Ultimately, the board of directors of Agrinam approved the Business Combination Agreement because it considered the Transaction to be in the best interest of Agrinam. Agustin Tristin Aldave and Guillermo Eduardo Cruz, each being a director and senior officer of Agrinam and a related party of the Sponsor and the lenders of the Sponsor Convertible Loans, as applicable, declared their respective disclosable interest in the matters contemplated in the resolutions and abstained from voting on such matters. Notwithstanding the foregoing, the board of directors of Agrinam did not obtain a fairness opinion or a third-party valuation to assist in the determination that the Transaction was fair from a financial point of view to public shareholders. It is possible that Agrinam's board of directors may be incorrect in its assessment of the Transaction and a prospective investor should consider with care whether an investment in New Freight Farms is suitable for them in light of their personal circumstances and the financial resources available to them.

There can be no assurance of adequate recovery by Agrinam from Freight Farms for any breach of the representations, warranties, and covenants of Freight Farms under the Business Combination Agreement.

The representations and warranties provided by Freight Farms pursuant to the Business Combination Agreement are customary for transactions of their nature; however, there can be no assurance of adequate recovery by Agrinam from Freight Farms for any breach of the representations, warranties, and covenants of Freight Farms under the Business Combination Agreement.

Subsequent to the completion of the Transaction, New Freight Farms may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on the financial condition and results of operations of New Freight Farms.

Although Agrinam conducted due diligence with respect to Freight Farms, Agrinam cannot assure that this diligence revealed all material issues that may be present within Freight Farms, that it would be possible to uncover all material issues through a customary amount of due diligence, or that factors outside of either party's control will not later arise. As a result, New Freight Farms may be forced to later write down or write-off assets, restructure its operations or incur impairment or other charges that could result in losses. Even if due diligence successfully identified certain risks, unexpected risks may arise and previously known risks may materialize in a manner not consistent with Agrinam's preliminary risk analysis. Even though these charges may be non-cash items and not have an immediate impact on New Freight Farms' liquidity, the fact that charges of this nature are reported could contribute to negative market perceptions. In addition, charges of this nature may cause New Freight Farms to be unable to obtain future financing on favourable terms or at all.

There can be no assurance that the Transaction will be accepted by the Exchange, or if approved, that New Freight Farms will be able to comply with the continued listing standards of the Exchange.

Completion of the Transaction is conditional upon the receipt of certain regulatory approvals, including, among other things, acceptance by the Exchange, and neither Agrinam nor Freight Farms can provide assurance that these approvals will be obtained. If any conditions or changes to the proposed structure of the Transaction are required to obtain these regulatory approvals, then that may have the effect of jeopardizing or delaying completion of the Transaction or reducing the anticipated benefits of the Transaction. If Agrinam or Freight Farms agrees to any material conditions in order to obtain any approvals required to complete the Transaction, then the results of operations and prospects of New Freight Farms may be adversely affected.

If the benefits of the Transaction do not meet the expectations of investors or securities analysts, the market price of New Freight Farms securities may decline.

If the benefits of the Transaction do not meet the expectations of investors or securities analysts, the market price of New Freight Farms' securities may decline. The market values of securities at the time of the Transaction may vary significantly from prices on the date the Business Combination Agreement was executed. Fluctuations in the price of such securities could contribute to the loss of all or part of investor's investments. Any of the factors listed below could have a material adverse effect on investments in the New Freight Farms securities:

- failure to achieve the results in Freight Farms' financial outlook;
- actual or anticipated fluctuations in New Freight Farms' quarterly financial results or the quarterly financial results of companies perceived to be similar;
- changes in the market's expectations about operating results;
- success of competitors;
- New Freight Farms' operating results failing to meet the expectation of securities analysts or investors in a particular period;
- operating and share price performance of other companies that investors deem comparable to New Freight Farms;
- changes in laws and regulations affecting the business of New Freight Farms;
- commencement of, or involvement in, litigation involving New Freight Farms or any of its subsidiaries;
- changes in New Freight Farms' capital structure, such as future issuances of securities or the incurrence of additional debt;
- any major change in the New Freight Farms Board or the management of New Freight Farms; and

- sales of substantial amounts of the New Freight Farms Shares held by New Freight Farms' directors, executive officers or significant shareholders or the perception that such sales could occur.

In such circumstances, the trading price may not recover and may experience a further decline.

In addition, broad market and industry factors may materially impact the market price of the New Freight Farms Shares irrespective of operating performance. The stock market in general has experienced price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the particular companies affected. The trading prices and valuations of these securities, and of the New Freight Farms Shares, may not be predictable. A loss of investor confidence in the market for retail stocks or the stocks of other companies or entities which investors perceive to be similar to New Freight Farms could depress the share price regardless of New Freight Farms' business, prospects, financial conditions or results of operations. A decline in the market price of the New Freight Farms Shares also could adversely affect its ability to issue additional securities and to obtain additional financing in the future.

There is no existing market for the Common Shares and there can be no assurance that one will develop to provide investors with adequate liquidity. New Freight Farms' security prices could fluctuate following completion of the Transaction.

There is currently no existing public market for the Common Shares. The Common Shares are not currently listed or quoted on any stock exchange or market in Canada or elsewhere. There is no market through which the Common Shares may be sold, and upon completion of the Transaction, there is no assurance that a market will develop, which may prevent shareholders from selling their securities or may result in shareholders having to sell their securities at a loss in order to liquidate their securities. If the price of the Common Shares fluctuates after the completion of the Transaction, which may occur due to a number of known and unknown risks, shareholders may lose a significant part of their investment.

Agrinam and Freight Farms cannot provide assurances that a market will develop or be sustained after the Transaction. Agrinam and Freight Farms cannot predict the prices at which the Common Shares will trade. The market price of the Common Shares could fluctuate significantly for various reasons, many of which are outside of New Freight Farms' control. These factors could include the performance of New Freight Farms, additions and departures of personnel, issuances, purchases or sales of the Common Shares, changes in market valuations of similar companies, legislative changes and general economic, political, or regulatory conditions. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Warrants, Rights, and other convertible or exchangeable securities, including securities issued under the Incentive Plan, may become exercisable for Common Shares, which would increase the number of shares eligible for future resale in the public market and result in dilution to holders of Common Shares.

The Warrants will become exercisable 65 days after the completion of the Transaction. Similarly, the Rights (if the Transaction is completed) will be exercisable for Common Shares. Moreover, New Freight Farms is expected to issue additional securities under the Incentive Plan which may be convertible into Common Shares. The extent to which such Warrants, Rights, and other convertible or exchangeable securities, including securities issued under the Incentive Plan, are exercised or exchanged will result in dilution to the holders of Common Shares and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market or the fact that such Warrants, Rights, and other convertible or exchangeable securities may be exercised or exchanged could adversely affect the market price of the Common Shares. See "*Options to Purchase Securities*".

Even if the Transaction becomes effective, there is no guarantee that the Warrants will ever be in-the-money, and the Warrants may expire worthless.

Pursuant to the terms of the Warrant Agreement, the Warrants will be exercisable commencing 65 days after the completion of the Transaction for an exercise price of $11.50 per Common Share. There is no guarantee that the Warrants will ever be in-the-money prior to their expiration, and as such, the Warrants may expire worthless.

New Freight Farms will incur significant expenses and devote significant resources and management time as a result of being a public company, which may negatively impact its financial performance or results of operations.

New Freight Farms will incur significant additional legal, accounting, insurance, and other expenses as a result of being a public company, which may negatively impact its financial performance or results of operations. New Freight Farms expects that compliance with applicable securities laws and the rules of the Exchange will substantially increase its expenses, including its legal and accounting costs, and make some activities more time-consuming and costly.

New Freight Farms also expects that as a result of being a public company, it will be more expensive for it to obtain director and officer liability insurance, and it may be required to accept a reduced policy limit and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for New Freight Farms to attract and retain qualified persons to serve on the New Freight Farms Board or as officers.

If New Freight Farms fails to implement and maintain effective internal controls over financial reporting, New Freight Farms may be unable to accurately report its results of operations, meet its reporting obligations or prevent fraud.

Prior to the Transaction, Freight Farms has been a private company with limited accounting personnel and other resources to address its internal control over financial reporting and procedures. Freight Farms' management has not completed an assessment of the effectiveness of its internal control over financial reporting, and its independent registered public accounting firm has not conducted an audit of its internal control over financial reporting. Freight Farms is not currently required to comply with National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. As a result, Freight Farms is not currently required to make an assessment of the effectiveness of its internal controls, or to deliver a report that assesses the effectiveness of its internal control over financial reporting. In conducting such assessment, New Freight Farms' management may conclude that its internal control over financial reporting is not effective. In addition, after it becomes a public company, New Freight Farms' reporting obligations may place a significant strain on management, operational and financial resources, and systems for the foreseeable future. New Freight Farms may be unable to timely complete its evaluation testing and any required remediation, which could ultimately lead to reporting a material weakness in the design of its internal controls over financial reporting.

During the course of documenting and testing its internal control procedures, in order to satisfy the requirements of National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, New Freight Farms may identify weaknesses and deficiencies in its internal control over financial reporting. In addition, if New Freight Farms fails to maintain the adequacy of its internal control over financial reporting, as these standards are modified, supplemented, or amended from time to time, New Freight Farms may not be able to conclude on an ongoing basis that it has effective internal control over financial reporting in accordance with National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. If New Freight Farms fails to achieve and maintain an effective internal control environment, it could suffer material misstatements in its financial statements, fail to meet its reporting obligations or fail to prevent fraud, which would likely cause investors to lose confidence in New Freight Farms' reported financial information. New Freight Farms would also be required to disclose publicly any material weakness in internal controls in financial reporting. This could, in turn, limit New Freight Farms' access to capital markets, harm its results of operations, and lead to a decline in the trading price of the Common Shares. Additionally, ineffective internal control over financial reporting could expose New Freight Farms to increased risk of fraud or misuse of corporate assets and subject New Freight Farms to potential delisting of Common Shares, Warrants, and Rights, regulatory investigations, and civil or criminal sanctions.

Certain of the proposed directors and officers of New Freight Farms will live outside of Canada and all of New Freight Farms assets' will be located outside of Canada; therefore investors may not be able to enforce applicable securities laws or their other legal rights.

Certain of Agrinam's directors and officers and New Freight Farms' proposed directors and officers reside outside of Canada and all of New Freight Farms' assets are located outside of Canada. As a result, it may be difficult, or in some cases not possible, for investors in Canada to enforce their legal rights, to effect service of process upon Agrinam's directors or officers and New Freight Farms' directors or officers or to enforce judgments of Canadian courts predicated upon civil liabilities and criminal penalties on such directors and officers under Canadian laws. See "*Enforcement of Judgments Against Foreign Persons*".

The contractual right of action in connection with the Transaction could expose Agrinam to one or more actions for rescission or damages.

The contractual right of action provided in connection with the Transaction (see "*Contractual Right of Action*") could expose Agrinam and/or New Freight Farms to one or more actions for rescission or damages, and costs, following the Transaction, if this prospectus contains or is alleged to contain a misrepresentation. These contractual rights could potentially have a material adverse effect on New Freight Farms.

If securities or industry analysts do not publish research, or publish inaccurate or unfavourable research, about New Freight Farms' business, the price of the Common Shares and their trading volume could decline.

The trading market for the Common Shares will depend in part on the research and reports that securities or industry analysts publish about New Freight Farms' business. Securities and industry analysts do not currently, and may never, publish research on New Freight Farms. If no or too few securities or industry analysts commence coverage of New Freight Farms, the trading price for the Common Shares would likely be negatively affected. In the event that securities or industry analysts initiate coverage, if one or more of the analysts who cover New Freight Farms downgrade its Common Shares or publish inaccurate or unfavourable research about New Freight Farms' business, the price of the Common Shares would likely decline. If one or more of these analysts cease coverage of New Freight Farms or fail to publish reports on it regularly, demand for the Common Shares could decrease, which might cause the price of the Common Shares and trading volume to decline.

Because there is no current plan to pay dividends on the Common Shares for the foreseeable future, investors may not receive any return on investment unless they sell their Common Shares at a price greater than that which they paid for them.

New Freight Farms intends to retain its future earnings, if any, for the foreseeable future, to fund the operation of its business and future growth. New Freight Farms does not intend to pay any dividends to holders of its Common Shares for the foreseeable future. As a result, capital appreciation in the price of the Common Shares, if any, will be the only source of gain on an investment in the Common Shares.

U.S. Holders may recognize taxable income or gain in connection with the Transaction.

The Transaction is expected to result in New Freight Farms being treated as converting to a U.S. domestic corporation at the end of the day immediately preceding the Closing Date under a tax-deferred reorganization under Section 368(a) of the Code. Even if such deemed conversion is treated as a tax-deferred reorganization under Section 368(a) of the Code, U.S. Holders (as defined below under "*Certain United States Federal Income Tax Considerations*") may nevertheless realize taxable income or gain pursuant to Section 367(b) of the Code (as discussed below under "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Effects of Section 367(b) of the Code Upon the Conversion*") or pursuant to the rules applicable to passive foreign investment companies (as discussed below under "*Certain United States Federal Income Tax Considerations – Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Passive Foreign Investment Company Considerations in Connection with the Conversion*"). U.S. Holders should review the discussion below under "*Certain United States Federal Income Tax Considerations*" and consult with their own tax advisors regarding the consequences of the Transaction to them in light of their own personal circumstances.

Tax Classification of New Freight Farms.

Although New Freight Farms is and will continue to be a Canadian corporation, it is anticipated that New Freight Farms will be treated as a U.S. domestic corporation for U.S. federal income tax purposes under Section 7874(b) of the Code as a result of, and immediately following, the Transaction and will be subject to U.S. federal income tax on its worldwide income. However, for Canadian tax purposes and regardless of any application of Section 7874(b) of the Code, New Freight Farms will be treated as being resident in Canada under the Tax Act and be subject to Canadian federal income tax on its worldwide income. Under such treatment, New Freight Farms will be subject to taxation both in Canada and the United States which could have a material adverse effect on its financial condition and results of operations. See "*Certain Canadian Federal Income Tax Considerations*" and "*Certain United States Federal Income Tax Considerations*".

Dividends (if any) received by shareholders who are residents of Canada for purposes of the Tax Act generally must be included in the shareholder's income for Canadian tax purposes and will also be subject to U.S. withholding tax.

Any such dividends may not qualify for a reduced rate of U.S. withholding tax under the Canada-United States tax treaty. In addition, a foreign tax credit or a deduction under the Tax Act in respect of any U.S. withholding tax may not be available for such Canadian shareholders.

Dividends received by U.S. Holders (as defined in "*Certain United States Federal Income Tax Considerations*") will not be subject to U.S. non-resident withholding tax, but will be subject to Canadian withholding tax. For U.S. federal income tax purposes, a U.S. Holder may, subject to certain limitations, elect for any taxable year to receive either a credit or a deduction for all foreign income taxes paid by the shareholder during the year. Dividends paid by New Freight Farms will be characterized as U.S. source income for purposes of the foreign tax credit rules under the Code. Accordingly, U.S. shareholders generally will not be able to claim a credit for any Canadian tax withheld unless, depending on the circumstances, they have an excess foreign tax credit limitation due to other foreign source income that is subject to a low or zero rate of foreign tax. Subject to certain limitations, a U.S. shareholder should be able to take a deduction for the U.S. shareholder's Canadian tax paid, provided that the U.S. shareholder has not elected to credit other foreign taxes during the same taxable year.

Dividends received by shareholders that are neither Canadian shareholders nor U.S. Holders will be subject to both U.S. and Canadian withholding tax. These dividends may not qualify for a reduced rate of U.S. or Canadian withholding tax under any income tax treaty otherwise applicable to a shareholder of New Freight Farms, subject to examination of the relevant treaty.

Because the Common Shares will be treated as shares of a U.S. domestic corporation, the U.S. gift, estate and generation-skipping transfer tax rules generally apply to a non-U.S. shareholder of Common Shares.

Changes in tax laws may affect New Freight Farms and securityholders.

Changes to tax laws (which changes may have retroactive application) could adversely affect New Freight Farms or holders of Common Shares, Warrants, and Rights.

The U.S. Congress periodically considers, and recently has considered, tax legislation which could adversely impact New Freight Farms' financial performance and the value of Common Shares, Warrants, and Rights. For example, the *Inflation Reduction Act of 2022* includes provisions that will impact the U.S. federal income taxation of corporations. Among other items, this legislation includes provisions that will impose a minimum tax on the book income of certain large corporations and an excise tax on certain corporate stock repurchases that would be imposed on the corporation repurchasing such stock. Because New Freight Farms is expected to be treated as a U.S. domestic corporation for U.S. federal income tax purposes following the Transaction, it is anticipated that New Freight Farms would be subject to the excise tax on certain corporate stock repurchases should it effect any such repurchase transactions. U.S. states in which New Freight Farms operates or owns assets may impose new or increased taxes. In addition, organizations such as the Organization for Economic Cooperation and Development ("**OECD**") are actively considering proposals that may require member countries, such as the United States and Canada, to enact laws that could increase New Freight Farms' tax obligations. For example, the OECD Inclusive Framework and the Two-Pillar Solution to Address the Tax Challenges of the Digitalization of the Economy propose to reallocate taxing rights among member jurisdictions and impose a global minimum tax rate of 15%.

New Freight Farms' officers and directors may be engaged in other business ventures resulting in conflicts of interest.

Certain of New Freight Farms' directors and officers are, and may continue to be, or may become, involved in other business ventures through their direct and indirect participation in, among other things, corporations, partnerships and joint ventures, and which may become competitors of the products and services New Freight Farms provides or intends to provide. Situations may arise in connection with potential opportunities where the other interests of these directors and officers conflict with or diverge from New Freight Farms' interests. In accordance with applicable corporate law, directors who have a material interest in a contract or transaction or a proposed contract or transaction with New Freight Farms that is material to New Freight Farms are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the transaction. In addition, the directors and officers are required to act honestly and in good faith with a view to New Freight Farms' best interests.

However, in conflict-of-interest situations, New Freight Farms' directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to New Freight Farms. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to New Freight Farms.

New Freight Farms' forward-looking statements may prove inaccurate.

Shareholders are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts, or projections will prove to be materially inaccurate. New Freight Farms' actual financial position and results of operations may differ materially from management's expectations. As a result, New Freight Farms' revenue, net income, and cash flow may differ materially from New Freight Farms' projected revenue, net income, and cash flow. The process for estimating New Freight Farms' revenue, net income, and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect New Freight Farms' financial condition or results of operations.

Shareholders are also cautioned not to place undue reliance on projections with respect to New Freight Farms, as such projections may prove to be inaccurate. Although Freight Farms and New Freight Farms believe that the projections included in this prospectus are reasonable, New Freight Farms' actual performance, results or cash flow may be materially different due to unanticipated expenses or other unforeseen difficulties.

Market and other industry data used throughout this prospectus has not been independently verified and could prove to be incorrect. If the estimates and assumptions used to determine the potential size of the market are inaccurate, then the future growth rate of New Freight Farms could be impacted and its business could be harmed.

This prospectus contains market and other industry data, including data regarding the agri-food industry and Freight Farms' market position, that has been obtained or derived from publications and reports that Agrinam and Freight Farms have not independently verified. Data and information contained in such publications and reports is collected using methodologies that vary based on the source and are subject to uncertainties and limitations. As a result, the market opportunity estimates and growth forecasts contained in this prospectus are themselves subject to uncertainty and could prove to be incorrect. If the estimates and assumptions used to determine the potential size of the market are inaccurate, then the future growth rate of New Freight Farms could be impacted and its business could be harmed.

Even if the market in which New Freight Farms competes meets the size estimates and forecasted growth, New Freight Farms' business could fail to grow at similar rates, if at all.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

You should consult your own professional advisors to obtain advice on the income tax consequences that apply to you. All investors will be responsible for the preparation and filing of their own tax returns in respect of any investment in Agrinam, Freight Farms, or New Freight Farms.

The following is a summary of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder, as amended (the "**Tax Act**"), as of the date hereof, generally applicable to a holder who following the Transaction, at all relevant times, for the purposes of the Tax Act, will hold its Common Shares issued in connection with the Transaction, the exercise of Warrants, or the conversion of Rights (collectively, the "**Securities**") as capital property, deals at arm's length with New Freight Farms, and is not affiliated with New Freight Farms (a "**Holder**"). This summary does not apply to (a) the Founders, including the Sponsor, (b) Class B Shareholders, or (c) a Holder who has entered or will enter into a "derivative forward agreement" or a "synthetic disposition arrangement" as those terms are defined in the Tax Act with respect to any of the Securities.

A Security will generally be considered to be capital property to a Holder unless (a) the Holder holds the Security in the course of carrying on a business of buying and selling securities, or (b) the Holder has acquired the Security in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary is based on the facts set out in this prospectus, the current provisions of the Tax Act in force as of the date hereof, counsel's understanding of the current administrative policies and assessing practices of the CRA made publicly available prior to the date hereof, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**"). No assurances can be given that the Proposed Amendments will be enacted as proposed or at all. Other than the Proposed Amendments, this summary does not take into account or anticipate any changes in law or the administrative policies or assessing practices of the CRA, whether by judicial, legislative, governmental or administrative decision or action, nor does it take into account other federal or any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder and no representations with respect to the income tax consequences to any particular Holder are made. This summary is not exhaustive of all Canadian federal income tax considerations and does not describe the income tax considerations relating to the deductibility of interest on money borrowed to exercise Warrants or Rights.

Currency Conversion

In general, for purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of the Securities must be converted into Canadian dollars based on the applicable exchange rate quoted by the Bank of Canada for the relevant day or such other rate of exchange that is acceptable to the CRA. Holders of Securities may, as a consequence, realize capital gains or capital losses, or be deemed to receive dividends, by virtue of changes in the value of the U.S. dollar relative to the Canadian dollar.

Holders Resident in Canada

This section of the summary applies to a Holder who, at all relevant times, is, or is deemed to be, resident in Canada for the purposes of the Tax Act and any applicable income tax treaty or convention (a "**Resident Holder**"). This summary is not applicable to a Resident Holder: (a) that is a "financial institution" for purposes of the mark-to-market rules in the Tax Act, (b) that is a "specified financial institution" as defined in the Tax Act, (c) that reports its "Canadian tax results" within the meaning of the Tax Act in a currency other than Canadian currency, (d) an interest in which is a "tax shelter investment" for the purposes of the Tax Act, (e) that is exempt from tax under Part I of the Tax Act, except for the limited discussion under the sub-heading "*Eligibility for Investment*", or (f) which would receive dividends on the Common Shares under or as part of a "dividend rental arrangement". This summary does not address the possible application of the "foreign affiliate dumping" rules that may be applicable to a Resident Holder that is a corporation resident in Canada (for purposes of the Tax Act) and is or becomes, or does not deal at arm's length with a corporation resident in Canada that is or becomes, as part of a transaction or event or series of transactions or events that includes the acquisition of the Securities, controlled by a non-resident person or a group of non-resident persons not dealing with each other at arm's length, in each case for purposes of the rules in section 212.3 of the Tax Act. Resident Holders for which this summary does not apply should consult their own tax advisors.

A Resident Holder whose Common Shares might not otherwise qualify as capital property may be entitled to make the irrevocable election provided by subsection 39(4) of the Tax Act to have the Class A Restricted Voting Shares, Common Shares and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances. Such election will not apply in respect of Warrants or Rights. See "*Holders Resident in Canada – Disposition of Securities*" below.

Exercise of Warrants, Conversion of Rights or Expiry of Warrants and Rights

No gain or loss will be realized by a Resident Holder of a Warrant or Right upon the exercise of such Warrant or conversion of such Right. When a Warrant is exercised, or a Right is converted, the Resident Holder's cost of the Common Share acquired thereby will be equal to the adjusted cost base of the Warrant or Right, as applicable, to such Resident Holder, plus, in the case of the Warrants, the amount paid on the exercise of the Warrant. For the purpose of computing the adjusted cost base to a Resident Holder of each Common Share acquired on the exercise of a Warrant or conversion of a Right, the cost of such Common Share must be averaged with the adjusted cost base to such Resident Holder of all other Common Shares (if any) held by the Resident Holder as capital property immediately prior to the exercise of such Warrant or conversion of such Right, as applicable.

Generally, the expiry of an unexercised Warrant or unconverted Right will give rise to a capital loss equal to the adjusted cost base to the Resident Holder of such expired Warrant or Right. See "*Disposition of Securities*" below.

Dividends

A Resident Holder will be required to include in computing its income for a taxation year dividends (including deemed dividends) received or deemed to be received on the Common Shares. In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from taxable Canadian corporations. Taxable dividends received from a taxable Canadian corporation which are designated by such corporation as "eligible dividends" will be subject to an enhanced gross-up and dividend tax credit regime in accordance with the rules in the Tax Act. Following the Transaction, there may be limitations on the ability of New Freight Farms to designate dividends as eligible dividends.

In the case of a Resident Holder that is a corporation, the amount of any such taxable dividend that is included in its income for a taxation year will generally be deductible in computing its taxable income for that taxation year. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations are urged to consult their own tax advisors having regard to their own circumstances.

A Resident Holder that is a "private corporation" or a "subject corporation", each as defined in the Tax Act, will generally be liable to pay a refundable tax under Part IV of the Tax Act on dividends received on the Common Shares to the extent such dividends are deductible in computing the Resident Holder's taxable income for the year. A "subject corporation" is generally a corporation (other than a private corporation) controlled, whether because of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts).

A Resident Holder may be subject to United States withholding tax on dividends received on the Common Shares (see "*Certain United States Federal Income Tax Considerations*" below). Any United States withholding tax paid by or on behalf of a Resident Holder in respect of dividends received on the Common Shares by a Resident Holder may be eligible for foreign tax credit or deduction treatment where applicable under the Tax Act. Generally, a foreign tax credit in respect of a tax paid to a particular foreign country is limited to the Canadian tax otherwise payable in respect of income sourced in that country. Dividends received on the Common Shares by a Resident Holder may not be treated as income sourced in the United States for these purposes. Resident Holders should consult their own tax advisors in this regard.

Redemptions

If New Freight Farms redeems, acquires or cancels Common Shares (other than by a purchase by New Freight Farms of the shares in the open market in the manner in which shares are normally purchased by any member of the public in the open market), the Resident Holder will be deemed to have received a dividend equal to the amount, if any, paid by New Freight Farms on the redemption, acquisition or cancellation of such shares in excess of the paid-up capital (as determined for purposes of the Tax Act) of such shares immediately before such time. The amount of any deemed dividend will not be included in computing the Resident Holder's proceeds of disposition for purposes of computing the capital gain or capital loss arising on the disposition of such shares. See "*Holders Resident in Canada – Dividends*" above and "*Holders Resident in Canada – Disposition of Securities*" below. In the case of a corporate Resident Holder, it is possible that in certain circumstances all or part of any such deemed dividend may be treated as proceeds of disposition and not as a dividend. Such corporate Resident Holders are urged to consult their own tax advisors having regard to their own circumstances.

Conversion

The automatic conversion of Class A Restricted Voting Shares into Common Shares will be deemed not to constitute a disposition of property for purposes of the Tax Act and, accordingly, will not give rise to a capital gain or capital loss.

The cost to a Resident Holder of the Common Shares received on the conversion of Class A Restricted Voting Shares will be deemed to be equal to the Resident Holder's adjusted cost base of the converted Class A Restricted Voting Shares immediately before the conversion. For the purpose of computing the adjusted cost base to a Resident Holder of each Common Share acquired on the conversion of a Class A Restricted Voting Share, the cost of such Common Share must be averaged with the adjusted cost base to such Resident Holder of all other Common Shares (if any) held by the Resident Holder as capital property immediately prior to the conversion.

Disposition of Securities

Upon the redemption, retraction, or other disposition of a Security (including the redemption of a Class A Restricted Voting Share, but not including the exercise of a Warrant or conversion of a Right by a Resident Holder), a Resident Holder will realize a capital gain (or capital loss) in the taxation year of the disposition equal to the amount by which the Resident Holder's proceeds of disposition, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base to the Resident Holder of the particular Security immediately before the disposition or deemed disposition. The amount of any deemed dividend arising on the redemption by Agrinam of Class A Restricted Voting Shares will not be included in computing the Resident Holder's proceeds of disposition for purposes of computing the capital gain (or capital loss) arising on the disposition of such shares. See "*Holders Resident in Canada – Redemptions*" above.

A Resident Holder will be required to include in computing its income for the taxation year of disposition one-half of the amount of any capital gain (a "**taxable capital gain**") realized in such taxation year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder will be required to deduct one-half of the amount of any capital loss realized in a particular taxation year (an "**allowable capital loss**") against taxable capital gains realized in the taxation year. Allowable capital losses in excess of taxable capital gains for a taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such taxation years, to the extent and under the circumstances specified in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of a Class A Restricted Voting Share (including upon the redemption of a Class A Restricted Voting Share) or Common Share by a Resident Holder that is a corporation may, in certain circumstances, be reduced by the amount of dividends received or deemed to have been received by it on such share to the extent and under the circumstances specified in the Tax Act. Analogous rules apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Class A Restricted Voting Shares or Common Shares, directly or indirectly through a partnership or a trust.

A Resident Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) or a "substantive CCPC" (as defined in draft legislation introduced on August 9, 2022) may be liable to pay a refundable tax on its "aggregate investment income" (as defined in the Tax Act) for the year, including taxable capital gains.

A Resident Holder may be subject to United States tax on a gain realized on the disposition of a Common Share, Right or Warrant (see "*Certain United States Federal Income Tax Considerations*" below). United States tax, if any, levied on any gain realized on a disposition of a Common Share, Right or Warrant may be eligible for a foreign tax credit under the Tax Act to the extent and under the circumstances described in the Tax Act. Generally, a foreign tax credit in respect of a tax paid to a particular foreign country is limited to the Canadian tax otherwise payable in respect of income sourced in that country. Gains realized on the disposition of a Common Share, Right or Warrant by a Resident Holder may not be treated as income sourced in the United States for these purposes. Resident Holders should consult their own tax advisors in this regard.

Alternative Minimum Tax

In general terms, a Resident Holder who is an individual (other than certain trusts) that receives or is deemed to have received taxable dividends on Common Shares, or realizes a capital gain on the disposition or deemed disposition of Securities, may be liable for alternative minimum tax under the Tax Act. Resident Holders that are individuals should consult their own tax advisors in this regard.

Holders Not Resident in Canada

This portion of the summary is generally applicable to a Holder who, at all relevant times, for purposes of the Tax Act: (a) is not, and is not deemed to be, resident in Canada for the purposes of the Tax Act or any applicable income tax treaty or convention, and (b) does not and will not use or hold, and is not and will not be deemed to use or hold, any of the Securities in connection with carrying on a business in Canada (a "**Non-Resident Holder**"). This summary does not apply to a Non-Resident Holder that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere. Such Holders should consult their own tax advisors.

Exercise or Expiry of Warrants and Rights

The tax consequences of the exercise and expiry of a Warrant and the conversion and expiry of a Right held by a Non-Resident Holder are the same as those described above under "*Holders Resident in Canada – Exercise or Expiry of Warrants and Rights*".

Dividends

Under the Tax Act, dividends on Common Shares paid or credited or deemed to be paid or credited to a Non-Resident Holder will be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividends, subject to any reduction in the rate of withholding to which the Non-Resident Holder is entitled under any applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident. For example, where a Non-Resident Holder is a resident of the United States, is fully entitled to the benefits under the *Canada-United States Income Tax Convention* (1980), as amended, and is the beneficial owner of the dividend, the applicable rate of Canadian withholding tax is generally reduced to 15% of the amount of such dividend.

Redemptions

If New Freight Farms redeems, acquires or cancels Common Shares (other than by a purchase by New Freight Farms of the shares in the open market in the manner in which shares are normally purchased by any member of the public in the open market), the Non-Resident Holder will be deemed to have received a dividend equal to the amount, if any, paid by New Freight Farms on the redemption, acquisition or cancellation of such shares in excess of the paid-up capital (as determined for purposes of the Tax Act) of such shares immediately before such time. The amount of any deemed dividend will not be included in computing the Non-Resident Holder's proceeds of disposition for purposes of computing the capital gain or capital loss arising on the disposition of such shares. See "*Holders Not Resident in Canada – Dividends*" above and "*Holders Not Resident in Canada – Disposition of Securities*" below.

Conversion

The tax consequences of the automatic conversion of a Class A Restricted Voting Share held by a Non-Resident Holder to a Common Share are the same as those described above under "*Holders Resident in Canada – Conversion*".

Disposition of Securities

Upon the redemption, retraction, or other disposition of a Security (including the redemption of a Class A Restricted Voting Share, but not upon the exercise of a Warrant or conversion of a Right by a Non-Resident Holder), a Non-Resident Holder will realize a capital gain (or capital loss) in the taxation year of the disposition equal to the amount by which the Non-Resident Holder's proceeds of disposition, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base to the Non-Resident Holder of the particular Security immediately before the disposition or deemed disposition. The amount of any deemed dividend arising on the redemption by New Freight Farms of Class A Restricted Voting Shares will not be included in computing the Non-Resident Holder's proceeds of disposition for purposes of computing the capital gain (or capital loss) arising on the disposition of such shares. See "*Holders Not Resident in Canada – Redemptions*" above.

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition of Securities (including upon the redemption of a Class A Restricted Voting Share), nor will capital losses arising therefrom be recognized under the Tax Act, unless such Securities constitute "taxable Canadian property" (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention.

Provided that the Common Shares are listed on a designated stock exchange for purposes of the Tax Act (which currently includes the Exchange) at the time of the disposition, the Common Shares, Warrants, and Rights, as applicable, generally will not constitute taxable Canadian property of a Non-Resident Holder, unless (a) at any time during the 60-month period immediately preceding the disposition or deemed disposition of the Security (as applicable): (i) 25% or more of the issued shares of any class or series of the share capital of New Freight Farms were owned by, or belonged to, one or any combination of (x) the Non-Resident Holder, (y) persons with whom the Non-Resident Holder did not deal at arm's length (within the meaning of the Tax Act), and (z) partnerships in which the Non-Resident Holder or a person referred to in (y) holds a membership interest directly or indirectly through one or more partnerships, and (ii) more than 50% of the fair market value of the Common Share was derived directly or indirectly from one or any combination of: (A) real or immovable property situated in Canada, (B) Canadian resource property (as defined in the Tax Act), (C) timber resource property (as defined in the Tax Act), and (D) options in respect of, or interests in, or for civil law rights in, property described in any of (A) through (C) above, whether or not such property exists; or (b) the Security (as applicable) is deemed under the Tax Act to be taxable Canadian property.

If a Security is taxable Canadian property to a Non-Resident Holder, any capital gain realized on the disposition or deemed disposition of such Security may not be subject to Canadian federal income tax pursuant to the terms of an applicable income tax treaty or convention between Canada and the country of residence of a Non-Resident Holder. Non-Resident Holders whose Securities are taxable Canadian property should consult their own tax advisors.

ELIGIBILITY FOR INVESTMENT

Based on the current provisions of the Tax Act in force as of the date hereof and the Proposed Amendments, the Common Shares issuable on the exercise of Warrants, Rights, or the automatic conversion of Class A Restricted Voting Shares following the closing of the Transaction, will be qualified investments under the Tax Act at the time of the acquisition thereof by a trust governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, tax-free savings account, first home savings account (each, a "**Registered Plan**") or deferred profit sharing plan, each as defined in the Tax Act, provided that at such time:

- in the case of Common Shares, either:

  (a) the Common Shares are listed on a designated stock exchange for the purposes of the Tax Act (which currently includes the Exchange); or

  (b) New Freight Farms qualifies as a "public corporation" for purposes of the Tax Act; and

- in the case of Warrants and Rights:

  (a) the Warrants or Rights, as applicable, are listed on a designated stock exchange for purposes of the Tax Act (which currently includes the Exchange); or

  (b) the shares to be issued on the exercise of the Warrants or the conversion of the Rights, as applicable, are qualified investments as described in (a) above, provided that New Freight Farms is not, and deals at arm's length with each person who is, an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, such Registered Plan or deferred profit sharing plan, as the case may be.

New Freight Farms qualifies as a "public corporation" for purposes of the Tax Act at a particular time if it is resident in Canada, at least one class of shares (such as the Class A Restricted Voting Shares) is listed on a designated stock exchange in Canada (which currently includes the Exchange) at that time, and it has not filed an election not to be a public corporation for purposes of the Tax Act. As long as New Freight Farms remains a resident of Canada and does not elect not to be a public corporation for purposes of the Tax Act, it remains a public corporation, and the Common Shares and (subject to the condition in (b)(ii) above) Warrants and Rights should be qualified investments for Registered Plans and deferred profit sharing plans at the closing of the Transaction as described in (a) and (b) above, regardless of whether the Common Shares were listed on the Exchange at the time of the closing of the Transaction. However, if New Freight Farms ceases to be a resident of Canada, or it files an election not to be a public corporation, the Common Shares, Warrants, and Rights should be qualified investments for Registered Plans and deferred profit sharing plans only after the Common Shares are listed on the Exchange.

Registered Plans will generally not be liable for tax in respect of any dividends received from New Freight Farms or on any capital gain realized on the disposition of the Securities or with respect to capital gains dividends. Withdrawals from certain Registered Plans are subject to tax under the Tax Act.

Notwithstanding the foregoing, the holder, annuitant or subscriber of a Registered Plan will be subject to a penalty tax in respect of Common Shares, Warrants, or Rights held in a Registered Plan, if such Securities are prohibited investments for the Registered Plan. A Security will generally be a "prohibited investment" for a Registered Plan if the holder, annuitant or subscriber of the Registered Plan does not deal at arm's length with New Freight Farms for the purposes of the Tax Act, or has a "significant interest" (as defined in subsection 207.01(4) the Tax Act, usually 10%, either alone or together with persons with which the shareholder does not deal at arm's length) in New Freight Farms. Holders of a Registered Plan should consult their own tax advisors as to whether the Common Shares will be a prohibited investment in their particular circumstances.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following discussion sets forth a summary of certain material U.S. federal income tax consequences of (a) the Transaction to (i) U.S. Holders and non-U.S. Holders (each as defined below) of Class A Restricted Voting Shares whose shares are converted to Common Shares in connection with the Transaction, (ii) U.S. Holders and Non-U.S. Holders (as defined below) of Class A Restricted Voting Shares whose Class A Restricted Voting Shares are redeemed in connection with the Transaction, (iii) U.S. Holders and Non-U.S. Holders of Warrants and Rights, and (iv) Agrinam (and, after the Transaction, New Freight Farms), and (b) the ownership and disposition after the Transaction of Common Shares, Warrants, and Rights to U.S. Holders and Non-U.S. Holders, but does not purport to be a complete analysis of all potential tax matters for consideration in connection with the Transaction. This summary does not address the U.S. federal income tax consequences of any transactions that take place prior to the Transaction, including the sale of any Class A Restricted Voting Shares, Warrants, or Rights prior to the Transaction. In addition, except as set forth below, this summary does not discuss tax reporting requirements. This summary does not apply to (a) the Founders, including the Sponsor, or (b) Class B Shareholders (or, after the Transaction, Proportionate Voting Shares). The Founders, the Sponsor and Class B Shareholders (or, after the Transaction, Proportionate Voting Shares) should consult their own tax advisors regarding the consequences of the Transaction to them in light of their own personal circumstances.

This discussion is based on the provisions of the United States *Internal Revenue Code of 1986*, as amended (the "**Code**"), as well as final, temporary and proposed treasury regulations promulgated thereunder (the "**Treasury Regulations**"), the Convention between Canada and the United States with respect to Taxes on Income and on Capital, of 1980, as amended (the "**Convention**"), and current administrative rulings and judicial decisions, all as in effect as of the date hereof. All of these authorities may be subject to differing interpretations or repealed, revoked or modified, possibly with retroactive effect, which could materially alter the tax consequences described in this disclosure. Except as provided herein, this summary does not discuss the potential effects, whether adverse or beneficial, of any proposed legislation that, if enacted, could be applied on a retroactive or prospective basis.

Agrinam has not obtained, and will not obtain, a ruling from the U.S. Internal Revenue Service (the "**IRS**") or opinion of legal counsel with respect to any U.S. federal tax consequences of the Transaction described herein. This discussion is not binding on the IRS and the IRS may disagree with the discussion and conclusions herein, and its determination may be upheld by a court.

This summary assumes that the Class A Restricted Voting Shares, Common Shares, Warrants, and Rights are all held as capital assets within the meaning of Section 1221 of the Code (generally, property held for investment), in the hands of the particular holder at all relevant times. This discussion does not address all aspects of U.S. federal income taxation that may be relevant to particular holders in light of their personal investment or tax circumstances or to persons that are subject to special tax rules. For example, this summary of U.S. federal income tax consequences does not address the tax treatment of special classes of holders who are subject to special rules, including without limitation: (a) banks, financial institutions or financial services entities; (b) insurance companies; (c) taxpayers who have elected mark-to-market accounting for U.S. tax purposes; (d) tax-exempt organizations; (e) governments or agencies or instrumentalities thereof; (f) regulated investment companies, real estate investment trusts or mutual funds; (g) brokers, dealers, or traders in securities or currencies; (h) United States expatriates or former long-term residents of the United States; (i) persons subject to the alternative minimum tax; (j) partnerships or other pass-through entities (and partners therein or other owners thereof); (k) persons that hold Class A Restricted Voting Shares, Common Shares, Warrants, or Rights as part of a straddle, constructive sale, hedging, conversion or other integrated transaction; (l) controlled foreign corporations (and shareholders thereof); (m) corporations that accumulate earnings to avoid U.S. federal income tax; (n) passive foreign investment companies (and shareholders thereof); (o) holders who acquired their Class A Restricted Voting Shares, Common Shares, Warrants, or Rights pursuant to employee stock options, participation in an employee stock purchase plan or otherwise as compensation; (p) except as discussed below in connection with the Conversion (as defined below), holders that own or have owned (directly, indirectly, or by attribution) 5% or more of the total combined voting power or value of Agrinam prior to the Transaction or that will own (directly, indirectly, or by attribution) 5% or more of the total combined voting power or value of New Freight Farms after the Transaction; (q) persons whose functional currency is not the U.S. dollar; (r) corporations organized outside the Untied States, any state thereof, or the District of Columbia that are nonetheless treated as U.S. persons for U.S. federal income tax purposes; (s) S corporations (and shareholders thereof); (t) U.S. Holders that hold Class A Restricted Voting Shares, Common Shares, Warrants, or Rights in connection with a trade or business, permanent establishment or fixed base outside the United States; (u) pension funds; or (v) holders subject to special tax accounting rules. In addition, this summary does not address the alternative minimum tax, the additional tax on net investment income, any U.S. federal estate, gift, or other non-income tax, or any state, local, or non-U.S. tax considerations, or considerations under an applicable tax treaty, of the Transaction or the ownership and disposition of Common Shares or Warrants following the Transaction.

If a partnership (including, for this purpose, any other entity either organized within or without the United States that is treated as a partnership for U.S. federal income tax purposes) holds Class A Restricted Voting Shares, Warrants, or

Rights (or, after the Transaction, Common Shares or Warrants), the U.S. federal income tax treatment of such a partner or other owner generally will depend upon the status of the partner and the activities of the partnership. If a U.S. Holder is a partner in a partnership holding Class A Restricted Voting Shares, Warrants, or Rights (or, after the Transaction, Common Shares or Warrants), such U.S. Holder should consult its own tax advisors regarding the tax consequences of the Transaction.

As used in this summary, the term "**U.S. Holder**" means a beneficial owner of Class A Restricted Voting Shares, Warrants, or Rights (or after the Transaction, Common Shares or Warrants) that is for U.S. federal income tax purposes: (a) an individual treated as a citizen or resident of the United States; (b) a corporation (or other entity treated as a corporation) that is created or organized in or under the laws of the United States, any state thereof or the District of Columbia; (c) an estate whose income is includible in gross income for U.S. federal income tax purposes regardless of its source; or (d) a trust if (i) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust or (ii) it has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

A beneficial owner of Class A Restricted Voting Shares, Warrants, or Rights (or, after the Transaction, Common Shares or Warrants) who is not a U.S. Holder and is not a partnership for U.S. federal income tax purposes is referred to herein as a "**Non-U.S. Holder**".

THIS DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT TAX ADVICE. U.S. HOLDERS AND NON-U.S. HOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME, ESTATE, AND GIFT TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL, AND NON-U.S. TAX CONSEQUENCES TO THEM OF THE TRANSACTION AND THE OWNERSHIP AND DISPOSITION OF SHARES AND WARRANTS OF NEW FREIGHT FARMS ACQUIRED PURSUANT TO THE TRANSACTION.

Conversion of Agrinam into a U.S. Domestic Corporation

Tax Treatment of the Transaction to Agrinam (and, after the Transaction, New Freight Farms) and Classification of Agrinam (and, after the Transaction, New Freight Farms) as a U.S. Domestic Corporation

As a result of the Transaction, pursuant to Section 7874(b) of the Code and the Treasury Regulations promulgated thereunder, notwithstanding that Agrinam is currently organized under the provisions of the BCBCA in connection with the Transaction, solely for U.S. federal income tax purposes, it is anticipated that Agrinam (and, after the Transaction, New Freight Farms) will be treated as converting to a U.S. domestic corporation at the end of the day immediately preceding the Closing Date under a tax-deferred reorganization under Section 368(a) of the Code (the "**Conversion**"). The remainder of this summary assumes that New Freight Farms will be treated as a U.S. domestic corporation for U.S. federal income tax purposes.

Although Agrinam (and, after the Transaction, New Freight Farms) should not recognize any gain or loss for U.S. federal income tax purposes as a result of the Conversion, New Freight Farms will be subject to U.S. federal income tax on its worldwide taxable income (regardless of whether such income is "U.S. source" or "foreign source") and will be required to file a U.S. federal income tax return annually with the IRS. Because New Freight Farms is organized under Canadian law, it is anticipated that New Freight Farms will also be subject to tax in Canada. As a result, New Freight Farms may experience a number of significant and complicated U.S. federal income tax consequences, and this summary does not attempt to describe all such U.S. federal income tax consequences. Section 7874 of the Code and the Treasury Regulations promulgated thereunder do not address all the possible tax consequences that arise from New Freight Farms being treated as a U.S. domestic corporation for U.S. federal income tax purposes. It is possible that New Freight Farms will be subject to double taxation with respect to all or part of its taxable income. It is anticipated that such U.S. and Canadian income tax treatment will continue indefinitely and that the Common Shares will be treated indefinitely as shares in a U.S. domestic corporation for U.S. federal income tax purposes, notwithstanding future transfers. There may be additional or unforeseen U.S. federal income tax consequences to New Freight Farms that are not discussed in this summary.

Tax Considerations to U.S. Holders and Non-U.S. Holders upon the Conversion

Subject to the discussion in "*Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, or Rights – Effects of Section 367(b) of the Code Upon the Conversion" and in "Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights – Passive Foreign*

Investment Company Considerations in Connection with the Conversion" below, the following U.S. federal income tax consequences are expected to result from the Conversion:

(a) U.S. Holders and Non-U.S. Holders will be deemed to exchange Class A Restricted Voting Shares, Warrants, and Rights in a non-U.S. corporation for Class A Restricted Voting Shares, Warrant and Rights, respectively, in a U.S. domestic corporation;

(b) U.S. Holders and Non-U.S. Holders should recognize no gain or loss as a result of the Conversion;

(c) the aggregate tax basis of the Class A Restricted Voting Shares, Warrants, and Rights, respectively, after the Conversion will be the same as such holder's aggregate tax basis in the Class A Restricted Voting Shares, Warrants, and Rights, respectively, immediately prior to the Conversion; and

(d) the holding period of the Class A Restricted Voting Shares, Warrants, and Rights, respectively, will include the holding period of the Class A Restricted Voting Shares, Warrants, and Rights prior to the Conversion.

Redemption of Class A Restricted Voting Shares

New Freight Farms intends to treat a redemption of Class A Restricted Voting Shares in connection with the Transaction as a redemption occurring after the Conversion.

The U.S. federal income tax treatment of a redemption of Class A Restricted Voting Shares in connection with the Transaction will depend on whether the redemption qualifies as a sale or exchange of the Class A Restricted Voting Shares under Section 302 of the Code. Whether the redemption qualifies for sale treatment will depend largely on the percentage of the shares of Agrinam's outstanding stock treated as held by the redeeming holder (including any stock constructively owned by such holder, for example, as a result of owning Warrants, or Rights) both before and after the redemption. The redemption of Class A Restricted Voting Shares generally will be treated as a sale (rather than as a corporate distribution) if the redemption (a) is "substantially disproportionate" with respect to such holder, (b) results in a "complete termination" of such holder's interest in Agrinam or (c) is "not essentially equivalent to a dividend" with respect to such holder. If none of the foregoing tests are satisfied, then the redemption will be treated as a corporate distribution with respect to Class A Restricted Voting Shares for U.S. federal income tax purposes.

In determining whether any of the foregoing tests are satisfied, a holder takes into account not only shares actually owned by such holder, but also shares such holder is treated as owning under the constructive ownership rules of Section 318 of the Code. Under these rules, a holder generally is treated as owning shares owned by certain related individuals, certain entities in which such holder has an interest or that have an interest in such holder, and any shares such holder has a right to acquire by exercise of an option, which would generally include shares which could be acquired pursuant to the exercise of the Warrants or the conversion of Rights. Holders are urged to consult their own tax advisors regarding the application of the constructive ownership rules to their particular facts and circumstances.

In order to meet the substantially disproportionate test, the percentage of Agrinam's outstanding voting stock actually and constructively owned by a redeeming holder immediately following the redemption of Class A Restricted Voting Shares must, among other requirements, be less than 80% of the percentage of Agrinam's outstanding voting stock actually and constructively owned by such holder immediately before the redemption. There will be a complete termination of a holder's interest if either (i) all of the shares of Agrinam's stock actually and constructively owned by such holder are redeemed, or (ii) all of the shares of Agrinam's stock actually owned by such holder are redeemed and such holder is eligible to waive, and effectively waives in accordance with specific rules, the attribution of stock owned by certain family members and the holder does not constructively own any other stock of Agrinam. The redemption of the Class A Restricted Voting Shares will not be essentially equivalent to a dividend if a holder's redemption results in a "meaningful reduction" of such holder's proportionate interest in Agrinam. Whether the redemption will result in a meaningful reduction of a holder's proportionate interest in Agrinam will depend on the particular facts and circumstances. However, the IRS has indicated in a published ruling that even a small reduction in the proportionate interest of a small minority stockholder in a publicly-treaded corporation who exercises no control over corporate affairs may constitute such a "meaningful reduction." Holders should consult with their own tax advisors as to the tax consequences of a redemption of such holder's Class A Restricted Voting Shares.

U.S. Holders

If a U.S. Holder's redemption of Class A Restricted Voting Shares qualifies as a sale, such U.S. Holder will generally recognize capital gain or capital loss equal to the difference, if any, between the amount of cash received and such U.S. Holder's tax basis in the Class A Restricted Voting Shares redeemed. Such capital gain or loss will be long-term capital gain or loss if a U.S. Holder’s holding period in the redeemed shares is more than one year at the time of the redemption. Long-term capital gains of non-corporate taxpayers are generally taxed at a lower maximum marginal tax rate than the maximum marginal tax rate applicable to ordinary income. There are currently no preferential tax rates for long-term capital gains of a U.S. Holder that is a corporation. Deductions for capital losses are subject to complex limitations under the Code.

If a U.S. Holder’s redemption of Class A Restricted Voting Shares constitutes a corporate distribution, such distribution will generally be treated as a dividend for U.S. federal income tax purposes to the extent the distribution is paid out of Agrinam’s current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Distributions in excess of any such earnings and profits will generally be applied against and reduce the U.S. Holder’s basis in its other Class A Restricted Voting Shares (but not below zero) and, to the extent in excess of such basis, will be treated as capital gain from the sale or exchange of such redeemed shares. After the application of those rules, any remaining tax basis of the U.S. Holder in Class A Restricted Voting Shares redeemed will generally be added to the U.S. Holder’s adjusted tax basis in its remaining Class A Restricted Voting Shares, or, if it has none, to the U.S. Holder’s adjusted tax basis in its Warrants, or Rights or possibly in other shares of Agrinam stock constructively owned by such U.S. Holder.

Non-U.S. Holders

If a Non-U.S. Holder’s redemption of Class A Restricted Voting Shares qualifies as a sale, any gain realized generally will be subject to U.S. federal income tax as described below under “*Tax Considerations to Non-U.S. Holders of Holding and Disposing of Common Shares and Warrants After the Transaction —Sale or Other Taxable Dispositions of Common Shares or Warrants*” in the case of a sale of Common Shares. If such a redemption does not qualify as a sale, the non-U.S. Holder will be treated as receiving a distribution, the U.S. federal income tax consequences of which are described above under “*Tax Considerations to Non-U.S. Holders of Holding and Disposing of Common Shares and Warrants After the Transaction Distributions*.” Because the treatment of a redemption as a sale or distribution may not be certain or determinable at the time of redemption, redeemed Non-U.S. Holders may be subject to withholding tax on the gross amount received in such redemption.

Conversion of Class A Restricted Voting Shares to Common Shares

The conversion of Class A Restricted Voting Shares into Common Shares in connection with the Transaction should qualify as a tax-deferred “recapitalization” within the meaning of section 368(a)(1)(E) of the Code (a “**Recapitalization**”) and/or a tax-deferred exchange under section 1036(a) of the Code. Under such treatment, the following U.S. federal income tax consequences will generally result: (a) a holder of Class A Restricted Voting Shares whose Class A Restricted Voting Shares are converted to Common Shares will not recognize a gain or loss as a result of such conversion; (b) a holder’s aggregate tax basis in the Common Shares acquired in the conversion will be equal to such holder’s aggregate tax basis in the Class A Restricted Voting Shares surrendered in exchange therefor; and (c) a holder’s holding period for the Common Shares acquired in the conversion will include such holder’s holding period for the converted Class A Restricted Voting Shares.

Tax Considerations of the Transaction to U.S. Holders of Class A Restricted Voting Shares, Warrants, and Rights

Effects of Section 367(b) of the Code Upon the Conversion

Notwithstanding qualification of the Conversion as a tax-deferred reorganization under Section 368(a) of the Code, U.S. Holders may nevertheless, in certain circumstances, recognize taxable income in connection with the Conversion under Section 367(b) of the Code. U.S. Holders who own, directly or indirectly under certain stock attribution rules, 10% or more of the value or combined voting power of New Freight Farms (each, a “**10% U.S. Shareholder**”) will be required to recognize as dividend income a proportionate share of New Freight Farms’ “all earnings and profits amount” (“**All E&P Amount**”), if any, as determined under applicable Treasury Regulations.

A U.S. Holder that is not a 10% U.S. Shareholder immediately prior to the Transaction is not required to include any part of the All E&P Amount in income unless such U.S. Holder makes an election to do so (a “**Deemed Dividend Election**”). Absent a Deemed Dividend Election, such U.S. Holder must recognize gain, but will not recognize any loss, upon the deemed exchange of such U.S. Holder’s Class A Restricted Voting Shares of a non-U.S. corporation for Class A Restricted Voting Shares in a U.S. domestic corporation if such Class A Restricted Voting Shares have a fair market value of $50,000 or more on the date the Transaction is completed. The gain recognized will be added to the basis that such U.S. Holder will have in the Class A Restricted Voting Shares immediately following the Conversion.

By making a Deemed Dividend Election, a U.S. Holder that is not a 10% U.S. Shareholder will, in lieu of recognizing a gain upon the deemed exchange of Class A Restricted Voting Shares in a non-U.S. corporation for Class A Restricted Voting Shares in a U.S. domestic corporation under the Conversion as described above, recognize as dividend income a proportionate share of Agrinam's All E&P Amount, if any. A Deemed Dividend Election can be made only if Agrinam provides such U.S. Holder with information as to the All E&P Amount in respect of such U.S. Holder and the U.S. Holder elects and files certain notices with such U.S. Holder's U.S. federal income tax return for the tax year in which the Transaction occurs.

Agrinam anticipates that it will have a nominal All E&P Amount per share from its inception through to the Closing Date. Agrinam will continue to refine the computation of its All E&P Amount, as well as estimate its All E&P Amount through the Closing Date, which Closing Date All E&P Amount will be finally determined after the Closing Date.

The rules under Section 367 of the Code with respect to the Transaction are complex. Each U.S. Holder should consult its own tax advisors regarding these rules, including, if applicable, to make the foregoing election to avoid recognizing gain in connection with the Conversion.

A U.S. Holder that is not a 10% Shareholder and who owns Class A Restricted Voting Shares with a fair market value of less than $50,000 on the day the Transaction is completed will not be subject to tax under Section 367(b) of the Code in connection with the Transaction.

Required Notices under Code Section 367(b)

A notice under Section 367(b) of the Code (a "**Section 367(b) Notice**") must be filed by U.S. Holders of Class A Restricted Voting Shares that are 10% U.S. Shareholders. U.S. Holders of Class A Restricted Voting Shares that are not 10% U.S. Shareholders are required to file a Section 367(b) Notice only if they make a Deemed Dividend Election, and a notice of such election must be sent to New Freight Farms on or before the date the Section 367(b) Notice is filed. U.S. Holders required to file a Section 367(b) Notice must attach the Section 367(b) Notice to their timely filed U.S. federal income tax return for the taxable year in which the Transaction occurs.

Passive Foreign Investment Company Considerations in Connection with the Conversion

In addition to the possibility of taxation under Section 367(b) of the Code as described above, the Conversion may be a taxable event to U.S. Holders if Agrinam is, or ever was, a passive foreign investment company ("**PFIC**") as defined under Section 1297 of Code.

A non-U.S. corporation is classified as a PFIC if, for a taxable year, (i) 75% or more of its gross income is passive income (as defined for U.S. federal income tax purposes) or (ii) 50% or more (by value) of its assets either produce or are held for the production of passive income, based on the quarterly average of the fair market value of such assets. For purposes of the PFIC provisions, "gross income" generally means sales revenues less cost of goods sold, plus income from investments and from incidental or outside operations or sources, and "passive income" generally includes dividends, interest, royalties, rents, and gains from commodities or securities transactions. In determining whether or not it is classified as a PFIC, a non-U.S. corporation is required to take into account its pro rata portion of the income and assets of each corporation in which it owns, directly or indirectly, at least a 25% interest by value.

Agrinam believes that it was a PFIC during the tax years ended March 31, 2022 and March 31, 2023, and based on its income, assets and activities during its current tax year, Agrinam expects that it should be a PFIC for its current tax year up to the Closing Date. PFIC classification is factual in nature, and generally cannot be determined until after the close of the tax year in question. Additionally, the analysis depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. No opinion of legal counsel or ruling from the IRS concerning the PFIC status of Agrinam has been obtained and none will be requested. Consequently, there can be no assurances regarding the PFIC status of Agrinam during its current tax year or any prior or future tax year.

Under proposed Treasury Regulations, if Agrinam was classified as a PFIC for any tax year during which a U.S. Holder held Class A Restricted Voting Shares, special rules, set forth in the proposed Treasury Regulations, may increase such U.S. Holder's U.S. federal income tax liability with respect to the Conversion. Such proposed Treasury Regulations generally would require gain recognition by Non-Electing Shareholders (as defined below) as a result of the Conversion. Under such rules:

(a) the Conversion may be treated as a taxable exchange to such U.S. Holder even if such transaction otherwise qualifies as a tax-deferred reorganization under section 368(a) of the Code, as discussed above;

(b) any gain on the deemed exchange of the Class A Restricted Voting Shares in a non-U.S. corporation for Class A Restricted Voting Shares in a U.S. domestic corporation pursuant to the Conversion will be allocated ratably over such U.S. Holder's holding period;

(c) the amount allocated to the current tax year and any tax year prior to the first tax year in which Agrinam was classified as a PFIC will be taxed as ordinary income in the current tax year;

(d) the amount allocated to each of the other tax years will be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year; and

(e) an interest charge for a deemed deferral benefit will be imposed with respect to the resulting tax attributable to each of the other tax years, which interest charge is not deductible by non-corporate U.S. Holders.

A U.S. Holder of Class A Restricted Voting Shares that has made a "mark-to-market" election under section 1296 of the Code (a "**Mark-to-Market Election**") or a timely and effective election to treat Agrinam as a "qualified electing fund" (a "**QEF**") under section 1295 of the Code (a "**QEF Election**") may generally mitigate or avoid the PFIC consequences described above with respect to the Conversion. A U.S. Holder of Class A Restricted Voting Shares who makes a timely and effective QEF Election generally must report on a current basis its share of Agrinam's net capital gain and ordinary earnings for any tax year in which Agrinam is a PFIC, whether or not Agrinam distributes any amounts to its shareholders. A U.S. Holder of Class A Restricted Voting Shares who makes the Mark-to-Market Election generally must include as ordinary income each year the excess of the fair market value of relevant shares over such U.S. Holder's tax basis therein.

Under proposed Treasury Regulations, if a U.S. Holder of an option, warrant, or other right to acquire stock of a PFIC (such as the Warrants and, although not entirely free from doubt, the Rights), such option, warrant or right is considered to be PFIC stock subject to the default PFIC rules. However, such U.S. Holder may not make a QEF Election with respect to the option, warrant or other right. In addition, under such proposed Treasury Regulations, the deemed exchange pursuant to the Conversion of Warrants in a non-U.S. corporation for Warrants in a U.S. domestic corporation, or, although not entirely free from doubt, Rights in a non-U.S. corporation for Rights in a U.S. domestic corporation, may be subject to the PFIC rules discussed above with respect to the Class A Restricted Voting Shares. Each U.S. Holder should consult its own tax advisor regarding the application of the PFIC rules to the Warrants and the Rights.

With respect to any tax year ending on or prior to the Closing Date, Agrinam (and, after the Transaction, New Freight Farms) will use commercially reasonable efforts to satisfy the record keeping requirements that apply to a QEF and supply U.S. Holders with information, including PFIC annual information statements, that such U.S. Holders require to report under the QEF rules. New Freight Farms may choose to provide the PFIC annual information statement on its website. Each U.S. Holder should consult its own tax advisors regarding the availability of, and procedure for making, a QEF Election. A shareholder who does not make a timely QEF Election or a Mark-to-Market Election is referred to for purposes of this summary as a "**Non-Electing Shareholder**".

The PFIC provisions are complex. U.S. Holders should consult their own tax advisors regarding the application of the PFIC regime, including whether the proposed Treasury Regulations under section 1291(f) of the Code would apply to the Conversion, the impact of making a Mark-to-Market Election or a QEF Election and/or other elections under the PFIC provisions, and the availability of, and procedures for making, such elections under the Code and Treasury Regulations.

Tax Considerations to U.S. Holders of Holding and Disposing of Common Shares After the Transaction

Distributions

If New Freight Farms makes any cash or property distribution, the gross amount of any distribution (without reduction for any Canadian withholding taxes) paid by New Freight Farms on the Common Shares generally should be included in the gross income of a U.S. Holder as a dividend to the extent the distribution is paid out of New Freight Farms' current or accumulated earnings and profits, as determined under U.S. federal income tax principles as of the end of New Freight Farms' taxable year in which the distribution occurs. Distributions on Common Shares constituting dividend income paid to U.S. Holders that are U.S. corporations may qualify for the dividends received deduction, subject to various limitations. However, with respect to dividends received by certain non-corporate U.S. Holders (including individuals), such dividends may be eligible to be taxed at the applicable long-term capital gains rates (currently at a maximum tax rate of 20%), provided certain holding period and other requirements are satisfied. Dividends with respect to Common Shares that are received by a U.S. Holder that is classified as a corporation may be eligible for a dividends received deduction, subject to applicable limitations.

Distributions in excess of New Freight Farms' current and accumulated earnings and profits will be treated as a return of capital to the extent of a U.S. Holder's adjusted tax basis in the Common Shares and thereafter as capital gain from the sale or exchange of such Common Shares, which will be taxable according to rules discussed under the sub-heading "*Sale or Other Taxable Disposition of Common Shares*," below.

As described above under the sub-heading "*Certain Canadian Federal Income Tax Considerations – Holders Not Resident in Canada – Dividends*", dividends received or deemed to be received by a U.S. Holder will generally be subject to Canadian withholding tax. However, dividends will not constitute foreign source income for U.S. foreign tax credit limitation purposes because New Freight Farms, even though organized as a Canadian corporation, will be treated as a U.S. corporation for U.S. federal income tax purposes, as described above under the sub-heading "*Conversion of Agrinam into a U.S. Domestic Corporation – Tax Treatment of the Transaction to Agrinam (and, after the Transaction, New Freight Farms) and Classification of Agrinam (and, after the Transaction, New Freight Farms) as a U.S. Domestic Corporation*". Therefore, U.S. Holders may not be able to claim a U.S. foreign tax credit for any Canadian withholding tax unless such U.S. Holders have sufficient other foreign source income. U.S. Holders should review the discussion under the sub-heading "*Certain Canadian Federal Income Tax Considerations – Holders Not Resident in Canada*" and consult with their own tax advisors regarding the dividend rules in light of their own personal circumstances.

Sale or other Taxable Disposition of Common Shares

Upon the sale or other taxable disposition of Common Shares, a U.S. Holder generally will recognize capital gain or loss equal to the difference between (a) the amount of cash and the fair market value of any property received upon such taxable disposition and (b) the U.S. Holder's adjusted tax basis in Common Shares surrendered in exchange therefor. Such capital gain or loss will be long-term capital gain or loss if a U.S. Holder's holding period in Common Shares is more than one year at the time of the sale or other taxable disposition. Long-term capital gains of non-corporate taxpayers are generally taxed at a lower maximum marginal tax rate than the maximum marginal tax rate applicable to ordinary income. There are currently no preferential tax rates for long-term capital gains of a U.S. Holder that is a corporation. Deductions for capital losses are subject to complex limitations under the Code.

Foreign Tax Credit Limitations

Because it is anticipated that New Freight Farms will be subject to tax both as a U.S. domestic corporation and as a Canadian corporation, a U.S. Holder may pay, through withholding, Canadian tax, as well as U.S. federal income tax, with respect to dividends paid on its Common Shares. For U.S. federal income tax purposes, a U.S. Holder may elect for any taxable year to receive either a credit or a deduction for all foreign income taxes paid by the holder during the year. Complex limitations apply to the foreign tax credit, including a general limitation that the credit cannot exceed the proportionate share of a taxpayer's U.S. federal income tax that the taxpayer's foreign source taxable income bears to the taxpayer's worldwide taxable income. In applying this limitation, items of income and deduction must be classified, under complex rules, as either foreign source or U.S. source. New Freight Farms' status as a U.S. domestic corporation for U.S. federal income tax purposes will cause dividends paid by New Freight Farms to be treated as U.S. source rather than foreign source for this purpose. As a result, a foreign tax credit may be unavailable for any Canadian tax paid on dividends received from New Freight Farms. Similarly, to the extent a sale or disposition of the Common Shares by a U.S. Holder results in Canadian tax payable by the U.S. Holder (for example, because the Common Shares constitute taxable Canadian property within the meaning of the Tax Act), a U.S. foreign tax credit may be unavailable to the U.S. Holder for such Canadian tax. In each case, however, the U.S. Holder should be able to take a deduction for the U.S. Holder's Canadian tax paid, provided that the U.S. Holder has not elected to credit other foreign taxes during the same taxable year. In addition, Treasury Regulations that apply to non-U.S. taxes paid or accrued (the "**Foreign Tax Credit Regulations**") impose additional requirements for Canadian withholding taxes to be eligible for a foreign tax credit, and there can be no assurance that those requirements will be satisfied. The Treasury Department has recently released guidance temporarily pausing the application of certain of the Foreign Tax Credit Regulations.

The foreign tax credit rules are complex, and each U.S. Holder should consult its own tax advisors regarding these rules.

Foreign Currency

The amount of any distribution paid to a U.S. Holder in foreign currency, or the amount of proceeds paid in foreign currency on the sale, exchange or other taxable disposition of Common Shares, generally will be equal to the U.S. dollar value of such foreign currency based on the exchange rate applicable on the date of receipt (regardless of whether such foreign currency is converted into U.S. dollars at that time). A U.S. Holder will have a basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Any U.S. Holder who converts or otherwise disposes of the foreign currency after the date of receipt may have a foreign currency exchange gain or loss that would be treated as ordinary income or loss, and generally will be U.S. source income or loss for foreign tax credit purposes. Different rules apply to U.S. Holders who use the accrual method of tax accounting. Each U.S. Holder should consult its own U.S. tax advisors regarding the U.S. federal income tax consequences of receiving, owning, and disposing of foreign currency.

Back-Up Withholding and Information Reporting

U.S. back-up withholding (currently at a rate of 24%) is imposed upon certain payments to persons that fail (or are unable) to furnish the information required pursuant to U.S. information reporting requirements. Distributions to U.S. Holders will generally be exempt from back-up withholding, provided the U.S. Holder meets applicable certification requirements, including providing a U.S. taxpayer identification number on a properly completed IRS Form W-9, or otherwise establishes an exemption. New Freight Farms must report annually to the IRS and to each U.S. Holder the amount of distributions and dividends paid to that U.S. Holder and the proceeds from the sale or other disposition of Common Shares, unless such U.S. Holder is an exempt recipient.

Back-up withholding does not represent an additional tax. Any amounts withheld from a payment to a U.S. Holder under the back-up withholding rules will generally be allowed as a credit against such U.S. Holder's U.S. federal income tax liability, and may entitle such U.S. Holder to a refund, provided the required information and returns are timely furnished by such U.S. Holder to the IRS. Moreover, certain penalties may be imposed by the IRS on a U.S. Holder who is required to furnish information but does not do so in the proper manner. U.S. Holders should consult their own tax advisors regarding the application of back-up withholding in their particular circumstances and the availability of and procedure for obtaining an exemption from back-up withholding under current Treasury Regulations.

Tax Considerations to U.S. Holders of Holding and Disposing of Warrants after the Transaction

Exercise or Lapse of Warrants

Upon the exercise of a Warrant after the Transaction, a U.S. Holder generally will not recognize gain or loss and generally will have a tax basis in the Common Shares received equal to the U.S. Holder's tax basis in the Warrant plus the exercise price of the Warrant. The holding period for the Common Shares received pursuant to the exercise of a Warrant will begin on the date following the date of exercise (or possibly the date of exercise) and will not include the period during which the U.S. Holder held the Warrant. If a Warrant is allowed to lapse unexercised, a U.S. Holder will recognize a capital loss in an amount equal to its tax basis in the Warrant. Such loss will be long-term capital loss if the Warrant has been held for longer than twelve months as of the date the Warrant lapsed. The deductibility of capital losses is subject to certain limitations.

In certain limited circumstances, if Agrinam provides notice to allow the Warrants to be exercised on a cashless basis pursuant to the Warrant Indenture, a U.S. Holder may be permitted to undertake a cashless exercise of Warrants into Common Shares. The U.S. federal income tax treatment of a cashless exercise of Warrants into Common Shares is unclear, and the tax consequences of a cashless exercise could differ from the consequences upon the exercise of a Warrant described in the preceding paragraph. It is possible that a cashless exercise could be a taxable event, a non-realization event or a tax-free recapitalization. U.S. Holders should consult their own tax advisors regarding the U.S. federal income tax consequences of a cashless exercise of Warrants. As of the date of this prospectus, Agrinam has not elected to allow the Warrants to be exercised on a cashless basis.

Sale or Taxable Disposition of Warrants

Upon the sale or other taxable disposition of Warrants, a U.S. Holder will generally recognize capital gain or loss equal to the difference between (a) the amount realized by such U.S. Holder in connection with such sale or other taxable disposition, and (b) such U.S. Holder's adjusted tax basis in such Warrants. Generally, such gain or loss will be capital gain or loss. Such capital gain or loss will generally be long-term capital gain or loss if the U.S. holder's holding period respecting such stock is more than one year at the time of the sale or other taxable disposition. U.S. Holders who are individuals are currently eligible for preferential rates of taxation in respect of their long-term capital gains. Deductions for capital losses are subject to limitations.

Adjustment to Exercise Price of Warrants

Under Section 305 of the Code, an adjustment to the number of Common Shares that will be issued on the exercise of the Warrants, or an adjustment to the exercise price of the Warrants, may be treated as a constructive distribution to a U.S. Holder of the Warrants if, and to the extent that, such adjustment has the effect of increasing such U.S. Holder's proportionate interest in the "earnings and profits" of New Freight Farms or New Freight Farms' assets, depending on the circumstances of such adjustment (for example, if such adjustment is to compensate for a distribution of cash or other property to the shareholders of New Freight Farms). Adjustments to the exercise price of Warrants made pursuant to a bona fide reasonable adjustment formula that has the effect of preventing dilution of the interest of the holders of the Warrants should generally not be considered to result in a constructive distribution. Any such constructive distribution would be taxable whether or not there is an actual distribution of cash or other property and would be subject to tax as described above under "*Tax Considerations to U.S. Holders of Holding and Disposing of Common Shares After the Transaction – Distributions*".

Tax Considerations of the Transaction to U.S. Holders of Rights

The treatment of the Rights for U.S. federal income tax purposes is uncertain. The Rights may be viewed as a forward contract, derivative security or similar interest in Agrinam (analogous to a warrant or option with no exercise price), and thus the U.S. Holder of the Right would not be viewed as owning Common Shares issuable pursuant to the Rights until such Common Shares are actually issued. There may be other alternative characterizations of the Rights that the IRS may successfully assert, including that the Rights are treated as equity in Agrinam at the time the Rights were issued.

Agrinam believes the Rights should be treated in a manner similar to the Warrants, but the tax consequences of an acquisition of the Common Shares pursuant to the Rights or the expiration or extinguishment of Rights are unclear. Accordingly, U.S. Holders should consult their own tax advisors regarding the tax consequences of an acquisition of the Common Shares pursuant to Rights or the expiration or extinguishment of Rights.

Tax Considerations to Non-U.S. Holders of Holding and Disposing of Common Shares and Warrants After the Transaction

Distributions

If New Freight Farms makes cash or other property distributions on the Common Shares, such distributions (including any amount of Canadian withholding tax) will constitute dividends for U.S. federal income tax purposes to the extent paid from New Freight Farms' current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess thereof will first constitute a return of capital and be applied against and reduce a Non-U.S. Holder's adjusted tax basis in its Common Shares, but not below zero, and thereafter be treated as capital gain and will be treated as described below under "*Sale or Other Taxable Disposition of Common Shares or Warrants*." In the case of any constructive distribution, it is possible that this tax would be withheld from any amount owed to the Non-U.S. Holder, including, but not limited to, distributions of cash, Common Shares or sales proceeds subsequently paid or credited to that holder. If New Freight Farms is unable to determine, at the time of payment of a distribution, whether the distribution will constitute a dividend, New Freight Farms may nonetheless choose to withhold any U.S. federal income tax on the distribution as permitted by U.S. Treasury Regulations. If New Freight Farms is a USRPHC (as defined below) and New Freight Farms does not satisfy the "regularly traded" exception (as discussed below), distributions which constitute a return of capital will be subject to withholding tax unless an application for a withholding certificate is filed to reduce or eliminate such withholding.

Subject to the discussion below regarding back-up withholding and regarding FATCA (defined below), any dividend paid to a Non-U.S. Holder of Common Shares that is not effectively connected with the Non-U.S. Holder's conduct of a trade or business within the U.S. generally will be subject to U.S. federal withholding tax at a rate of 30% of the gross amount of the dividends, or such lower rate as may be specified under an applicable income tax treaty. To receive the benefit of a reduced treaty rate, a Non-U.S. Holder must furnish New Freight Farms or New Freight Farms' paying agent with a validly completed and executed IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable (or appropriate successor form) properly certifying such holder's eligibility for the reduced rate. If a Non-U.S. Holder holds Common Shares through a financial institution or other agent acting on the Non-U.S. Holder's behalf, the Non-

U.S. Holder will be required to provide appropriate documentation to such agent, and the Non-U.S. Holder's agent will then be required to provide such (or a similar) certification to New Freight Farms, either directly or through other intermediaries. A Non-U.S. Holder that does not timely furnish the required certification, but that qualifies for a reduced treaty rate, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. Holders should consult their own tax advisors regarding their entitlement to benefits under any applicable income tax treaty.

Dividends paid to a Non-U.S. Holder that are effectively connected with the Non-U.S. Holder's conduct of a trade or business in the U.S. (or, if required by an applicable income tax treaty, are attributable to a U.S. permanent establishment, or fixed base, of the Non-U.S. Holder) generally will be exempt from the withholding tax described above and instead will be subject to U.S. federal income tax on a net income basis at the regular graduated U.S. federal income tax rates in the same manner as if the Non-U.S. Holder were a U.S. person. In such case, New Freight Farms will not have to withhold U.S. federal tax so long as the Non-U.S. Holder timely complies with the applicable certification and disclosure requirements. To obtain this exemption from withholding tax, a Non-U.S. Holder must provide its financial intermediary with an IRS Form W-8ECI properly certifying its eligibility for such exemption. Any such effectively connected dividends received by a corporate Non-U.S. Holder may be subject to an additional "branch profits tax" at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty), as adjusted for certain items. Non-U.S. Holders should consult their own tax advisors regarding any applicable tax treaties that may provide for different rules.

Distributions by New Freight Farms to a Non-U.S. Holder on Common Shares may also be subject to withholding of Canadian tax. See "*Certain Canadian Federal Income Tax Considerations – Holders Not Resident in Canada – Dividends*." Non-U.S. Holders should consult their own tax advisors regarding the extent to which they may be entitled to claim a credit or deduction in their jurisdiction of residence for any taxes withheld on distributions by New Freight Farms on the Common Shares.

Sale or Other Taxable Dispositions of Common Shares or Warrants

Subject to the discussion below regarding back-up withholding and FATCA, a Non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain realized on the sale or other disposition of Common Shares or Warrants, unless:

(a) the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States (or, if required by an applicable income tax treaty, is attributable to a permanent establishment or fixed base maintained by the Non-U.S. Holder in the United States);

(b) the Non-U.S. Holder is an individual present in the United States for 183 days or more during the taxable year of the disposition, and certain other requirements are met; or

(c) New Freight Farms is or has been a U.S. real property holding corporation ("**USRPHC**") at any time within the five-year period preceding the disposition or the Non-U.S. Holder's holding period, whichever period is shorter, and either (i) the Common Shares are not "regularly traded" as defined by applicable Treasury Regulations, on an established securities market or (ii) the Non-U.S. Holder has owned or is deemed to have owned, at any time within the five-year period preceding the disposition or the Non-U.S. holder's holding period, whichever period is shorter, more than 5% of the Common Shares.

A Non-U.S. Holder who has a gain that is described in the first bullet point immediately above will be subject to U.S. federal income tax on the gain derived from the sale or other disposition pursuant to regular U.S. federal income tax rates in the same manner as if it were a U.S. Holder. In addition, if such Non-U.S. Holder is a corporation, it may be subject to a branch profits tax equal to 30% of its effectively connected earnings and profits (or at such lower rate as may be specified by an applicable income tax treaty), as adjusted for certain items.

A Non-U.S. Holder described in the second bullet point immediately above will be subject to a flat 30% tax (or a lower tax rate specified by an applicable tax treaty) on the gain derived from the sale or other disposition, which gain may be offset by certain U.S. source capital losses (even though the individual is not considered a resident of the U.S.), provided the Non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

If the third bullet point immediately above applies, a Non-U.S. Holder is subject to U.S. federal income tax in the same manner as a U.S. Holder on any gain realized on the sale or other disposition. New Freight Farms would be classified as a USRPHC if the fair market value of its "United States real property interests" (as defined for U.S.

federal income tax purposes) equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests plus it other assets used or held for use in a trade or business, as determined for U.S. federal income tax purposes. Freight Farms believes that it is not currently and New Freight Farms does not anticipate becoming a USRPHC for U.S. federal income tax purposes, but cannot give any assurance that it is not or will not become a USRPHC.

Exercise or Lapse of a Warrant

The U.S. federal income tax treatment of a Non-U.S. Holder's exercise or lapse of a Warrant generally will correspond to the U.S. federal income tax treatment of the exercise or lapse of a warrant by a U.S. Holder, as described above under the section entitled "*Tax Considerations to U.S. Holders of Holding and Disposing of Warrants After the Transaction — Exercise or Lapse of Warrants*."

Adjustment to Exercise Price of Warrants

Under Section 305 of the Code, an adjustment to the number of Common Shares that will be issued on the exercise of the Warrants, or an adjustment to the exercise price of the Warrants, may be treated as a constructive distribution to a Non-U.S. Holder of the Warrants if, and to the extent that, such adjustment has the effect of increasing such Non-U.S. Holder's proportionate interest in the "earnings and profits" of New Freight Farms or New Freight Farms' assets, depending on the circumstances of such adjustment (for example, if such adjustment is to compensate for a distribution of cash or other property to the shareholders). Adjustments to the exercise price of Warrants made pursuant to a bona fide reasonable adjustment formula that has the effect of preventing dilution of the interest of the holders of the Warrants should generally not be considered to result in a constructive distribution. See the more detailed discussion of the rules applicable to distributions made by New Freight Farms under the sub-heading "*Distributions*" above.

Tax Considerations of the Transaction to Non-U.S. Holders of Rights

As described above under the sub-heading "*Tax Considerations of the Transaction to U.S. Holders of Rights*", the treatment of the Rights for U.S. federal income tax purposes is uncertain.

Agrinam believes the Rights should be treated in a manner similar to the Warrants, but the tax consequences of an acquisition of the Common Shares pursuant to the Rights or the expiration or extinguishment of Rights are unclear. Accordingly, Non-U.S. Holders should consult their own tax advisors regarding the tax consequences of an acquisition of the Common Shares pursuant to Rights or the expiration or extinguishment of Rights.

U.S. Estate and Gift Tax Consequences of Holding Common Shares, Warrants, and Rights

Because New Freight Farms is expected to be treated as a U.S. domestic corporation under Section 7874 of the Code, U.S. gift, estate, and generation-skipping transfer tax rules may apply to a Non-U.S. Holder of Common Shares, Warrants, or Rights. In general, Common Shares and possibly Warrants and Rights are considered a U.S.-situs asset for U.S. estate tax purposes and could be subject to U.S. estate tax at the death of a Non-U.S. Holder depending on the particular facts and circumstances of the Non-U.S. Holder. Non-U.S. Holders should consult their own tax advisors with respect to U.S. gift, estate, and generation-skipping transfer tax consequences applicable to the ownership of Common Shares, Warrants, or Rights.

Back-Up Withholding and Information Reporting

With respect to distributions and dividends on Common Shares (and with respect to Warrants as described above under "*Adjustment to Exercise Price of Warrants*"), New Freight Farms must report annually to the IRS and to each Non-U.S. Holder the amount of distributions and dividends paid to such Non-U.S. Holder and any tax withheld with respect to such distributions and dividends, regardless of whether withholding was required with respect thereto. Copies of the information returns reporting such dividends and distributions and withholding also may be made available to the tax authorities in the country in which the Non-U.S. Holder resides or is established under the provisions of an applicable income tax treaty, tax information exchange agreement or other arrangement. A Non-U.S. Holder will be subject to back-up withholding for dividends and distributions paid to such Non-U.S. Holder at a rate of 30% unless either (a) such Non-U.S. Holder certifies under penalty of perjury that it is not a U.S. person (as defined in the Code), which certification is generally satisfied by providing a properly completed and executed IRS Form W-8BEN, IRS Form W-8BEN-E, or IRS Form W-8ECI, as applicable (or appropriate successor form), and the payor does not have actual knowledge or reason to know that such holder is a U.S. person, or (b) such Non-U.S. Holder otherwise establishes an exemption. The maximum aggregate withholding tax rate applicable to dividends or other withholdable payments made to Non-U.S. Holders under the backup withholding regime, FATCA (as described below) and the withholding tax regime described above under the sub-heading "*Distributions*" should not exceed 30%.

With respect to sales or other dispositions of Common Shares, Warrants, or Rights, information reporting and, depending on the circumstances, back-up withholding will apply to the proceeds of a sale or other disposition of Common Shares, Warrants, or Rights within the U.S. or conducted through certain U.S.-related financial intermediaries, unless either (a) such Non-U.S. Holder certifies under penalty of perjury that it is not a "United States person" (as defined in the Code), which certification is generally satisfied by providing a properly completed and executed IRS Form W-8BEN, IRS Form W-8BEN-E, or IRS Form W-8ECI, as applicable (or appropriate successor form), and the payor does not have actual knowledge or reason to know that such holder is a U.S. person, or (b) such Non-U.S. Holder otherwise establishes an exemption.

Whether with respect to distributions and dividends, or the sale or other disposition of Common Shares, Warrants, or Rights, back-up withholding is not an additional tax. Any amounts withheld under the back-up withholding rules may be allowed as a refund or a credit against a Non-U.S. Holder's U.S. federal income tax liability, if any, provided the required information is timely furnished to the IRS. In addition, back-up withholding may be credited against any FATCA withholding discussed under the sub-heading below entitled "*Foreign Account Tax Compliance Act*".

Foreign Account Tax Compliance Act

Sections 1471 through 1474 of the Code (commonly referred to as "**FATCA**") impose a separate reporting regime and a potential 30% withholding tax on certain payments, including payments of dividends on Common Shares (and with respect to Warrants as described above under the sub-heading "*Adjustment to Exercise Price of Warrants*"). Withholding under FATCA generally applies to payments made to or through a foreign entity if such entity fails to satisfy certain disclosure and reporting rules. These rules generally require (a) in the case of a foreign financial institution, that the financial institution agree to identify and provide information in respect of financial accounts held (directly or indirectly) by U.S. persons and U.S.-owned entities, and, in certain instances, to withhold on payments to account holders that fail to provide the required information, and (b) in the case of a non-financial foreign entity, that the entity either identify and provide information in respect of its substantial U.S. owners or certify that it has no such U.S. owners.

FATCA withholding also potentially applies to payments of gross proceeds from the sale or other disposition of Common Shares, Warrants, or Rights. Proposed Treasury Regulations, however, would eliminate FATCA withholding on such payments, and the U.S. Treasury Department has indicated that taxpayers may rely on this aspect of the proposed regulations until final Treasury Regulations are issued.

Non-U.S. Holders typically will be required to furnish certifications (generally on the applicable IRS Form W-8) or other documentation to provide the information required by FATCA or to establish compliance with or an exemption from withholding under FATCA. FATCA withholding may apply where payments are made through a non-U.S. intermediary that is not FATCA compliant, even where the Non-U.S. Holder satisfies the holder's own FATCA obligations.

The United States and a number of other jurisdictions have entered into intergovernmental agreements to facilitate the implementation of FATCA (see "*Exchange of information*" in this prospectus for information regarding the intergovernmental agreement for Canada). Any applicable intergovernmental agreement may alter one or more of the FATCA information reporting and withholding requirements. Non-U.S. Holders should consult their own tax advisor regarding the possible implications of FATCA, including the applicability of any intergovernmental agreements.

EXCHANGE OF INFORMATION

There are due diligence and reporting obligations in the Tax Act which were enacted to implement Canada's intergovernmental agreement with the United States: the Canada-United States Enhanced Tax Information Exchange Agreement (the "**IGA**"). By reference to the IGA, as long as Class A Restricted Voting Shares, the Warrants or the Rights (or Common Shares issued upon the conversion or exercise of such shares, warrants, or rights, respectively) are listed and continue to be listed on the Exchange, such shares, warrants, or rights should not be United States reportable accounts and, as a result, New Freight Farms should not be required to provide information to the CRA in respect of holders of such shares, warrants, or rights. However, the dealers through which such holders hold their shares, warrants, or rights, may be subject to due diligence and reporting obligations with respect to financial accounts that they maintain for their clients, and accordingly, holders of Class A Restricted Voting Shares, Warrants, or Rights (or Common Shares issued upon the conversion or exercise of such shares, warrants, or rights, respectively) may be requested to provide information to their dealers to allow the dealers to identify holders that are United States persons, or that are "controlling persons" of certain entities who are United States persons. If a holder or a "controlling person" is a United States person (including, for example, a United States citizen who is resident in Canada), the Class A Restricted Voting Shares, the Warrants or the Rights (or Common Shares issued upon the conversion or exercise of such shares, warrants, or rights, respectively) are otherwise United States reportable accounts, or if the holder or controlling person does not provide the requested information, Part XVIII of the Tax Act will generally require information about the holder's investment in New Freight Farms, including certain personal identifying details as specified in the IGA, to be reported to the CRA, unless the investment is held within a Registered Plan. The CRA will automatically provide this information to the United States Internal Revenue Service.

In addition, the due diligence and reporting obligations in Part XIX of the Tax Act were introduced to implement the Organization for Economic Co-operation and Development Multilateral Competent Authority Agreement and Common Reporting Standard ("**CRS**"). The CRS is a global model for the automatic exchange of information on certain financial account information applicable to residents of jurisdictions other than the United States that have signed the CRS. As long as Class A Restricted Voting Shares, Warrants, and Rights (or Common Shares issued upon the conversion or exercise of such shares, warrants, or rights, respectively) are registered in the name of CDS and/or held in a dealer's name, New Freight Farms should not have any reportable accounts and should not be required to provide information to the CRA in respect of its holders. However, the dealers through which holders hold their Class A Restricted Voting Shares, Warrants, and Rights (or Common Shares issued upon the conversion or exercise of such shares, warrants, or rights, respectively) are required, under Part XIX of the Tax Act, to have procedures in place to identify holders that are residents of foreign countries (other than the U.S.) or the "controlling persons" of certain entities which are resident in such foreign countries and to report required information to the CRA. Such information is exchanged on a reciprocal, bilateral basis with the foreign jurisdictions in which such holders, or controlling persons, as the case may be, are resident, if Canada and such country have agreed to such exchange, unless the investment is held within a Registered Plan.

AUDITORS, TRANSFER AGENT, WARRANT AGENT AND ESCROW AGENT

The auditor of Agrinam is MNP LLP, having an address at 1 Adelaide Street East, Suite 1900, Toronto, Ontario, M5C 2V9. MNP LLP has advised that they are independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario (registered name of The Institute of Chartered Accountants of Ontario).

The auditor of Freight Farms is Baker Tilly WM LLP, having an address at 900-400 Burrard Street, Vancouver, British Columbia V6C 3B7. Baker Tilly WM LLP has advised that they are independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

It is expected that on closing of the Transaction, Baker Tilly WM LLP, having an address at 900 – 400 Burrard Street Vancouver, British Columbia Canada V6C 3B7, will be appointed as New Freight Farms auditor.

TSX Trust Company, at its principal offices in Toronto, Ontario, is the Transfer Agent and registrar for the Class A Restricted Voting Shares, is the Warrant Agent for the Warrants under the Warrant Agreement, and is the Rights Agent for the Rights under the Rights Agreement. TSX Trust Company, at its principal offices in Toronto, Ontario, is expected be the transfer agent and registrar of New Freight Farms for the Common Shares and Proportionate Voting Shares.

TSX Trust Company, at its principal offices in Toronto, Ontario, is also the Escrow Agent.

EXPERTS

The Agrinam Audited Annual Financial Statements include certain reports of MNP LLP and the Freight Farms Audited Financial Statements include certain reports of Baker Tilly WM LLP. As of the date of this prospectus, neither MNP LLP nor Baker Tilly WM LLP own, directly or indirectly, any securities of Freight Farms or Agrinam, and will not own any of the outstanding securities of New Freight Farms.

PROMOTERS

Agrinam Investments, LLC, the Sponsor (who is also one of the Founders), Demeter Capital, S.A.P.I. de C.V., and Maquia Capital Financial Group are each considered to be a promoter of Agrinam within the meaning of applicable securities legislation and will be considered a promoter of New Freight Farms (collectively, the "**Promoters**" and each a "**Promoter**").

As of the date of this prospectus, the Sponsor holds, of record and beneficially, 3,339,601 Class B Shares and 1 Class A Restricted Voting Share, representing approximately 96.8% of Agrinam's issued and outstanding Class B Shares and approximately 55.7% of Agrinam's outstanding shares (including the Class A Restricted Voting Shares and Class B Shares and assuming no exercise of Warrants, or Rights). The Sponsor also holds 8,627,200 Funding Warrants. See "*Principal Shareholders*". In connection with the Transaction, the 3,339,600 Class B Shares and the 1 Class A Restricted Voting Share held by the Sponsor will convert into 33,396 Proportionate Voting Shares and 1 Common Share, as applicable. See "*Description of Share Capital*".

To the knowledge of Agrinam, neither Demeter Capital, S.A.P.I. de C.V. nor Maquia Capital Financial Group hold any voting and equity securities of Agrinam or Freight Farms and neither Demeter Capital, S.A.P.I. de C.V. nor Maquia Capital Financial Group are expected to hold any voting and equity securities of New Freight Farms following the Transaction.

Agrinam entered into an administrative services agreement with the Sponsor on June 13, 2022, pursuant to which Agrinam agreed to pay the Sponsor a fee of $15,000 (plus applicable taxes) per month in exchange for the Sponsor providing certain services to Agrinam to help effect a qualifying acquisition, including, but not limited to, various administrative, managerial and/or operational services. On June 30, 2022, Agrinam and the Sponsor entered into an amendment to the administrative services agreement to include additional services and Agrinam paid the Sponsor the full 18-month term of the administrative services agreement in the amount of $320,000.

Agrinam and the Sponsor also entered into the Amendment Loan. For further details, see "*Corporate Structure – Business Combination Agreement – Related Party Transaction*".

The Sponsor, along with its affiliates, Demeter Agrimex, LLC and Maquia Capital Family Office, LLC, entered into the Sponsor Convertible Loans with Freight Farms which may trigger the Sponsor Convertible Loans Conversion resulting in the issuance of Common Shares to affiliates of the Sponsor, as more fully detailed under the sub-heading "*Corporate Structure – Business Combination Agreement – Related Party Transaction*" above.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Agrinam is not aware of any existing or contemplated material legal proceedings to which it is or was a party to or to which any of its property is or was subject. Agrinam is not aware of any existing or contemplated material legal proceedings to which Freight Farms is or was a party to or to which any of Freight Farms' property is or was subject.

On November 1, 2023, Freight Farms received a notice from certain Freight Farms Dissenting Shareholders seeking an appraisal of their Freight Farms shares pursuant to Section 262 of the Delaware General Corporation Law. The applicable Freight Farms Dissenting Shareholders hold approximately 9% of the outstanding shares of Freight Farms capital stock. Freight Farms has engaged in both verbal and written communication with the legal representative of the Freight Farms Dissenting Shareholders seeking an appraisal of their Freight Farms shares (the "**Appraisal Seekers**"). As of the time of filing of this prospectus, Freight Farms believes that the demand for appraisal is premature and that, once appraisal rights become available to Freight Farms shareholders pursuant to Delaware law, each of the Appraisal Seekers will be bound, by existing contractual obligation to waive such rights.

Regulatory Proceedings

Agrinam is not aware of any penalties or sanctions imposed by a court or securities regulatory authority or other regulatory body against Agrinam or Freight Farms, nor has Agrinam or Freight Farms entered into any settlement agreements before a court or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as described in this prospectus (including under the sub-heading "*Corporate Structure – Business Combination Agreement – Related Party Transaction*"), none of the proposed directors or executive officers of New Freight Farms, or any person or company that is expected to beneficially own, or control or direct more than 10% of any class or series of shares of New Freight Farms, or any associate or affiliate of any of the foregoing persons, has or has had any material interest in any past transaction within the three years before the date of this prospectus, or any proposed transaction, that has materially affected or would materially affect New Freight Farms or any of its expected subsidiaries.

As disclosed in "*Options to Purchase Securities – Sponsor Convertible Loans*" the Sponsor Convertible Loans will convert into Common Shares in connection with the Transaction. As Augustin Agustin Tristan Aldave is a control person of the Sponsor under applicable securities laws, he will directly benefit from the completion of the Transaction.

As disclosed in "*Options to Purchase Securities – Ospraie Convertible Loans*" the Ospraie Convertible Loans will convert into Freight Farms Common Shares as a closing condition of the Transaction. Zach Morse is an employee of Ospraie Ag Science, LLC.

The Founders are not entitled to redeem their Proportionate Voting Shares in connection with a qualifying acquisition or entitled to access the Escrow Account in respect thereof upon the Winding-Up of Agrinam. Accordingly, if Agrinam is unable to complete a qualifying acquisition within the Permitted Timeline, the Founders will lose their investment in Agrinam. As disclosed in the Final Prospectus, the Founders purchased an aggregate of 3,450,000 Class B Shares for an aggregate purchase price of $25,000, or approximately $0.007 per Class B Share and 8,710,000 Funding Warrants at an effective offering price of $1.00 per Funding Warrant for an aggregate purchase price of $8,710,000. The Sponsor also entered into the Support Agreement whereby it, among others things, agreed to vote against any proposals that would materially impede the Transaction. Due to the fact that the Founders will lose their investment in Agrinam if a qualifying acquisition it not completed, the Founders may have interests in the Transaction and the completion thereof that may be different from, or in addition to, the interests of the shareholders of Agrinam.

MATERIAL CONTRACTS

The following are the material contracts of New Freight Farms, other than contracts entered into in the ordinary course of business:

(a) the Business Combination Agreement;

(b) the Investor Rights Agreements;

(c) the Warrant Agreement;

(d) the Rights Agreement; and

(e) the Transfer Restrictions Agreement and Undertaking.

Copies of these agreements are available on Agrinam's SEDAR+ profile at www.sedarplus.com and will be available for inspection following the Closing Date on New Freight Farms' SEDAR+ profile at www.sedarplus.com.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Each of Agustin Tristan Aldave, Guillermo Eduardo Cruz, Jeronimo Peralta del Valle, and Luis Alberto Ibarra Pardo, who are directors and/or officers of Agrinam, as well as the Sponsor and the Promoters, reside or are otherwise organized outside of Canada. Each of the foregoing have appointed Borden Ladner Gervais LLP, Waterfront Centre, 200 Burrard Street #1200, Vancouver, British Columbia, V7X 1T2 as agent for service of process. Readers are advised that it may not be possible to enforce judgments obtained in Canada against any person or company that is incorporated, continued or is otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

EXEMPTIVE RELIEF

Agrinam was granted an exemption from the Ontario Securities Commission on February 1, 2023, from the requirements of NI 41-101, Part 10 of NI 51-102, and Part 2 of OSC Rule 56-501 relating to the use of, as applicable, restricted security and restricted share terms and disclosure with respect to the Common Shares to be issued upon the closing of a qualifying acquisition. Upon completion of a qualifying acquisition, the Common Shares will be "restricted securities" (as defined in NI 41-101, NI 51-102, and the Company Manual) and "restricted shares" (as defined in OSC Rule 56-501) and, absent the exemptive relief, Agrinam would be unable to use the word "common" to refer to the Common Shares in prospectuses, continuous disclosure documents, dealer and adviser documentation, rights offering circulars, and offering memorandum. In the February 1, 2023, order, Agrinam was also granted an exemption from the requirements of section 12.3 of NI 41-101 and Part 3 of OSC Rule 56-501, without which, Agrinam would be required to obtain minority shareholder approval prior to making distributions of Proportionate

Voting Shares, Common Shares, or securities that are, directly or indirectly, convertible into, or exercisable or exchangeable for, Proportionate Voting Shares or Common Shares.

Agrinam was also granted the Exemptive Relief on November 7, 2023, from the provisions of MI 61-101, relating to minority approval and formal valuation requirements. Pursuant to the Exemptive Relief, Agrinam will qualify for the Transaction Size Exemption for the Sponsor Convertible Loans Conversion. See "*Corporate Structure – Business Combination Agreement – Related Party Transaction*".

Agrinam has sought an exemption from certain sponsorship requirements set out in Section 326 of the Company Manual on the basis that agents will be conducting financial due diligence in connection with the PIPE Financing and will provide the Exchange with confirmation that appropriate due diligence has been conducted on Freight Farms.

CONTRACTUAL RIGHT OF ACTION

Original purchasers of Class A Restricted Voting Units from the underwriters in Agrinam's initial public offering who continue to hold Class A Restricted Voting Shares, Warrants, or Rights up to the Redemption Deadline will have a contractual right of action for rescission or damages against New Freight Farms (as well as a contractual right of action for damages alone against: (a) the directors of Agrinam as of the Redemption Deadline (the "**Agrinam directors**"), and (b) every person or company who signs this prospectus, which, for greater certainty, includes the Promoters (collectively, the "**signatories**")).

In the event that Agrinam's qualifying acquisition is completed and if this prospectus or any amendment hereto contains a misrepresentation (as defined in the *Securities Act* (Ontario)), provided that such claims for rescission or damages are commenced by the purchaser not later than: (a) in the case of an action for rescission, 180 days after the Redemption Deadline, or (b) in the case of an action for damages, the earlier of: (i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the Redemption Deadline, a purchaser who purchased Class A Restricted Voting Units from Agrinam's underwriters in its initial public offering shall, in respect of such securities, as converted pursuant to the Transaction into Common Shares, and such Warrants and Rights, be entitled to, in addition to any other remedy available at the time to such holder, (i) as against New Freight Farms, in the case of rescission, the amount paid for such Class A Restricted Voting Shares, such Warrants, and/or such Rights, as applicable, upon surrender of such securities, and (ii) as against New Freight Farms, the Agrinam directors and the signatories, in the case of a damages election, their proven damages. These parties have attorned to the jurisdiction of the courts of Ontario in respect of such rights of action.

In addition, the following additional provisions apply to actions against the Agrinam directors or the signatories:

(a) each has a due diligence defence and the other defences and rights contemplated in section 130 of the *Securities Act* (Ontario) and at law; and

(b) each is entitled to be indemnified by New Freight Farms and Freight Farms to the maximum extent permitted by law.

This contractual right of action for rescission or damages will, subject to the foregoing, be consistent with the statutory right of rescission or damages described under section 130 of the *Securities Act* (Ontario). In no case shall the amount recoverable exceed the original purchase price of the Class A Restricted Voting Units. In addition, for non-residents of Canada, the contractual right shall be subject to the same interpretational or constitutional defences, if any, as would apply to a claim against a resident Canadian issuer under section 130 of the *Securities Act* (Ontario), and, as a result, the argument that non-residents are not entitled to take advantage of the contractual right shall not be precluded.

The directors of Agrinam as at the date of the final prospectus (or any amendment), namely: Agustin Tristan Aldave, Guillermo Eduardo Cruz, Nicholas Thadaney, Lara Zink, Jennifer Reynolds, and Donald Olds, will, subject to the terms thereof, be potentially liable for misrepresentations in this final prospectus (as it may be amended) under Part XXIII.1 of the *Securities Act* (Ontario) and the "*Contractual Right of Action*" described above. New directors of Agrinam or New Freight Farms appointed after the Redemption Deadline will not be subject to such liability as such.

CERTIFICATE OF AGRINAM

February 8, 2024

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of each of the provinces and territories of Canada (other than Québec).

AGRINAM ACQUISITION CORPORATION

"Agustin Tristan Aldave"	***"Jeronimo Peralta del Valle"***
Agustin Tristan Aldave	Jeronimo Peralta del Valle
CHIEF EXECUTIVE OFFICER	**CHIEF FINANCIAL OFFICER**

ON BEHALF OF THE BOARD OF DIRECTORS

"Nicholas Thadaney"	***"Donald Olds"***
Nicholas Thadaney	Donald Olds
DIRECTOR	**DIRECTOR**

CERTIFICATE OF THE PROMOTERS

February 8, 2024

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of each of the provinces and territories of Canada (other than Québec).

AGRINAM INVESTMENTS, LLC, AS PROMOTER

"Agustin Tristan Aldave"
Agustin Tristan Aldave
CHIEF EXECUTIVE OFFICER

DEMETER CAPITAL, S.A.P.I. DE C.V., AS PROMOTER

"Agustin Tristan Aldave"
Agustin Tristan Aldave
CHIEF EXECUTIVE OFFICER

MAQUIA CAPITAL FINANCIAL GROUP, AS PROMOTER

"Guillermo Eduardo Cruz"
Guillermo Eduardo Cruz
MANAGING PARTNER

APPENDIX A

NEW FREIGHT FARMS PRO FORMA FINANCIAL STATEMENTS

Freight Farms Holdings Corp. (formerly Agrinam Acquisition Corporation)

Unaudited Pro Forma Consolidated Statement of Financial Position

As of September 30, 2023

USD in thousands	*Freight Farms Inc.* **September 30, 2023**	*Agrinam Acquisition Corporation* **September 30, 2023**	**Subtotal September 30, 2023**	**Notes**	**Pro forma adjustment**	**Consolidated September 30, 2023**
Assets						
Currents assets						
Inventories	$ 11,372	$ —	$ 11,372			$ 11,372
Trade receivables	12,683	—	12,683			12,683
Prepaid expenses and other current assets	914	176	1,090	3e	(176)	914
Restricted cash held in escrow	—	31,157	31,157	3a	(18,790)	—
				3d	(12,367)	
Cash	3,237	216	3,453	3a	18,790	8,248
				3b	(10,000)	
				3b	(3,995)	
Total current assets	28,206	31,549	59,755			33,217
Non-current assets						
Restricted cash	233	—	233			233
Property, plant and equipment, net	1,282	—	1,282			1,282
Right-of-use assets	1,638	—	1,638			1,638
Other non-current assets	—	—	—			—
Total non-current assets	3,153	—	3,153			3,153
Total assets	$ 31,359	$ 31,549	$ 62,908			$ 36,370
Liabilities						
Current liabilities						
Line of credit	$ 2,253	$ —	$ 2,253			$ 2,253
Accounts payable	2,732	—	2,732			2,732
Accrued expenses	1,000	—	1,000			1,000
Accounts payable and accrued expenses	—	3,566	3,566	3b	(3,566)	—
Promissory note payable	—	400	400	3b	(400)	—
Deferred revenue	13,605	—	13,605			13,605
Current portion of lease liabilities	336	—	336			336
Due to related parties	—	3	3	3b	(3)	—
Interest payable	—	997	997	3g	(997)	—
Income taxes payable	—	26	26	3b	(26)	—
Class A Restricted Voting Shares subject to redemption	—	25,627	25,627	3d	(13,260)	—
				3d	(12,367)	
Current portion of convertible notes	4,050	—	4,050	3f	(4,050)	—
Convertible redeemable preferred stock	44,254	—	44,254	3c	(44,254)	—
Warrant liability	—	16,259	16,259			16,529
Total current liabilities	68,230	46,878	115,108			36,185
Non-current liabilities						
Convertible notes, net of current	980	—	980	3f	(980)	—
Lease liabilities, net of current	2,493	—	2,493			2,493
Total non-current liabilities	3,473	—	3,473			2,493
Total liabilities	71,703	46,878	118,581			38,678
Shareholders' (deficiency) equity						
Share capital	34	25	59	3d	54,418	88,231
				3c	44,254	
				3f	5,030	
				3e	(15,530)	
Equity reserves/Contributed Surplus	595	8,967	9,562	3e	(8,967)	595
Accumulated deficit	(40,973)	(24,321)	(65,294)	3e	24,497	(91,134)
				3b	(10,000)	
				3h	(41,334)	
				3g	997	
Shareholders' (deficiency) equity	(40,344)	(15,329)	(55,673)			(2,308)
Total shareholder's (deficiency) equity and liabilities	$ 31,359	$ 31,549	$ 62,908			$ 36,370

Freight Farms Holdings Corp. (formerly Agrinam Acquisition Corporation)

Unaudited Pro Forma Consolidated Statement of Loss and Comprehensive Loss
For the twelve months ended December 31, 2022

USD in thousands, except share and per share data	*Freight Farms, Inc.* **December 31, 2022**	*Agrinam Acquisition Corporation* **December 31, 2022**	**Subtotal December 31, 2022**	**Notes**	**Pro forma adjustments**	**Consolidated December 31, 2022**
Revenue	$ 22,601	$ 1,871	$ 24,472	3bb	(1,871)	$ 22,601
Cost of revenue	17,483	—	17,483			17,483
Gross Profit	5,118	1,871	6,989			5,118
Costs and expenses						
General and administrative	8,469	—	8,469	3aa	1,058)	9,527
Operating expenses	—	1,058	1,058	3aa	(1,058)	—
Research and engineering	1,858	—	1,858			1,858
Total cost and expenses	10,327	1,058	11,385			11,385
Other expense						
Transaction costs	—	—	—	3cc	10,000	10,000
Changes in fair value of convertible notes	1,391	—	1,391	3dd	(1,391)	—
Accretion on Class A restricted voting shares	—	6,596	6,596	3ee	(6,596)	—
Bank service fees	—	3	3	3aa	(3)	—
Finance income	—	—	—	3bb	(1,871)	(1,871)
Finance expense	680	—	680	3aa	3	328
				3ff	(21)	
				3dd	(334)	
Total other expense	2,071	6,599	8,670			8,457
Loss before income taxes	(7,280)	(5,786)	(13,054)			(14,723)
Income taxes	—	—	—			—
Net loss and comprehensive loss	$ (7,280)	$ (5,786)	$ (13,054)			$ (14,723)
Net loss per share, basic and diluted						$ (1.67)
Weighted-average number of ordinary shares, basic and diluted						8,809,514

Freight Farms Holdings Corp. (formerly Agrinam Acquisition Corporation)

Unaudited Pro Forma Consolidated Statement of Loss and Comprehensive Loss

For the nine months ended September 30, 2023

USD in thousands, except share and per share data	*Freight Farms, Inc.* **September 30, 2023**	*Agrinam Acquisition Corporation* **September 30, 2023**	**Subtotal September 30, 2023**	**Notes**	**Pro forma adjustments**	**Consolidated September 30, 2023**
Revenue	$ 11,262	$ 5,076	$ 16,338	3bb	(5,076)	$ 11,262
Cost of revenue	8,901	—	8,901			8,901
Gross Profit	2,361	5,076	7,437			2,361
Costs and expenses						
General and administrative	8,115	—	8,115	3aa	2,043	10,158
Operating expenses	—	2,043	2,043	3aa	(2,043)	—
Research and engineering	2,066	—	2,066			2,066
Total cost and expenses	10,181	2,043	12,224			12,224
Other expense (income)						
Transaction costs	—	—	—	3cc	10,000	10,000
Changes in fair value of convertible notes	280	—	280	3dd	(280)	—
Accretion on Class A Restricted Voting Shares	—	9,231	9,231	3ee	(9,231)	—
Unrealized loss (gain) on change in fair value of warrant liability	—	7,444	7,444			7,444
Gain on debt extinguishment		(605)	(605)			(605)
Bank service fees	—	2	2	3aa	(2)	—
Interest expense, net	—	5,071	5,071	3gg	(5,071)	—
Foreign exchange loss	—	5	5			5
Finance income	—	—	—	3bb	(5,076)	(5,076)
Finance expense	392	—	392	3aa	2	204
				3ff	(43)	
				3dd	(147)	
Total other expense (income)	672	21,149	21,821			11,972
Loss before income taxes	(8,492)	(18,116)	(26,608)			(21,835)
Income taxes	—	419	419			419
Net loss and comprehensive loss	$ (8,492)	$ (18,535)	$ (27,027)			$ (22,254)
Net loss per share, basic and diluted						$ (2.52)
Weighted-average number of ordinary shares, basic and diluted						8,828,835

Freight Farms Holdings Corp. (formerly Agrinam Acquisition Corporation)
Notes to Unaudited Pro Forma Consolidated Financial Statements
As of September 30, 2023
Expressed in US Dollars

1. Transaction Background

On October 4, 2023, Freight Farms, Inc. ("Freight Farms" or the "Company"), Agrinam Acquisition Corporation ("Agrinam"), a special purpose acquisition corporation listed on the Toronto Stock Exchange ("TSX") in Canada, and Agrinam Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of Agrinam, entered into a business combination agreement whereby Freight Farms will merge with Merger Sub and Agrinam will acquire all of the issued and outstanding shares of Freight Farms in exchange for common shares (the "Common Shares") in the capital of Agrinam (the "Transaction").

The Transaction constitutes Agrinam's proposed qualifying acquisition. As such, the holders of Class A Restricted Voting Shares in the capital of Agrinam (the "Class A Restricted Voting Shares") may (conditional on closing of the Transaction) elect to redeem all or a portion of the holder's Class A Restricted Voting Shares.

Existing shareholders of Agrinam who do not redeem their shares will continue to hold an interest in Agrinam after giving effect to the Transaction. Following completion of the Transaction, Agrinam will apply to change its name to Freight Farms Holdings Corp. ("New Freight Farms") and New Freight Farms will own 100% of the equity interests in the company surviving the merger between Freight Farms and Agrinam Merger Sub, Inc.

The following unaudited pro forma consolidated financial statements of New Freight Farms give effect to the Transaction and the related transactions summarized below. The Transaction does not constitute a business combination pursuant to *IFRS 3, Business Combinations* ("IFRS 3") as Agrinam is a non-operating entity and does not meet the definition of a business under IFRS 3. As a result, the Transaction will be accounted for as a capital transaction of Freight Farms, equivalent to the issuance of shares by Freight Farms in exchange for the net monetary assets of Agrinam. Therefore, the financial statements of the combined entity represent the continuation of Freight Farms and the Freight Farms' assets and liabilities will be maintained at their historical cost basis. Agrinam's assets and liabilities are recognized at fair value on the date of the Transaction. The equity balances in the combined entity will represent the Freight Farms' balances before the Transaction, as adjusted for the impacts of the Transaction.

Freight Farms specializes in the agricultural technology industry and the production of container farms. The Company's farms are vertical hydroponic growing facilities built inside shipping containers. The farms are capable of growing lettuces, herbs, and hearty greens at a commercial scale in any climate or location and enable any individual, community or organization to grow fresh produce year-round in a climate-controlled environment.

As part of the Transaction, the holders of Freight Farms' shares and instruments convertible into shares have the right to receive additional Common Shares (the "Earnout") in the event that certain performance targets are met during the five-year period following the closing date of the Transaction (the "Earnout Period"). The first portion of the Earnout can be earned if any of the following events occur during the Earnout Period: (i) the volume weighted average price of the Common Shares on the TSX is at or above $12.50 per share for any 20 trading days out of 30 consecutive trading days; (ii) consolidated fiscal year end revenue of New Freight Farms for the year ended December 31, 2024 is at or above $49.3 million, or (iii) New Freight Farms consummates a change of control which results in the holders of Common Shares having the right to exchange their Common Shares for consideration having a value at least equal to $12.50 per share. The second portion of the Earnout can be earned if any of the following events occur during the Earnout Period: (i) the volume weighted average price of the Common Shares on the TSX is at or above $15.00 per share for any 20 trading days out of 30 consecutive trading days; (ii) consolidated fiscal year end revenue of New Freight Farms for the year ended December 31, 2025 is at or above $101.1 million, or (iii) New Freight Farms consummates a change of control which results in the holders of Common Shares having the right to exchange their Common Shares for consideration having a value at least equal to $15.00 per share.

2. Basis of Presentation

The unaudited pro forma consolidated statement of financial position as of September 30, 2023 has been prepared to give effect to the Transaction as if it had been consummated on September 30, 2023.

The unaudited pro forma consolidated statement of net loss and comprehensive loss for the year ended December 31, 2022 give effect to the Transaction as if it had been consummated on January 1, 2022. The unaudited pro forma consolidated statement of net loss and comprehensive loss for the nine months ended September 30, 2023 gives effect to the Transaction as if it had been consummated on January 1, 2023.

The unaudited pro forma consolidated financial statements have been prepared from information derived from:

- the unaudited condensed interim financial statements of Freight Farms as of and for the nine months ended September 30, 2023;
- the audited financial statements of Agrinam as of and for the year ended March 31, 2023;
- the unaudited condensed interim financial statements of Agrinam as of and for the six months ended September 30, 2023; and
- the unaudited condensed interim financial statements of Agrinam as of and for the nine months ended December 31, 2022.

The Agrinam unaudited statement of loss and comprehensive loss for the twelve months ended December 31, 2022 was derived by combining the results from the period of December 1, 2021 through March 31, 2022 (which had no activity) with the results for the nine months ended December 31, 2022. The Agrinam unaudited statement of loss and comprehensive loss for the nine months ended September 30, 2023 was derived from: (i) the audited financial statements for the year ended March 31, 2023, (ii) the results for the nine months ended December 31, 2022, and (iii) the results for the six months ended September 30, 2023.

The financial statements of Agrinam have been adjusted to conform to Freight Farms' presentation and accounting policies, as necessary.

The pro forma adjustments are based on certain currently available information, estimates, and certain assumptions. Management of Agrinam believes that the assumptions used provide a reasonable basis for presenting all of the significant effects of the Transaction and the related transactions summarized above and that the pro forma adjustments give appropriate effect to those assumptions and are appropriately applied in the unaudited pro forma consolidated financial statements. These financial statements do not take into account any synergies or cost savings which may, or are expected to, occur as a result of the Transaction.

The unaudited pro forma consolidated financial statements are not intended to be indicative of the results that would actually have occurred, or the results expected in future periods, had the events reflected herein occurred on the dates indicated. Actual amounts recorded upon consummation of the Transaction and the related transactions summarized above will differ from those recorded in the unaudited pro forma consolidated financial statements. The unaudited pro forma consolidated financial statements, including the notes thereto, should be read in conjunction with Freight Farms' and Agrinam's historical financial statements, and their respective Management's Discussion and Analysis of financial condition and results of operations.

3. Adjustments to Unaudited Pro Forma Consolidated Financial Statements

The unaudited pro forma consolidated statement of financial position and consolidated statements of net loss and comprehensive loss have been prepared to reflect the Transaction together with the related transactions summarized above and the following assumptions and adjustments. The historical financial statements have been adjusted to give pro forma effect to events that are: (i) directly attributable to the Transaction, (ii) factually supportable, and (iii) expected to have a continuing impact on the results of New Freight Farms following the Transaction.

The pro forma adjustments included in the unaudited pro forma consolidated statements of financial position as of September 30, 2023 and December 31, 2022 are as follows:

(a) Reflects the release of $18.8 million ($31.2 million less $12.4 million for assumed redemptions of Class A Restricted Voting Shares – see Note 3(d) of restricted cash held in escrow by Agrinam to cash following the Transaction as it will no longer be restricted subsequent to completing the Transaction.

(b) Represents estimated transaction costs of approximately $10.0 million for underwriting, advisory, banking, printing, legal, and accounting fees, and the impact to cash from repaying Agrinam's outstanding working capital liabilities (accounts payable and accrued liabilities, due to related parties, and income taxes payable) of $4.0 million. The unaudited pro forma consolidated statements of financial position reflect the transaction costs as reduction of cash with a corresponding increase in accumulated deficit. These costs are also included in the unaudited pro forma consolidated statements of net loss and comprehensive loss.

(c) Reflects the conversion of Freight Farms' convertible redeemable preferred stock into common stock based on the liquidation preference of each respective Freight Farms share class concurrent with the Transaction pursuant to the terms of the convertible preferred stock.

(d) Reflects the fair value of the estimated number of Common Shares held by Agrinam shareholders immediately following the Transaction, including Common Shares issued upon conversion of the Class A Restricted Voting Shares subject to redemption with a carrying value of $25.6 million, less the carrying value of Agrinam's historical equity as of the statement of financial position date. As of September 30, 2023, approximately 82% of Class A Restricted Voting Shares had been submitted for redemption by the holders. It is assumed for illustrative purposes in these pro forma financial statements that an additional 8% of the Class A Restricted Voting Shares will be redeemed (for an aggregate estimated redemption of 90%) using $12.4 million of the restricted cash balance held by Agrinam in escrow. The 90% aggregate redemption level is an assumption for illustrative purposes only. The actual redemption level could be materially different.

From a sensitivity perspective, if this adjustment had been presented assuming there were no additional redemptions of Agrinam Class A Restricted Voting Shares (i.e., the current redemption level of 82% remained unchanged), there would be no additional reduction in restricted cash held in escrow for redemptions. If this adjustment had been presented assuming a redemption of 95% of the Agrinam Class A Restricted Voting Shares, then approximately $19.7 million (1.8 million additional shares at a redemption price of $10.6686 per share), respectively, of restricted cash held in escrow would have been used to redeem those shares.

(e) Reflects the elimination of Agrinam's contributed surplus and historical deficit, including the impact of assuming Agrinam's prepaid expenses and other current assets balance is not assumed by Freight Farms, and reclassification as share capital.

(f) Reflects the conversion of Freight Farms' convertible notes into common shares of Freight Farms concurrent with the Transaction pursuant to the terms of the convertible notes.

(g) Reflects the reversal of Agrinam's interest payable to its shareholders as the interest relates to restricted cash held in escrow by Agrinam that would have been payable to the shareholders in the event the Transaction did not close or if shareholders elected to redeem their Class A Restricted Voting Shares. There is a corresponding decrease to accumulated deficit to reflect the reversal of interest expense recognized related to these funds.

(h) The fair value of the consideration paid by Freight Farms, representing the purchase price for Agrinam, is based on the fair value of the equity instruments deemed issued by Freight Farms. The identifiable assets acquired and liabilities of Agrinam assumed by Freight Farms are measured at their fair values at the acquisition date.

The excess of the consideration transferred over the fair value of the identifiable net assets acquired and liabilities assumed is attributable to the cost of obtaining a listing status. This amount is expensed, as it does not meet the criteria for recognition as an asset.

The unaudited pro-forma consolidated financial statements have been prepared using the following fair values of Agrinam's assets acquired and liabilities assumed by Freight Farms (in thousands, except share and per share amounts):

USD in thousands	**September 30, 2023**
Net assets acquired	
Restricted cash held in escrow	$ 18,790
Cash	216
	$ 19,006
Consideration paid	
Fair value of existing Agrinam shares (3,795,000 shares at $10.30 per share)	$ 39,089
Liabilities assumed	21,251
Fair value of Earnout Awards	—
Fair value of unvested Founder Shares	—
	$ 60,340
Value attributable to obtaining listing status	$ 41,334

The 3,795,000 Agrinam shares in the table above is inclusive of 1,380,000 Class A Restricted Voting Shares (see Note 3(d)) and 2,415,000 Class B shares, and excludes 1,035,000 additional Class B shares that are subject to repurchase conditions subsequent to completion of the Transaction (see Note 4).

The liabilities assumed in the table above consist of approximately $3.6 million of accounts payable and accrued expenses, $1.0 million of interest payable, $0.4 million of promissory notes payable, and $16.3 million of warrant liabilities.

It is assumed for illustrative purposes in these pro forma financial statements that the fair value of the Earnout Awards and Founder Shares that will be outstanding upon completion of the Transaction, both of which are components of the Transaction consideration, is zero. Both the Earnout Awards and Founder Shares will be recognized at fair value at the time the Transaction is completed. However, the Company is unable to reliably estimate the fair value prior to closing of the Transaction due to the many unknown variables that will impact the fair value (i.e., the closing price of Agrinam's Common Shares and Freight Farms' actual and forecasted revenue at the time the Transaction is completed).

The value attributable to listing status varies depending on the date upon which the Transaction is assumed to have occurred as the net assets of Agrinam are different as of different dates.

The pro forma adjustments included in the unaudited pro forma consolidated statements of net loss and comprehensive loss for the year ended December 31, 2022 are as follows:

(aa) Adjustment related to the reclassification of financial statement line items on the pro forma consolidated financial statements to ensure presentation alignment with the Freight Farms financial statements.

(bb) Reflects the reclassification of interest income earned on Agrinam's restricted cash held in escrow by Agrinam to finance income in accordance with Freight Farms' presentation.

(cc) Represents estimated transaction costs of approximately $10.0 million for underwriting, advisory, banking, printing, legal, and accounting fees.

(dd) Represents the pro forma adjustment to eliminate the cash interest expense and noncash losses related to Freight Farms' convertible notes that were being recognized at fair value through profit or loss. These convertible notes would not have been outstanding had the Transaction occurred at the beginning of the period and therefore, the cash interest expense would not have been incurred and the remeasurement at fair value would not have been applicable.

(ee) Represents the pro forma adjustment to eliminate accretion expense related to the Class A Restricted Voting Shares that were presented as a liability. With the consummation of the Transaction, the Class A Restricted Voting Shares converted to Common Shares will be redeemed or reclassified to equity and such accretion will cease.

(ff) Represents the pro forma adjustment to eliminate accretion expense related to Freight Farms' convertible preferred stock which will be converted into Common Shares upon consummation of the Transaction. Accordingly, such accretion will cease upon consummation of the Transaction.

(gg) Reflects the reversal of Agrinam's interest expense related to interest payable to its shareholders as the interest relates to restricted cash held in escrow by Agrinam that would have been payable to the shareholders in the event the Transaction did not close or if shareholders elected to redeem their Class A Restricted Voting Shares. This interest expense would not have been incurred had the Transaction closed at the beginning of the period and the restricted cash redeemed or released from escrow.

4. Pro Forma Net Loss Per Share

A continuity of the weighted average number of Common Shares outstanding after giving effect to the pro forma adjustments described in Note 3 is set out as follows:

	Note	**December 31, 2022**	**September 30, 2023**
Weighted average number of Freight Farms common shares outstanding		3,296,527	3,306,841
Reclassification of Freight Farms convertible preferred stock	3(c)	14,454,022	14,484,336
Freight Farms common shares prior to Transaction		17,750,549	17,791,177
Common Shares subsequent to Transaction		6,827,065	6,846,386
Conversion of Freight Farms convertible notes into Common Shares	3(f)	602,449	602,449
Conversion of Class A Restricted Voting Shares into Common Shares (assuming 90% redemption)	3(d)	1,380,000	1,380,000
Pro forma weighted average number of Common Shares outstanding		8,809,514	8,828,835

As of September 30, 2023, Agrinam had 13,800,000 outstanding rights that allowed the holder to convert each right into 1/10 of a Class A Restricted Voting Share for no cost upon completion of a qualifying acquisition (the "Rights"). Accordingly, the Rights, at the election of the holder, will convert into 1,380,000 Class A Restricted Voting Shares and, in turn, into 1,380,000 Common Shares. The potential Common Shares issuable upon exercise of the Rights are excluded from the table above.

Additionally, holders of Agrinam Class B shares will automatically receive 34,500 proportionate voting shares of New Freight Farms upon completion of the Transaction (inclusive of 10,350 proportionate voting shares to be issued in exchange for the 1,035,000 Class B founder shares discussed below), which are subsequently convertible into Common Shares on a 1:100 basis at the election of the holder (i.e., 3,450,000 Common Shares). The potential Common Shares issuable upon exercise of the holders of Class B shares are excluded from the table above.

Included in the 34,500 proportionate voting shares discussed above are 10,350 proportionate voting shares to be issued to holders of Agrinam Class B shares. The 10,350 proportionate voting shares are convertible into 1,035,000 Common Shares and are subject to repurchase for an aggregate purchase price of $1.00 to each holder thereof if certain future performance targets are not reached. 50% of the proportionate voting shares of New Freight Farms (5,175) will be earned and no longer subject to repurchase if any of the following occur: (i) the volume weighted average price of the Common Shares on the TSX is at or above $12.50 per share for any 20 trading days out of 30 consecutive trading days; (ii) consolidated fiscal year end revenue of New Freight Farms for the year ended December 31, 2024 is at or above $49.3 million, or (iii) New Freight Farms consummates a change of control which results in the holders of Common Shares having the right to exchange their Common Shares for consideration having a value at least equal to $12.50 per share. The remaining 50% of the proportionate voting shares of New Freight Farms (5,175), or 100% of the proportionate voting shares of New Freight Farms if the first 50% was not earned pursuant to the requirements noted above, can be earned if any of the following events occur: (i) the volume weighted average price of the Common Shares on the TSX is at or above $15.00 per share for any 20 trading days out of 30 consecutive trading days; (ii) consolidated fiscal year end revenue of New Freight Farms for the year ended December 31, 2025 is at or above $101.1 million, or (iii) New Freight Farms consummates a change of control which results in the holders of Common Shares having the right to exchange their Common Shares for consideration having a value at least equal to $15.00 per share.

The pro forma net loss per share is calculated using the historical weighted average Freight Farms common shares outstanding, and the issuance of additional Common Shares in connection with the Transaction and the related transactions summarized above, assuming the shares were outstanding: (i) since January 1, 2022 as it relates to the unaudited pro forma consolidated statement of loss and comprehensive loss for the year ended December 31, 2022 and (ii) since January 1, 2023 as it relates to the unaudited pro forma consolidated statement of loss and comprehensive loss for the nine months ended September 30, 2023. As the Transaction together with the related transactions summarized above are being reflected as if they had occurred at the beginning of the period presented, the calculation of the weighted average Common Shares outstanding for basic and diluted net loss per share assumes that the Farms Common Shares issuable relating to the Transaction and the related transactions summarized above have been outstanding for the entire period presented.

APPENDIX B

FREIGHT FARMS AUDITED ANNUAL FINANCIAL STATEMENTS

Freight Farms, Inc.

Financial Statements

Years Ended December 31, 2022, 2021 and 2020

Expressed in US Dollars

Index to financial statements

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Freight Farms, Inc.:

Opinion

We have audited the financial statements of Freight Farms, Inc., which comprise the statements of financial position as at December 31, 2022, 2021 and 2020 and January 1, 2020 and the statements of loss and comprehensive loss, statements of changes in shareholders' deficiency and statements of cash flows for each of the three years ended December 31, 2022, 2021 and 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022, 2021 and 2020 and January 1, 2020, and its financial performance and its cash flows for each of the three years ended December 31, 2022, 2021 and 2020 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
xx, 2024

Freight Farms, Inc.

Statements of Loss and Comprehensive Loss

USD in thousands, except share and per share amounts	**Notes**	**Year Ended December 31, 2022**	**December 31, 2021**	**December 31, 2020**
Revenue	4(a)	$ 22,601	$ 12,286	$ 5,886
Cost of revenue	5(a)	17,483	9,439	4,902
Gross profit		5,118	2,847	984
Expenses				
General and administrative	5(b)	8,469	6,972	4,627
Research and engineering	5(c)	1,858	1,703	795
Total Expenses		10,327	8,675	5,422
Other expense				
Changes in fair value of convertible notes	9	1,391	—	—
Finance expense	6	680	131	67
Total other expense		2,071	131	67
Loss before income taxes		(7,280)	(5,959)	(4,505)
Income taxes	17	—	—	—
Net loss and comprehensive loss		$ (7,280)	$ (5,959)	$ (4,505)
Net loss per share, basic and diluted		$ (2.21)	$ (1.81)	$ (1.38)
Weighted-average number of ordinary shares, basic and diluted		3,296,527	3,285,170	3,262,964

The above statements of loss and comprehensive loss should be read in conjunction with the accompanying notes.

Freight Farms, Inc.

Statements of Financial Position
As of December 31, 2022, December 31, 2021, December 31, 2020, and January 1, 2020

USD in thousands	Notes	December 31, 2022	December 31, 2021	December 31, 2020	January 1, 2020
Assets					
Currents assets					
Cash	7	$ 6,542	$ 2,070	$ 5,981	$ 616
Restricted cash	7(a)	748	—	—	—
Trade receivables	7	7,740	5,530	2,520	2,990
Inventories	8(c)	9,196	8,548	4,172	1,155
Prepaid expenses and other current assets	7	51	44	25	10
Total current assets		24,277	16,192	12,698	4,771
Non-current assets					
Restricted cash	7(a)	238	238	238	—
Property, plant and equipment, net	8(a)	1,029	1,114	291	344
Right-of-use assets	8(b)	1,835	1,899	320	480
Other non-current assets		50	50	50	50
Total non-current assets		3,152	3,301	899	874
Total assets		$ 27,429	$ 19,493	$ 13,597	$ 5,645
Liabilities					
Current liabilities					
Accounts payable	7	$ 1,970	$ 1,765	$ 895	$ 822
Accrued expenses	7	410	372	446	446
Line of credit	7(b)	920	1,000	–	–
Deferred revenue	4(b)	8,925	10,996	7,519	5,389
Convertible notes	9	—	1,000	—	300
Convertible redeemable preferred stock	10	44,042	26,178	23,396	12,839
Current portion of lease liabilities	8(b)	308	389	149	135
Total current liabilities		56,575	41,700	32,405	19,931
Non-current liabilities					
Lease liabilities, net of current	8(b)	2,750	2,514	165	314
Total non-current liabilities		2,750	2,514	165	314
Total liabilities		59,325	44,214	32,570	20,245
Shareholders' deficiency					
Share capital	11(a)	23	22	20	3
Equity reserves		562	458	249	134
Accumulated deficit		(32,481)	(25,201)	(19,242)	(14,737)
Total shareholders' deficiency		(31,896)	(24,721)	(18,973)	(14,600)
Total shareholders' deficiency and liabilities		$ 27,429	$ 19,493	$ 13,597	$ 5,645

The above statements of financial position should be read in conjunction with the accompanying notes. Refer to Note 16 for commitments and Note 20 for subsequent events.

Freight Farms, Inc.
Statements of Changes in Shareholders' Deficiency

USD in thousands	**Notes**		**Share Capital**		**Equity Reserves**		**Accumulated Deficit**		**Total Shareholders' Deficiency**
Balance at January 1, 2020		$	3	$	134	$	(14,737)	$	(14,600)
Exercise of common stock options			17		—		—		17
Share-based compensation	12		—		115		—		115
Net loss and comprehensive loss			—		—		(4,505)		(4,505)
Balance at December 31, 2020			20		249		(19,242)		(18,973)
Exercise of common stock options			2		—		—		2
Share-based compensation	12		—		209		—		209
Net loss and comprehensive loss			—		—		(5,959)		(5,959)
Balance at December 31, 2021			22		458		(25,201)		(24,721)
Exercise of common stock options			1		—		—		1
Share-based compensation	12		—		104		—		104
Net loss and comprehensive loss			—		—		(7,280)		(7,280)
Balance at December 31, 2022		$	23	$	562	$	(32,481)	$	(31,896)

The above statements of changes in shareholders' deficiency should be read in conjunction with the accompanying notes.

Freight Farms, Inc.

Statements of Cash Flows

USD in thousands	Notes	December 31, 2022	Year Ended December 31, 2021	December 31, 2020
Cash flows from operating activities:				
Net loss		$ (7,280)	$ (5,959)	$ (4,505)
Adjustments for:				
Changes in fair value of convertible notes	9	1,391	—	—
Non-cash interest expense on preferred stock	10	21	32	21
Cash finance expenses	6	307	99	25
Depreciation and amortization expense	8(a), 8(b)	653	386	268
Reserve/write down of obsolete inventory	8(c)	—	170	426
Share-based compensation	12	104	209	115
Gain on sale of equipment		—	—	(27)
Changes in:				
Trade receivables		(2,210)	(3,010)	470
Inventory		(648)	(4,546)	(3,443)
Prepaid expenses and other current assets		(7)	(19)	(15)
Accounts payable		205	870	73
Accrued expenses		379	(73)	—
Deferred revenue		(2,071)	3,477	2,130
Net cash used in operating activities		(9,156)	(8,364)	(4,462)
Cash flows from investing activities:				
Acquisition of property, plant and equipment		(16)	(111)	(130)
Proceeds from sale of equipment		—	—	103
Net cash used in investing activities		(16)	(111)	(27)
Cash flows from financing activities:				
Issuance of convertible notes	9	6,500	1,000	—
Issuance of Series B-5 convertible redeemable preferred stock	10	3,546	—	—
Issuance of Series B-3 convertible redeemable preferred stock	10	3,476	—	—
Issuance of Series B-4 convertible redeemable preferred stock	10	1,595	—	—
Proceeds from the line of credit	7(b)	—	1,000	—
Repayments of the line of credit	7(b)	(80)	—	—
Issuance of Series B-2 convertible redeemable preferred stock	10	—	2,750	10,235
Increase in restricted cash		(698)	—	(238)
Cash paid for interest on debt	6	(126)	(23)	—
Repayment of lease liabilities	8(b)	(389)	(88)	(135)
Interest paid on lease liabilities	8(b)	(181)	(77)	(25)
Exercise of common stock options		1	2	17
Net provided by financing activities		13,644	4,564	9,854
Change in cash		4,472	(3,911)	5,365
Balance of cash at the beginning of the year		2,070	5,981	616
Balance of cash at the end of the year		$ 6,542	$ 2,070	$ 5,981

The above statements of cash flows should be read in conjunction with the accompanying notes. Non-cash investing and financing activities are disclosed in Note 13.

Freight Farms, Inc.
Notes to the financial statements
For the years ended December 31, 2022, 2021 and 2020
Expressed in US Dollars

1 Nature of Operations and Going Concern

Freight Farms, Inc. (the "Company") was formed and incorporated under the laws of Delaware on November 4, 2013. The Company's registered office, headquarters, and principal place of business is 20 Old Colony Ave, Boston, Massachusetts, 02127, United States.

The Company specializes in the agricultural technology industry and the production of container farms. The Company's farms are complete, vertical hydroponic growing facilities built inside shipping containers. The farms are capable of growing lettuces, herbs, and hearty greens at a commercial scale in any climate or location. The farms enable any individual, community or organization to grow fresh produce year-round in a climate-controlled environment.

2 Significant accounting policies

2(a) First-time adoption of IFRS

These financial statements for the year ended December 31, 2022 are the first the Company has prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Accordingly, the Company has prepared financial statements that comply with IFRS applicable as of December 31, 2022, together with the comparative periods ended December 31, 2021, and December 31, 2020, as described in the basis of preparation (see Note 3). In preparing the financial statements, the Company's opening statement of financial position was prepared as of January 1, 2020, the Company's date of transition to IFRS.

This note explains the adjustments made by the Company when transitioning to IFRS from its previous reporting framework, accounting principles generally accepted in the United States of America ("U.S. GAAP") as of January 1, 2020 and December 31, 2022, as well as for the year ended December 31, 2022.

2(b) Exceptions applied

IFRS 1 requires first-time adopters to apply certain exceptions, the following of which are applicable to the Company:

- derecognition requirements of IFRS 9 were applied prospectively for transactions occurring on or after January 1, 2020;
- classification and measurement of financial instruments under IFRS 9 was applied on the basis of facts and circumstances that existed as of January 1, 2020;
- The impairment requirements of IFRS 9 were applied retrospectively to financial assets; and
- Embedded derivatives were assessed for separation from the host contract as of the later of the date the Company first became a party to the contract and the date a reassessment was required.

2(c) Exemptions applied

IFRS 1 allows first-time adopters certain exemptions from the retrospective application of certain requirements under IFRS. The following two exemptions have been applied:

- exemption under IFRS 2, *Share-based payment*, which allows an entity to not apply IFRS 2 to equity-settled share-based payments that vested before the date of transition to IFRS;
- exemption under IFRS 16, *Leases*, which allows an entity to measure a lease liability at the date of transition to IFRS and recognize the related lease asset at an amount equal to the lease liability; and
- exemption under International Accounting Standards ("IAS") 32, *Financial Instruments: Presentation*, which allows an entity to ignore the split accounting for liability and equity components if the liability component is no longer outstanding as of the date of transition to IFRS.

2(d) Effect of transition to IFRS

The impact of the transition to IFRS on the financial statements is described in detail below. U.S. GAAP figures presented below are based on the Company's previously issued financial statements for the respective period.

Reconciliation of total equity *USD in thousands*	**January 1, 2020**	**December 31, 2022**	**Adjustment note**
Total equity (deficit) in accordance with U.S. GAAP	$ (14,559)	$ (31,764)	
Adjustments related to leases	—	(16)	1
Adjustments related to convertible redeemable preferred stock	(41)	(116)	2
Total equity (deficit) in accordance with IFRS	$ (14,600)	$ (31,896)	

Notes to the reconciliation of total equity as of January 1, 2020 and December 31, 2022:

1. IFRS 16 transition guidance requires the recognition of respective assets and liabilities at the later of: (i) the earliest period presented or (ii) the lease commencement date. As such, there were adjustments to general and administrative expenses and finance expense related to the accounting for leases under IFRS 16. Additionally, leases were classified as either operating leases or finance leases under U.S. GAAP, while under IFRS there is only one classification when the Company is a lessee. Under IFRS 16, a portion of the overall lease expense is recognized as interest expense on the lease liabilities and more expense is recognized earlier in the lease when the liability is larger.
2. IFRS requires the Company's convertible redeemable preferred stock to be classified as liabilities as a result of contingent settlement provisions and measured at amortized cost using the effective interest method. Accordingly, this adjustment represents non-cash interest expense related to deferred issuance costs that were recognized using the effective interest method under IFRS. Under U.S. GAAP, the convertible redeemable preferred stock were recognized as a mezzanine equity and recognized at the net proceeds received, with no subsequent remeasurement.

Reconciliation of net loss and comprehensive loss for the year ended December 31, 2022 *USD in thousands*	**Year Ended December 31, 2022**	**Adjustment note**
Net loss and comprehensive loss in accordance with U.S. GAAP	$ (7,232)	
Adjustments related to leases	(5)	1
Adjustments related to convertible redeemable preferred stock	(21)	2
Adjustments related to share-based compensation	(22)	3
Net loss and comprehensive loss in accordance with IFRS	$ (7,280)	

Notes to the reconciliation of net loss and comprehensive loss for the year ended December 31, 2022

1. IFRS16 transition guide requires the recognition of respective assets and liabilities at the later of: (i) the earliest period presented or (ii) the lease commencement date. As such, there were adjustments to general and administrative expenses and finance expense related to the accounting for leases under IFRS 16. Under IFRS 16, a portion of the overall lease expense is recognized as interest expense on the lease liabilities and more expense is recognized earlier in the lease when the liability is larger.
2. IFRS requires the Company's convertible redeemable preferred stock to be classified as liabilities as a result of contingent settlement provisions and measured at amortized cost using the effective interest method. Accordingly, this adjustment represents non-cash interest expense related to deferred issuance costs that were recognized using the effective interest method under IFRS. Under U.S. GAAP, the convertible redeemable preferred stock were recognized as a mezzanine equity and recognized at the net proceeds received, with no subsequent remeasurement.
3. There is a difference in the recognition of graded vesting share-based compensation awards between U.S. GAAP and IFRS. Therefore, the Company recognized the difference between the straight-line method under U.S. GAAP and accelerated method under IFRS as part of its adoption of IFRS 1.

There were no material adjustments to cash flows as a result of the adoption of IFRS.

3 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to the periods presented, unless otherwise stated.

3(a) Basis of preparation

(i) Compliance with IFRS

These financial statements were prepared as of December 31, 2022, December 31, 2021, December 31, 2020, and January 1, 2020, and for the years ended December 31, 2022, 2021 and 2020 (the "Financial Statements") in accordance with the IFRS and interpretations issued by the IFRS interpretations Committee.

(ii) Historical cost convention

The financial statements have been prepared on a historical amortized cost basis except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(iii) *New standards and interpretations not yet adopted*

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not yet effective and have not been early adopted by the Company. These standards, amendments, and interpretations are not expected to have a material impact on the Company in the current or future reporting periods. These include:

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement;
- That a right to defer must exist at the end of the reporting period;

- That classification is unaffected by the likelihood that an entity will exercise its deferral right; and
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively.

Amendments to IAS 8: Definition of Accounting Estimates
In February 2021, the IASB issued amendments to IAS 8 to clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events.

The amendments are effective for annual periods beginning on or after January 1, 2023 with early application permitted.

Amendments to IAS 12: Income Taxes
In May 2021, the IASB issued amendments to IAS 12, which requires an entity to recognize deferred tax on initial recognition of particular transactions to the extent that the transaction gives rise to equal amounts of deferred tax assets and liabilities. The proposed amendments would apply to transactions such as leases for which an entity recognizes both an asset and a liability.

The amendments are effective for annual periods beginning on or after January 1, 2023.

Amendments to IAS 1: Material Accounting Policies
In February 2021, the IASB issued amendments to IAS 1, which require entities to disclose their material accounting policies rather than their significant accounting policies. The amendments define what it implies and how to identify material accounting policy information. They also clarify that it is not necessary to disclose immaterial accounting policies.

The amendments are effective for annual periods beginning on or after January 1, 2023.

(iv) *Functional and presentation currency*
The financial statements are presented in United States Dollars ("USD"), which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

3(b) Use of estimates and judgements
Management must make judgements, estimates and assumptions that affect the application of accounting policies and the carrying amounts of assets, liabilities, costs, and revenue. Estimates and the related assumptions are based on past experience and other factors considered to be reasonable in the circumstances. They are adopted to estimate the carrying amount of assets and liabilities that cannot readily be assumed from other sources. However, as they are estimates, the actual figure may not match the result of the estimate.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the next financial year is included in the following notes: share-based payment awards (Note 13) related to the estimated fair value of share-based payment awards, convertible notes

(Note 9) related to the estimated fair value of financial liabilities, and the estimate of the impact for contracts that will be voided prior to the Company delivering a farm to a customer (Note 4).

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

3(c) Revenue

The Company applies IFRS 15, *Revenue from Contracts with Customers* to its contracts with customers.

Revenue is recognized when control of the goods and services provided is transferred to the Company's customers and in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods and services. The transaction price is allocated to performance obligations in a contract based on the estimated stand-alone selling price of each good or service, which involves a combination of stand-alone sales transactions, the estimated cost plus a reasonable margin approach, and the residual approach.

Judgement is required to identify distinct performance obligations and allocate the transaction price to these performance obligations.

The Company elected the practical expedient under IFRS 15 to expense costs as incurred related to costs to obtain a contract for contracts with a term less than 12 months. Due to the short-term nature of the Company's contracts with its customers, all of the Company's costs to obtain contracts meet the requirements to be expensed as incurred. Costs incurred to fulfill a contract prior to contract execution, including start-up costs and general and administrative expenses, are expensed as incurred. The Company presents sales taxes assessed on revenue-producing transactions on a net basis. A typical customer contract may comprise one or more of the following significant performance obligations:

Greenery™ hydroponic container farm. The farm is the main product transferred in a customer contract. The farm itself is not customizable – that is, it is always manufactured to the same dimensions and specifications. However, the exterior of the farm can be configured in a variety of ways depending on the customer's needs. The Company recognizes revenue from the portion of the contract allocated to this performance obligation upon delivery of the farm to the customer.

farmhand® - app. The farmhand® app can be used to monitor farm performance and modify humidity, light, water and many other settings remotely. The app allows users to automate tasks and analyze growing data. The Company recognizes revenue from the portion of the transaction price allocated to this performance obligation on a straight-line basis over the one-year term of the app license.

farmhand® Shop. Customers can purchase substrates, nutrients, replacement equipment, and other consumables from the farmhand® Shop. The Company recognizes revenue from the portion of the transaction price allocated to this performance obligation upon delivery. The Company recognizes revenue from subsequent purchases by the customer upon delivery of products.

The Company invoices its customers as required by the contract. The timing of revenue recognition, billings, and cash collections results in billed accounts receivable and customer advances and deposits (deferred revenue) on the statements of financial position. The Company receives deposits from customers upon contract execution and dates designated within the contract.

The Company's contracts with customers state the terms of sale, including the description, quantity, and price of the product or service purchased. Payment terms can vary by contract, but the period between invoicing and when payment is due is not significant.

3(d) Cash

Cash comprises cash at banks. The carrying value of cash approximates their fair value based on the short-term nature of such assets and the effect of any fair value differences being negligible.

3(e) Financial Instruments

Recognition and derecognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled, or expires.

Classification and initial measurement of financial assets

All financial assets are initially measured at fair value, adjusted for transaction costs (where applicable), except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15. Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are due for settlement within 30-90 days and are therefore classified as current assets.

Subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- Financial assets at amortized cost;
- Financial assets at fair value through profit or loss ("FVPL"); and
- Financial assets at fair value through other comprehensive income.

Classification is determined by both:

- The entity's business model for managing the financial asset; and
- The contractual cash flow characteristics of the financial assets.

Financial assets at amortized cost

Financial assets are measured at amortized cost if the assets meet the following conditions (and are not designated as FVPL):

- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortized cost using the effective interest method. The 'effective interest rate' is the rate that discounts estimated future cash payments over the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortized cost of the financial liability. The effective interest rate is calculated considering all contractual terms of the financial instruments, except for the expected credit losses of financial assets. Interest expense is reported in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Company's cash, restricted cash, and trade receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income.
The Company does not hold any financial assets at FVPL or fair value through other comprehensive income.

Impairment of financial assets
IFRS 9 requires forward-looking information to recognize expected credit losses—the 'expected credit losses ("ECL") model.' Accordingly, the impairment of financial assets, including trade receivables, is assessed using an ECL model. There were no material expected credit losses for uncollectible trade receivables recognized during any period presented.

Classification and measurement of financial liabilities
The Company's financial liabilities comprise accounts payable, accrued expenses, line of credit, convertible notes, and convertible redeemable preferred stock. Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at FVPL. Subsequently, financial liabilities are measured at amortized cost using the effective interest method except for those designated at fair value through profit or loss. Financial liabilities designated at FVPL are subsequently measured at fair value, with changes in FVPL in the period of change.

The Company's accounts payable, accrued expenses, convertible redeemable preferred stock, and line of credit are measured at amortized cost. The Company's convertible notes are measured at FVPL.

3(f) Current income taxes and deferred taxes
Tax expense recognized in profit or loss comprises the sum of current income taxes and deferred taxes not recognized in other comprehensive (loss) income or equity.

Current tax assets and liabilities
Current tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. The calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period. Current tax assets arise when the amount paid for taxes exceeds the amount due for the current and prior periods.

Deferred tax assets and liabilities
Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective periods of realization, provided they are enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets and liabilities are offset only when the Company has the right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

Significant estimates are required in determining the Company's provision for income taxes and uncertain tax positions. Some of these estimates are based on interpretations of existing tax laws or regulations. Various internal and external factors may have favorable or unfavorable effects on the Company's future effective tax rate. These factors include, but are not limited to, changes in tax laws, regulations and/or rates, changing interpretations of existing tax laws or regulations, changes in estimates of prior years' items, results of tax audits by tax authorities, and changes in overall levels of pre-tax earnings. The realization of the Company's deferred tax assets is primarily dependent on whether the Company is able to generate sufficient capital gains and taxable income prior to expiration of any loss carry forward balance.

The Company records tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances and information available at the reporting date. There is inherent uncertainty in quantifying income tax positions. The Company has recorded tax benefits for those tax positions where it is probable that a tax benefit will result upon ultimate settlement with a tax authority that has all relevant information. For those income tax positions where it is not probable that a tax benefit will result, no tax benefit has been recognized in the consolidated financial statements.

3(g) Leases

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases in which the Company is a lessee

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices. However, for leases of property, the Company has elected to combine lease and non-lease components.

The Company recognizes a right-of-use asset and lease liability at the lease commencement date. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Judgement is involved to determine the incremental borrowing rate and where possible, the Company uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company and makes adjustments specific to each lease, as needed.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as that of property plant and equipment. In addition, the right-of-use asset is adjusted for impairment losses, if any, and certain remeasurements of the lease liability.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, a change in the assessment of whether the Company will exercise an extension or termination option, or a revision to in-substance fixed lease payments.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets separately from property, plant and equipment.

3(h) Impairment of assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets, except for inventories and deferred tax assets, to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are combined together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets ("CGUs"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

The Company has one CGU and has not recognized any impairment charges during the years presented.

3(i) Inventories

Inventory, consisting primarily of cargo container farms and related raw materials, is stated at the lower of cost or net realizable value which represents the estimated selling price in the ordinary course of business, less the reasonably predictable cost of completion, disposal and transportation. Cost is determined using the first in, first out cost method. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value.

Obsolete and/or slow-moving inventories are written down on the basis of their estimated possibility of use or future realizable value, through an accrual to the specific allowance adjusting the value of inventories. The amount is reinstated if, in subsequent years, the reasons for the write-down no longer exist.

3(j) Property, plant, and equipment, net

Property, plant, and equipment are recognized at historical cost less depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the statement of loss and comprehensive loss during the reporting period in which they are incurred.

Depreciation expense is calculated using the straight-line method to allocate the cost, net of an estimated residual value, over the estimate useful lives as follows:

• Leasehold improvements	Lesser of useful life or remaining lease term
• Furniture and fixtures	5 years
• Equipment and tooling	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in profit or loss.

3(k) Equity

(i) Share capital

The voting, dividend and liquidation rights of the common stockholders are subject to, and qualified by, the rights, powers and preferences of the preferred stockholders and as designated by resolution of the Board of Directors. The holders of the common stock are entitled to one vote for each share of common stock held.

(ii) Equity reserves

Equity reserves include share-based compensation expenses related to the granting of share-based payment awards.

(iii) Accumulated deficit

Accumulated deficit includes all current and prior period earnings (losses).

3(l) Share-based payments

Share-based compensation expense is recorded for awards issued to employees and non-employees using the fair value method with a corresponding increase in capital reserve. Share-based compensation awards are measured at the grant date fair value with compensation expense recognized on a graded vesting tranche basis over the requisite vesting period of each tranche of the award.

At the end of each reporting period, the Company revises its estimates of the number of options that are expected to vest based on service vesting conditions. The Company recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. When options or warrants are exercised, the grant date fair value along with the proceeds from exercise are reclassified from equity reserves to share capital. When options or warrants are forfeited or expire, the grant date fair value remains in equity reserves.

The fair value of the equity-classified stock options is determined at the date of grant using the Black-Scholes option pricing model. Assumptions are made and judgments are used in applying valuation techniques. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates. For options valued using the Black-Scholes option pricing model, these assumptions and judgments include estimating the expected volatility of the stock price, risk-free interest rate, expected dividend yield, expected term, future employee turnover rates, and future forfeitures.

3(m) Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

Several standards and disclosure requirements require the determination of fair value of financial and non-financial assets and liabilities. When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price (i.e., the fair value of the consideration given or received). If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market or an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognized in profit or loss on an appropriate basis over the life of the instrument, but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability are categorized into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the level of the lowest level input that is significant to measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. There were no transfers between levels during the years ended December 31, 2022, December 31, 2021, or December 31, 2020.

3(n) Convertible notes

Debt instruments, compound instruments and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

The Company has elected to recognize its convertible notes as FVPL. Convertible notes classified as financial liabilities at FVPL are carried initially and subsequently at their fair value, with changes in fair value recognized in profit or loss. Any directly attributable transaction costs incurred upon issuing such instruments are recognized in profit or loss. These notes are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

3(o) Government grants

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security (CARES) Act was enacted and signed into law to provide certain aid and stimulus to the U.S. economy. The Company qualifies as a small business under the CARES Act and submitted a loan application with a qualified lender for funding under the Paycheck Protection Program (PPP), administered by the Small Business Association (SBA). On May 20, 2020, the Company's application with the lender was approved and as a result, the Company obtained a loan (the "PPP Loan") in the amount of $0.4 million. The PPP Loan bore fixed interest at 1.00% per annum, which began accruing from the date of the loan, and was set to mature in May 2022. The PPP loan was unsecured and guaranteed by the SBA. The PPP Loan was eligible to be forgiven provided the Company satisfied certain conditions and upon approval by the lender and the SBA. The PPP Loan provided for the deferral of payments until the SBA had determined the forgiveness amount, at which time, any remaining PPP loan amount would have required equal monthly payments of principal plus accrued interest in an amount sufficient to have repaid the remaining PPP Loan balance by the maturity date.

The Company accounted for the PPP Loan under IAS 20, *Accounting for Government Grants and Disclosure of Government Assistance.* As the Company reasonably believed that it would meet the terms for forgiveness, the Company recognized the full value of the PPP Loan as an offset against payroll costs, which are classified as general and administrative expenses in profit or loss during the year ended December 31, 2020. The loan was forgiven in full during the year ended December 31, 2021.

3(p) Basic and diluted net loss per share

Basic loss per share is calculated by dividing net loss by the weighted average number of ordinary shares outstanding during the year. Due to the net loss recorded for all periods presented, potential ordinary shares were anti-dilutive for the loss per share calculation, and as such, diluted loss per share is equivalent to basic loss per share.

The following potential ordinary shares issuable from the exercise or conversion of outstanding instruments were excluded from the calculation of diluted net loss per share as they were anti-dilutive during each of the periods presented:

		Year Ended	
	December 31, 2022	**December 31, 2021**	**December 31, 2020**
Stock options	1,615,996	1,555,027	1,551,159
Warrants	20,388	—	—
Convertible redeemable preferred stock	14,454,022	10,954,503	10,205,285
Total	16,090,406	12,509,530	11,756,444

4 Revenue

4(a) Disaggregation of revenue from contracts with customers

The Company derives revenue primarily from selling its farm container products, known as Greenery™ hydroponic container farms, the subscription to its farm management app, known as farmhand®, branding the product, shipping paid by the customer, and training. The following is a breakdown of revenue by major stream:

USD in thousands	December 31, 2022	Year Ended December 31, 2021	December 31, 2020
Hardware	$ 21,870	$ 11,992	$ 5,559
Software	287	56	88
Consumables	444	238	239
Total	$ 22,601	$ 12,286	$ 5,886

During the years ended December 31, 2022, December 31, 2021, and December 31, 2020, no customer accounted for more than 10% of total revenue recognized during the period.

4(b) Assets and liabilities related to contracts with customers

The Company's contract balances, resulting from contracts with customers, include deferred revenue. The terms of its contracts with customers are non-cancellable by the customer once signed. However, the Company may choose to void a contract in the event the customer fails to make deposit payments per the terms of the contract. No work will begin on construction of a farm until a deposit has been received from the customer.

The Company has the following assets and liabilities related to contracts with customers:

		Year Ended		
USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020	January 1, 2020
Assets from contracts with customers:				
Trade receivables	$ 7,740	$ 5,530	$ 2,520	$ 2,990
Liabilities from contracts with customers:				
Deferred revenue	$ 8,925	$ 10,996	$ 7,519	$ 5,389

Deferred revenue represents cash received from a customer and trade receivables from customers related to performance obligations that have not yet been satisfied. The Company releases the deferred revenue and recognizes revenue upon satisfying its performance obligations under its contracts with customers.

The following table includes a roll forward of the deferred revenue balance for each year presented:

USD in thousands	Deferred Revenue
Balance at January 1, 2020	**$ 5,389**
Billings	10,432
Recognized as revenue	(5,161)
Voided contracts – actual and estimated	(3,141)
Balance at December 31, 2020	**$ 7,519**
Billings	18,487
Recognized as revenue	(11,313)
Voided contracts – actual and estimated	(3,697)

Balance at December 31, 2021	**$**	**10,996**
Billings		23,659
Recognized as revenue		(20,997)
Voided contracts – actual and estimated		(4,733)
Balance at December 31, 2022	**$**	**8,925**

Included in "Voided contracts – actual and estimated" in the table above is the Company's estimate of the impact for contracts that will be voided prior to the Company delivering a farm to a customer. When the Company executes a contract with a customer, the full amount due under the contract is recognized as trade receivables and deferred revenue as the amounts are contractually due under the terms of the contract and the customer has no right to cancel the contract. However, as the Company will not deliver a farm to a customer if they have not paid in full; the Company estimates the trade receivables that will not be collected and deferred revenue that will not convert into revenue for contracts that will be voided. Accordingly, the Company recognizes the estimated impact against both trade receivables and deferred revenue in equal amounts.

5 Cost of revenue and operating expenses

This note provides a breakdown of certain operating expenses included in the statements of loss and comprehensive loss.

5(a) Cost of revenue

	Year Ended		
USD in thousands	**December 31, 2022**	**December 31, 2021**	**December 31, 2020**
Hardware costs	$ 17,084	$ 9,258	$ 4,682
Software costs	63	85	6
Consumables costs	336	96	214
Total cost of revenue	$ 17,483	$ 9,439	$ 4,902

5(b) General and administrative

	Year Ended		
USD in thousands	**December 31, 2022**	**December 31, 2021**	**December 31, 2020**
Employee expenses	$ 4,898	$ 4,020	$ 2,579
Marketing expenses	1,124	691	483
ROU asset amortization expense	460	274	167
Professional services fees	606	1,171	702
Depreciation expense	253	153	108
Equipment maintenance	57	162	78
Software expense	261	177	142
Warranty expense	251	147	46
Travel and entertainment	233	77	47
Utilities	68	71	63
Other	258	29	212
Total general and administrative	$ 8,469	$ 6,972	$ 4,627

5(c) Research and engineering

USD in thousands	Year Ended December 31, 2022	December 31, 2021	December 31, 2020
Product costs	$ 575	$ 727	$ 106
Employee expenses	1,283	976	689
Research and engineering	$ 1,858	$ 1,703	$ 795

6 Finance expense

USD in thousands	Year Ended December 31, 2022	December 31, 2021	December 31, 2020
Finance expense	$ 680	$ 131	$ 67

Finance expense primarily consists of interest expense incurred on the Company's line of credit (see Note 7(b)) and convertible notes (see Note 9).

7 Financial assets and financial liabilities

The Company holds the following financial assets and liabilities:

USD in thousands	Year Ended December 31, 2022	December 31, 2021	December 31, 2020	January 1, 2020
Financial assets				
Cash	$ 6,542	$ 2,070	$ 5,981	$ 616
Restricted cash	986	238	238	—
Trade receivables	7,740	5,530	2,520	2,990
Total	$ 15,268	$ 7,838	$ 8,739	$ 3,606

USD in thousands	Year Ended December 31, 2022	December 31, 2021	December 31, 2020	January 1, 2020
Financial liabilities				
Accounts payable	$ 1,970	$ 1,765	$ 895	$ 822
Accrued expenses	410	372	446	446
Convertible redeemable preferred stock	44,042	26,178	23,396	12,839
Convertible notes	—	1,000	—	300
Line of credit	920	1,000	—	—
Total	$ 47,342	$ 30,315	$ 24,737	$ 14,407

Due to the short-term nature of cash, restricted cash, trade receivables, accounts payable, and accrued expenses, their carrying amount is assumed to approximate their respective fair values. The fair value of the convertible redeemable preferred stock was $20.7 million, $31.4 million, $33.7 million, and $56.5 million as of January 1, 2020, December 31, 2020, December 31, 2021, and December 31, 2022, respectively. The fair value of the convertible redeemable preferred stock was based on a combination of a market approach and an income approach.

Refer to Note 9 for disclosure related to the fair value of the Convertible Notes. There were no transfers between fair value levels during the years ended December 31, 2022, 2021, or 2020.

The Company's exposure to various risks is discussed in Note 14. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

7(a) Restricted cash

The Company's lender under its line of credit provides standby letters of credit, as needed, related to certain guarantees under the Company's lease agreements and manufacturing agreements. The Company is required to reserve cash equal to the aggregate value of the letters of credit at all times, which is presented as restricted cash in the statements of financial position. During the year ended December 31, 2020, the Company entered into a letter of credit for $0.2 million related to a lease agreement (the "Lease Letter of Credit"). The Lease Letter of Credit was outstanding as of December 31, 2020, December 31, 2021, and December 31, 2022 and will terminate upon expiration of the related lease agreement in 2029.

During the year ended December 31, 2022, the Company entered into a letter of credit for $0.8 million related to a manufacturing agreement (the "Manufacturing Letter of Credit"). The Manufacturing Letter of Credit was outstanding as of December 31, 2022, and terminated in January 2023.

7(b) Line of Credit

On November 30, 2020, the Company entered into a loan and security agreement with a lender, that provided a $1.0 million revolving line of credit (the "2020 Line of Credit"). The 2020 Line of Credit was secured by substantially all of the Company's assets. Under the 2020 Line of Credit, advances bore interest on the outstanding balances thereof, at a rate equal to the greater of 5.25% or (ii) 1.50% plus the lender's prime rate. The Company was also required to pay an annual $10,000 facility fee for the availability of the credit facility. The 2020 Line of Credit is subject to certain financial and non-financial covenants, which were amended in April 2022. The Company was in compliance with all covenants as of December 31, 2020, December 31, 2021, and December 31, 2022. The 2020 Line of Credit was scheduled to mature on November 30, 2022. However, in April 2022, the Company entered into the first amendment to the 2020 Line of Credit (the "2022 Amendment"). The 2022 Amendment increased the maximum borrowing amount to $6.0 million, with a potential increase to $12.0 million in maximum borrowings upon the completion of a future equity financing round by December 31, 2022, which was not achieved. As of December 31, 2022, maximum borrowings under the line of credit after the 2022 Amendment were $6.0 million. The 2022 Amendment lowered the interest rate due on the outstanding balances thereof, to the greater of (i) 5.00% or (ii) 1.50% above the Prime Rate (9.00% as of December 31, 2022). The maturity date of the line of credit was also extended to March 31, 2024. The 2022 Amendment also provided a waiver to the Company for a debt covenant failure, and established a new debt covenant metric, which the Company was in compliance with as of December 31, 2022. During the year ended December 31, 2022, the Company recognized $0.1 million of interest expense related to the line of credit. During the year ended December 31, 2021, and 2020 interest expense related to the line of credit was immaterial.

7(c) Warrant liability

In connection with the issuance of the line of credit discussed above, the Company granted the lender warrants to purchase 20,388 shares of the Company's common stock. The warrants have a term of ten years expiring in April 2032 and an exercise price of $1.41 per share. The warrants are classified as financial liabilities as they have a variable exercise price. As such, the warrants are required to be initially recognized at fair value and subsequently recognized at fair value each reporting period with changes in fair value recognized in profit or loss. The Company calculated the fair value of the warrants using the Black-Scholes option pricing model and concluded that the warrants did not have a material fair value at inception and have continued to not have a material fair value as of each period end through December 31, 2022.

8 Non-financial assets and liabilities

8(a) Property, plant and equipment, net

USD in thousands	Leasehold Improvements	Equipment and Tooling	Furniture & Fixtures	Total
Year ended December 31, 2022				
Opening net carrying amount	$ 908	$ 117	$ 89	$ 1,114
Additions	198	—	17	215
Disposals	—	(47)	—	(47)
Depreciation	(199)	(31)	(23)	(253)
Closing net carrying amount	$ 907	$ 39	$ 83	$ 1,029
As of December 31, 2022				
Cost	$ 1,464	$ 110	$ 111	$ 1,685
Accumulated depreciation	(557)	(71)	(28)	(656)
Net carrying amount	$ 907	$ 39	$ 83	$ 1,029
Year ended December 31, 2021				
Opening net carrying amount	$ 142	$ 149	$ —	$ 291
Additions	881	—	95	976
Disposals	—	—	—	—
Depreciation	(115)	(32)	(6)	(153)
Closing net carrying amount	$ 908	$ 117	$ 89	$ 1,114
As of December 31, 2021				
Cost	$ 1,266	$ 157	$ 95	$ 1,518
Accumulated depreciation	(358)	(40)	(6)	(404)
Net carrying amount	$ 908	$ 117	$ 89	$ 1,114
Year ended December 31, 2020				
Opening net carrying amount	$ 223	$ 121	$ —	$ 344
Additions	—	158	—	158
Disposals	—	(104)	—	(104)
Depreciation	(81)	(26)	—	(107)
Closing net carrying amount	$ 142	$ 149	$ —	$ 291
As of December 31, 2020				
Cost	$ 384	$ 157	$ —	$ 541
Accumulated depreciation	(242)	(8)	—	(250)
Net carrying amount	$ 142	$ 149	$ —	$ 291

Depreciation expense is recorded in general and administrative expense in profit or loss.

8(b) Right-of-use assets and lease liabilities

The Company has three non-cancellable leases to lease office and retail space with various expiration dates between December 2022 and December 2029.

(i) Amounts recognized in the statements of financial position

The statements of financial position include the following amounts related to leases:

USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020	January 1, 2020
	Year Ended			
Right-of use assets	$ 1,835	$ 1,899	$ 320	$ 480
Lease liabilities				
Current	308	389	149	135
Non-Current	2,750	2,514	165	314
Total	$ 3,058	$ 2,903	$ 314	$ 449

(ii) Amounts recognized in the statements of loss and comprehensive loss

The statements of loss and comprehensive loss include the following depreciation expense relating to leases:

USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020
		Year Ended	
P&L lease related items:			
Amortization of right-of-use assets	$ 400	$ 232	$ 160
Interest on lease liabilities	199	76	25
Fixed lease expenses	599	308	185
Variable lease expenses	$ 60	$ 41	$ 7

(iii) Reconciliation of lease liabilities & right-of-use assets

The following table is a reconciliation of the activity impacting the lease liabilities and right-of-use assets during each period presented:

USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020
		Year Ended	
Beginning lease liabilities	$ 2,903	$ 314	$ 449
New leases	527	2,677	—
Lease payments	(570)	(165)	(160)
Interest expense on leases	198	77	25
Ending lease liabilities	$ 3,058	$ 2,903	$ 314

USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020
		Year Ended	
Beginning right-of-use asset	$ 1,899	$ 320	$ 480
New leases	336	1,811	—
Amortization of right of use asset	(400)	(232)	(160)

Ending right-of-use asset	$	1,835	$	1,899	$	320

(IV) Lease payment maturity schedule

The following table shows the contractual lease payments under the Company's leases as of December 31, 2022:

USD in thousands		**Less than 1 year**		**1-5 years**		**More than 5 years**
	$	502	$	2,753	$	599

8(c) Inventories

		Year Ended						
USD in thousands		**December 31, 2022**		**December 31, 2021**		**December 31, 2020**		**January 1, 2020**
Raw materials	$	3,963	$	6,289	$	3,401	$	772
Finished goods		5,233		2,259		771		383
Total	$	9,196	$	8,548	$	4,172	$	1,155

During the years ended December 31, 2022, December 31, 2021, and December 31, 2020, inventory expensed to cost of revenue was $15.9 million, $8.2 million, and $3.9 million, respectively.

9 Convertible notes

In November 2021, the Company entered into convertible promissory notes with certain investors in the aggregate amount of $1,000,000. In January, February, April, and October 2022, the Company entered into convertible promissory notes with certain investors for an additional $6,500,000 (together, the "Convertible Notes"). The Convertible Notes bore interest at a rate of 7% per annum and were scheduled to mature on December 31, 2022, unless otherwise converted prior to that date. The outstanding principal and any accrued but unpaid interest on the Convertible Notes would automatically convert upon a qualified financing event, as defined, at a price equal to the price per share offered in the qualified financing, less a discount. The applicable discount was initially 20%, but was subsequently amended concurrent with the settlement discussed below to be 15%.

The Company elected to recognize the Convertible Notes as financial liabilities carried FVPL.

In November 2022, in conjunction with the issuance of Series B-4 Convertible Redeemable Preferred Stock (see Note 10), the outstanding principal balance and accrued interest on the Convertible Notes, in the aggregate amount of $7.8 million, was converted into 1,656,227 shares of Series B-4 Convertible Redeemable Preferred Stock. Upon conversion, the Convertible Notes were derecognized, with a corresponding amount recognized as convertible redeemable preferred stock liabilities. No gain or loss was recognized related to the conversion.

Of the 1,656,227 shares of Series B-4 Convertible Redeemable Preferred Stock issued upon conversion of the convertible notes, 1,562,801 shares are held by a related party of the Company, an owner of over 10% of fully diluted equity of the Company as of December 31, 2022.

9(a) Measurement of fair value

The Convertible Notes are measured at fair value on a recurring basis using Level 3 measurement inputs. The Convertible Notes are measured at fair using a combination of a discounted cash flow model and the Black-Scholes option pricing model, which contain significant unobservable inputs. The following table shows the valuation techniques used in measuring the fair value of the Convertible Notes at various dates throughout the years ended December 31, 2022 and December 31, 2021 (there were no Convertible Notes outstanding as of or during the year ended December 31, 2020):

	Assumption range	
	Year Ended	
Significant unobservable inputs	December 31, 2022	December 31, 2021
Discount rate	20.7% - 46.1%	20%
Probability of conversion	50% - 80%	50%
Probability of repayment at maturity	20% - 50%	50%
Volatility	49.4% - 77.7%	54.90%
Dividend yield	0%	0%

The significant assumptions used in the valuation of the Convertible Notes are not interrelated, with the exception of the probability of conversion and probability of repayment, which are inversely related. Changes to the significant unobservable inputs used in the determination of fair value of the Convertible Notes could result in significant differences in the calculation of fair value. For example, as of December 31, 2021, a reasonably possible increase or decrease of 10% in the probability of conversion (and corresponding opposite increase or decrease in the probability of repayment at maturity) would change the fair value of the Convertible Notes by less than $25,000. Alternatively, a reasonably possible increase of 10% in the discount rate would decrease the fair value of the Convertible Notes by approximately $0.1 million.

9(b) Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for the carrying value of the Convertible Notes:

USD in thousands		**Carrying Value**
Balance at December 31, 2020	**$**	**—**
Newly issued convertible notes		1,000
Net change in fair value		—
Balance at December 31, 2021		**1,000**
Newly issued convertible notes		6,500
Accrued interest		334
Net change in fair value		1,391
Convertible notes settled		(9,225)
Balance at December 31, 2022	**$**	**—**

As noted above, concurrent with the settlement of the Convertible Notes in November 2022, the discount used to determine the conversion ratio was adjusted from 20% to 15% at the agreement of both parties. Accordingly, included in the net change in fair value during the year ended December 31, 2022 is approximately $0.6 million of income related to the change in the discount rate. Net changes in fair value as a result of remeasurement each period are recognized as a component of other expense in the statements of loss and comprehensive loss.

10 Convertible redeemable preferred stock

As of December 31, 2022, the Company has authorized 16,272,778 shares of $0.001 par value preferred stock, of which 1,332,746 are designated as Series A Convertible Redeemable Preferred Stock (the “Series A Preferred Stock”), 2,419,100 shares are designated as Series A-2 Convertible Redeemable Preferred Stock (the “Series A-2 Preferred Stock”), 3,543,863 shares are designated as Series B Convertible Redeemable Preferred Stock (the “Series B Preferred Stock”), 3,658,794 shares are designated as Series B-2 Convertible Redeemable Preferred Stock (the “Series B-2 Preferred Stock”), 851,560 shares are designated as Series B-3 Convertible Redeemable Preferred Stock (the “Series B-3 Preferred Stock”), 2,237,623 shares are designated as Series B-4 Convertible Redeemable Preferred Stock (the “Series B-4 Preferred Stock”), and 2,229,092 shares are designated as Series B-5 Convertible Redeemable Preferred Stock (the “Series B-5 Preferred Stock”). The Series A, Series A-2, Series B, Series B-2, Series B-3, Series B-4, and Series B-5 Preferred Stock are collectively referred to as the “Preferred Stock."

In November 2022, the Company issued 851,560 shares of Series B-3 Preferred Stock for net cash proceeds of $3.5 million, 350,799 shares of Series B-4 Preferred Stock for net cash proceeds of $1.6 million, and 640,933 shares of Series B-5 Preferred Stock for net cash proceeds of $3.5 million. During January, February, and March 2021, the Company issued 749,218 shares of Series B-2 Preferred Stock for net cash proceeds of $2.8 million. During the year ended December 31, 2020, the Company issued 2,806,154 shares of Series B-2 Preferred Stock for net cash proceeds of $10.2 million. Additionally, 1,656,227 shares of Series B-4 Convertible Redeemable Preferred Stock were issued upon conversion of the Convertible Notes (see Note 8).

The Preferred Stock have the following rights and preferences:

Voting Rights: The Series A, Series A-2, Series B, Series B-2, Series B-3, Series B-4 and Series B-5 Preferred Stockholders are entitled to the number of votes equal to the number of whole shares of common stock into which the Series A, Series A-2, Series B, Series B-2, Series B-3, Series B-4 and Series B-5 Preferred Stock are then convertible. The holders of record of: (a) the shares of Series B-2 Preferred Stock, voting together as a separate class on an as-converted basis, shall be entitled to elect one director of the Company, (b) the shares of Series B-3, B-4, and B-5 Preferred Stock, voting together on an as-converted basis, shall be entitled to elect two directors of the Company and together with the director elected pursuant to clause (a) hereof, and (c) the shares of common stock, exclusively and as a separate class, shall be entitled to elect one director of the Company.

Dividends: The Company shall not declare, pay or set aside any dividends on shares of any class or series of capital stock of the Company unless the holders of shares of Series A, A-2, B, B-2, B-3, B-4, B-5 Preferred Stock which have not been otherwise converted to common stock, shall be entitled to receive non-cumulative dividends that accrue at a rate of (i) 8.0% each year or (ii) the rate that cash dividends are paid in respect of shares of common stock (with Series A, A-2, B, B-2, B-3, B-4, and B-5 Preferred Stockholders) first receive, or simultaneously receive for such year, a dividend on each outstanding share of Preferred Stock in an amount of 8% of the applicable Original Issue Price (equivalent to the Conversion Price for each class of Preferred Stock). In addition, after payment of any required preferred dividends, no dividends may be paid to other classes of capital stock of the Company until and unless the Preferred Stockholders first receive, or simultaneously receive for such year, a comparable dividend to what would have been paid had outstanding shares of Preferred Stock been converted to common shares. No dividends have been declared through December 31, 2022.

Liquidation: In the event of liquidation, dissolution or winding up of the Company, the Series B-3, B-4, and B-5 Preferred Stockholders will be entitled to receive, in preference to all Series A, Series A-2, B and B-2 Preferred Stockholders and common stockholders, an amount equal to $4.11, $4.73, and $5.57 per share, respectively, as adjusted for certain events, plus any declared and unpaid cumulative dividends. After payment has been made to the Series B-3, B-4, and B-5 Preferred Stockholders, the Series B-2, B, A-2, and A Preferred Stockholders, will be entitled to receive, in preference to all common stockholders, an amount equal to $3.6705, $2.1921, $1.5414, and $0.92324 per share, as adjusted for certain events, plus any declared and unpaid cumulative dividends. After such distributions have been made, the remaining assets available for distribution shall be distributed solely among the common stockholders on a pro rata basis based upon the number of shares held by each common stockholder.

Conversion: Each share of Series B-5, B-4, B-3, B-2, B, A-2, and A Preferred Stock is convertible into one share of common stock based on a conversion factor of $5.57, $4.73, $4.11, $3.6705, $2.1921, $1.5414, and $0.92324 per share, respectively, adjustable for certain dilutive events. Conversion is at the option of the holder; however, it is automatic upon the closing of an initial public offering resulting in net proceeds of at least $25.0 million and at an offering price per share not less than $3.69296, or upon the decision of the holders of at least two-thirds of the outstanding Preferred Stockholders.

Redemption: The Preferred stock is not redeemable, except upon a deemed liquidation event, as defined in the Company's Certificate of Incorporation.

11 Equity

Share capital consists of the nominal value of ordinary shares issued by the Company and proceeds received from the exercise of common stock options. Ordinary shares have a par value of $0.001.

11(a) Share capital

USD in thousands, except shares	**Common Shares Authorized**	**Common Shares Outstanding**		**Share Capital**
Balance at January 1, 2020	18,000,000	3,249,732	$	3
Exercise of common stock options	—	33,614		17
Balance at December 31, 2020	18,000,000	3,283,346		20
Exercise of common stock options	—	12,800		2
Balance at December 31, 2021	18,000,000	3,296,146		22
Exercise of common stock options	—	3,545		1
Additional shares authorized	6,450,000	—		—
Balance at December 31, 2022	24,500,000	3,299,691	$	23

12 Stock options

During the year ended December 31, 2013, the Board of Directors adopted the Freight Farms 2013 Stock Incentive Plan (the "Plan"). Under the terms of the Plan, incentive stock options ("ISOs") may be granted to employees of the Company and nonqualified stock options, or restricted stock awards may be granted to directors, consultants, employees, and officers of the Company. The exercise price of ISOs cannot be less than the fair value of the Company's common stock on the date of grant, or less than 110% of the fair value in the case of employees holding 10% or more of the voting stock of the Company. Options granted under the Plan vest over a period determined by the Board of Directors, generally four years, and expire not more than ten years from the date of grant. During the years ended December 31, 2022, December 31, 2021, and December 31, 2020, the Company recognized stock-based compensation expense of $0.1 million, $0.2 million, and $0.1 million, respectively.

Stock option activity under the Plan during the years ended December 31, 2022, December 31, 2021, and December 31, 2020 is as follows:

	Number of Options		**Weighted-Average Exercise Price Per Share**	**Weighted-Average Remaining Contractual Term (years)**	**Weighted-Average Stock Price at Exercise**
Outstanding as of January 1, 2020	**784,433**	**$**	**0.43**	**8.32**	
Options granted	833,972		1.26		

Options exercised	(33,614)	0.50		$ 1.26
Options forfeited	(33,632)	0.45		
Outstanding as of December 31, 2020	**1,551,159**	**0.87**	**8.64**	
Options granted	152,606	1.37		
Options exercised	(12,800)	0.19		$ 1.26
Options forfeited	(125,161)	1.15		
Options expired	(10,777)	0.40		
Outstanding as of December 31, 2021	**1,555,027**	**0.91**	**7.76**	
Options granted	172,668	1.41		
Options exercised	(3,545)	0.50		$ 1.26
Options forfeited	(93,196)	1.28		
Options expired	(14,958)	1.26		
Outstanding as of December 31, 2022	**1,615,996 $**	**0.94**	**6.54**	
Exercisable as of December 31, 2020	441,228			
Exercisable as of December 31, 2021	875,540			
Exercisable as of December 31, 2022	1,166,467			

The fair value of the stock options granted was estimated using the Black-Scholes option pricing model using the following inputs:

	Year Ended		
	December 31, 2022	**December 31, 2021**	**December 31, 2020**
Risk-free interest rate	2.88 % - 2.90 %	0.84 % - 1.21 %	0.29 % - 0.64 %
Expected dividend yield	0 %	0 %	0 %
Expected volatility	41.87 % - 41.83 %	40.96 % - 41.98 %	40.76 % - 41.79 %
Expected term (in years)	5.32 - 6.82	5.41 - 6.96	5.14 - 6.85
Weighted average fair value of common stock	$ 1.26	$ 1.26	$ 1.26

The following table summarizes the stock options that are outstanding as of December 31, 2022:

Number of Options Outstanding	**Weighted-Average Remaining Contractual Term (years)**	**Number of Options Exercisable**	**Exercise Price ($)**
46,400	1.42	46,400	0.19
82,580	3.00	82,580	0.41
195,688	4.67	195,688	0.54
20,645	5.07	20,645	0.42
319,179	6.81	270,488	0.40
734,086	6.90	530,666	1.26
217,418	9.19	20,000	1.41

The following table summarizes the stock options that are outstanding as of December 31, 2021:

Number of Options Outstanding	**Weighted-Average Remaining**	**Number of Options Exercisable**	**Exercise Price ($)**

	Contractual Term (years)		
46,400	2.42	46,400	0.19
82,580	3.96	82,580	0.41
195,688	5.67	195,028	0.54
20,645	6.07	20,645	0.42
322,304	7.81	194,494	0.40
827,410	8.81	336,393	1.26
60,000	9.67	—	1.41

The following table summarizes the stock options that are outstanding as of December 31, 2020:

Number of Options Outstanding	Weighted-Average Remaining Contractual Term (years)	Number of Options Exercisable	Exercise Price
59,200	3.42	59,200	$ 0.19
82,580	5.00	82,580	0.41
195,688	6.67	166,215	0.54
20,645	7.07	20,645	0.42
359,074	8.80	112,588	0.40
833,972	9.80	—	$ 1.26

13 Cash flow information

13(a) Non-cash investing and financing activities

		Year Ended	
USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020
Conversion of convertible notes into Series B-4 convertible redeemable preferred stock	$ 9,225	$ —	$ —
ROU assets obtained for lease liabilities	526	2,677	—
Leasehold improvements paid on behalf of the Company by the landlord	198	865	—
Conversion of convertible notes into Series B-2 convertible redeemable preferred stock	—	—	376

14 Financial risk management

The Company's activities are exposed to various financial risks, discussed below. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. There were no changes to how the Company manages its risks or the significant risks to which the Company is exposed during the year ended December 31, 2022.

The Company is exposed to the following financial risks as a result of its operations:

- Credit risk,
- Market risk which includes:

- Interest rate risk,
  - Currency risk,
  - Other price risk, and;
- Liquidity risk

This note explains the Company's exposure to financial risks and how these risks could affect the Company's future financial performance, the Company does not believe it is exposed to significant currency or other price risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash, restricted cash, and trade receivables	Aging analysis, credit ratings	Diversification of bank deposits and credit limits
Interest rate risk	Line of Credit	Analysis of market interest rates	Diversification of borrowing types
Liquidity risk	Financial liabilities, recurring net losses, and negative cash flows	Rolling cash flow forecasts	Cash management and availability of sources of funding

The Company's Board of Directors has overall responsibility for establishing and monitoring a risk management system for the Company. This system ensures the risk management guidelines are implemented and regularly monitored.

14(a) Customer credit risk

This is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. These risks are mainly in relation to cash, restricted cash, and trade receivables. The Company limits the amount of funds that may be deposited at each financial institution and only deposits funds in reputable financial institutions. The Company believes it is not exposed to any significant losses due to credit risk on cash. The Company's exposure to credit risk for trade receivables depends largely on each customer's specific characteristics. The Company performs ongoing credit evaluations of its customers and generally requires no collateral to secure trade receivable. The Company believes that its exposure to losses due to credit risk on net trade receivables is limited.

Trade receivables may be analyzed by due date as follows (excluding reserves for credit losses):

	Year Ended		
USD in thousands	**December 31, 2022**	**December 31, 2021**	**December 31, 2020**
Current	$ 4,537	$ 5,315	$ 3,523
0-30 days past due	714	602	564
31-60 days past due	536	129	47
61-90 days past due	586	377	—
More than 90 days past due	4,733	1,324	—
Estimate for voided contracts	(3,366)	(2,217)	(1,614)
Total	$ 7,740	$ 7,747	$ 2,520

As of December 31, 2022 and December 31, 2020 there was one customer that represented 13% and 22%, respectively, of total trade receivables. No customers represented 10% or more of total trade receivables as of December 31, 2021.

The estimate for voided contracts in the table above is the Company's estimate of the impact for contracts that will be voided prior to the Company delivering a farm to a customer. When the Company executes a contract with a customer, the full amount due under the contract is recognized as trade receivables and deferred revenue as the amounts are contractually due under the terms of the contract and the customer has no right to cancel the contract. However, as the Company will not deliver a farm to a customer if they have not paid in full, the Company estimates the trade receivables that will not be collected and deferred revenue that will not convert into revenue for contracts that will be voided. Accordingly, the Company recognizes the estimated impact against both trade receivables and deferred revenue in equal amounts.

14(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on the variable rate of interest on its 2020 Line of Credit (2022 Amendment) which is based on the prime rate plus a margin. Otherwise, the Company's other financial liabilities as of December 31, 2022, consisted of fixed rates and are not impacted by changes in market interest rates.

14(c) Liquidity risk

This is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to liquidity management is to ensure adequate funds are always available to meet its obligations at the expiry dates.

The Company generally ensures there is sufficient cash to cover short-term operating expenses, including those related to financial liabilities. Contingent effects arising from situations that cannot be reasonably forecasted, such as natural disasters, are excluded from the above. The Company has no long-term obligations. The table below categorizes the Company's financial liabilities into relevant maturity dates based on their contractual maturities at each year end:

USD in thousands

As of December 31, 2022	Current	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total Contractual Cash Flows	Carrying Amount
Accounts Payable	$ 1,970	$ —	$ —	$ —	$ —	$ —	$ 1,970	$ 1,970
Line of Credit	920	—	—	—	—	—	920	920
Convertible Redeemable Preferred Stock	44,402	—	—	—	—	—	44,042	44,042
Total	$ 46,932	$ —	$ —	$ —	$ —	$ —	$ 46,932	$ 46,932

USD in thousands

As of December 31, 2021	Current	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total Contractual Cash Flows	Carrying Amount
Accounts Payable	$ 1,765	$ —	$ —	$ —	$ —	$ —	$ 1,765	$ 1,765
Convertible Notes	1,000	—	—	—	—	—	1,000	1,000

Line of Credit	1,000	—	—	—	—	—	1,000	1,000
Convertible Redeemable Preferred Stock	26,178	—	—	—	—	—	26,178	26,178
Total	$ 29,943	$ —	$ —	$ —	$ —	$ —	$ 29,943	$ 29,943

USD in thousands As of December 31, 2020	Current	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total Contractual Cash Flows	Carrying Amount
Accounts Payable	$ 895	$ —	$ —	$ —	$ —	$ —	$ 895	$ 895
Total	$ 895	$ —	$ —	$ —	$ —	$ —	$ 895	$ 895

15 Capital management

The Company monitors its capital structure, which comprises all components of equity (i.e., share capital, equity reserves, and retained earnings). The Company's objectives when maintaining capital are: (i) to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and (ii) to provide an adequate return to shareholders. As of December 31, 2022, 2021 and 2020 the equity of the Company consists of a deficit of $31.8 million, $24.7 million, $18.9 million, respectively. Inclusive of convertible redeemable preferred stock, the Company’s capital is $12.1 million, $1.5 million, and $4.4 million as of December 31, 2022, 2021, and 2020, respectively. There were no changes to how the Company manages its capital during the year ended December 31, 2022.

The Company sets the amount of capital it requires in proportion to risk. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

16 Commitments

Indemnifications: In the ordinary course of business, the Company enters into various agreements containing standard indemnification provisions. The Company's indemnification obligations under such provisions are typically in effect from the date of execution of the applicable agreement through the end of the applicable statute of limitations. The aggregate maximum potential future liability of the Company under such indemnification provisions is uncertain. As of December 31, 2022, 2021, and 2020, no amounts have been accrued related to such indemnification provisions.

Provisions: The Company recognizes a provision if there is a present legal or constructive obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and the obligation can be reliably estimated. The amount recognized as a provision reflects management’s best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Contingencies: From time to time, the Company may be subject to claims and litigation arising in the ordinary course of business. The Company is not a party to any material legal proceedings, nor is it aware of any material pending or threatened litigation. As of December 31, 2022, 2021, and 2020, no amounts have been accrued related to contingent liabilities.

17 Current and deferred taxes

The net tax provision differs from that expected by applying the US federal tax rates of 21.0% to income (loss) before income tax for the following items:

USD in thousands	December 31, 2022	Year Ended December 31, 2021	December 31, 2020
Income (loss) before tax	$ (7,280)	$ (5,959)	$ (4,505)
US federal rate	21.0%	21.0%	21.0%
Expected tax recovery	(1,529)	(1,251)	(946)
Non-deductible expenses	336	63	30
Non-taxable income	—	—	(76)
US federal R&D credit	(79)	(67)	(40)
US state tax recovery	(348)	(343)	(307)
Changes in deferred tax benefits not recognized	1,620	1,598	1,339
Income tax recovery	$ —	$ —	$ —

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax assets may only be recognized to the extent that it is probable that future taxable profits will be available against which the unused tax losses and deductible temporary differences can be utilized. Accordingly, the Company has determined that it is not probable that sufficient future taxable income will be available from its operations to utilize these benefits and therefore the Company has not recognized its net deferred tax assets (liabilities) at December 31, 2022, December 31, 2021, and December 31, 2020.

Deferred tax assets have not been recognized with respect to the following deductible temporary differences:

USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020
Non-capital losses carried forward (US federal and US state)	$ 51,004	$ 45,225	$ 34,489
Capitalized research and engineering	1,482	—	—
Research and engineering tax credits (US federal and US state)	478	374	273
Inventory	170	170	426
Leases	2,899	2,886	312
Other	78	249	217
	$ 56,111	$ 48,904	$ 35,717

The Company has US federal income tax loss carryforwards of approximately $26.1 million (December 31, 2021 - $22.9 million and December 31, 2020 - $17.3 million). Included in these total income tax loss carryforwards are $8.0 million of income tax loss carryforwards that under US tax rules if unused, will expire between 2033 to 2037. Additionally, the Company has US state income tax loss carryforwards of approximately $24.9 million (December 31, 2021 - $22.2 million and December 31, 2020 - $17.1 million), which if unused, will expire during the years 2033-2042.

The Company's unrecognized deductible and (taxable) temporary differences are comprised of the following:

USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020
Unrecognized Deferred tax assets			
Non-capital losses	$ 7,027	$ 6,211	$ 4,701
Capitalized research and engineering	401	—	—
Research and engineering tax credits	453	354	260
Inventory	48	48	116
Property, plant and equipment	79	30	1
Leases	775	771	85
Others	21	67	60
	$ 8,804	$ 7,481	$ 5,223
Deferred tax liabilities			
Leases	$ (444)	$ (734)	$ (82)
	(444)	(734)	(82)
Net unrecognized deferred tax assets	$ 8,360	$ 6,747	$ 5,141

18 Segment information

The determination of the Company's operating segment is based on its organization structure and how the information is reported to the Chief Operating Decision Maker on a regular basis. The Company currently operates in one segment (entire Company) which is how the Company's Chief Operating Decision Maker manages the business and makes operating decisions. All the Company's operations and the location of all of its assets are in the United States of America. The Company's Chief Operating Decision Maker is the Chief Executive Officer.

19 Executive compensation costs

The Company's key management personnel are those that have the authority and responsibility for planning, directing and controlling the activities of the Company and consists of the Company's executive management team, including Directors. Compensation expense for key management personnel was as follows:

	Year Ended		
USD in thousands	December 31, 2022	December 31, 2021	December 31, 2020
Salary and bonus	$ 1,233	$ 890	$ 662
Separation pay	—	92	—
Share-based compensation	97	199	68
Total management compensation	$ 1,330	$ 1,181	$ 730

20 Events after the reporting period

Convertible Notes

In June and September 2023, the Company issued $0.8 million of additional convertible notes (the "2023 Convertible Notes"). The 2023 Convertible Notes bear interest at a rate of 12% per annum and mature on December 31, 2024 if not otherwise converted or repaid at a prior date. The 2023 Convertible Notes contain conversion features that result in automatic conversion upon certain events such as a Qualified Financing (as defined in the relevant agreements) or the closing of a SPAC transaction. If not previously converted, the 2023 Convertible Notes will also convert at maturity. The Company elected to recognize the 2023 Convertible Notes as financial liabilities carried at fair value through profit or loss. Accordingly, upon issuance, the Convertible Notes were recognized at fair value, which was the amount of proceeds received. Subsequently, the Convertible Notes are recognized at fair value as of each statement of financial position date, with changes in fair value recognized through profit or loss.

Convertible Subordinated Loan
In August 2023, the Company entered into a convertible loan agreement to allow for the issuance of $4.0 million (the "Convertible Debt") of convertible debt in two separate $2.0 million tranches. The Convertible Debt bears interest at a rate of 10% per annum and is payable upon demand by the lender at any time following the one-year anniversary of disbursement of the first tranche. The Convertible Notes will automatically convert upon completion of the merger between Agrinam Investments, LLC and the Company and the lender has the option to convert if that merger is not completed.

The Company was permitted to draw the first tranche upon execution of the Convertible Debt Agreement and the Letter of Intent related to the Company's merger with Agrinam Investments, LLC. The second tranche was permitted to be drawn upon providing confirmation to the lender that the Company and the other party to the merger are in agreement on the structure of the merger, the Business Combination Agreement between the Company and the other party has been executed, and the lender has completed satisfactory due diligence related to the merger. In September 2023, the Company signed a binding letter of intent for the merger of the Company and Agrinam Investments, LLC. Therefore, as of the date these financial statements were authorized and approved for issuance, the Company had drawn the full amount of the Convertible Debt.

Acquisition Agreement – Agrinam Acquisition Corporation
On October 4, 2023 the Company and Agrinam Acquisition Corporation, a special purpose acquisition corporation ("Agrinam") that is traded on the Toronto Stock Exchange ("TSX") in Canada, entered into a Business Combination Agreement (the "BCA") whereby Agrinam would acquire all of the equity interests by merger with the Company for an initial price of approximately $79.0 million in Agrinam shares. Additionally, the holders of the Company's shares and instruments convertible into shares have the right to receive additional Agrinam shares worth up to $30.2 million (the "Earnout") in the event that certain performance targets are met during the five-year period following the closing date of the merger (the "Earnout Period"). The first earnout amounting to up to $13.7 million, can be earned if any of the following events occur: (i) the volume weighted average price of Agrinam stock on the TSX is at or above $12.50 per share for any 20 trading days out of 30 consecutive trading days; (ii) consolidated fiscal year end revenue for the year ended December 31, 2024 is at or above $49.3 million, or (iii) Agrinam consummated a change of control which results in Agrinam shareholders having the right to exchange their shares for consideration having a value at least equal to $12.50 per share. The second earnout amounting to up to $16.5 million (or $30.2 million if the first earnout is not achieved), can be earned if any of the following events occur: (i) the volume weighted average price of Agrinam stock on the TSX is at or above $15.00 per share for any 20 trading days out of 30 consecutive trading days; (ii) consolidated fiscal year end revenue for the year ended December 31, 2025 is at or above $101.1 million, or (iii) Agrinam consummated a change of control which results in Agrinam shareholders having the right to exchange their shares for consideration having a value at least equal to $15.00 per share.

The BCA does not constitute a business combination pursuant to IFRS 3, *Business Combinations* ("IFRS 3") as Agrinam is a non-operating entity and does not meet the definition of a business under IFRS 3. As a result, the transaction will be accounted for as reverse takeover transaction with Freight Farms as the accounting acquirer.

APPENDIX C

FREIGHT FARMS INTERIM FINANCIAL STATEMENTS

Freight Farms, Inc.

Unaudited Condensed Interim Financial Statements

Three and Nine months ended September 30, 2023 and September 30, 2022

Expressed in US Dollars

Index to unaudited condensed interim financial statements

Freight Farms, Inc.

Condensed Interim Statements of Loss and Comprehensive Loss (unaudited)

USD in thousands, except share and per share amounts	Notes	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Revenue	3(a)	$ 5,168	$ 5,832	$ 11,262	$ 14,042
Cost of revenue	4(a)	4,281	4,558	8,901	10,723
Gross profit		887	1,274	2,361	3,319
Expenses					
General and administrative	4(b)	2,649	2,272	8,115	6,276
Research and engineering	4(c)	566	513	2,066	1,285
Total expenses		3,215	2,785	10,181	7,561
Other expense					
Changes in fair value of convertible notes	7	280	680	280	1,110
Finance expense	5	173	197	392	497
Total other expense		453	877	672	1,607
Loss before income taxes		(2,781)	(2,388)	(8,492)	(5,849)
Income taxes		—	—	—	—
Net loss and comprehensive loss		$ (2,781)	$ (2,388)	$ (8,492)	$ (5,849)
Net loss per share, basic and diluted		$ (0.84)	$ (0.72)	$ (2.57)	$ (1.77)
Weighted-average number of ordinary shares, basic and diluted		3,307,691	3,296,271	3,306,841	3,296,267

The above condensed interim statements of loss and comprehensive loss should be read in conjunction with the accompanying notes.

Freight Farms, Inc.

Condensed Interim Statements of Financial Position (unaudited)

As of September 30, 2023 and December 31, 2022

USD in thousands	**Notes**	**September 30, 2023**		**December 31, 2022**	
Assets					
Currents assets					
Inventories		$	11,372	$	9,196
Trade receivables	6		12,683		7,740
Prepaid expenses and other current assets	12		914		51
Restricted cash	6(a)		—		748
Cash	6		3,237		6,542
Total current assets			28,206		24,277
Non-current assets					
Restricted cash	6(a)		233		238
Property, plant and equipment, net			1,282		1,029
Right-of-use assets			1,638		1,835
Other non-current assets			—		50
Total non-current assets			3,153		3,152
Total assets		$	31,359	$	27,429
Liabilities					
Current liabilities					
Line of credit	6(b)	$	2,253	$	920
Accounts payable	6		2,732		1,970
Accrued expenses	6		1,000		410
Deferred revenue	3(b)		13,605		8,925
Current portion of convertible notes	7		4,050		—
Convertible redeemable preferred stock	8		44,254		44,042
Current portion of lease liabilities			336		308
Total current liabilities			68,230		56,575
Non-current liabilities					
Convertible notes, net of current	7		980		—
Lease liabilities, net of current			2,493		2,750
Total non-current liabilities			3,473		2,750
Total liabilities			71,703		59,325
Shareholders' deficiency					
Share capital	9		34		23
Equity reserves			595		562
Accumulated deficit			(40,973)		(32,481)
Total shareholders' deficiency			(40,344)		(31,896)
Total shareholders' deficiency and liabilities		$	31,359	$	27,429

The above condensed interim statements of financial position should be read in conjunction with the accompanying notes.
Refer to Note 12 for subsequent events.

Freight Farms, Inc.

Condensed Interim Statements of Changes in Shareholders' Deficiency (unaudited)

USD in thousands	Notes	Share Capital	Equity Reserves	Accumulated Deficit	Total Shareholders' Deficiency
Balance at December 31, 2022		$ 23	$ 562	$ (32,481)	$ (31,896)
Exercise of common stock options		11	—	—	11
Share-based compensation		—	33	—	33
Net loss and comprehensive loss		—	—	(8,492)	(8,492)
Balance at September 30, 2023		$ 34	$ 595	$ (40,973)	$ (40,344)

USD in thousands	Notes	Share Capital	Equity Reserves	Accumulated Deficit	Total Shareholders' Deficiency
Balance at December 31, 2021		$ 22	$ 458	$ (25,201)	$ (24,721)
Share-based compensation		—	96	—	96
Net loss and comprehensive loss		—	—	(5,849)	(5,849)
Balance at September 30, 2022		$ 22	$ 554	$ (31,050)	$ (30,474)

The above condensed interim statements of changes in shareholders' deficiency should be read in conjunction with the accompanying notes.

Freight Farms, Inc.

Condensed Interim Statements of Cash Flows (unaudited)

USD in thousands	Notes	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Cash flows from operating activities:			
Net loss		$ (8,492)	$ (5,849)
Adjustments for:			
Changes in fair value of convertible notes	7	280	1,110
Finance expenses		392	497
Depreciation and amortization expense		404	480
Reserve/write down of obsolete inventory		(170)	170
Share-based compensation		33	96
Changes in:			
Trade receivables		(4,943)	(1,237)
Inventory		(2,006)	(3,544)
Prepaid expenses and other current assets		(863)	5
Other assets		50	—
Accounts payable		762	1,792
Accrued expenses		590	371
Deferred revenue		4,680	5
Net cash used in operating activities		(9,283)	(6,104)
Cash flows from investing activities:			
Acquisition of property, plant and equipment		(460)	(24)
Net cash used in investing activities		(460)	(24)
Cash flows from financing activities:			
Issuance of convertible notes	7	4,750	5,500
Issuance of Series B-5 convertible redeemable preferred stock	8	169	—
Proceeds from the line of credit		1,333	1,750
Increase (decrease) in restricted cash		753	(748)
Cash paid for interest		(201)	(336)
Repayment of lease liabilities		(229)	(280)
Interest paid on lease liabilities	8	(148)	(147)
Exercise of common stock options		11	—
Net cash provided by financing activities		6,438	5,739
Change in cash		(3,305)	(389)
Balance of cash at the beginning of the period		6,542	2,070
Balance of cash at the end of the period		$ 3,237	$ 1,681

The above condensed interim statements of cash flows should be read in conjunction with the accompanying notes.

Freight Farms, Inc.
Notes to the Unaudited Condensed Interim Financial Statements
For the nine months ended September 30, 2023 and September 30, 2022
Expressed in US Dollars

1 Nature of Operations and Going Concern

Freight Farms, Inc. (the "Company") was formed and incorporated under the laws of Delaware on November 4, 2013. The Company's registered office, headquarters and principal place of business is 20 Old Colony Ave, Boston, Massachusetts, 02127, United States.

The Company specializes in the agricultural technology industry and the production of container farms. The Company's farms are complete, vertical hydroponic growing facilities built inside shipping containers. The farms are capable of growing lettuces, herbs, and hearty greens at a commercial scale in any climate or location. The farms enable any individual, community or organization to grow fresh produce year-round in a climate-controlled environment.

2 Significant accounting policies

2(a) Basis of preparation

The condensed interim financial statements of the Company are prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"). Certain information and disclosures normally included in the financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been condensed or omitted. Accordingly, these condensed interim financial statements should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2022 and accompanying notes, which have been prepared in accordance with IFRS as issued by the IASB.

The condensed interim financial statements have been prepared on a historical amortized cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and are presented in United States Dollars ("USD"), which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

The accounting policies applied are consistent with those of the previous financial year. A description of our accounting policies is provided in the Accounting Policies section of the audited financial statements as of, and for the year ended, December 31, 2022.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates and requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the interim financial statements. In the opinion of management, the interim financial data includes all adjustments, consisting only of normal recurring adjustments, necessary to a fair statement of the results for the interim periods.

2(b) Use of estimates and judgements

In preparing these condensed interim financial statements, the Company has made estimates and judgements that impact the application of accounting policies and reported amounts. The significant estimates and judgements made in applying the Company's accounting policies and key sources of estimation were the same as those described in its audited financial statements as of and for the year ended December 31, 2022.

2(c) Basic and diluted loss per share

Basic loss per share is calculated by dividing net loss by the weighted average number of ordinary shares outstanding during the year. Due to the net loss recorded for all periods presented, potential ordinary shares were anti-dilutive for the loss per share calculation, and as such, diluted loss per share is equivalent to basic loss per share.

The following potential ordinary shares issuable from the exercise or conversion of outstanding instruments were excluded from the calculation of diluted net loss per share as they were anti-dilutive during each of the periods presented:

	Three and Nine Months Ended	
	September 30, 2023	**September 30, 2022**
Stock options	1,515,783	1,704,097
Warrants	20,388	20,388
Convertible notes	663,244	1,437,535
Convertible redeemable preferred stock	14,484,336	10,954,503
Total	16,683,751	14,116,523

3 Revenue

3(a) Disaggregation of revenue from contracts with customers

The Company derives revenue primarily from selling its farm container products, known as Greenery™ hydroponic container farms, the subscription to its farm management app, known as farmhand®, branding the product, shipping paid by the customer, and training. The following is a breakdown of revenue by major stream:

	Three Months Ended		Nine Months Ended	
USD in thousands	**September 30, 2023**	**September 30, 2022**	**September 30, 2023**	**September 30, 2022**
Hardware	$ 4,883	$ 5,636	$ 10,456	$ 13,526
Software	129	71	358	185
Consumables	156	125	448	331
Total	$ 5,168	$ 5,832	$ 11,262	$ 14,042

During the three and nine months ended September 30, 2023 and September 30, 2022, no customer accounted for more than 10% of total revenue recognized during the period.

3(b) Assets and liabilities related to contracts with customers

The Company's contract balances, resulting from contracts with customers, include deferred revenue. The terms of its contracts with customers are non-cancellable by the customer once signed. However, the Company may choose to void a contract in the event the customer fails to make deposit payments per the terms of the contract. No work will begin on construction of a farm until a deposit has been received from the customer.

The Company has the following assets and liabilities related to contracts with customers:

USD in thousands		September 30, 2023		December 31, 2022
Assets from contracts with customers:				
Trade receivables	$	12,683	$	7,740
Liabilities from contracts with customers:				
Deferred revenue	$	13,605	$	8,925

Deferred revenue represents cash received from a customer and trade receivables from customers related to performance obligations that have not yet been satisfied. The Company releases the deferred revenue and recognizes revenue upon satisfying its performance obligations under its contracts with customers.

The following table includes a roll forward of the deferred revenue balance:

USD in thousands		Deferred Revenue
Balance at December 31, 2022	**$**	**8,925**
Billings		17,618
Recognized as revenue		(9,459)
Voided contracts – actual and estimated		(3,479)
Balance at September 30, 2023	**$**	**13,605**

Included in "Voided contracts – actual and estimated" in the table above is the Company's estimate of the impact for contracts that will be voided prior to the Company delivering a farm to a customer. When the Company executes a contract with a customer, the full amount due under the contract is recognized as trade receivables and deferred revenue as the amounts are contractually due under the terms of the contract and the customer has no right to cancel the contract. However, as the Company will not deliver a farm to a customer if they have not paid in full, the Company estimates the trade receivables that will not be collected and deferred revenue that will not convert into revenue for contracts that will be voided. Accordingly, the Company recognizes the estimated impact against both trade receivables and deferred revenue in equal amounts.

4 Cost of revenue and operating expenses

This note provides a breakdown of certain operating expenses included in the condensed interim statements of loss and comprehensive loss.

4(a) Cost of revenue

	Three Months Ended				Nine Months Ended			
USD in thousands		September 30, 2023		September 30, 2022		September 30, 2023		September 30, 2022
Hardware costs	$	4,138	$	4,423	$	8,476	$	10,413
Software costs		30		27		91		50
Consumables costs		113		108		334		260
Total cost of revenue	$	4,281	$	4,558	$	8,901	$	10,723

4(b) General and administrative

USD in thousands	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Employee expenses	$ 1,388	$ 1,309	$ 4,333	$ 3,815
Marketing expenses	380	350	1,168	841
ROU asset amortization	125	140	348	340
Professional services fees	325	147	927	406
Warranty expense	85	69	327	139
Depreciation expense	70	67	207	186
Equipment maintenance	7	5	41	29
Software expense	81	61	201	179
Travel and entertainment	91	64	244	151
Utilities	35	18	66	55
Other	62	42	253	135
Total general and administrative	$ 2,649	$ 2,272	$ 8,115	$ 6,276

4(c) Research and engineering

USD in thousands	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Product costs	$ 93	$ 213	$ 612	$ 360
Employee expenses	473	300	1,454	925
Research and engineering	$ 566	$ 513	$ 2,066	$ 1,285

5 Finance expense

USD in thousands	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Finance expense	$ 173	$ 197	$ 392	$ 497

Finance expense primarily consists of cash interest expense incurred on the Company’s line of credit (see Note 6(d)) and convertible notes (see Note 7), and non-cash interest expense related to convertible redeemable preferred stock (see Note 8).

6. Financial assets and financial liabilities

The Company holds the following financial assets and liabilities:

USD in thousands	September 30, 2023	December 31, 2022
Financial assets		
Cash	$ 3,237	$ 6,542
Restricted cash	233	986
Trade receivables	12,683	7,740
Total	$ 16,153	$ 15,268

USD in thousands	September 30, 2023	December 31, 2022
Financial liabilities		
Accounts payable	$ 2,732	$ 1,970
Accrued expenses	1,000	410
Convertible redeemable preferred stock	44,254	44,042
Convertible notes	5,030	—
Line of credit	2,253	920
Total	$ 55,269	$ 47,342

Due to the short-term nature of cash, restricted cash, trade receivables, accounts payable, and accrued expenses, their carrying amount is assumed to approximate their respective fair values. The fair value of the convertible redeemable preferred stock was $70.1 million and $56.5 million as of September 30, 2023 and December 31, 2022, respectively. The fair value of the convertible redeemable preferred stock was based on a combination of a market approach and an income approach.

Refer to Note 7 for disclosure related to the fair value of the Convertible Notes. There were no transfers between fair value levels during the nine months ended September 30, 2023 or 2022.

6(a) Restricted cash

The Company's lender under its line of credit provides standby letters of credit, as needed, related to certain guarantees under the Company's lease agreements and manufacturing agreements. The Company is required to reserve cash equal to the aggregate value of the letters of credit at all times, which is presented as restricted cash in the condensed interim statements of financial position. During the year ended December 31, 2020, the Company entered into a letter of credit for $0.2 million related to a lease agreement (the "Lease Letter of Credit"). The Lease Letter of Credit was outstanding as of December 31, 2022, and September 30, 2023 and will terminate upon expiration of the related lease agreement in 2029.

During the year ended December 31, 2022, the Company entered into a letter of credit for $0.8 million related to a manufacturing agreement (the "Manufacturing Letter of Credit"). The Manufacturing Letter of Credit was outstanding as of December 31, 2022 and was terminated in January 2023.

6(b) Line of Credit

In April 2022, the Company entered into the first amendment to its line of credit (the "Amended Line of Credit"). The Amended Line of Credit has a maximum borrowing amount of $6.0 million. The Amended Line of Credit has an interest rate equal to the greater of (i) 5.00% or (ii) 1.50% above the Prime Rate (8.5% as of September 30, 2023). The maturity date of the Amended Line of Credit is March 31, 2024. The Company was in compliance with all outstanding covenants as of September 30, 2023. During both of the three and nine months ended September 30, 2023 and September 30, 2022, the Company recognized $0.0 million and $0.1 million of interest expense related to the Amended Line of Credit, respectively.

6(c) Warrant liability

In connection with the issuance of the line of credit discussed above, the Company granted the lender warrants to purchase 20,388 shares of the Company's common stock. The warrants have a term of ten years expiring in April 2032 and an initial exercise price of $1.41 per share. The warrants are classified as financial liabilities as they have a variable exercise price due to the provisions providing for an adjustment to the exercise price in the event of the Company making a future dilutive issuance of common stock. As such, the warrants are required to be initially recognized at fair value and subsequently recognized at fair value each reporting period with changes in fair value recognized in profit or loss. The Company calculated the fair value of the warrants using the Black-Scholes option pricing model and concluded that the warrants did not have a material fair value at inception and have continued to not have a material fair value as of September 30, 2023.

7 Convertible debt

Convertible Notes

In November 2021, the Company entered into convertible promissory notes with certain investors in the aggregate amount of $1,000,000. In January, February, April, and October 2022, the Company entered into convertible promissory notes with certain investors for an additional $6,500,000 (together, the "2021 and 2022 Convertible Notes"). The 2021 and 2022 Convertible Notes bore interest at a rate of 7% per annum and were scheduled to mature on December 31, 2022, unless otherwise converted prior to that date. The outstanding principal and any accrued but unpaid interest on the 2021 and 2022 Convertible Notes would automatically convert upon a qualified financing event, as defined, at a price equal to the price per share offered in the qualified financing, less a discount. The applicable discount was initially 20%, but was subsequently amended concurrent with the settlement discussed below to be 15%.

In June and September 2023, the Company issued a total of $0.8 million of additional convertible notes (the "2023 Convertible Notes" and together with the 2021 and 2022 Convertible Notes, the "Convertible Notes"). The 2023 Convertible Notes bear interest at a rate of 12% per annum and mature on December 31, 2024 if not otherwise converted or repaid at a prior date. The 2023 Convertible Notes contain a conversion feature that results in automatic conversion upon a qualified financing event. The 2023 Convertible Notes in addition contain a conversion feature that results in automatic conversion upon the closing of a special purpose acquisition corporation ("SPAC") transaction. If not previously converted, the 2023 Convertible Notes will also convert at maturity.

The Company elected to recognize the Convertible Notes as financial liabilities carried at fair value through profit or loss. Accordingly, upon issuance, the Convertible Notes were recognized at fair value, which was the amount of proceeds received. Subsequently, the Convertible Notes are recognized at fair value as of each statement of financial position date, with changes in fair value recognized through profit or loss.

In November 2022, in conjunction with the issuance of Series B-4 Convertible Redeemable Preferred Stock, the outstanding principal balance and accrued interest on the 2021 and 2022 Convertible Notes, in the aggregate amount of $7.8 million, was converted into 1,656,227 shares of Series B-4 Convertible Redeemable Preferred Stock. Upon conversion, the 2021 and 2022 Convertible Notes were derecognized, with a corresponding amount recognized as convertible redeemable preferred stock liabilities. No gain or loss was recognized related to the conversion.

Convertible Subordinated Loan
In August 2023, the Company entered into a convertible loan agreement ("Convertible Term Loan Agreement") to allow for the issuance of $4.0 million (the "Convertible Term Loan" and together with the Convertible Notes, the "Convertible Debt") of convertible debt in two separate $2.0 million tranches. The Convertible Term Loan bears interest at a rate of 10% per annum and is payable upon demand by the lender at any time following the one-year anniversary of disbursement of the first tranche. The Convertible Term Loan will automatically convert upon completion of the merger between Agrinam Acquisition Corporation ("Angrinam") and the Company. Agrinam has the option to convert if that merger is not completed. Refer to Note *12 Events after the reporting period* for further information concerning the merger between the Company and Agrinam.

The Company was permitted to draw the first tranche upon execution of the Convertible Term Loan Agreement and the Letter of Intent related to the Company's merger with Agrinam . The second tranche was originally permitted to be drawn upon providing confirmation to the lender that the Company and Agrinam were in agreement on the structure of the merger, the Business Combination Agreement between the Company and Agrinam had been executed, and the lender had completed satisfactory due diligence related to the merger. The Convertible Term Loan Agreement was amended in September to allow the Company to be drawn upon the second tranche once the binding letter of intent was signed with Agrinam. In September 2023, the Company signed a binding letter of intent for the merger of the Company and Agrinam. Accordingly, the Company had drawn the full amount of the Convertible Term Loan as of September 30, 2023.

The Company elected to recognize the Convertible Term Loan as a financial liability carried at fair value through profit or loss. Accordingly, upon issuance, the Convertible Term Loan was recognized at fair value, which was the amount of proceeds received. Subsequently, the Convertible Term Loan is recognized at fair value as of each statement of financial position date, with changes in fair value recognized through profit or loss.

7(a) Measurement of fair value

The Convertible Debt instruments are measured at fair value on a recurring basis using Level 3 measurement inputs. The Convertible Debt instruments are measured at fair value using a combination of a discounted cash flow model and the Black-Scholes option pricing model, which contain significant unobservable inputs.

The following table shows the significant unobservable inputs of the Convertible Debt instruments at various dates throughout the year ended December 31, 2022 and nine months ended September 30, 2023:

	Assumption range	
Significant unobservable inputs	**Nine months ended September 30, 2023**	**Year ended December 31, 2022**
Discount rate	16.9% - 56.8%	20.7% - 46.1%
Probability of SPAC transaction	0% - 50%	—
Probability of conversion	5% - 50%	50% - 80%
Probability of repayment at maturity	25%	20% - 50%
Probability of default	20% - 25%	—
Volatility	6.6% - 40%	49.4% - 77.7%
Dividend yield	0%	0%

The significant assumptions used in the valuation of the Convertible Debt instruments are not interrelated, with the exception of the probability of a SPAC transaction, probability of conversion, probability of repayment, and probability of default, which are all inversely related (i.e., changing one probability will result in an opposite change to one or more of the other probabilities). Changes to the significant unobservable inputs used in the determination of fair value of the Convertible Debt instruments could result in significant differences in the calculation of fair value. For example, as of September 30, 2023, a reasonably possible increase or decrease of 10% in the probability of a SPAC transaction (and corresponding opposite increase or decrease in the probability of repayment at maturity) would change the fair value of the Convertible Notes by approximately $0.2 million. Alternatively, a reasonably possible increase of 10% in the discount rate would decrease the fair value of the Convertible Debt instruments by approximately $0.2 million as of September 30, 2023.

7(b) Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for the carrying value of the Convertible Debt:

USD in thousands		**Carrying Value**
Balance at December 31, 2021	**$**	**1,000**
Newly issued Convertible Debt		5,500
Accrued interest		152
Net change in fair value		430
Balance at September 30, 2022		**7,082**
Newly issued Convertible Debt		1,000
Accrued interest		182
Net change in fair value		961
Convertible Debt settled		(9,225)
Balance at December 31, 2022		**—**
Newly issued Convertible Debt		4,750
Net change in fair value		280
Balance at September 30, 2023	**$**	**5,030**

As noted above, concurrent with the settlement of the 2021 and 2022 Convertible Notes in November 2022, the discount used to determine the conversion ratio was adjusted from 20% to 15% at the agreement of both parties. Accordingly, included in the net change in fair value during the period between September 30, 2022 and December 31, 2022 is approximately $0.6 million of income related to the change in the discount rate. Net changes in fair value as a result of remeasurement each period are recognized as a component of other expense in the statements of loss and comprehensive loss.

8 Convertible redeemable preferred stock

During the nine months ended September 30, 2023, the Company issued 30,314 shares of Series B-5 Preferred Stock for net cash proceeds of $0.2 million. The outstanding Preferred Stock have the same rights and preferences as those disclosed in the Company's annual financial statements as of and for the year ended December 31, 2022.

9 Equity

9(a) Share capital

USD in thousands, except shares	**Common Shares Authorized**	**Common Shares Outstanding**		**Share Capital**
Balance at December 31, 2022	24,500,000	3,299,691	$	23
Exercise of common stock options	—	8,000		11
Balance at September 30, 2023	24,500,000	3,307,691	$	34

10 Segment information

The determination of the Company's operating segment is based on its organization structure and how the information is reported to the Chief Operating Decision Maker on a regular basis. The Company currently operates in one segment (entire Company) which is how the Company's Chief Operating Decision Maker manages the business and makes operating decisions. All the Company's operations and the location of all of its assets are in the United States of America. The Company's Chief Operating Decision Maker is the Chief Executive Officer.

11 Executive compensation costs

The Company's key management personnel are those that have the authority and responsibility for planning, directing and controlling the activities of the Company and consists of the Company's executive management team, including Directors. Compensation expense for key management personnel was as follows:

	Three Months Ended				**Nine Months Ended**			
USD in thousands		**September 30, 2023**		**September 30, 2022**		**September 30, 2023**		**September 30, 2022**
Salary and bonus	$	313	$	285	$	1,023	$	855
Share-based compensation		11		31		31		87
Total management compensation	$	324	$	316	$	1,054	$	942

12 Events after the reporting period

Acquisition Agreement – Agrinam Acquisition Corporation
On October 4, 2023 the Company and Agrinam, a special purpose acquisition corporation that is traded on the Toronto Stock Exchange ("TSX") in Canada, entered into a Business Combination Agreement (the "BCA") whereby Agrinam would acquire all of the equity interests by merger with the Company for an initial price of approximately $79 million in Agrinam shares. Additionally, the holders of the Company's shares and instruments convertible into shares have the right to receive additional Agrinam shares worth up to $201.9 million (the "Earnout") in the event that certain performance targets are met during the five-year period following the closing date of the merger (the "Earnout Period"). The first earnout amounting to up to $92.7 million, can be earned if any of the following events occur: (i) the volume weighted average price of Agrinam stock on the TSX is at or above $12.50 per share for any 20 trading days out of 30 consecutive trading days; (ii) consolidated fiscal year end revenue for the year ended December 31, 2024 is at or above $49.3 million, or (iii) Agrinam consummated a change of control which results in Agrinam shareholders having the right to exchange their shares for consideration having a value at least equal to $12.50 per share. The second earnout amounting to up to $109.2 million (or $201.9 million if the first earnout is not achieved), can be earned if any of the following events occur: (i) the volume weighted average price of Agrinam stock on the TSX is at or above $15 per share for any 20 trading days out of 30 consecutive trading days; (ii) consolidated fiscal year end revenue for the year ended December 31, 2025 is at or above $101.1 million, or (iii) Agrinam consummated a change of control which results in Agrinam shareholders having the right to exchange their shares for consideration having a value at least equal to $15.00 per share.

The BCA does not constitute a business combination pursuant to IFRS 3, *Business Combinations* ("IFRS 3") as Agrinam is a non-operating entity and does not meet the definition of a business under IFRS 3. As a result, the transaction will be accounted for as a capital transaction of Freight Farms, equivalent to the issuance of shares by Freight Farms in exchange for the net monetary assets of Agrinam. As of September 30, 2023, $0.8 million of costs related to the BCA are classified as prepaid expenses and other current assets on the condensed interim statements of financial position.

APPENDIX D

AGRINAM AUDITED ANNUAL FINANCIAL STATEMENTS

AGRINAM ACQUISITION CORPORATION

Annual Audited Financial Statements

For the Year Ended March 31, 2023 and the period from December 1, 2021 (date of incorporation) to March 31, 2022
(Expressed in United States Dollars)

Independent Auditor's Report

To the Shareholders of Agrinam Acquisition Corporation:

Opinion

We have audited the financial statements of Agrinam Acquisition Corporation (the "Corporation"), which comprise the statements of financial position as at March 31, 2023 and March 31, 2022, and the statements of loss and comprehensive loss, changes in shareholders' deficit and cash flows for the year ended March 31, 2023 and the period from December 1, 2021 (date of incorporation) to March 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at March 31, 2023 and March 31, 2022, and its financial performance and its cash flows for the year ended March 31, 2023 and the period from December 1, 2021 (date of incorporation) to March 31, 2022 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Corporation's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Classification and valuation of Class A Restricted Voting Shares at initial recognition and the classification and valuation of Class A Warrants, Funding Warrants and Rights

Key Audit Matter Description	*Audit Response*
Refer to note 3 – significant accounting policies, note 6 – Class A Restricted Voting Shares subject to redemption, note 7 – warrant liability and note 8 – contributed surplus to the financial statements.	Our approach to addressing the matter included, but was not restricted to, the following procedures:

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1.877.251.2922 T: 416.596.1711 F: 416.596.7894

Management has classified the Class A Restricted Voting Shares as financial liabilities based on the redemption provisions constituting a contractual right to potentially deliver cash. Gross proceeds of $138.0 million from the Offering were allocated between Class A Shares Restricted Voting Shares – $128.6 million, Class A Warrants – $6.2 million and Rights – $3.2 million at initial recognition. The allocation was made based on the relative fair value of the Class A Restricted Voting Shares, Class A Warrants and Rights, which was calculated using an option pricing model. Application of the option pricing model requires estimates, which included expected volatility in the underlying assets, the probability of redemption and the expected life of the Class A Warrant.

Subsequent to closing of the IPO, the Corporation amended the terms of the Class A Warrants and Funding Warrants to introduce a potential cashless exercise feature, reclassifying the Class A Warrants and Funding Warrants as financial liabilities held at fair value through profit or loss.

Management exercised significant judgment in determining that the Class A Restricted Voting Shares, Class A Warrants and Funding Warrants were classified as financial liabilities and in the determination of the fair value of the Class A Restricted Voting Shares, Class A Warrants, Funding Warrants and Rights.

We considered this a key audit matter due to the significant judgment exercised by management in determining that the Class A Restricted Voting Shares, Class A Warrants and Funding Warrants were classified as financial liabilities and in the determination of the fair value of the Class A Restricted Voting Shares, Class A Warrants, Funding Warrants and Rights.

- Assessed management's classification of Class A Restricted Voting Shares, Class A Warrants and Funding Warrants as financial liabilities by reading the prospectus and the supplemental warrant indenture and considering reference to relevant accounting standards and guidance.

- Tested how management determined the allocation of the gross proceeds between Class A Restricted Voting Shares, Class A Warrants and Rights based on their relative fair values at initial recognition and the revaluation of the Class A Warrants and Funding Warrants using an option-pricing model, which included the following:
  - Evaluate the appropriateness of the option-pricing model and the relevant inputs including volatility and expected life; and
  - Tested the underlying data used in the option-pricing model and tested the mathematical accuracy thereof.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Marufur Raza.

MNP LLP

Toronto, Ontario
June 26, 2023

Chartered Professional Accountants
Licensed Public Accountants

Agrinam Acquisition Corporation
Statements of Financial Position
(expressed in United States Dollars)

ASSETS

As at	Note		**March 31, 2023**		March 31, 2022
Current					
Cash		**$**	**503,292**	$	10
Prepaid expenses			**338,013**		-
Restricted cash held in escrow	5		**145,531,675**		-
Total Assets		**$**	**146,372,980**	$	10

LIABILITIES AND SHAREHOLDERS' DEFICIT

Liabilities					
Current					
Accounts payable and accrued liabilities		**$**	**208,871**	$	-
Due to related parties	11		**2,658**		-
Interest payable	5		**2,475,916**		-
Income taxes payable	13		**393,425**		-
Class A Restricted Voting Shares subject to redemption	6		**136,120,222**		-
Warrant liability	7		**9,715,500**		-
Total Liabilities			**148,916,592**		-
Shareholders' Deficit					
Share capital	9		**24,568**		10
Contributed surplus	7, 8		**8,966,754**		-
Deficit			**(11,534,934)**		-
Total Shareholders' Deficit			**(2,543,612)**		10
Total Liabilities and Shareholders' Deficit		**$**	**146,372,980**	$	10

Nature of organization and going concern (Note 1)

Approved by the Board

"[Augustin Tristan Aldave]"
Director

"[Guillermo Eduardo Cruz]"
Director

The accompanying notes are an integral part of the Financial Statements.

Agrinam Acquisition Corporation
Statements of Loss and Comprehensive Loss
(expressed in United States Dollars)

For the	Note		**Year ended March 31, 2023**		Period from December 1, 2021 to March 31, 2022
Income					
Interest income	5	**$**	**3,391,665**	$	-
			3,391,665		-
Expenses					
Accretion on Class A restricted voting shares	6		**9,724,024**		-
Unrealized loss on change in fair value of warrant liability	7		**900,400**		-
General and administrative expenses	12		**1,428,983**		-
Bank service fees			**3,424**		-
Interest expense, net	5		**2,475,916**		-
Foreign exchange loss			**427**		-
			14,533,174		-
Net loss before income taxes			**(11,141,509)**		-
Current and deferred income tax expense	13		**393,425**		-
Net loss and comprehensive loss		**$**	**(11,534,934)**	$	-
Loss per share					
Basic and diluted		$	(4.22)	$	-
Weighted average number of Class B Shares outstanding:					
Basic and diluted			2,731,644		1

The accompanying notes are an integral part of the Financial Statements.

Agrinam Acquisition Corporation

Statements of Changes in Shareholders' Deficit

(expressed in United States Dollars)

	Note	**Number of Shares**	**Share Capital**	**Contributed Surplus**	**Deficit**	**Total**
Balance at incorporation date (December 1, 2021)		**-**	**$ -**	**$ -**	**$ -**	**$ -**
Issuance of Class B Shares	9	1	10	-	-	10
Balance at March 31, 2022		**1**	**$ 10**	**$ -**	**$ -**	**$ 10**
Issuance of Class B Shares, net of issuance costs	9	3,450,000	24,568	-	-	24,568
Issuance of Class A Warrants and Rights, net of issuance costs	6, 7, 8	-	-	9,222,040	-	9,222,040
Issuance of Funding Warrants, net of issuance costs	7	-	-	8,559,814	-	8,559,814
Reclassification of Warrants	7	-	-	(8,815,100)	-	(8,815,100)
Cancellation of Class B Share issued on incorporation	9	(1)	(10)	-	-	(10)
Net loss and comprehensive loss for the year		-	-	-	(11,534,934)	(11,534,934)
Balance at March 31, 2023		**3,450,000**	**$ 24,568**	**$ 8,966,754**	**$ (11,534,934)**	**$ (2,543,612)**

The accompanying notes are an integral part of the Financial Statements

Agrinam Acquisition Corporation
Statements of Cash Flows
(expressed in United States Dollars)

For the	Note		**Year ended March 31, 2023**		Period from December 1, 2021 to March 31, 2022
Operating activities					
Net loss for the year/period		**$**	**(11,534,934)**	$	-
Adjustments for:					
Accretion on Class A restricted voting shares	6		**9,724,024**		-
Unrealized loss on change in fair value of warrant liability	7		**900,400**		-
Change in non-cash working capital					
Prepaid expenses			**(338,013)**		-
Accounts payable and accrued liabilities			**208,871**		-
Due to related parties	11		**2,658**		-
Interest payable	5		**2,475,916**		-
Income taxes payable	13		**393,425**		-
Cash generated from operating activities			**1,832,347**		-
Investing activities					
Deposit of restricted cash held in escrow	5		**(142,140,010)**		-
Interest income earned on restricted cash held in escrow	5		**(3,391,665)**		-
Cash used in investing activities			**(145,531,675)**		-
Financing activities					
Proceeds from issuance of Class A Restricted Voting Units	6		**138,000,000**		-
Transaction costs on issuance of Class A Restricted Voting Units	10		**(2,381,762)**		-
Proceeds from issuance of Funding Warrants	7		**8,710,000**		-
Transaction costs on issuance of Funding Warrants	10		**(150,186)**		-
Issuance of Class B Shares	9		**24,990**		10
Transaction costs on issuance of Class B Shares	10		**(432)**		-
Cash generated from financing activities			**144,202,610**		10
Net increase in cash			**503,282**		10
Cash, beginning of year/period			**10**		-
Cash, end of year/period		**$**	**503,292**		10

The accompanying notes are an integral part of the Financial Statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Agrinam Acquisition Corporation (the "**Corporation**" or "**Agrinam**") is a special purpose acquisition corporation which was incorporated for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation (a "**Qualifying Acquisition**"). Until such time that a Qualifying Acquisition is completed, the Corporation will have no significant revenue and will incur expenses primarily for Qualifying Acquisition investigation, filing requirements, professional services, and administrative support subject to certain restrictions.

The Corporation was incorporated on December 1, 2021 under the *Business Corporations Act* (British Columbia). The Corporation's head office is located at Homero 109, Polanco, Polanco V Secc, Miguel Hidalgo, Ciudad de México, CDMZ 11560 and its registered office is located at Waterfront Centre, 200 Burrard Street #1200, Vancouver, British Columbia V7X 1T2.

The financial statements of the Corporation have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Corporation is in the process of completing a Qualifying Acquisition and, as such, does not have any sources of cash inflows, other than from interest income, its Sponsor (as defined below), or obtaining additional financing. As of March 31, 2023, the Corporation had a deficit of $11,534,934 (March 31, 2022 - $nil) and, during the year ended March 31, 2023, generated operating cash flows totaling $1,832,347 (period ended March 31, 2022 - $nil). The Corporation's ability to continue as a going concern is dependent upon the continued support of its Sponsor and the completion of a Qualifying Acquisition. There is no assurance that the Sponsor and/or lenders will provide continued support and that the Corporation will be successful in completing a Qualifying Acquisition.

These conditions indicate a material uncertainty that may cast significant doubt as to the Corporation's ability to continue as a going concern. The financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported income, expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate. If the Corporation is unable to continue as a going concern, the Corporation may be required to realize its assets and discharge its liabilities in other than the normal course of business at amounts that are different from those reflected in these financial statements. Such adjustments could be material.

Significant Events

On June 15, 2022, the Corporation closed its initial public offering (the "**Offering**") of 13,800,000 Class A restricted voting units (the "**Class A Restricted Voting Units**") (including 1,800,000 Class A Restricted Voting Units issued pursuant to the exercise in full of the over-allotment option granted to the underwriters for the Offering (the "**Underwriters**")) at an offering price of $10.00 per Class A Restricted Voting Unit for gross proceeds of $138,000,000 pursuant to the final prospectus of the Corporation dated June 10, 2022 (the "**Prospectus**"). The Class A Restricted Voting Units commenced trading on the Toronto Stock Exchange ("**TSX**" or the "**Exchange**") on an "if, as and when issued" basis on June 13, 2022 under the symbol "AGRI.V".

Concurrently with the closing of the Offering, Agrinam Investments, LLC (the "**Sponsor**"), and certain of the Sponsor's and the Corporation's affiliates, directors and officers, including Agustin Tristan Aldave, Gustavo Castellanos Lugo, Luis Alberto Ibarra Pardo, Luis Pedraza Trejo, Guillermo Eduardo Cruz, Jeronimo Peralta del Valle, Nicholas Thadaney, Lara Zink, Jennifer Reynolds, and Donald Olds (or persons or companies controlled by them) (referred to collectively, with the Sponsor, as the "**Founders**") purchased an aggregate of 8,710,000 share purchase warrants (the "**Funding Warrants**") at an effective offering price of $1.00 per Funding Warrant for an aggregate purchase price of $8,710,000. The Funding Warrants are generally subject to the same terms and conditions as the Class A Warrants underlying the Class A Restricted Voting Units (as described below).

Prior to the closing of the Offering, the Founders also purchased an aggregate of 3,450,000 Class B shares (each, a "**Class B Share**" and also referred to as the "**Founders**' **Shares**"), for an aggregate price of $25,000, 64,400 of which were issued as consideration for past services and 3,385,600 issued for approximately $0.007 per Founders' Share, and the Sponsor purchased one Class A Restricted Voting Share for a subscription price of $10.30. The outstanding Founders' Shares represent 20% of the issued and outstanding shares of the Corporation (including all Class A Restricted Voting Shares and Class B Shares but assuming no exercise of the Warrants (as defined below) or conversion of the Rights (as defined below)).

Each Class A Restricted Voting Unit consists of one Class A restricted voting share of the Corporation (the "**Class A Restricted Voting Shares**"), one share purchase warrant of the Corporation (the "**Class A Warrants**" and together with the Funding Warrants, the "**Warrants**"), and one right of the Corporation (the "**Rights**"). On July 25, 2022, the Class A Restricted Voting Shares, the Warrants and Rights comprising the Class A Restricted Voting Units, commenced trading separately on the Exchange under the symbols "AGRI.U", "AGRI.WT.U" and "AGRI.RT.U", respectively.

Upon the closing of a Qualifying Acquisition, each Class A Restricted Voting Share (unless previously redeemed) will be automatically converted into one common share of the Corporation (a "**Common Share**") and each Class B Share of the Corporation will be automatically converted on a 100-for-1 basis into proportionate voting shares of the Corporation (the "**Proportionate Voting Shares**"), as set forth in the notice of articles and articles of the Corporation. The Warrants will become exercisable, at an exercise price of $11.50, commencing 65 days after the completion of a Qualifying Acquisition and will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of a Qualifying Acquisition or earlier, as described in the Prospectus. Once the Warrants become exercisable, the Corporation may accelerate the expiry date of the outstanding Warrants (excluding the Funding Warrants, but only to the extent still held by the Founders at the date of public announcement of such acceleration and not transferred prior to the accelerated expiry date) by providing 30 days' notice, if and only if, the closing price of the Common Shares equals or exceeds $18.00 per Common Share (as adjusted for stock splits or combinations, stock dividends, extraordinary dividends, reorganizations and recapitalizations and the like) for any 20 trading days within a 30-trading day period commencing any time after the Warrants become exercisable in which case the expiry date shall be the date which is 30 days following the date on which such notice is provided.

In November 2022, the Corporation amended the terms of the warrant agency agreement by way of a supplemental warrant indenture (the "**Supplemental Warrant Indenture**") to include an option to enact a cashless exercise feature. Pursuant to the Supplemental Warrant Indenture, the Corporation, may elect, by providing notice at or prior to a Qualifying Acquisition, to allow the Warrants to be exercised on a cashless basis at the option of the registered holder. Upon exercise of any Warrants on a cashless basis, the holder thereof would receive the number of Common Shares equivalent to the quotient obtained by multiplying (a) the number of Common Shares for which the Warrants would be exercised by (b) the difference, if positive, between (i) the volume weighted average price ("**VWAP**") of the Common Shares for the 5 trading days immediately prior to (but not including) the date of exercise of the Warrants and (ii) the exercise price, and dividing such product by the VWAP for the 5 trading days immediately prior to (but not including) the date of exercise. As of March 31, 2023, the Corporation has not elected to allow for the Warrants to be exercised on a cashless basis.

The Rights will become convertible after the completion of the Qualifying Acquisition and will expire null and void if not converted within six months after the completion of the Qualifying Acquisition. Each Right will entitle the holder to receive one-tenth (1/10) of a Class A Restricted Voting Share (which at such time will represent one-tenth (1/10) of a Common Share, subject to adjustments under the terms of the Qualifying Acquisition). The Rights will expire if a Qualifying Acquisition does not occur within the Permitted Timeline (as defined below).

In connection with the Offering, an aggregate amount of $142,140,010 (representing $138,000,000 from the sale of the Class A Restricted Voting Units, $10.30 from the sale of the Class A Restricted Voting Share and an additional $4,140,000 that was funded by the issuance of a portion of the Funding Warrants) was required to be deposited in an escrow with the TSX Trust Company (the "**Escrow Agent**") in an escrow account ("**Escrow Account**"), with the remaining $4,595,000 to be used to cover fees related to the closing of the Offering and ongoing costs of the Corporation.

In consideration for their services in connection with the Offering, the Underwriters are entitled to an underwriting commission equal to up to $7,590,000 or 5.5% of the gross proceeds of the Class A Restricted Voting Units sold under the Offering (inclusive of the gross proceeds raised under the Over-Allotment Option) (the "**Gross Proceeds**"). The Corporation paid $0.15 per Class A Restricted Voting Unit or $2,070,000 to the Underwriters, in cash, at closing of the Offering, less an amount equal to $517,500, which was deducted from the underwriting commission to be paid to SVB Securities LLC on behalf of the Sponsor in connection with a consulting and financial advisory services agreement. The balance of the agreed underwriting commission, being $0.40 per Class A Restricted Voting Unit or $5,520,000, representing approximately 72% of the underwriting commission (the "**Deferred Commission**"), has been deferred and deposited with the Escrow Agent in the Escrow Account in accordance with an escrow agreement dated June 15, 2022 (the "**Closing Date**"), between the Corporation, the Escrow Agent, and the Underwriters (the "**Escrow Agreement**"). If no Qualifying Acquisition is consummated within 15 months from the Closing Date (or up to 21 months from the Closing Date if the Corporation exercises its two successive extension options, or as such timeline may be further extended or shortened, in each case, as described in more detail in the Prospectus) (the "**Permitted Timeline**"), no part of the Deferred Commission will be paid. If the Corporation completes a Qualifying Acquisition, an amount equal to $1,380,000 will be deducted from the Deferred Commission and paid to SVB Securities LLC, on behalf of the Sponsor in connection with a consulting and financial advisory services agreement. The per share amount that the Corporation will distribute to holders of Class A Restricted Voting Shares who properly redeem their shares will not be reduced by the Deferred Commission that may be paid to the Underwriters (or the portion thereof payable to SVB Securities LLC on behalf of the Sponsor in connection with the consulting and financial advisory services agreement). Due to its association with an uncertain future Qualifying Acquisition, the contingent liability of Deferred Commission balance has not been recorded in the Financial Statements.

In connection with seeking to complete a Qualifying Acquisition, the Corporation will provide holders of the Class A Restricted Voting Shares with the opportunity to redeem all or a portion of their Class A Restricted Voting Shares. If the Corporation is unable to consummate a Qualifying Acquisition within the Permitted Timeline, as such date of closing may be extended or shortened as described in the Prospectus, the Corporation will be required to redeem each of the outstanding Class A Restricted Voting Shares. The redemption shall be for an amount per share, payable in cash, equal to the pro rata portion (per Class A Restricted Voting Share) of: (i) the escrowed funds available in the Escrow Account, including any interest and other amounts earned thereon, less (ii) an amount equal to the total of (A) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, (B) any taxes of the Corporation (including under Part VI.1 of the *Income Tax Act* (Canada) (the "**Tax Act**")) arising in connection with the redemption of the Class A Restricted Voting Shares, and (C) up to a maximum of $50,000 of interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected winding up expenses and certain other related costs (as described herein), each as reasonably determined by the Corporation. The Corporation may shorten the Permitted Timeline, with the approval of its board of directors of the Corporation, by providing 10 days' advance notice by way of a news release.

Upon the closing of a Qualifying Acquisition, as noted above: (i) the Class B Shares will convert on a 100-for-1 basis into Proportionate Voting Shares, and (ii) any non-redeemed Class A Restricted Voting Shares will be converted on a one-for-one basis into Common Shares. Prior to the closing of the Qualifying Acquisition, the Corporation will not issue any Common Shares or Proportionate Voting Shares. Following the closing of a Qualifying Acquisition, the Corporation will not issue any Class A Restricted Voting Shares or Class B Shares.

The escrowed funds are being held following the closing to enable the Corporation to (i) satisfy redemptions made by holders of Class A Restricted Voting Shares (including in the event of a Qualifying Acquisition or an extension to the Permitted Timeline, or in the event a Qualifying Acquisition does not occur within the Permitted Timeline), (ii) fund the Qualifying Acquisition with the net proceeds following payment of any such redemptions, and/or (iii) pay taxes on amounts earned on the escrowed funds and certain permitted expenses. Such escrowed funds and all amounts earned thereon, subject to such obligations and applicable law, will be assets of the Corporation. These escrowed funds will also be used to pay the Deferred Commission in the amount of $5,520,000, less an amount equal to $1,380,000, which will be deducted from the underwriting commission and paid to SVB Securities LLC on behalf of the Sponsor in connection with a consulting and financial advisory services agreement, which (subject to availability, failing which any shortfall shall be made up from other sources) will be payable by the Corporation to the Underwriters upon the closing of a Qualifying Acquisition.

The Founders will not be entitled to redeem the Founders' Shares or the Funding Warrants in connection with a Qualifying Acquisition or an extension to the Permitted Timeline or be entitled to access the Escrow Account should a Qualifying Acquisition not occur within the Permitted Timeline. The Founders will, however, participate in any liquidation distribution with respect to any Class A Restricted Voting Shares they may acquire in connection with or following this Offering through possible purchases on the secondary market.

2. BASIS OF PREPARATION

Statement of Preparation

These Financial Statements have been prepared in accordance with the International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**") and interpretations issued by the International Financial Reporting Interpretations Committee ("**IFRIC**").

These Financial Statements have been prepared using the accrual basis of accounting and have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss ("**FVTPL**"), which are stated at their fair value.

These Financial Statements are presented in United States dollars, which is the Corporation's functional and presentation currency.

The Board of Directors of the Corporation approved the financial statements on June 26, 2023.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Financial Instruments

Financial Assets

Recognition and Initial Measurement

The Corporation recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at FVTPL, transaction costs that are directly attributable to their acquisition. Transaction costs of financial assets carried at FVTPL are expensed in the statement of loss and comprehensive loss when incurred.

Classification and Subsequent Measurement

Financial assets are classified and subsequently measured at amortized cost, fair value through other comprehensive income ("**FVOCI**"), or FVTPL. The Corporation determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics. On initial recognition, the Corporation may irrevocably designate a financial asset to be measured at FVTPL in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases.

Financial assets are classified as follows:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. The Corporation does not hold any financial assets measured at amortized cost.

- Fair value through other comprehensive income: Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at FVOCI. Gains and losses associated with financial assets measured at FVOCI are recognized in other comprehensive income ("**OCI**"). Upon derecognition, the cumulative gain or loss previously recognized in OCI is reclassified to profit or loss. The Corporation does not hold any financial assets measured at FVOCI.

- Fair value through profit and loss: Assets that do not meet the criteria to be measured at amortized cost or FVOCI are measured at FVTPL. Gains and losses on these financial assets are recognized in the statements of loss and comprehensive loss. Financial assets measured at FVTPL are comprised of cash and restricted cash held in escrow.

Business Model Assessment

The Corporation assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual Cash Flow Assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Corporation considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Corporation's claim to cash flows, and any features that modify consideration for the time value of money.

Derecognition of Financial Assets

The Corporation derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire or are transferred and the Corporation has transferred substantially all risks and rewards of ownership. Financial assets are written off when the Corporation has no reasonable expectations of recovering all or any portion thereof.

Financial Liabilities

Recognition and Initial Measurement

The Corporation recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Corporation measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at FVTPL for which transaction costs are immediately expensed in the statements of loss and comprehensive loss when incurred.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and Subsequent Measurement

Financial liabilities are classified and subsequently measured as follows:

- Amortized cost: Non-derivative financial liabilities that are not held-for-trading are measured at amortized cost. Financial liabilities measured at amortized cost are comprised of accounts payable and accrued liabilities, due to related parties, interest payable, and Class A Restricted Voting Shares.

- Fair value through profit or loss: Liabilities that do not meet the criteria to be measured at amortized cost are measured at FVTPL. Gains and losses on these financial assets are recognized in the statements of loss and comprehensive loss. Financial liabilities measured at fair value through profit or loss are comprised of warrant liability.

Derecognition of Financial Liabilities

The Corporation derecognizes a financial liability only when its contractual obligations are discharged, cancelled, or expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

(b) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all liabilities. Equity instruments issued by the Corporation are recorded as the proceeds received, net of direct issuance costs. Class B Shares and Rights are classified as equity instruments.

(c) Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in the statements of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(d) Loss per share

Basic loss per share is computed by dividing the net loss attributable to shareholders by the weighted average number of shares outstanding during the period, excluding Class A Restricted Voting Shares that have been classified as financial liabilities. Diluted loss per share, where applicable, is calculated by adjusting the weighted average number of shares outstanding for dilutive instruments using the treasury stock method.

(e) Accounting standards issued but not yet adopted

<u>IAS 1 – Presentation of Financial Statements</u>

On January 23, 2020, the IASB issued an amendment to IAS 1 to clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. The standard is effective for periods beginning on or after January 1, 2024, and the Corporation has assessed that there will be no impact of applying the new standard on the financial statements.

Definition of Accounting Estimates (Amendments to IAS 8)

On February 12, 2021, the IASB issued Definition of Accounting Estimates (Amendments to IAS 8). The amendments will require the disclosure of material accounting policy information rather than disclosing significant accounting policies and clarifies how to distinguish changes in accounting policies from changes in accounting estimates. The amendments are effective for annual periods beginning on or after January 1, 2023. The Corporation intends to adopt this amendment in its financial statements for the annual period beginning April 1, 2023. The adoption of this amendment is not expected to have a material impact on the financial statements.

4. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES, AND ASSUMPTIONS

The preparation of these Financial Statements requires management to make judgments, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. The following discusses the most significant accounting judgments, estimates, and assumptions that the Corporation made in the preparation of its Financial Statements.

(a) Classification of Class A Restricted Voting Shares Subject to Redemption and Warrants

Pursuant to the Corporation's Offering of Class A Restricted Voting units and the amendment to the Warrants (Note 1), the Corporation issued Class A Restricted Voting Shares (Note 6) which the Corporation classified as financial liabilities, measured at amortized cost and Warrants which the Corporation classified as financial liabilities, measured at FVTPL. Professional judgment is required in determining the classification of the Class A Restricted Voting Shares and Warrants based on the characteristics of the financial instruments and terms of the Offering.

(b) Fair Value of Financial Instruments

Pursuant to the Corporation's Offering of Class A Restricted Voting Units (Note 1), the Corporation issued Class A Restricted Voting Shares, Class A Warrants, and Rights (Note 6, 7 and 8). Estimating the fair value allocation of the Class A Restricted Voting Shares, Class A Warrants, and Rights requires determining the most appropriate valuation model that is dependent on the terms and conditions of the financial instruments. The Corporation applies an option-pricing model to measure the fair value of the Class A Warrants issued in order to arrive at the relative fair value of the Class A Restricted Voting Shares, Class A Warrants and Rights. Application of the option-pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets, and the expected life of the Class A Warrants.

Subsequent to initial recognition, the Corporation applies an option-pricing model to measure the fair value of its Warrants with any changes recognized on the fair value of the Warrants recorded within the statements of loss and comprehensive loss. Accretion expense, which is dependent upon estimates of if and when a redemption may occur, is also recognized on the statements of loss and comprehensive loss. These estimates may ultimately be different from amounts subsequently realized, resulting in an overstatement or understatement of profit or loss.

(c) Recognition and Valuation of Current and Deferred Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

The Corporation uses professional judgement, based on its understanding of tax laws as it relates to transactions and activities entered into by the Corporation, to determine the probability of deferred tax assets being utilized. When there is uncertainty if the benefits of deferred tax assets will realize, deferred income tax assets are not recognized.

(d) Going Concern

These financial statements have been prepared on a going concern basis and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Corporation were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Management has applied judgment in the assessment of the Corporation’s ability to continue as a going concern, considering all available information. Given the judgment involved, actual results may lead to a materially different outcome.

5. RESTRICTED CASH HELD IN ESCROW

Upon the closing of the Offering on June 15, 2022 (Note 1), an aggregate amount of $142,140,000 (representing $138,000,000 from the sale of the Class A Restricted Voting Units and an additional $4,140,000 that was funded by the issuance of a portion of the Funding Warrants) was required to be deposited in an escrow account. Additionally, $10 relating to the Sponsor purchase of a Class A Restricted Voting Share was also deposited in the escrow account. In connection with the cash held in escrow, interest totaling $3,391,665 (period ended March 31, 2022 - $nil) was earned, recognized as interest income in the statements of loss and comprehensive loss during the year ended March 31, 2023. In addition, during the year ended March 31, 2023, interest expense totaling $2,475,916 (March 31, 2022 - $nil) was recognized in the statements of loss and comprehensive loss as part of the interest on the restricted cash held in escrow, net of taxes, that are payable in cash on the Class A Restricted Voting Shares if redeemed (note 1).

The following cash balances were held in escrow as at March 31, 2023:

		March 31, 2023
Restricted cash		142,140,010
Accrued interest		3,391,665
Restricted cash held in escrow	**$**	**145,531,675**

6. CLASS A RESTRICTED VOTING SHARES SUBJECT TO REDEMPTION

Authorized

The Corporation is authorized to issue an unlimited number of Class A Restricted Voting Shares prior to the closing of a Qualifying Acquisition. As at March 31, 2023, a total of 13,800,001 Class A Restricted Voting Shares were issued and outstanding. Following the Qualifying Acquisition, the Corporation will not issue any Class A Restricted Voting Shares. The holders of Class A Restricted Voting Shares have no preemptive rights or other subscription rights and there are no sinking fund provisions applicable to such shares.

The Corporation has classified its Class A Restricted Voting Shares as financial liabilities based on the redemption provisions constituting a contractual right to deliver cash. Gross proceeds of $138,000,000 from the Offering were allocated between Class A Restricted Voting Shares - $128,616,000, Class A Warrants - $6,210,000, and Rights - $3,174,000 at initial recognition. The allocation was made based on the fair value of the Class A Restricted Voting Shares, with the residual value allocated to the Class A Warrants and Rights based on their relative fair value, which were calculated using an option-pricing model and fair value determined for Class A Restricted Voting Shares. Inputs to the model include the following: fair value of the underlying shares - $9.32, the expected life of the option – 2 years, volatility – 48.53% (estimated by benchmarking with companies having businesses similar the Corporation), expected dividend yield - $nil and the risk-free interest rate – 3.27%. Details regarding the Class A Warrants and Rights are outlined in Note 7 and 8 below.

The Class A Restricted Voting Shares valued at $128,616,000 were discounted by $2,219,802 (Note 10), representing the transaction costs allocated to the issuance of the Class A Restricted Voting Shares, and are being accreted up to the initial proceeds deposited in escrow amounting to $142,140,010 that is payable by the Corporation on redemption (Note 1) over a 15 month term. For the year ended March 31, 2023, the

Corporation recorded $9,724,024 (March 31, 2022 – $nil) of accretion in the statement of loss and comprehensive loss, based on an effective interest rate of 9.41% in connection with the Class A Restricted Voting Shares.

7. WARRANT LIABILITY

As at March 31, 2023, there were 22,510,000 Warrants issued and outstanding, comprised of 13,800,000 Class A Warrants (Note 1) forming part of the Class A Restricted Voting Units and 8,710,000 Funding Warrants issued at a price of $1.00 per Funding Warrant for gross proceeds received of $8,710,000. All Warrants will become exercisable only commencing 65 days after the completion of a Qualifying Acquisition. Each whole Warrant is exercisable to purchase one Common Share at a price of $11.50 per share. The Warrants are also subject to accelerations and restrictions as described in Note 1.

On the date of initial recognition, the Class A Warrants and Funding Warrants were classified as equity instruments. The Class A Warrants were valued at $6,102,821 based on their relative fair value totaling $6,210,000 using an option-pricing model (Note 6), net of issuance costs totaling $107,179 (Note 10). The Funding Warrants were valued at $8,559,814 by reference to the cash consideration received, net of issuance costs totaling $150,186 (Note 10).

As a result of the potential cashless exercise feature included within the Supplemental Warrant Indenture (Note 1), the Corporation has reclassified the Warrants as a liability measured at FVTPL as they failed to meet the “fixed-for-fixed” requirements prescribed by IAS 32 *Financial Instruments: presentation*. On November 30, 2022, the date of the Supplemental Warrant Indenture, the fair value of the Warrants was calculated to be $8,815,100 using an option-pricing model. Inputs to the model include the following: fair value of the underlying shares - $9.75, the expected life of the option – 1.54 years, volatility – 41.66% (estimated by benchmarking with companies having businesses similar the Corporation), expected dividend yield - $nil and the risk-free interest rate – 4.54%. As a result of the change in classification of the Warrants, the Corporation reclassified the fair value of the Warrants totaling $8,815,100 from contributed surplus to warrant liability.

As at March 31, 2023, the warrant liability was revalued at $9,715,500 (March 31, 2022 - $nil) resulting in an unrealized loss on change in fair value of warrant liability totaling $900,400 (March 31, 2022 - $nil) recognized in the statements of loss and comprehensive loss. Inputs to the option-pricing model used to fair value the Warrants as at March 31, 2023 include the following: fair value of the underlying shares - $10.00, the expected life of the option – 1.21 years, volatility – 49.15% (estimated by benchmarking with companies having businesses similar the Corporation), expected dividend yield - $nil and the risk-free interest rate – 4.52%.

8. CONTRIBUTED SURPLUS

Rights

As at March 31, 2023, the Corporation had issued 13,800,000 Rights forming part of the Class A Restricted Voting Units (Note 1). Each Right represents one-tenth (1/10) of a Class A Restricted Voting Share. As at March 31, 2023, the Rights were included within contributed surplus on the statement of financial position at an amount equal to $3,119,219, net of issuance costs of $54,781.

Rights will only be converted for a whole number of shares. No fractional shares will be issued upon conversion of the Rights. If, upon conversion of the Rights, a holder would be entitled to receive a fractional interest in a share, the Corporation will, upon conversion, round down to the nearest whole number of shares to be issued to the Right holder. The Rights will expire if a Qualifying Acquisition does not occur within the Permitted Timeline. The Rights will not have any access to, or benefit from, the proceeds in the Escrow Account, and will not possess any redemption or distribution rights. Any Right that has not been validly converted within six months after the completion of the Corporation's Qualifying Acquisition will be null and void.

(a) Rights – issued and outstanding

	Number of Rights
Balance, March 31, 2022 and December 31, 2021	**-**
Issuance of Rights pursuant to the Offering	12,000,000
Issuance of Rights pursuant to the Over-Allotment Option	1,800,000
Balance, March 31, 2023	**13,800,000**

9. SHARE CAPITAL

Class B Shares

(a) Authorized

The Corporation is authorized to issue an unlimited number of Class B Shares prior to the closing of a Qualifying Acquisition. Following the Corporation's Qualifying Acquisition, the Corporation will not issue any Class B Shares. The holders of Class B Shares have no preemptive rights or other subscription rights, and there are no sinking fund provisions applicable to such shares.

(b) Voting Rights

Prior to the completion of a Qualifying Acquisition, holders of the Class B Shares are entitled to vote on and receive notice of meetings on all other matters requiring shareholder approval, other than the election and/or removal of directors and auditors prior to the closing of a Qualifying Acquisition and the extension of the Permitted Timeline. The voting rights of holders of Class B Shares are otherwise identical to those applicable to the publicly held Class A Restricted Voting Shares.

(c) Redemption Rights

The holders of Class B Shares have no redemption rights or rights to distributions from the Escrow Account if the Corporation fails to complete a Qualifying Acquisition within the Permitted Timeline.

(d) Class B Shares – issued and outstanding

	Number of Class B Shares	**Amount**
Balance, December 1, 2021 (inception)	**-**	$ -
Issuance of Class B Shares	1	10
Balance, March 31, 2022	1	10
Cancellation of Class B Shares issued in connection with organization of the Corporation	(1)	(10)
Issuance of Class B Shares to Founders	3,450,000	24,568
Balance, March 31, 2023	**3,450,000**	**$ 24,568**

On December 1, 2021, in connection with the organization of the Corporation, the Corporation issued one Class B Share to the Sponsor, in exchange for proceeds of $10. On closing of the Offering, the Class B Share issued on incorporation was cancelled.

On June 15, 2022, the Corporation issued 3,450,000 Class B Shares to Founders in exchange for gross proceeds totaling $25,000 pursuant to the Offering (Note 1). Accordingly, transaction costs totaling $432 were allocated to the Class B Shares in connection with the Offering (Note 10).

10. TRANSACTION COSTS

Transaction costs consist principally of legal, accounting, and underwriting costs directly related to the Offering. Transaction costs amounted to $2,532,380. Excluded from transaction costs was $5,520,000 in Underwriters' commission which is deferred and payable only upon completion of a Qualifying Acquisition (Note 1). If no qualifying acquisition is consummated within the Permitted Timeline, such amounts shall not be payable. Due to its association with an uncertain future qualifying acquisition, the contingent liability of Deferred Commission balance has not been recorded in the Financial Statements.

Transaction costs incurred were allocated between Class A Restricted Voting Shares, Class B Shares, Class A Warrants, Funding Warrants, and Rights on the following basis:

	Class A Restricted Voting Shares	Class A Warrants	Funding Warrants	Rights	Class B Shares	Total
Professional fees	$ 391,104	$ 18,883	$ 26,487	$ 9,653	$ 76	$ 446,203
Underwriters' fees	1,814,518	87,611	122,740	44,778	353	2,070,000
Exchange listing	14,180	685	959	350	3	16,177
	$ 2,219,802	**$ 107,179**	**$ 150,186**	**$ 54,781**	**$ 432**	**$ 2,532,380**

11. RELATED PARTY TRANSACTION AND BALANCES

Key management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Corporation. The Corporation has determined that its key management personnel consist of its executive officers and directors. Other related parties to the Corporation include companies in which key management have control or significant influence.

On June 13, 2022 and further amended on June 30, 2022, the Corporation entered into an administrative service agreement with the Sponsor, advancing $320,000 to the Sponsor for 18 months of administrative support and related services. During the year ended March 31, 2023, the Corporation recognized $160,000 (March 31, 2022 – $nil) of the advances made in general and administrative expenses on the statements of loss and comprehensive loss. As at March 31, 2023, an amount of $160,000 associated with the administrative advances remains in prepaid expenses on the statements of financial position.

During the year ended March 31, 2023, the Corporation was also charged $100,000 (March 31, 2022 – $nil) in travel costs by the Sponsor associated with identifying a Qualifying Acquisition, included in general and administrative expenses on the statement of loss and comprehensive loss.

During the year ended March 31, 2023, certain general and administrative expenses of the Corporation were paid by the Sponsor on the Corporation's behalf. As at March 31, 2023, the Corporation owes $2,658 (March 31, 2022 - $nil) to the Sponsor as repayment for these expenses.

During the year ended March 31, 2023, the Founders purchased 8,710,000 Funding Warrants at a price of $1.00 per Funding Warrant for gross proceeds of $8,710,000 and purchased an aggregate of 3,450,000 Founders' Shares for an aggregate price of $25,000, 64,400 of which were issued as consideration for past services and 3,385,600 issued for approximately $0.007 per Founders' Share, and the Sponsor purchased one Class A Restricted Voting Share for a subscription price of $10.30.

In connection with the Offering, the Sponsor also executed a make whole agreement and undertaking in favour of the Corporation, whereby the Sponsor has agreed to indemnify the Corporation in limited circumstances where the funds available to be paid by the Corporation are reduced to below $10.30 per Class A Restricted Voting Share (or $10.40 if the Corporation extends the Permitted Timeline by three months, or $10.50 if the Corporation extends the Permitted Timeline by an additional three months) to the redeeming holders.

12. GENERAL AND ADMINISTRATIVE EXPENSES

The Corporation had the following general and administrative expenses during the year ended March 31, 2023 and the period from December 1, 2021 (date of incorporation) to March 31, 2022:

		2023		2022
Professional fees	**$**	**747,949**	$	-
Shareholder relations, transfer agent and filing fees		**249,612**		-
General office expenses		**179,589**		-
Insurance expense		**146,987**		-
Travel and accommodations		**104,846**		-
	$	**1,428,983**	$	-

13. INCOME TAXES

The provision for income taxes differs from the result that would have been obtained by applying the combined federal and provincial statutory Canadian income tax rates of 27% (2022 – 27%) to the net loss before income taxes. The difference results from the following items:

		2023		2022
Net loss before income tax	$	(11,141,509)	$	-
Expected income tax expense (recovery) at statutory rates		(3,008,207)		-
Increase (decrease) resulting from:				
Accretion of Class A restricted voting shares		2,625,486		-
Unrealized changes in fair value of warrant liability		243,108		-
Interest expense		668,497		-
Other permanent adjustments		1,289		-
Share issuance costs		(683,742)		-
Change in tax benefits not recognized		546,994		-
Income tax expense	$	393,425	$	-

The details of the provision for income taxes are as follows:

For the years ended March 31,		2023		2022
Current tax provision	$	393,425	$	-
Deferred tax provision		-		-
Net tax expense	$	393,425	$	-

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

As at March 31,		2023		2022
Share issuance costs	$	2,025,904	$	-
Total	$	2,025,904	$	-

Share issuance costs incurred in fiscal year 2023 will be fully amortized by 2027.

14. FINANCIAL INSTRUMENTS

As at March 31, 2023, the Corporation's financial instruments consist of cash, restricted cash held in escrow, accounts payable and accrued liabilities, due to related parties, interest payable, Class A Restricted Voting Shares subject to redemption, and warrant liability.

The Corporation characterizes its fair value measurements of financial instruments into a three-level hierarchy depending on the degree to which the inputs are observable as follows:

- Level 1 – inputs are quoted prices in active markets for identical assets and liabilities;
- Level 2 – inputs other than quoted prices, included within Level 1, that are observable for the assets or liabilities either directly or indirectly; and
- Level 3 – Inputs are unobservable for the asset or liability

A financial instrument is classified to the lowest level hierarchy for which a significant input has been used in measuring fair value. As at March 31, 2023, the cash and restricted cash held in escrow have been measured using level 1 inputs and the warrant liability has been measured using level 2 inputs.

The carrying amount of accounts payable and accrued liabilities, due to related parties and interest payable approximate their respective fair values due to the short-term maturities of those instruments.

As at March 31, 2023, the aggregate trading price of each Class A Restricted Voting Shares was $10.

Financial risk management

The Corporation is exposed to financial risks due to the nature of its business and the financial assets and liabilities that it holds. The Corporation's overall risk management strategy seeks to minimize potential adverse effects on the Corporation's financial performance.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Corporation has accounts payable and accrued liabilities, due to related parties, interest payable, income taxes payable, Class A Restricted Voting Shares subject to redemption, and warrant liability totaling $148,916,592 as at March 31, 2023 (March 31, 2022 - $nil) that are considered current liabilities due within one year.

Credit Risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Corporation's cash and restricted cash held in escrow. The carrying amount of cash and restricted cash held in escrow represents the maximum credit exposure to the Corporation. The Corporation manages credit exposure related to cash and restricted cash held in escrow by selecting financial institution counterparties with high credit ratings.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Corporation does not have significant exposure to these risks.

15. CAPITAL MANAGEMENT

The Corporation defines the capital that it manages as its cash and restricted cash held in escrow.

The Corporation's primary objective in managing capital is to ensure capital preservation in order to benefit from acquisition opportunities as they arise and to fund redemptions should they occur.

To the extent that the Corporation requires additional funding for general ongoing expenses prior to its Qualifying Transaction, the Corporation may seek funding by way of unsecured loans from its Sponsor and/or its affiliates, which loans must be on reasonable commercial terms. The lender under the loans would not have recourse against the funds held in the Escrow Account, and thus the loans will not reduce the value thereof. Such loans will collectively be subject to a maximum aggregate principal amount equal to 10% of the escrowed funds. Such loans may be repayable in cash or, subject to any required approval of the Exchange, be convertible into shares and/or Warrants, however no such repayment or conversion shall occur prior to the closing of the Qualifying Transaction.

APPENDIX E

AGRINAM INTERIM FINANCIAL STATEMENTS

AGRINAM ACQUISITION CORPORATION

Condensed Interim Financial Statements
(Unaudited)
(Presented in United States Dollars)

For the Three and Six Months Ended September 30, 2023 and 2022

Agrinam Acquisition Corporation
Condensed Interim Statements of Financial Position
(unaudited, expressed in United States Dollars)

ASSETS

As at	Note		**September 30, 2023**		March 31, 2023
Current					
Cash		**$**	**216,002**	$	503,292
Prepaid expenses			**175,627**		338,013
Restricted cash held in escrow	3		**31,156,606**		145,531,675
Total Assets		**$**	**31,548,235**	$	146,372,980

LIABILITIES AND SHAREHOLDERS' EQUITY

LIABILITIES					
Current					
Accounts payable and accrued liabilities		**$**	**3,566,098**	$	208,871
Promissory note payable	9		**400,000**		-
Due to related parties	10		**2,658**		2,658
Interest payable	3		**997,236**		2,475,916
Income taxes payable			**25,733**		393,425
Class A Restricted Voting Shares subject to redemption	4		**25,626,603**		136,120,222
Warrant liability	5		**16,259,200**		9,715,500
Total Liabilities			**46,877,528**		148,916,592
Shareholders' Equity					
Share capital	7		**24,568**		24,568
Contributed surplus	5, 6		**8,966,754**		8,966,754
Deficit			**(24,320,615)**		(11,534,934)
Total Shareholders' Equity			**(15,329,293)**		(2,543,612)
Total Liabilities and Shareholders' Equity		**$**	**31,548,235**	$	146,372,980

Nature of operations and going concern (Note 1)

Approved by the Board

"[Augustin Tristan Aldave]"
Director

"[Guillermo Eduardo Cruz]"
Director

The accompanying notes are an integral part of the Unaudited Condensed Interim Financial Statements

Agrinam Acquisition Corporation
Condensed Interim Statements of Loss and Comprehensive Loss
(unaudited, expressed in United States Dollars)

	Note		Three months ended September 30			Six months ended September 30	
			2023	2022		**2023**	2022
Income							
Interest income	3	$	**1,833,935**	637,095	$	**3,555,559**	697,651
			1,833,935	637,095		**3,555,559**	697,651
Expenses							
Accretion on Class A Restricted Voting Shares	4		**2,852,737**	3,126,283		**6,103,351**	3,510,533
Unrealized loss on change in fair value of warrant liability	5		**7,135,100**	-		**6,543,700**	-
Gain on debt modification	4		**(604,931)**	-		**(604,931)**	-
General and administrative expenses	11		**1,337,169**	244,653		**1,671,994**	476,196
Bank service fees			**548**	1,857		**907**	2,235
Interest expense, net	3		**1,740,442**	465,079		**2,595,559**	509,285
Foreign exchange loss (gain)			**3,776**	(1,200)		**4,927**	(1,200)
			12,464,841	3,836,672		**16,315,507**	4,497,049
Net loss before income taxes			**(10,630,906)**	(3,199,577)		**(12,759,948)**	(3,799,398)
Current income tax expense (recovery)			**(320,942)**	59,189		**25,733**	59,189
Net loss and comprehensive loss for the period		$	**(10,309,964)**	(3,258,766)	$	**(12,785,681)**	(3,858,587)
Loss per share							
Basic and diluted			(2.99)	(0.94)		(3.71)	(1.91)
Weighted average number of Class B Shares outstanding:							
Basic and diluted			3,450,000	3,450,000		3,450,000	2,017,214

The accompanying notes are an integral part of the Unaudited Condensed Interim Financial Statements

Agrinam Acquisition Corporation
Condensed Interim Statements of Change in Shareholders' Equity
For the six months ended September 30, 2023 and 2022
(unaudited, expressed in United States Dollars)

	Note	**Number of Shares**	**Share Capital**	**Contributed Surplus**	**Deficit**	**Total**
Balance at March 31, 2022		**1**	**$ 10**	**-**	**-**	**$ 10**
Issuance of Class B Shares, net of issuance costs	7	3,450,000	24,568	-	-	24,568
Issuance of Class A Warrants and Rights, net of issuance costs	5, 6	-	-	9,222,040	-	9,222,040
Issuance of Funding Warrants, net of issuance costs	5	-	-	8,559,814	-	8,559,814
Cancellation of Class B Share issued on incorporation	7	(1)	(10)	-	-	(10)
Net loss and comprehensive loss for the period		-	-	-	(3,858,587)	(3,858,587)
Balance at September 30, 2022		**3,450,000**	**$ 24,568**	**$ 17,781,854**	**$ (3,858,587)**	**$ 13,947,835**

	Number of Shares	**Share Capital**	**Contributed Surplus**	**Deficit**	**Total**
Balance at March 31, 2023	**3,450,000**	**$ 24,568**	**$ 8,966,754**	**$ (11,534,934)**	**$ (2,543,612)**
Net loss and comprehensive loss for the period	-	-	-	(12,785,681)	(12,785,681)
Balance at September 30, 2023	**3,450,000**	**$ 24,568**	**$ 8,966,754**	**$ (24,320,615)**	**$ (15,329,293)**

The accompanying notes are an integral part of the Unaudited Condensed Interim Financial Statements

Agrinam Acquisition Corporation
Condensed Interim Statements of Cash Flows
For the six months ended September 30
(unaudited, expressed in United States Dollars)

	Note		**2023**		2022
Operating activities					
Net loss for the period		**$**	**(12,785,681)**	$	(3,858,587)
Adjustments for:					
Accretion on Class A Restricted Voting Shares	4		**6,103,351**		3,510,533
Unrealized loss on change in fair value of warrant liability	5		**6,543,700**		-
Gain on loan modification	4		**(604,931)**		-
Change in non-cash working capital					
Prepaid expenses			**162,386**		(637,246)
Accounts payable and accrued liabilities			**3,357,227**		13,133
Due to related parties	10		**-**		924
Interest payable	3		**452,513**		509,285
Income taxes payable			**(367,692)**		59,189
Cash generated from (used in) operating activities			**2,860,873**		(402,769)
Investing activities					
Cash held in escrow			**117,930,628**		(142,140,010)
Interest income earned on restricted cash held in escrow	3		**(3,555,559)**		(697,651)
Cash generated from (used in) investing activities			**114,375,069**		(142,837,661)
Financing activities					
Issuance of promissory note	9		**400,000**		-
Redemption of Class A Restricted Voting Shares			**(117,923,232)**		-
Proceeds from issuance of Class A Restricted Voting Units	4		**-**		138,000,000
Transaction costs on issuance of Class A Restricted Voting Units	8		**-**		(2,381,762)
Proceeds from issuance of Funding Warrants	5		**-**		8,710,000
Transaction costs on issuance of Funding Warrants	8		**-**		(150,186)
Issuance of Class B Shares	7		**-**		24,990
Transaction costs on issuance of Class B Shares	8		**-**		(432)
Cash generated from (used in) financing activities			**(117,523,232)**		144,202,610
Net increase (decrease) in cash			**(287,290)**		962,180
Cash, beginning of period			**503,292**		10
Cash, end of period		**$**	**216,002**		962,190

The accompanying notes are an integral part of the Unaudited Condensed Interim Financial Statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Agrinam Acquisition Corporation (the "**Corporation**" or "**Agrinam**") is a special purpose acquisition corporation which was incorporated for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation (a "**Qualifying Acquisition**"). Until such time that a Qualifying Acquisition is completed, the Corporation will have no significant revenue and will incur expenses primarily for Qualifying Acquisition investigation, filing requirements, professional services, and administrative support subject to certain restrictions.

The Corporation was incorporated on December 1, 2021 under the *Business Corporations Act* (British Columbia). The Corporation's head office is located at Homero 109, Polanco, Polanco V Secc, Miguel Hidalgo, Ciudad de México, CDMZ 11560 and its registered office is located at 1200 Waterfront Centre, 200 Burrard St, P.O Box 48600, Vancouver, BC V7X 1T2.

The Condensed Interim Financial Statements of the Corporation for the three and six months ended September 30, 2023 and 2022 (the "Interim Financial Statements") have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Corporation is in the process of completing a Qualifying Acquisition and, as such, does not have any sources of cash inflows, other than from interest income, its Sponsor (as defined below), or obtaining additional financing. As of September 30, 2023, the Corporation had a deficit of $24,320,615 (March 31, 2023 - $11,534,934) and, during the six months ended September 30, 2023, generated operating cash flows totaling $2,860,873 (September 30, 2022 – $402,769 used in operating cash flows). The Corporation's ability to continue as a going concern is dependent upon the continued support of its Sponsor and the completion of a Qualifying Acquisition. There is no assurance that the Sponsor and/or lenders will provide continued support and that the Corporation will be successful in completing a Qualifying Acquisition.

These conditions indicate a material uncertainty that may cast significant doubt as to the Corporation's ability to continue as a going concern. The Interim Financial Statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported income, expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate. If the Corporation is unable to continue as a going concern, the Corporation may be required to realize its assets and discharge its liabilities in other than the normal course of business at amounts that are different from those reflected in these financial statements. Such adjustments could be material.

Significant Events

On June 15, 2022, the Corporation closed its initial public offering (the "**Offering**") of 13,800,000 Class A restricted voting units (the "**Class A Restricted Voting Units**") (including 1,800,000 Class A Restricted Voting Units issued pursuant to the exercise in full of the over-allotment option granted to the underwriters for the Offering (the "**Underwriters**")) at an offering price of $10.00 per Class A Restricted Voting Unit for gross proceeds of $138,000,000 pursuant to the final prospectus of the Corporation dated June 10, 2022 (the "**Prospectus**"). The Class A Restricted Voting Units commenced trading on the Toronto Stock Exchange ("**TSX**" or the "**Exchange**") on an "if, as and when issued" basis on June 13, 2022 under the symbol "AGRI.V".

Concurrently with the closing of the Offering, Agrinam Investments, LLC (the "**Sponsor**"), and certain of the Sponsor's and the Corporation's affiliates, directors and officers, including Agustin Tristan Aldave, Gustavo Castellanos Lugo, Luis Alberto Ibarra Pardo, Luis Pedraza Trejo, Guillermo Eduardo Cruz, Jeronimo Peralta del Valle, Nicholas Thadaney, Lara Zink, Jennifer Reynolds, and Donald Olds (or persons or companies controlled by them) (referred to collectively, with the Sponsor, as the "**Founders**") purchased an aggregate of 8,710,000 share purchase warrants (the "**Funding Warrants**") at an offering price of $1.00 per Funding Warrant for an aggregate purchase price of $8,710,000. The Funding Warrants are generally subject to the same terms and conditions as the Class A Warrants underlying the Class A Restricted Voting Units (as described below).

Prior to the closing of the Offering, the Founders also purchased an aggregate of 3,450,000 Class B shares (each, a "**Class B Share**" and also referred to as the "**Founders**' **Shares**"), for an aggregate price of $25,000, 64,400 of which were issued as consideration for past services and 3,385,600 issued for approximately $0.007 per Founders' Share, and the Sponsor purchased one Class A Restricted Voting Share for a subscription price of $10.30. The outstanding Founders' Shares represent 20% of the issued and outstanding shares of the Corporation (including all Class A Restricted Voting Shares and Class B Shares but assuming no exercise of the Warrants (as defined below) or conversion of the Rights (as defined below)).

Each Class A Restricted Voting Unit consists of one Class A restricted voting share of the Corporation (the "**Class A Restricted Voting Shares**"), one share purchase warrant of the Corporation (the "**Class A Warrants**" and together with the Funding Warrants, the "**Warrants**"), and one right of the Corporation (the "**Rights**"). On July 25, 2022, the Class A Restricted Voting Shares, the Warrants and Rights comprising the Class A Restricted Voting Units, commenced trading separately on the Exchange under the symbols "AGRI.U", "AGRI.WT.U" and "AGRI.RT.U", respectively.

Upon the closing of a Qualifying Acquisition, each Class A Restricted Voting Share (unless previously redeemed) will be automatically converted into one common share of the Corporation (a "**Common Share**") and each Class B Share of the Corporation will be automatically converted on a 100-for-1 basis into proportionate voting shares of the Corporation (the "**Proportionate Voting Shares**"), as set forth in the notice of articles and articles of the Corporation. The Warrants will become exercisable, at an exercise price of $11.50, commencing 65 days after the completion of a Qualifying Acquisition and will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of a Qualifying Acquisition or earlier, as described in the Prospectus. Once the Warrants become exercisable, the Corporation may accelerate the expiry date of the outstanding Warrants (excluding the Funding Warrants, but only to the extent still held by the Founders at the date of public announcement of such acceleration and not transferred prior to the accelerated expiry date) by providing 30 days' notice, if and only if, the closing price of the Common Shares equals or exceeds $18.00 per Common Share (as adjusted for stock splits or combinations, stock dividends, extraordinary dividends, reorganizations and recapitalizations and the like) for any 20 trading days within a 30-trading day period commencing any time after the Warrants become exercisable in which case the expiry date shall be the date which is 30 days following the date on which such notice is provided.

In November 2022, the Corporation amended the terms of the warrant agency agreement by way of a supplemental warrant indenture (the "**Supplemental Warrant Indenture**") to include an option to enact a cashless exercise feature. Pursuant to the Supplemental Warrant Indenture, the Corporation, may elect, by providing notice at or prior to a Qualifying Acquisition, to allow the Warrants to be exercised on a cashless basis at the option of the registered holder. Upon exercise of any Warrants on a cashless basis, the holder thereof would receive the number of Common Shares equivalent to the quotient obtained by multiplying (a) the number of Common Shares for which the Warrants would be exercised by (b) the difference, if positive, between (i) the volume weighted average price ("**VWAP**") of the Common Shares for the 5 trading days immediately prior to (but not including) the date of exercise of the Warrants and (ii) the exercise price, and dividing such product by the VWAP for the 5 trading days immediately prior to (but not including) the date of exercise. As of September 30, 2023, the Corporation has not elected to allow for the Warrants to be exercised on a cashless basis.

The Rights will become convertible after the completion of the Qualifying Acquisition and will expire null and void if not converted within six months after the completion of the Qualifying Acquisition. Each Right will entitle the holder to receive one-tenth (1/10) of a Class A Restricted Voting Share (which at such time will represent one-tenth (1/10) of a Common Share, subject to adjustments under the terms of the Qualifying Acquisition). The Rights will expire if a Qualifying Acquisition does not occur within the Permitted Timeline (as defined below).

In connection with the Offering, an aggregate amount of $142,140,010 (representing $138,000,000 from the sale of the Class A Restricted Voting Units, $10.30 from the sale of the Class A Restricted Voting Share and an additional $4,140,000 that was funded by the issuance of a portion of the Funding Warrants) was required to be deposited in an escrow with the TSX Trust Company (the "**Escrow Agent**") in an escrow account ("**Escrow Account**"), with the remaining $4,595,000 to be used to cover fees related to the closing of the Offering and ongoing costs of the Corporation.

In consideration for their services in connection with the Offering, the Underwriters are entitled to an underwriting commission equal to up to $7,590,000 or 5.5% of the gross proceeds of the Class A Restricted Voting Units sold under the Offering (inclusive of the gross proceeds raised under the Over-Allotment Option) (the "**Gross Proceeds**"). The Corporation paid $0.15 per Class A Restricted Voting Unit or $2,070,000 to the Underwriters, in cash, at closing of the Offering, less an amount equal to $517,500, which was deducted from the underwriting commission to be paid to SVB Securities LLC on behalf of the Sponsor in connection with a consulting and financial advisory services agreement. The balance of the agreed underwriting commission, being $0.40 per Class A Restricted Voting Unit or $5,520,000, representing approximately 72% of the underwriting commission (the "**Deferred Commission**"), has been deferred and deposited with the Escrow Agent in the Escrow Account in accordance with an escrow agreement dated June 15, 2022 (the "**Closing Date**"), between the Corporation, the Escrow Agent, and the Underwriters (the "**Escrow Agreement**"). If no Qualifying Acquisition is consummated within 15 months from the Closing Date (or up to 21 months from the Closing Date if the Corporation exercises its two successive extension options, or as such timeline may be further extended or shortened, in each case, as described in more detail in the Prospectus) (the "**Permitted Timeline**"), no part of the Deferred Commission will be paid. If the Corporation completes a Qualifying Acquisition, an amount equal to $1,380,000 will be deducted from the Deferred Commission and paid to SVB Securities LLC, on behalf of the Sponsor in connection with a consulting and financial advisory services agreement. The per share amount that the Corporation will distribute to holders of Class A Restricted Voting Shares who properly redeem their shares will not be reduced by the Deferred Commission that may be paid to the Underwriters (or the portion thereof payable to SVB Securities LLC on behalf of the Sponsor in connection with the consulting and financial advisory services agreement). Due to its association with an uncertain future Qualifying Acquisition, the contingent liability of the Deferred Commission balance has not been recorded in the Interim Financial Statements.

In connection with seeking to complete a Qualifying Acquisition, the Corporation will provide holders of the Class A Restricted Voting Shares with the opportunity to redeem all or a portion of their Class A Restricted Voting Shares. If the Corporation is unable to consummate a Qualifying Acquisition within the Permitted Timeline, as such date of closing may be extended or shortened as described in the Prospectus, the Corporation will be required to redeem each of the outstanding Class A Restricted Voting Shares. The redemption shall be for an amount per share, payable in cash, equal to the pro rata portion (per Class A Restricted Voting Share) of: (i) the escrowed funds available in the Escrow Account, including any interest and other amounts earned thereon, less (ii) an amount equal to the total of (A) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, (B) any taxes of the Corporation (including under Part VI.1 of the *Income Tax Act* (Canada) (the "**Tax Act**")) arising in connection with the redemption of the Class A Restricted Voting Shares, and (C) up to a maximum of $50,000 of interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected winding up expenses and certain other related costs (as described herein), each as reasonably determined by the Corporation. The Corporation may shorten the Permitted Timeline, with the approval of its board of directors of the Corporation, by providing 10 days' advance notice by way of a news release.

Upon the closing of a Qualifying Acquisition, as noted above: (i) the Class B Shares will convert on a 100-for-1 basis into Proportionate Voting Shares, and (ii) any non-redeemed Class A Restricted Voting Shares will be converted on a one-for-one basis into Common Shares. Prior to the closing of the Qualifying Acquisition, the Corporation will not issue any Common Shares or Proportionate Voting Shares. Following the closing of a Qualifying Acquisition, the Corporation will not issue any Class A Restricted Voting Shares or Class B Shares.

The escrowed funds are being held following the closing to enable the Corporation to (i) satisfy redemptions made by holders of Class A Restricted Voting Shares (including in the event of a Qualifying Acquisition or an extension to the Permitted Timeline, or in the event a Qualifying Acquisition does not occur within the Permitted Timeline), (ii) fund the Qualifying Acquisition with the net proceeds following payment of any such redemptions, and/or (iii) pay taxes on amounts earned on the escrowed funds and certain permitted expenses. Such escrowed funds and all amounts earned thereon, subject to such obligations and applicable law, will be assets of the Corporation. These escrowed funds will also be used to pay the Deferred Commission in the amount of $5,520,000, less an amount equal to $1,380,000, which will be deducted from the underwriting commission and paid to SVB Securities LLC on behalf of the Sponsor in connection with a consulting and financial advisory services agreement, which (subject to availability, failing which any shortfall shall be made up from other sources) will be payable by the Corporation to the Underwriters upon the closing of a Qualifying Acquisition.

The Founders will not be entitled to redeem the Founders' Shares or the Funding Warrants in connection with a Qualifying Acquisition or an extension to the Permitted Timeline or be entitled to access the Escrow Account should a Qualifying Acquisition not occur within the Permitted Timeline. The Founders will, however, participate in any liquidation distribution with respect to any Class A Restricted Voting Shares they may acquire in connection with or following this Offering through possible purchases on the secondary market.

On September 7, 2023, the Corporation entered into a binding letter of intent ("**LOI**") for a proposed business combination transaction with Freight Farms, Inc. ("**Freight Farms**"), a rapidly growing innovative agtech company and a leader in the global revolution for sustainable, hyper-local and ultra-fresh food production. See Note 14 for further details.

On September 14, 2023, the Corporation held a special meeting of holders of Class A Restricted Voting Shares and Class B Shares (the "**Special Meeting**") to vote on a resolution to authorize an amendment to the amended and restated articles of the Corporation dated June 10, 2022, whereby the definition of "Three-Month Extension Option" contained in Section 28.2 of the articles of the Corporation was proposed to be amended in order to permit the Corporation to deposit an aggregate of $400,000 in cash into the escrow account instead of $0.10 per Class A Restricted Voting Share each time the Corporation wishes to exercise a Three-Month Extension Option to extend the Permitted Timeline to complete a Qualifying Acquisition. The Amendment to the Articles was approved at the Special Meeting. The Corporation subsequently deposited $400,000 in cash into the escrow account (the "**Extension Escrow Deposit**") to extend the Permitted Timeline from 15 months up to 18 months, thereby extending its Permitted Timeline to complete a Qualifying Acquisition to December 15, 2023. In order to finance the Extension Escrow Deposit, the Corporation borrowed the principal amount of $400,000 from the Sponsor, pursuant the Promissory Note (as defined below). See Note 9 for further details.

In connection with the Special Meeting, holders of Class A Restricted Voting Shares were provided with the option to redeem all or a portion of their Class A Restricted Voting Shares. An aggregate of 11,261,363 Class A Restricted Voting Shares (the "**Redeemed Shares**") were deposited for redemption, not withdrawn and were redeemed subsequent to September 30, 2023 (the "**Redemption**"). A payment of $10.4715 per Redeemed Share before withholding taxes (the "**Original Redemption Price**"), was made to the redeeming holders of Class A Restricted Voting Shares, for a total payment of $117,923,232. Subsequent to September 30, 2023, the Corporation adjusted the Original Redemption Price to $10.6686 per Redeemed Share. See Note 14 for further details. As part of the redemption of certain Class A Restricted voting shares, there was a deemed dividend payment for tax purposes. This arises when the redemption price on the Class A Restricted Voting Share exceeds its paid up capital. The deemed dividend payment results in Part VI.I tax of $611,480. The Part VI.I tax is deductible against the calculation of taxable income under ITA paragraph 110(1)(k) at 3.5 times the amount of Part VI.I tax paid. There is withholding tax on the deemed dividend payment if the shareholder is a non-resident of Canada at the rate of 25% which may be reduced to 15% under relevant tax treaties.

2. BASIS OF PREPARATION

(a) Statement of Preparation

These Interim Financial Statements have been prepared in accordance with the International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations issued by the International Financial Reporting Interpretations Committee ("**IFRIC**"). These Interim Financial Statements have been prepared in accordance with International Accounting Standard 34 - *Interim Financial Reporting*. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by the IFRIC.

These Interim Financial Statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value and have also been prepared using the accrual basis of accounting. The Corporation's functional and presentation currency is the U.S. dollar.

These Interim Financial Statements should be read together with the annual audited financial statements as at and for the year ended March 31, 2023. The same accounting policies and methods of computation were followed in the preparation of these Interim Financial Statements as were followed in the preparation of and as described in Note 3 of the annual audited financial statements as at and for the year ended March 31, 2023.

The Board of Directors of the Corporation approved the Interim Financial Statements on November 14, 2023.

(b) Critical accounting judgments, estimates and assumptions

The preparation of the Interim Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the Interim Financial Statements and the reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The information about significant areas of estimation uncertainty and judgment considered by management in preparing the Interim Financial Statements were the same as those in the preparation of and as described in Note 4 of the annual audited financial statements as at and for the year ended March 31, 2023.

3. RESTRICTED CASH HELD IN ESCROW

Upon the closing of the Offering on June 15, 2022 (Note 1), an aggregate amount of $142,140,000 (representing $138,000,000 from the sale of the Class A Restricted Voting Units and an additional $4,140,000 that was funded by the issuance of a portion of the Funding Warrants) was required to be deposited in an escrow account. Additionally, $10 relating to the Sponsor purchase of a Class A Restricted Voting Share was also deposited in the escrow account.

In connection with the cash held in escrow, during the three and six months ended September 30, 2023, interest income totaling $1,833,935 (September 30, 2022 - $637,095) and $3,555,559 (September 30, 2022 - $697,651) was recognized on the statements of loss and comprehensive loss, respectively. In addition, during the three and six months ended September 30, 2023, interest expense of $1,740,442 (September 30, 2022 - $465,079) and $2,595,559 (September 30, 222 - $509,285) was recognized on the statements of loss and comprehensive loss, respectively. Interest expense represents interest on the restricted cash held in escrow, net of taxes, that are payable in cash on the Class A Restricted Voting Shares if and when redeemed (Note 1).

As at September 30, 2023 the restricted cash balance totaled $31,156,606 (March 31, 2023 - $145,531,675), which is net of the Original Redemption Price paid (Note 1), and interest payable equaled $997,236 (March 31, 2023 - $2,475,916).

4. CLASS A RESTRICTED VOTING SHARES SUBJECT TO REDEMPTION

Authorized

The Corporation is authorized to issue an unlimited number of Class A Restricted Voting Shares prior to the closing of a Qualifying Acquisition. As at September 30, 2023, a total of 13,800,001 Class A Restricted Voting Shares were issued and outstanding, while 11,261,363 Class A Restricted Voting Shares were in the process of being redeemed (Note 1 and 14). Following the Qualifying Acquisition, the Corporation will not issue any Class A Restricted Voting Shares. The holders of Class A Restricted Voting Shares have no preemptive rights or other subscription rights and there are no sinking fund provisions applicable to such shares.

The Corporation has classified its Class A Restricted Voting Shares as financial liabilities based on the redemption provisions constituting a contractual right to deliver cash. Gross proceeds of $138,000,000 from the Offering were allocated between Class A Restricted Voting Shares - $128,616,000, Class A Warrants - $6,210,000, and Rights - $3,174,000 at initial recognition. The allocation was made based on the fair value of the Class A Restricted Voting Shares, with the residual value allocated to the Class A Warrants and Rights based on their relative fair value, which were calculated using an option-pricing model and fair value determined for Class A Restricted Voting Shares. Inputs to the model include the following: fair value of the underlying shares - $9.32, the expected life of the option – 2 years, volatility – 48.53% (estimated by benchmarking with companies having businesses similar the Corporation), expected dividend yield - $nil and the risk-free interest rate – 3.27%. Details regarding the Class A Warrants and Rights are outlined in Note 5 and 6 below.

The Class A Restricted Voting Shares valued at $128,616,000 were discounted by $2,219,802 (Note 8), representing the transaction costs allocated to the issuance of the Class A Restricted Voting Shares, and are being accreted up to the initial proceeds deposited in escrow amounting to $142,140,010 that is payable by the Corporation on redemption (Note 1). During the three and six months ended September 30, 2023, the Corporation recorded a gain on debt modification of $604,931 (September 30, 2022 - $nil) as a result of the extending the Permitted Timeline from 15 months to 18 months (Note 1), thus changing the timing of the accretion of the Class A Restricted Voting Shares. During the three and six months ended September 30, 2023, the Corporation recorded $2,852,737 (September 30, 2022 - $3,126,283) and $6,103,351 (September 30, 2022 - $3,510,533) respectively, of accretion in the statements of loss and comprehensive loss, based on an effective interest rate of 9.41% in connection with the Class A Restricted Voting Shares.

5. WARRANT LIABILITY

As at September 30, 2023, there were 22,510,000 Warrants issued and outstanding, comprised of 13,800,000 Class A Warrants (Note 1) forming part of the Class A Restricted Voting Units and 8,710,000 Funding Warrants issued at a price of $1.00 per Funding Warrant for gross proceeds received of $8,710,000. All Warrants will become exercisable only commencing 65 days after the completion of a Qualifying Acquisition. Each whole Warrant is exercisable to purchase one Common Share at a price of $11.50 per share. The Warrants are also subject to accelerations and restrictions as described in Note 1.

On the date of initial recognition, the Class A Warrants and Funding Warrants were classified as equity instruments. The Class A Warrants were valued at $6,102,821 based on their relative fair value totaling $6,210,000 using an option-pricing model (Note 3), net of issuance costs totaling $107,179 (Note 8). The Funding Warrants were valued at $8,559,814 by reference to the cash consideration received, net of issuance costs totaling $150,186 (Note 8).

As a result of the potential cashless exercise feature included within the Supplemental Warrant Indenture (Note 1), the Corporation has reclassified the Warrants as a liability measured at fair value through profit and loss as they failed to meet the "fixed-for-fixed" requirements prescribed by IAS 32 - *Financial Instruments: presentation*. On November 30, 2022, the date of the Supplemental Warrant Indenture, the fair value of the Warrants was calculated to be $8,815,100 using an option-pricing model. Inputs to the model include the following: fair value of the underlying shares - $9.75, the expected life of the option – 1.54 years, volatility – 41.66% (estimated by benchmarking with companies having businesses similar the Corporation), expected dividend yield - $nil and the risk-free interest rate – 4.54%. As a result of the change in classification of the Warrants, the Corporation reclassified the fair value of the Warrants totaling $8,815,100 from contributed surplus to warrant liability.

As at September 30, 2023, the warrant liability was revalued at $16,259,200 (March 31, 2023 - $9,715,500) resulting in an unrealized loss on change in fair value of warrant liability of $7,135,100 during the three months ended September 30, 2023 (September 30, 2022 - $nil) and $6,543,700 during the six months ended September 30, 2023 (September 30, 2022 - $nil). Inputs to the option-pricing model used to fair value the Warrants as at September 30, 2023 include the following: fair value of the underlying shares - $10.64, the expected life of the option – 0.71 years, volatility – 97.20% (estimated by benchmarking with companies having businesses similar to the expected target company of the Corporation's Qualifying Acquisition), expected dividend yield - $nil and the risk-free interest rate – 5.46%. Inputs to the option-pricing model used to fair value the Warrants as at March 31, 2023 include the following: fair value of the underlying shares - $10.00, the expected life of the option – 1.21 years, volatility – 49.15% (estimated by benchmarking with companies having businesses similar the Corporation), expected dividend yield - $nil and the risk-free interest rate – 4.52%.

(unaudited and expressed in United States dollars)

6. CONTRIBUTED SURPLUS

Rights

As at September 30, 2023, the Corporation had issued 13,800,000 Rights forming part of the Class A Restricted Voting Units (Note 1). Each Right represents one-tenth (1/10) of a Class A Restricted Voting Share. As at September 30, 2023, the Rights were included within contributed surplus on the statement of financial position at an amount equal to $3,119,219, net of issuance costs of $54,781.

Rights will only be converted for a whole number of shares. No fractional shares will be issued upon conversion of the Rights. If, upon conversion of the Rights, a holder would be entitled to receive a fractional interest in a share, the Corporation will, upon conversion, round down to the nearest whole number of shares to be issued to the Rights holder. The Rights will expire if a Qualifying Acquisition does not occur within the Permitted Timeline. The Rights will not have any access to, or benefit from, the proceeds in the Escrow Account, and will not possess any redemption or distribution rights. Any Right that has not been validly converted within six months after the completion of the Corporation's Qualifying Acquisition will be null and void.

(a) Rights – issued and outstanding

	Number of Rights
Balance, March 31, 2022	**-**
Issuance of Rights pursuant to the Offering	12,000,000
Issuance of Rights pursuant to the Over-Allotment Option	1,800,000
Balance, March 31, 2023 and September 30, 2023	**13,800,000**

(unaudited and expressed in United States dollars)

7. SHARE CAPITAL

Class B Shares

(a) Authorized

The Corporation is authorized to issue an unlimited number of Class B Shares prior to the closing of a Qualifying Acquisition. Following the Corporation's Qualifying Acquisition, the Corporation will not issue any Class B Shares. The holders of Class B Shares have no preemptive rights or other subscription rights, and there are no sinking fund provisions applicable to such shares.

(b) Voting Rights

Prior to the completion of a Qualifying Acquisition, holders of the Class B Shares are entitled to vote on and receive notice of meetings on all other matters requiring shareholder approval, other than the election and/or removal of directors and auditors prior to the closing of a Qualifying Acquisition and the extension of the Permitted Timeline. The voting rights of holders of Class B Shares are otherwise identical to those applicable to the publicly held Class A Restricted Voting Shares.

(c) Redemption Rights

The holders of Class B Shares have no redemption rights or rights to distributions from the Escrow Account if the Corporation fails to complete a Qualifying Acquisition within the Permitted Timeline.

(d) Class B Shares – issued and outstanding

	Number of Class B Shares	Amount
Balance, March 31, 2022	1	10
Cancellation of Class B Shares issued in connection with organization of the Corporation	(1)	(10)
Issuance of Class B Shares to Founders	3,450,000	24,568
Balance, March 31, 2023 and September 30, 2023	**3,450,000**	**$ 24,568**

On June 15, 2022, the Corporation issued 3,450,000 Class B Shares to Founders in exchange for gross proceeds totaling $25,000 pursuant to the Offering (Note 1). Accordingly, transaction costs totaling $432 were allocated to the Class B Shares in connection with the Offering (Note 8).

(unaudited and expressed in United States dollars)

8. TRANSACTION COSTS

Transaction costs consist principally of legal, accounting, and underwriting costs directly related to the Offering. Transaction costs amounted to $2,532,380. Excluded from transaction costs was $5,520,000 in Underwriters' commission which is deferred and payable only upon completion of a Qualifying Acquisition (Note 1). If no qualifying acquisition is consummated within the Permitted Timeline, such amounts shall not be payable. Due to its association with an uncertain future qualifying acquisition, the contingent liability of Deferred Commission balance has not been recorded in the Interim Financial Statements.

Transaction costs incurred were allocated between Class A Restricted Voting Shares, Class B Shares, Class A Warrants, Funding Warrants, and Rights on the following basis:

	Class A Restricted Voting Shares	Class A Warrants	Funding Warrants	Rights	Class B Shares	Total
Professional fees	$ 391,104	$ 18,883	$ 26,487	$ 9,653	$ 76	$ 446,203
Underwriters' fees	1,814,518	87,611	122,740	44,778	353	2,070,000
Exchange listing	14,180	685	959	350	3	16,177
	$ 2,219,802	**$ 107,179**	**$ 150,186**	**$ 54,781**	**$ 432**	**$ 2,532,380**

9. PROMISSORY NOTE PAYABLE

In order to finance the Extension Escrow Deposit (Note 1), the Corporation issued a promissory note (the "**Promissory Note**") for the principal sum of $400,000 (the "**Principal Amount**") to the Sponsor and deposited funds received from the Sponsor, being $400,000, into the Escrow Account.

The Promissory Note is interest free and payable to the Sponsor upon the earlier of: (i) the Corporation completing a Qualifying Acquisition, or (ii) the expiry of the Permitted Timeline if the Corporation fails to complete a Qualifying Acquisition prior thereto, provided that if the Corporation fails to complete a Qualifying Acquisition prior to expiry of the Permitted Timeline, then the Principal Amount shall be repaid by the Corporation to the Sponsor only from funds available to the Corporation that are not funds held by the Escrow Agent in the Escrow Account in accordance with the Escrow Agreement.

10. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Corporation. The Corporation has determined that its key management personnel consist of its executive officers and directors. Other related parties to the Corporation include companies in which key management have control or significant influence.

On June 13, 2022, and further amended on June 30, 2022, the Corporation entered into an administrative service agreement with the Sponsor, advancing $320,000 to the Sponsor for 18 months of administrative support and related services. Of the advances made, during the three and six months ended September 30, 2023, the Corporation recognized $53,333 (September 30, 2022 – $53,333) and $106,667 (September 30, 2023 - $53,333) respectively, in general and administrative expenses on the statements of loss and comprehensive loss. As at September 30, 2023, an amount of $53,333 (March 31, 2023 - $160,000) associated with the administrative advances remains in prepaid expenses on the statements of financial position.

During the three and six months ended September 30, 2023, the Corporation issued the Promissory Note to he Sponsor, as outlined in Note 9, in exchange for $400,000 from the Sponsor. As at September 30, 2023, a balance of $400,000 (March 31, 2023 - $nil) remains payable to the Sponsor pursuant to the Promissory Note.

During the year ended March 31, 2023, certain general and administrative expenses of the Corporation were paid by the Sponsor on the Corporation's behalf. As at September 30, 2023, the Corporation owes $2,658 (March 31, 2023 - $2,658) to the Sponsor as repayment for these expenses.

During the year ended March 31, 2023, the Founders purchased 8,710,000 Funding Warrants at a price of $1.00 per Funding Warrant for gross proceeds of $8,710,000 and purchased an aggregate of 3,450,000 Founders' Shares for an aggregate price of $25,000, 64,400 of which were issued as consideration for past services and 3,385,600 issued for approximately $0.007 per Founders' Share, and the Sponsor purchased one Class A Restricted Voting Share for a subscription price of $10.30.

In connection with the Offering, the Sponsor also executed a make whole agreement and undertaking in favour of the Corporation, whereby the Sponsor has agreed to indemnify the Corporation in limited circumstances where the funds available to be paid by the Corporation are reduced to below $10.30 per Class A Restricted Voting Share (or $10.40 if the Corporation extends the Permitted Timeline by three months, or $10.50 if the Corporation extends the Permitted Timeline by an additional three months) to the redeeming holders.

(unaudited and expressed in United States dollars)

11. GENERAL AND ADMINISTRATIVE EXPENSES

The Corporation had the following general and administrative expenses during the three and six months ended September 30, 2023 and 2022:

	Three months ended September 30,		Six months ended September 30,	
	2023	2022	**2023**	2022
Professional fees	**$ 567,537**	$ 125,092	**$ 770,093**	$ 173,585
Part VI.1 tax	**611,480**	-	**611,480**	-
General office expenses	**101,058**	53,333	**154,392**	53,333
Insurance expense	**46,792**	46,792	**93,075**	54,421
Shareholder relations, transfer agent and filing fees	**10,302**	19,436	**42,954**	194,857
	$ 1,337,169	$ 244,653	**$ 1,671,994**	$ 476,196

12. FINANCIAL INSTRUMENTS

As at September 30, 2023, the Corporation's financial instruments consist of cash, restricted cash held in escrow, accounts payable and accrued liabilities, promissory note payable, due to related parties, interest payable, Class A Restricted Voting Shares subject to redemption, and warrant liability.

The Corporation characterizes its fair value measurements of financial instruments into a three-level hierarchy depending on the degree to which the inputs are observable as follows:

- Level 1 – inputs are quoted prices in active markets for identical assets and liabilities;
- Level 2 – inputs other than quoted prices, included within Level 1, that are observable for the assets or liabilities either directly or indirectly; and
- Level 3 – Inputs are unobservable for the asset or liability

A financial instrument is classified to the lowest level hierarchy for which a significant input has been used in measuring fair value. As at September 30, 2023, the cash and restricted cash held in escrow have been measured using level 1 inputs and the warrant liability has been measured using level 2 inputs.

The carrying amount of accounts payable and accrued liabilities, promissory note payable, due to related parties, and interest payable approximate their respective fair values due to the short-term maturities of those instruments.

As at September 30, 2023, the trading price of each Class A Restricted Voting Shares was $10.64.

Financial risk management

The Corporation is exposed to financial risks due to the nature of its business and the financial assets and liabilities that it holds. The Corporation's overall risk management strategy seeks to minimize potential adverse effects on the Corporation's financial performance.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Corporation has accounts payable and accrued liabilities, promissory note payable, due to related parties, interest payable, income taxes payable, Class A Restricted Voting Shares subject to redemption, and warrant liability totaling $46,877,528 as at September 30, 2023 (March 31, 2023 - $148,916,592) that are considered current liabilities due within one year.

Credit Risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Corporation's cash and restricted cash held in escrow. The carrying amount of cash and restricted cash held in escrow represents the maximum credit exposure to the Corporation. The Corporation manages credit exposure related to cash and restricted cash held in escrow by selecting financial institution counterparties with high credit ratings.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Corporation does not have significant exposure to these risks.

13. CAPITAL MANAGEMENT

The Corporation defines the capital that it manages as its cash and restricted cash held in escrow.

The Corporation's primary objective in managing capital is to ensure capital preservation in order to benefit from acquisition opportunities as they arise and to fund redemptions should they occur.

To the extent that the Corporation requires additional funding for general ongoing expenses prior to its Qualifying Acquisition, the Corporation may seek funding by way of unsecured loans from its Sponsor and/or its affiliates, which loans must be on reasonable commercial terms. The lender under the loans would not have recourse against the funds held in the Escrow Account, and thus the loans will not reduce the value thereof. Such loans will collectively be subject to a maximum aggregate principal amount equal to 10% of the escrowed funds. Such loans may be repayable in cash or, subject to any required approval of the

Exchange, be convertible into shares and/or Warrants, however no such repayment or conversion shall occur prior to the closing of the Qualifying Acquisition.

14. SUBSEQUENT EVENTS

(a) Subsequent to September 30, 2023, the Corporation adjusted the Original Redemption Price from \$10.4715 (Note 1) to \$10.6686 per Redeemed Share. As a result, the Corporation paid an additional \$0.1971 per Redeemed Share to holders redeeming Class A Restricted Voting Shares for a total payment of \$2,219,737.

(b) Subsequent to September 30, 2023 the Redemption of 11,261,363 Redeemed Shares was completed, leaving a total of 2,538,638 Class A Restricted Voting Shares issued and outstanding.

(c) On October 2 2023, the Corporation incorporated a new wholly owned subsidiary, Agrinam Merger Sub, Inc. ("**Merger Sub**"), under the laws of the State of Delaware, United States.

(d) On October 4 2023, the Corporation announced that it had entered into a definitive business combination agreement (the "**Definitive Agreement**") with Freight Farms and Merger Sub dated October 4, 2023, which sets out the terms of the business combination whereby the Corporation will acquire all of the issued and outstanding shares of Freight Farms by way of a triangular merger (the "**Business Combination**"). If consummated, it is anticipated that the Business Combination will constitute the Corporation's Qualifying Acquisition.

In accordance with the terms of the Definitive Agreement, the Business Combination will result in Freight Farms combining its corporate existence with Merger Sub (thereafter, the "**Surviving Company**"), such that the Surviving Company will become a wholly-owned subsidiary of the Corporation. Upon completion of the Business Combination, the Corporation is expected to change its name to Freight Farms Holdings Corp. ("**New Freight Farms**") and will carry on the business of Freight Farms. As consideration for the cancellation of existing Freight Farms shares in accordance with the Business Combination, each Freight Farms' shareholder shall receive, concurrently with closing of the Business Combination, the right to receive such number of common shares of New Freight Farms ("**New Freight Farms Common Shares**") specified in the Definitive Agreement, with each such New Freight Farms Common Share being issued at a price of \$10.30.

In connection with the Business Combination, the Corporation and Freight Farms have also agreed to use commercially reasonable efforts to complete a PIPE financing (the "**PIPE Financing**") with certain strategic and financial investors at or prior to the completion of the Business Combination, whereunder the Corporation and Freight Farms intend to raise \$20 million net of transaction expenses from the Sponsor and certain strategic and financial investors, inclusive of funds in the Escrow Account at the time of closing of the Business Combination. Securities issued in connection with the PIPE Financing shall convert into or be exchangeable for, concurrently with closing of the Business Combination, New Freight Farms Common Shares at a price of at least \$10.30 per New Freight Farms Common Share.

APPENDIX F

AGRINAM MD&A

AGRINAM ACQUISITION CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended September 30, 2023

(Expressed in United States Dollars)

MANAGEMENT'S DISCUSSION & ANALYSIS

The following discussion of performance, financial condition and prospects should be read in conjunction with the unaudited condensed interim financial statements (the **"Interim Financial Statements**") and notes thereto as at and for the three and six months ended September 30, 2023 of Agrinam Acquisition Corporation (the "**Corporation**" or "**Agrinam**").

This Management's Discussion and Analysis ("**MD&A**") has been prepared with an effective date of November 14, 2023, the date the Board of Directors approved the Corporation's Interim Financial Statements. The Interim Financial Statements have been prepared by management in accordance with the International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board ("**IASB**") and interpretations issued by the International Financial Reporting Interpretations Committee ("**IFRIC**"). The Corporation's financial information is expressed in United States dollars unless otherwise specified.

In addition to reviewing this MD&A, readers are encouraged to read the Corporation's public information filings available on the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedarplus.ca.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements" for the purpose of applicable Canadian securities legislation ("**forward-looking statements**").

These forward-looking statements reflect management's expectations with respect to future events, the Corporation's financial performance, and business prospects. All statements other than statements of historical fact are forward-looking statements. The use of the words "anticipate", "believe", "continue", "could", "estimate", "expect", "intends", "may", "might", "plan", "possible", "potential", "predict", "project", "should", "would", "will", and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not a forward-looking statement. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated or implied in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. Unless otherwise indicated, these statements speak only as of the date of this MD&A.

These forward-looking statements relate to future events or future performance of the Corporation, the Corporation's achievement of objectives and priorities for the current fiscal year and beyond, and strategies or further actions with respect to the Corporation, a Qualifying Acquisition (as defined below) and the Corporation's business operations, financial performance, and condition.

Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and many factors could cause actual events or results to differ materially from the results discussed in the forward-looking statements. In evaluating forward-looking statements, readers should specifically consider various factors that may cause actual results to differ materially from any forward-looking statement. These factors include, but are not limited to, market and general economic conditions and the risks and uncertainties discussed in the section entitled "Risk Factors" in the Corporation's Annual Information Form for the year ended March 31, 2023 dated June 26, 2023 (the "**AIF**"), available on SEDAR at www.sedarplus.ca.

The forward-looking statements contained in this MD&A are presented for the purpose of assisting investors in understanding business, strategic priorities and objectives of the Corporation as at the periods indicated and may not be appropriate for other purposes. Forward-looking statements contained in this MD&A are not guarantees of future performance and, while forward-looking statements are based on certain assumptions that the Corporation considers reasonable, actual events and results could differ materially from those expressed or implied by forward-looking statements made by the Corporation. Prospective investors are cautioned to consider these and other factors carefully when making decisions with respect to the Corporation and not place undue reliance on forward-looking statements. Circumstances affecting the Corporation may change rapidly. Except as may be expressly required by applicable law, the Corporation does not undertake any obligation to update publicly or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

NATURE OF ACTIVITIES

Agrinam Acquisition Corporation is a special purpose acquisition corporation incorporated under the laws of the Province of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation (a "**Qualifying Acquisition**").

The Corporation intends to identify, evaluate and execute on an attractive Qualifying Acquisition with one or more companies that operate across the agricultural industries in North America, either in the primary sector (with a focus on Superfoods and specialty products produced in high-tech greenhouses) or the value-added sector (with a focus on Food Tech as well as Wine & Spirits produced in new regions that have a niche differentiator relative to the competition); however, the Corporation is not limited to a particular industry or geographic region for the purposes of completing its Qualifying Acquisition.

The Corporation was incorporated on December 1, 2021 under the *Business Corporations Act* (British Columbia). The Corporation's head office is located at Homero 109, Polanco, Polanco V Secc, Miguel Hidalgo, Ciudad de México, CDMZ 11560 and the registered office is located at 1200 Waterfront Centre, 200 Burrard St, P.O Box 48600, Vancouver, BC V7X 1T2.

INITIAL PUBLIC OFFERING

On June 15, 2022, the Corporation closed its initial public offering (the "**Offering**") of 13,800,000 Class A restricted voting units of the Corporation (each, a "**Class A Restricted Voting Unit**") (including 1,800,000 Class A Restricted Voting Units issued pursuant to the exercise in full of the over-allotment option granted to the underwriters for the Offering (the "**Underwriters**")) at an offering price of $10.00 per Class A Restricted Voting Unit for gross proceeds of $138,000,000 pursuant to the Corporation's final prospectus dated June 10, 2022 (the "**Prospectus**"). The Class A Restricted Voting Units commenced trading on the Toronto Stock Exchange ("**TSX**" or the "**Exchange**") on an "if, as and when issued" basis on June 13, 2022 under the symbol "AGRI.V".

Concurrently with the closing of the Offering (the "**Closing**"), Agrinam Investments, LLC (the "**Sponsor**"), and certain of the Sponsor's and the Corporation's affiliates, directors and officers, including Agustin Tristan Aldave, Gustavo Castellanos Lugo, Luis Alberto Ibarra Pardo, Luis Pedraza Trejo, Guillermo Eduardo Cruz, Jeronimo Peralta del Valle, Nicholas Thadaney, Lara Zink, Jennifer Reynolds, and Donald Olds (or persons or companies controlled by them) (referred to collectively, with the Sponsor, as the "**Founders**") purchased 8,710,000 share purchase warrants (the "**Funding Warrants**") at an offering price of $1.00 per Funding Warrant for an aggregate purchase price of $8,710,000. The Funding Warrants are generally subject to the same terms and conditions as the Class A Warrants underlying the Class A Restricted Voting Units (as described below).

Prior to the Closing, the Founders also purchased 3,450,000 Class B shares of the Corporation (each, a "**Class B Share**" and also referred to as the "**Founders' Shares**"), for an aggregate price of $25,000, 64,400 of which were issued as consideration for past services and 3,385,600 issued for approximately $0.007 per Founders' Share, and the Sponsor purchased one Class A restricted voting share of the Corporation (a "**Class A Restricted Voting Share**") for a subscription price of $10.30. The Founders' Shares outstanding represent 20% of the issued and outstanding shares of the Corporation (including all Class A Restricted Voting Shares and Class B Shares, but assuming no exercise of the Warrants (as defined below) or conversion of the Rights (as defined below)).

Each Class A Restricted Voting Unit consisted of one Class A Restricted Voting Share, one Class A Restricted Voting Share purchase warrant of the Corporation (each, a "**Class A Warrant**" and together with the Funding Warrants, the "**Warrants**") and one right of the Corporation (each, a "**Right**"). On July 25, 2022, the Class A Restricted Voting Shares, the Warrants and Rights comprising the Class A Restricted Voting Units, commenced trading separately on the Exchange under the symbols "AGRI.U", "AGRI.WT.U" and "AGRI.RT.U", respectively.

Upon the closing of the Corporation's Qualifying Acquisition, each Class A Restricted Voting Share (unless previously redeemed) will be automatically converted into one common share of the Corporation (a "**Common Share**") and each Class B Share will be automatically converted on a 100-for-1 basis into new proportionate voting shares of the Corporation (the "**Proportionate Voting Shares**"), as set forth in the notice of articles and articles of the Corporation. The Warrants will become exercisable, at an exercise price of $11.50, commencing 65 days after the completion of the Corporation's Qualifying Acquisition and will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of a Qualifying Acquisition or may expire earlier if a Qualifying Acquisition does not occur within the Permitted Timeline (as defined below) or if the expiry date is accelerated. Each Warrant is exercisable to purchase one Class A Restricted Voting Share. As the outstanding Class A Restricted Voting Shares will have been automatically converted into Common Shares, after the completion of a Qualifying Acquisition, each Warrant outstanding will be exercisable for one Common Share. Warrants may be exercised only for a whole number of Common Shares. No fractional shares will be issued upon exercise of the Warrants. Once the Warrants become exercisable, the Corporation may accelerate the expiry date of the outstanding Warrants (excluding the Funding Warrants, but only to the extent still held by the Founders at the date of public announcement of such acceleration and not transferred prior to the accelerated expiry date, due to the anticipated knowledge by the Founders of material undisclosed information which could prohibit such transactions in accordance with applicable securities laws) at any time after they become exercisable and prior to their expiration, if and only if, the closing price of the Common Shares on the Exchange equals or exceeds $18.00 per Common Share (as adjusted for, among other things, stock splits or combinations, stock dividends, extraordinary dividends, reorganizations, recapitalizations and other similar corporate actions) for any 20 trading days within a 30-trading day period commencing any time after the Warrants become exercisable in which case the expiry date shall be the date which is 30 days following the date on which such notice is provided.

In November 2022, the Corporation amended the terms of the warrant agency agreement by way of a supplemental warrant indenture (the "Supplemental Warrant Indenture") to include an option to enact a cashless exercise feature. Pursuant to the Supplemental Warrant Indenture, the Corporation, may elect, by providing notice at or prior to a Qualifying Acquisition, to allow the Warrants to be exercised on a cashless basis at the option of the registered holder. Upon exercise of any Warrants on a cashless basis, the holder thereof would receive the number of Common Shares equivalent to the quotient obtained by multiplying (a) the number of Common Shares for which the Warrants would be exercised by (b) the difference, if positive, between (i) the volume weighted average price ("VWAP") of the Common Shares for the 5 trading days immediately prior to (but not including) the date of exercise of the Warrants and (ii) the exercise price, and dividing such product by the VWAP for the 5 trading days immediately prior to (but not including) the date of exercise. As of September 30, 2023, the Corporation has not elected to allow the Warrants to be exercised on a cashless basis.

The Rights will become convertible after the completion of the Corporation's Qualifying Acquisition and will expire null and void if not converted within six months after the completion of a Qualifying Acquisition. Each Right will entitle the holder to receive one-tenth (1/10) of a Class A Restricted Voting Share (which at such time will represent one-tenth (1/10) of a Common Share, subject to adjustments under the terms of the Qualifying Acquisition). Rights will only be converted for a whole number of Common Shares. No fractional shares will be issued upon conversion of the Rights. The Rights will expire if a Qualifying Acquisition does not occur within the Permitted Timeline (as defined below).

In connection with seeking to complete a Qualifying Acquisition, the Corporation will provide holders of the Class A Restricted Voting Shares with the opportunity to redeem all or a portion of their Class A Restricted Voting Shares. If the Corporation is unable to consummate a Qualifying Acquisition within 15 months from the Closing (or up to 21 months from Closing if the Corporation exercises its two successive extension options, as described in more detail below), as such timeline may be extended or shortened (the "**Permitted Timeline**"), the Corporation will be required to redeem each of the outstanding Class A Restricted Voting Shares. The redemption shall be for an amount per share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (a) the escrowed funds available in the escrow account in accordance with the Escrow Agreement (as defined below) ("**Escrow Account**"), including any interest and other amounts earned thereon, less (b) an amount equal to the sum of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, (ii) any taxes of the Corporation (including under Part VI.1 of the *Income Tax Act* (Canada)) arising in connection with the redemption of the Class A Restricted Voting Shares, and (iii) up to a maximum of $50,000 of interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected winding-up expenses and certain other related costs, each as reasonably determined by the Corporation. The Underwriters will have no right to the Deferred Commission (as defined below) held in the Escrow Account in such circumstances.

The Permitted Timeline may be extended by up to two successive three-month periods. In order for the Corporation to exercise each three-month extension option, the Sponsor must deposit into the Escrow Account $400,000in accordance with Corporation's amended and restated articles of the Corporation. The Corporation may exercise the extension option up to two times, allowing for up to an additional six months (for a total of 21 months) to complete the Qualifying Acquisition. Such Permitted Timeline, however, could be extended from 15 months to up to 36 months (without the requirement to fund any additional amounts into the Escrow Account) or from either 18 months or 21 months to up to 36 months (after the Corporation has exercised its applicable extension options and the requisite amounts have been deposited into the Escrow Account) with shareholder approval of only the holders of Class A Restricted Voting Shares by ordinary resolution and with approval by the Corporation's board of directors. If such approvals are obtained, holders of Class A Restricted Voting Shares, irrespective of whether such holders vote for or against, or do not vote on, the extension of the Permitted Timeline, would be permitted to deposit all or a portion of their Class A Restricted Voting Shares for redemption as described in the Prospectus.

The Class A Restricted Voting Shares may be considered "restricted securities" within the meaning of such term under applicable Canadian securities laws. Prior to a Qualifying Acquisition, holders of the Class A Restricted Voting Shares will not be entitled to vote at (or receive notice of or meeting materials in connection with) meetings held only to consider the election and/or removal of directors and auditors. The holders of the Class A Restricted Voting Shares will, however, be entitled to vote on and receive notice of meetings on all other matters requiring shareholder approval (including a proposed Qualifying Acquisition, if required under applicable law, and any proposed extension to the Permitted Timeline) other than the election and/or removal of directors and auditors prior to closing of a Qualifying Acquisition. In lieu of holding an annual meeting prior to the closing of the Qualifying Acquisition, the Corporation is required to provide an annual update on the status of identifying and securing a Qualifying Acquisition by way of a press release.

Upon closing of a Qualifying Acquisition, (a) the Class B Shares will convert on a 100-for-1 basis into Proportionate Voting Shares of the Corporation, and (b) any non-redeemed Class A Restricted Voting Shares will be converted on a one-for-one basis into Common Shares. Prior to the closing of a Qualifying Acquisition, the Corporation will not issue any Common Shares or Proportionate Voting Shares. Following the closing of a Qualifying Acquisition, the Corporation will not issue any Class A Restricted Voting Shares or Class B Shares.

The Founders (including the Sponsor) have agreed pursuant to an exchange agreement and undertaking (the "**Exchange Agreement and Undertaking**") not to transfer any of their Founders' Shares or Funding Warrants until after the closing of a Qualifying Acquisition, in each case other than transfers required due to the structuring of a Qualifying Acquisition or unless otherwise permitted by the Exchange. Any Class A Restricted Voting Shares purchased by the Founders would not be subject to the restrictions set out in the Exchange Agreement and Undertaking or the Transfer Restrictions Agreement and Undertaking (as defined below).

In addition, each of the Founders agreed at Closing pursuant to a transfer restrictions agreement and undertaking (the "**Transfer Restrictions Agreement and Undertaking**"), subject to certain exceptions, not to transfer any of its Founders' Shares, including any Proportionate Voting Shares into which they are convertible, and any Common Shares resulting therefrom, until the earliest of: (a) six months following completion of the Corporation's Qualifying Acquisition, (b) the date following the closing of the Corporation's Qualifying Acquisition on which the Corporation completes a liquidation, merger, arrangement, share exchange or other similar transaction that results in all of the holders of Common Shares and Proportionate Voting Shares receiving in exchange for or having the right to exchange their shares of the Corporation for cash, securities or other property, and (c) the date on which the closing share price of the Common Shares on the Exchange equals or exceeds $12.00 per share (as adjusted for share splits, share capitalizations, reorganizations, extraordinary dividends, reorganizations and recapitalizations and the like) for any 20 trading days within any 30-trading day period at any time commencing 90 days following the closing of the Corporation's Qualifying Acquisition, in each case subject to certain exceptions as further described in the Prospectus.

Upon the Closing on June 15, 2022, an aggregate of $142,140,010 (representing $138,000,000 from the sale of the Class A Restricted Voting Units and an additional $4,140,000 that was funded by the issuance of a portion of the Funding Warrants), or $10.30 per Class A Restricted Voting Unit sold to the public, was deposited with TSX Trust Company, as escrow agent, in an Escrow Account in Canada, in accordance with an escrow agreement dated June 15, 2022 among the Corporation, TSX Trust Company, as escrow agent, and the Underwriters (the "**Escrow Agreement**"). Subject to applicable law and payment of certain taxes, permitted redemptions and certain expenses, as further described in the Prospectus, none of the funds held in the Escrow Account will be released to the Corporation prior to the closing of a Qualifying Acquisition.

Following the closing of the Corporation's Qualifying Acquisition, the Corporation will use the balance of the non-redeemed Class A Restricted Voting Shares' portion of the Escrow Account (less tax liabilities on amounts earned on the escrowed funds and certain expenses directly related to redemptions) (subject to availability, failing which any shortfall shall be made up from other sources) to pay the Underwriters the Deferred Commission (which commission will be reduced by $1,380,000 to compensate SVB Securities LLC for its deferred fee owing in connection with certain financial advisory services rendered to the Sponsor). The per share amount the Corporation will distribute to holders of Class A Restricted Voting Shares who properly redeem their shares will not be reduced by the Deferred Commission the Corporation will pay to the Underwriters.

As 100% of the gross proceeds of the Offering and any additional equity raised pursuant to a rights offering will be held by TSX Trust Company, as escrow agent, in the Escrow Account, shareholder approval of a Qualifying Acquisition is not required pursuant to the Exchange rules. As such, and unless shareholder approval is otherwise required under applicable law, the Corporation will: (a) prepare and file with applicable securities regulatory authorities a prospectus containing disclosure regarding the Corporation and its proposed Qualifying Acquisition; (b) mail a notice of redemption to the holders of the Class A Restricted Voting Shares and make the final prospectus publicly available at least 21 days prior to the deadline for redemption; and (c) send by prepaid mail or otherwise deliver the prospectus to the holders of the Class A Restricted Voting Shares, as described in the Prospectus.

The escrowed funds are held to enable the Corporation to (a) satisfy redemptions made by holders of Class A Restricted Voting Shares (including in the event of a Qualifying Acquisition or an extension to the Permitted Timeline, or in the event a Qualifying Acquisition does not occur within the Permitted Timeline), (b) fund the Qualifying Acquisition with the net proceeds following payment of any such redemptions and Deferred Commission, and/or (c) pay taxes on amounts earned on the escrowed funds and certain permitted expenses. Such escrowed funds and all amounts earned thereon, subject to such obligations and applicable law, will be assets of the Corporation. These escrowed funds will also be used to pay the Deferred Commission (which commission will be reduced by $1,380,000 to compensate SVB Securities LLC for its deferred fee owing in connection with certain financial advisory services rendered to the Sponsor), which (subject to availability, failing which any shortfall shall be made up from other sources) will be payable by the Corporation to the Underwriters upon the closing of the Corporation's Qualifying Acquisition.

Consummation of a Qualifying Acquisition will require approval by a majority of the Corporation's directors unrelated to the Qualifying Acquisition. In connection with seeking to complete a Qualifying Acquisition, the Corporation will provide holders of Class A Restricted Voting Shares with the opportunity to redeem all or a portion of their Class A Restricted Voting Shares, provided that they deposit their shares for redemption prior to the deadline specified by the Corporation, following public disclosure of the details of the Qualifying Acquisition and prior to the closing of the Qualifying Acquisition, of which prior notice had been provided to the holders of the Class A Restricted Voting Shares by any means permitted by the Exchange, not less than 21 days nor more than 60 days in advance of such deadline, in each case, with effect, subject to applicable law, immediately prior to the closing of a Qualifying Acquisition, for an amount per share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (a) the escrowed funds available in the Escrow Account at the time immediately prior to the redemption deposit deadline, including interest and other amounts earned thereon; less (b) an amount equal to the sum of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, and (ii) actual and expected expenses directly related to the redemption, each as reasonably determined by the Corporation, subject to the limitations described in the Prospectus. For the avoidance of doubt, such amount will not be reduced by the amount of any tax of the Corporation under Part VI.1 of the *Income Tax Act* (Canada) or the Deferred Commission per Class A Restricted Voting Share held in escrow.

Notwithstanding the foregoing redemption rights, each holder of Class A Restricted Voting Shares, together with any affiliate of such holder or other person with whom such holder or affiliate is acting jointly or in concert, will not be permitted to redeem a number of Class A Restricted Voting Units that is more than 15% of the aggregate number of Class A Restricted Voting Shares issued and outstanding following the Closing. This limitation will not apply in the event a Qualifying Acquisition does not occur within the Permitted Timeline, or in the event of an extension to the Permitted Timeline. If approval of the Qualifying Acquisition by shareholders is otherwise required under applicable law, holders of Class A Restricted Voting Shares shall have the option to redeem their Class A Restricted Voting Shares irrespective of whether they vote for or against, or do not vote on, the Qualifying Acquisition. Holders of Class A Restricted Voting Shares will be given not less than 21 days' notice of the shareholders meeting (if such meeting is required under applicable law) and of the corresponding redemption deposit deadline if such meeting is required. Participants through Clearing and Depositary Services Inc. ("**CDS**") may have earlier deadlines for beneficial holders to make deposits of Class A Restricted Voting Shares for redemption. If a CDS participant's deadline is not met by a holder of Class A Restricted Voting Shares, such holder's Class A Restricted Voting Shares may not be eligible for redemption. Holders of Warrants and Rights are excluded from voting as shareholders in respect of the proposed Qualifying Acquisition.

Following completion of the Qualifying Acquisition, the Proportionate Voting Shares into which the Founders' Shares are convertible and the Funding Warrants and the shares issuable on exercise of such Funding Warrants may be subject to certain sale or transfer restrictions in accordance with applicable securities laws, and following the Qualifying Acquisition, the Proportionate Voting Shares into which the Founders' Shares are convertible, depending on the terms of the Qualifying Acquisition, may be subject to the Exchange's escrow restrictions. In addition, the Founders' Shares, including any Proportionate Voting Shares into which they are convertible, and any Common Shares resulting therefrom will be subject to certain restrictions on transfer pursuant to the Transfer Restrictions Agreement and Undertaking, subject to certain exceptions.

The Founders will not be entitled to redeem the Founders' Shares and Funding Warrants in connection with a Qualifying Acquisition or an extension to the Permitted Timeline or entitled to access the Escrow Account should a Qualifying Acquisition not occur within the Permitted Timeline, as further described in the Prospectus. The Founders will, however, participate in any liquidation distribution with respect to any Class A Restricted Voting Shares they may acquire in connection with or following this Offering through possible purchases on the secondary market.

KEY DEVELOPMENTS

On September 7, 2023, the Corporation entered into a binding letter of intent ("**LOI**") for a proposed business combination transaction with Freight Farms, Inc. ("**Freight Farms**"), a rapidly growing innovative agtech company and a leader in the global revolution for sustainable, hyper-local and ultra-fresh food production.

On September 14, 2023, the Corporation held a special meeting of holders of Class A Restricted Voting Shares and Class B Shares (the "**Special Meeting**") to vote on a resolution to authorize an amendment to the amended and restated articles of the Corporation dated June 10, 2022, whereby the definition of "Three-Month Extension Option" contained in Section 28.2 of the articles of the Corporation was proposed to be amended in order to permit the Corporation to deposit an aggregate of $400,000 in cash into the escrow account instead of $0.10 per Class A Restricted Voting Share each time the Corporation wishes to exercise a Three-Month Extension Option to extend the Permitted Timeline to complete a Qualifying Acquisition. The Amendment to the Articles was approved at the Special Meeting. The Corporation subsequently deposited $400,000 in cash into the escrow account (the "**Extension Escrow Deposit**") to extend the Permitted Timeline from 15 months up to 18 months, thereby extending its Permitted Timeline to complete a Qualifying Acquisition to December 15, 2023. In order to finance the Extension Escrow Deposit, the Corporation borrowed the principal amount of $400,000 from the Sponsor, pursuant to the Promissory Note (as defined below).

In connection with the Special Meeting, holders of Class A Restricted Voting Shares were provided with the option to redeem all or a portion of their Class A Restricted Voting Shares. An aggregate of 11,261,363 Class A Restricted Voting Shares (the "**Redeemed Shares**") were deposited for redemption, not withdrawn and were redeemed subsequent to September 30, 2023 (the "**Redemption**"). A payment of $10.4715 per Redeemed Share before withholding taxes (the "**Original Redemption Price**"), was made to the redeeming holders of Class A Restricted Voting Shares, for a total payment of $117,923,232. Subsequent to September 30, 2023, the Corporation adjusted the Original Redemption Price to $10.6686 per Redeemed Share and paid an additional $0.1971 per Redeemed Share to holders redeeming Class A Restricted Voting Shares for a total payment of $2,219,737.

In order to finance the Extension Escrow Deposit, the Corporation issued a promissory note (the "**Promissory Note**") for the principal sum of $400,000 (the "**Principal Amount**") to the Sponsor and deposited funds received from the Sponsor, being $400,000, into the Escrow Account. The Promissory Note is interest free and payable to the Sponsor upon the earlier of: (i) the Corporation completing a Qualifying Acquisition, or (ii) the expiry of the Permitted Timeline if the Corporation fails to complete a Qualifying Acquisition prior thereto, provided that if the Corporation fails to complete a Qualifying Acquisition prior to expiry of the Permitted Timeline, then the Principal Amount shall be repaid by the Corporation to the Sponsor only from funds available to the Corporation that are not funds held by the Escrow Agent in the Escrow Account in accordance with the Escrow Agreement.

On October 2, 2023, the Corporation incorporated a new wholly owned subsidiary, Agrinam Merger Sub, Inc. ("**Merger Sub**"), under the laws of the State of Delaware, United States.

On October 4, 2023, the Corporation announced that it had entered into a definitive business combination agreement (the "**Definitive Agreement**") with Freight Farms and Merger Sub dated October 4, 2023, which sets out the terms of the business combination whereby the Corporation will acquire all of the issued and outstanding shares of Freight Farms by way of a triangular merger (the "**Business Combination**"). If consummated, it is anticipated that the Business Combination will constitute the Corporation's Qualifying Acquisition.

In accordance with the terms of the Definitive Agreement, the Business Combination will result in Freight Farms combining its corporate existence with Merger Sub (thereafter, the "**Surviving Company**"), such that the Surviving Company will become a wholly-owned subsidiary of the Corporation. Upon completion of the Business Combination, the Corporation is expected to change its name to Freight Farms Holdings Corp. ("**New Freight Farms**") and will carry on the business of Freight Farms. As consideration for the cancellation of existing Freight Farms shares in accordance with the Business Combination, each Freight Farms' shareholder shall receive, concurrently with closing of the Business Combination, the right to receive such number of common shares of New Freight Farms ("**New Freight Farms Common Shares**") specified in the Definitive Agreement, with each such New Freight Farms Common Share being issued at a price of $10.30.

In connection with the Business Combination, the Corporation and Freight Farms have also agreed to use commercially reasonable efforts to complete a PIPE financing (the "**PIPE Financing**") with certain strategic and financial investors at or prior to the completion of the Business Combination, whereunder the Corporation and Freight Farms intend to raise $20 million net of transaction expenses from the Sponsor and certain strategic and financial investors, inclusive of funds in the Escrow Account at the time of closing of the Business Combination. Securities issued in connection with the PIPE Financing shall convert into or be exchangeable for, concurrently with closing of the Business Combination, New Freight Farms Common Shares at a price of at least $10.30 per New Freight Farms Common Share.

SELECT FINANCIAL INFORMATION

As at September 30, 2023, the Corporation had total assets of $31,548,235 (March 31, 2023 - $146,372,980) and liabilities of $46,877,528 (March 31, 2023 - $148,916,592) consisting primarily of liabilities associated with Class A Restricted Voting Shares subject to redemption of $25,626,603 (March 31, 2023 - $136,120,222) and warrant liability of $16,259,200 (March 31, 2023 - $9,715,500). Included in total assets are restricted cash held in escrow of $31,156,606 (March 31, 2023 - $145,531,675).

SUMMARY OF QUARTERLY RESULTS

The table below presents the quarterly financial results since the Corporation's incorporation on December 1, 2021. There is no historical information prior to December 1, 2021.

	Q2 2024	Q1 2024	Q4 2023	Q3 2023
Net loss	10,309,942	2,475,717	3,978,778	3,697,569
Loss per share	2.99	0.72	1.15	1.07
Diluted loss per share	2.99	0.72	1.15	1.07

	Q2 2023	Q1 2023	Q4 2022
Net loss	3,258,766	599,821	-
Loss per share	0.94	1.05	-
Diluted loss per share	0.94	1.05	-

RESULTS OF OPERATIONS

The Corporation has not conducted commercial operations and its sole focus is on the identification and evaluation of businesses or assets to acquire. There were no reportable events that occurred during the reporting period presented. For the immediate future, the Corporation intends to continue to identify and evaluate potential targets and pursue a Qualifying Acquisition.

Since completion of the Offering, the activities of the Corporation have been focused on the identification, evaluation and diligence of business targets and as such, the Corporation does not expect to generate any operating revenues until the closing and completion of the Qualifying Acquisition. In the interim, the Corporation expects to generate non-operating income in the form of interest income on the short-term restricted cash investments held in escrow.

Three Months Ended September 30, 2023

A summary of selected information from the statements of loss and comprehensive loss for the three months ended September 30, 2023 and 2022 is provided in the table below:

Three months ended September 30,		**2023**	2022
Interest income	$	**1,833,935**	637,095
Accretion on Class A restricted voting shares		**2,852,737**	5,946,272
Unrealized loss on change in fair value of warrant liability		**7,135,100**	-
Gain on debt modification		**(604,931)**	-
General and administrative expenses		**1,337,169**	244,653
Interest expense		**1,740,442**	465,079
Net loss		**10,309,964**	3,258,766
Basic and diluted loss per share		**2.99**	0.94

During the three months ended September 30, 2023, the Corporation recorded interest income of $1,833,935 (September 30, 2022 - $637,095) on restricted cash held in escrow, which will be made available to the Corporation to use upon completion of a Qualifying Acquisition as outlined in the "Initial Public Offering" section of this MD&A. In addition, during the three months ended September 30, 2023, interest expense totaling $1,740,442 (September 30, 2022 - $465,079) was recorded as part of the interest on the restricted cash held in escrow, net of taxes, that is payable in cash on the Class A Restricted Voting Shares if or when redeemed. Since the Class A Restricted Voting Shares have been accounted for as a financial liability measured using the effective interest rate method, the Corporation recorded accretion expense on the Class A Restricted Voting Shares of $2,852,737 (September 30, 2022 - $3,126,283) during the three months ended September 30, 2023. Additionally, during the three months ended September 30, 2023, the Corporation recorded a gain on debt modification of $604,931 (September 30, 2022 - $nil) as a result of the extending the Permitted Timeline from 15 months to 18 months, as outlined in the "Key Developments" section of this MD&A.

A breakdown of the nature of the Corporation's general and administrative expenses for the three months ended September 30, 2023 and 2022, is provided below:

Three months ended September 30,	**2023**	2022
Professional fees	**$ 567,537**	$ 125,092
Part VI.1 tax	**611,480**	-
General office expenses	**101,058**	53,333
Insurance expense	**46,792**	46,792
Shareholder relations, transfer agent and filing fees	**10,302**	19,436
	$ 1,337,169	$ 244,653

Six Months Ended September 30, 2023

A summary of selected information from the statements of loss and comprehensive loss for the six months ended September 30, 2023 and 2022 is provided in the table below:

Six months ended September 30,		2023	2022
Interest income	$	**3,555,559**	697,651
Accretion on Class A restricted voting shares		**6,103,351**	3,510,533
Unrealized loss on change in fair value of warrant liability		**6,543,700**	-
Gain on debt modification		**(604,931)**	-
General and administrative expenses		**1,671,994**	476,196
Interest expense		**2,595,559**	509,285
Net loss		**12,785,681**	3,858,587
Basic and diluted loss per share		**3.71**	1.91

During the six months ended September 30, 2023, the Corporation recorded interest income of $3,555,559 (September 30, 2022 - $697,651) on restricted cash held in escrow, which will be made available to the Corporation to use upon completion of a Qualifying Acquisition as outlined in the "Initial Public Offering" section of this MD&A. In addition, during the six months ended September 30, 2023, interest expense totaling $2,595,559 (September 30, 2022 - $509,285) was recorded as part of the interest on the restricted cash held in escrow, net of taxes, that is payable in cash on the Class A Restricted Voting Shares if or when redeemed. Since the Class A Restricted Voting Shares have been accounted for as a financial liability measured using the effective interest rate method, the Corporation recorded accretion expense on the Class A Restricted Voting Shares of $6,103,351 (September 30, 2022 - $3,510,533) during the six months ended September 30, 2023. Additionally, during the six months ended September 30, 2023, the Corporation recorded a gain on debt modification of $604,931 (September 30, 2022 - $nil) as a result of the extending the Permitted Timeline from 15 months to 18 months, as outlined in the "Key Developments" section of this MD&A.

A breakdown of the nature of the Corporation's general and administrative expenses for the six months ended September 30, 2023 and 2022, is provided below:

Six months ended September 30,	2023	2022
Professional fees	**$ 770,093**	$ 173,585
Part VI.1 tax	**611,480**	-
General office expenses	**154,392**	53,333
Insurance expense	**93,075**	54,421
Shareholder relations, transfer agent and filing fees	**42,954**	194,857
	$ 1,671,994	$ 476,196

Transaction Costs Relating to the Offering

Transaction costs are directly related to the Offering and consist mainly of legal, accounting, printing, filing and Underwriters' fees on the following basis:

Underwriters' commission	$	2,070,000
Professional fees (legal, accounting, etc.)		446,203
Listing fees		16,177
Total transaction costs	**$**	**2,532,380**

Pursuant to the underwriting agreement for the Offering, the Underwriters were entitled to an underwriting commission equal to up to $7,590,000 or 5.5% of the gross proceeds of the Class A Restricted Voting Units issued under the Offering. The Corporation paid $2,070,000, to the Underwriters at the Closing, less an amount equal to $517,500 which was deducted from the underwriting commission to be paid to SVB Securities LLC on behalf of the Sponsor in connection with a consulting and financial advisory services agreement. The balance of the agreed underwriting commission, being $5,520,000, or approximately 72% of the underwriting commission, (the "**Deferred Commission**") has been deferred and will only be paid upon successful completion of a Qualifying Acquisition. If the Corporation completes a Qualifying Acquisition, an amount equal to $1,380,000 will de deducted from the Deferred Commission and paid to SVB Securities LLC on behalf of the Sponsor in connection with a consulting and financial advisory services agreement. If no Qualifying Acquisition is consummated within the Permitted Timeline, such amounts shall not be payable. Due to its association with an uncertain future Qualifying Acquisition, the contingent liability of Deferred Commission balance has not been recorded in the Interim Financial Statements.

Transaction costs were prorated between Class A Restricted Voting Shares, Class A Warrants, Funding Warrants, Rights and Class B Shares by the amount of proceeds received as outlined below:

	Class A Restricted Voting Shares	**Class A Warrants**	**Funding Warrants**	**Rights**	**Class B Shares**	**Total**
Professional fees	$ 391,104	$ 18,883	$ 26,487	$ 9,653	$ 76	$ 446,203
Underwriters' fees	1,814,518	87,611	122,740	44,778	353	2,070,000
Exchange listing	14,180	685	959	350	3	16,177
	$ 2,219,802	**$ 107,179**	**$ 150,186**	**$ 54,781**	**$ 432**	**$ 2,532,380**

LIQUIDITY AND CAPITAL MANAGEMENT

The Corporation defines the capital that it manages as its cash and restricted cash held in escrow.

The funds held in the Escrow Account include the $142,140,010 of funds raised relating to the Offering, net of income taxes paid and amounts paid to the holders of Class A Restricted Voting Shares who redeemed their Class A Restricted Voting Shares. In accordance with the terms of the Offering, all amounts raised through the issuance of the Class A Restricted Voting Units were deposited into the Escrow Account and can only be released upon certain prescribed conditions being met, as previously discussed. The Corporation intends to use substantially all of the proceeds from the Offering to consummate the Qualifying Acquisition.

As of September 30, 2023, the Corporation had cash held outside of the Escrow Account of $216,002 and had a working capital deficit of $3,752,754 (excluding restricted cash held in escrow, interest payable, income taxes payable, Class A Restricted Voting Shares subject to redemption, and warrant liability). The Corporation expects to have net losses for the foreseeable future until a Qualifying Acquisition is completed and the Corporation commences revenue generation. Management of the Corporation seeks to ensure that operational and administrative costs are minimal prior to the completion of a Qualifying Acquisition, with a view towards preserving Agrinam's cash balance. The Corporation does not believe that there will be a need to raise additional funds to meet expenditures required for operating the business until the consummation of a Qualifying Acquisition. However, the Corporation cannot be assured that this will be the case.

The Interim Financial Statements of the Corporation have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Corporation is in the process of completing a Qualifying Acquisition and, as such, does not have any sources of cash inflows, other than from interest income, its Sponsor, or obtaining additional financing. As of September 30, 2023, the Corporation had a deficit of $24,320,615 (March 31, 2023 - $11,534,934) and during the six months ended September 30, 2023, generated operating cash flows of $2,860,873 (September 30, 2022 – $402,769 used in operating cash flows). The Corporation's ability to continue as a going concern is dependent upon the continued support of its Sponsor and the completion of a Qualifying Acquisition. There is no assurance that the Sponsor and/or lenders will provide continued support and that the Corporation will be successful in completing a Qualifying Acquisition.

To the extent that the Corporation requires additional funding for general ongoing expenses or in connection with a Qualifying Acquisition, the Corporation may seek funding by way of unsecured loans from the Sponsor and/or its affiliates, which loans must be on reasonable commercial terms and must comply with applicable Exchange requirements. The lender under the loans would not have recourse against the funds held in the Escrow Account, and thus the loans will not reduce the value thereof. Such loans will collectively be subject to a maximum aggregate principal amount equal to 10% of the escrowed funds and may only be repayable in cash no earlier than the closing of the Qualifying Acquisition. Such loans may only be convertible into shares and/or warrants in connection with the closing of the Qualifying Acquisition.

The Corporation may also seek to raise additional funds through a rights offering in respect of shares available to its shareholders, in accordance with the requirements of applicable securities legislation and the Exchange's rules, and subject to the consent of the Underwriters, and further subject to the conditions outlined in the Prospectus.

SHARE CAPITAL

The Corporation, as at the date of this MD&A, has 2,538,638 Class A Restricted Voting Shares, 3,450,000 Class B Shares, 22,510,000 Warrants, and 13,800,000 Rights issued and outstanding.

The Class A Restricted Voting Shares are classified as liabilities measured at amortized cost in the Interim Financial Statements, while the Warrants are classified as liabilities measured at fair value through profit and loss, due to a the cashless exercise feature of the Warrants.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Corporation. The Corporation has determined that its key management personnel consist of its executive officers and directors. Other related parties to the Corporation include companies in which key management have control or significant influence.

On June 13, 2022, and further amended on June 30, 2022, the Corporation entered into an administrative service agreement with the Sponsor, advancing $320,000 to the Sponsor for 18 months of administrative support and related services. Of the advances made, during the three and six months ended September 30, 2023, the Corporation recognized $53,333 (September 30, 2022 – $53,333) and $106,667 (September 30, 2023 - $53,333) respectively, in general and administrative expenses on the statements of loss and comprehensive loss. As at September 30, 2023, an amount of $53,333 (March 31, 2023 - $160,000) associated with the administrative advances remains in prepaid expenses on the statements of financial position.

During the three and six months ended September 30, 2023, the Corporation issued the Promissory Note, as outlined in the 'Key Developments' section of this MD&A, in exchange for $400,000 from the Sponsor. As at September 30, 2023, a balance of $400,000 (March 31, 2023 - $nil) remains payable to the Sponsor pursuant to the Promissory Note.

During the year ended March 31, 2023, certain general and administrative expenses of the Corporation were paid by the Sponsor on the Corporation's behalf. As at September 30, 2023, the Corporation owes $2,658 (March 31, 2023 - $2,658) to the Sponsor as repayment for these expenses.

During the year ended March 31, 2023, the Founders purchased 8,710,000 Funding Warrants at a price of $1.00 per Funding Warrant for gross proceeds of $8,710,000 and purchased an aggregate of 3,450,000 Founders' Shares for an aggregate price of $25,000, 64,400 of which were issued as consideration for past services and 3,385,600 issued for approximately $0.007 per Founders'

Share, and the Sponsor purchased one Class A Restricted Voting Share for a subscription price of $10.30.

In connection with the Offering, the Sponsor also executed a make whole agreement and undertaking in favour of the Corporation, whereby the Sponsor has agreed to indemnify the Corporation in limited circumstances where the funds available to be paid by the Corporation are reduced to below $10.30 per Class A Restricted Voting Share (or $10.40 if the Corporation extends the Permitted Timeline by three months, or $10.50 if the Corporation extends the Permitted Timeline by an additional three months) to the redeeming holders.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Certain financial instruments are recorded in the Interim Financial Statements at values that are representative of or approximate their fair value. The fair value of a financial instrument that is traded in active markets at each reporting date is determined by reference to its quoted market price. If the financial instrument does not trade on an active market, the Corporation will use an option-pricing model to measure the fair value of the financial instrument. Application of the option-pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets, and the expected life of the financial instrument. Changes in the underlying trading value or estimates may significantly affect the amount of net income or loss for a particular period. Furthermore, the quoted market price or option price of a financial liability may not be equal to the amount that the Corporation may have to pay in settlement of the underlying obligation, should such obligation become immediately payable. The Corporation reviews assumptions relating to financial instruments on an ongoing basis to ensure that the basis for determination of fair value is appropriate.

As at September 30, 2023, the Corporation's financial instruments consist of cash, restricted cash held in escrow, accounts payable and accrued liabilities, promissory note payable, due to related parties, interest payable, Class A Restricted Voting Shares subject to redemption, and warrant liability.

The Company characterizes its fair value measurements of financial instruments into a three-level hierarchy depending on the degree to which the inputs are observable as follows:

- Level 1 – inputs are quoted prices in active markets for identical assets and liabilities;
- Level 2 – inputs other than quoted prices, included within Level 1, that are observable for the assets or liabilities either directly or indirectly; and
- Level 3 – Inputs are unobservable for the asset or liability

A financial instrument is classified to the lowest level hierarchy for which a significant input has been used in measuring fair value. As at September 30, 2023, the cash and restricted cash held in escrow have been measured using level 1 inputs and the warrant liability has been measured using level 2 inputs.

The carrying amount of accounts payable and accrued liabilities, promissory note payable, due to related parties and interest payable approximate their respective fair values due to the short-term maturities of those instruments.

As at September 30, 2023, the trading price of each Class A Restricted Voting Shares was $10.64.

Financial risk management

The Corporation is exposed to financial risks due to the nature of its business and the financial assets and liabilities that it holds. The Corporation's overall risk management strategy seeks to minimize potential adverse effects on the Corporation's financial performance.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Corporation has accounts payable and accrued liabilities, due to related parties, interest payable, income taxes payable, Class A Restricted Voting Shares subject to redemption, and warrant liability totaling $46,877,528 as at September 30, 2023 (March 31, 2023 - $148,916,592) that are considered current liabilities due within one year.

Credit Risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Corporation's cash and restricted cash held in escrow. The carrying amount of cash and restricted cash held in escrow represents the maximum credit exposure to the Corporation. The Corporation manages credit exposure related to cash and restricted cash held in escrow by selecting financial institution counterparties with high credit ratings.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Corporation does not have significant exposure to these risks.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The same accounting policies and methods of computation were followed in the preparation of the Interim Financial Statements as were followed in the preparation of and as described in Note 3 of the annual audited financial statements as at and for the year ended March 31, 2023.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Critical accounting estimates represent estimates made by management that are, by their very nature, uncertain. Management evaluates its estimates on an ongoing basis. Such estimates are based on assumptions that management believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amounts of revenues and expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The information about significant areas of estimation uncertainty and judgment considered by management in preparing the Interim Financial Statements were the same as those in the preparation of and as described in Note 4 of the annual audited financial statements as at and for the year ended March 31, 2023.

CONTROLS AND PROCEDURES

There were no changes made to the internal controls over financial reporting that occurred during the period ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, the Corporation's control procedures.

Disclosure controls and procedures ("**DC&P**"), as defined in National Instrument 52-109 ("**NI 52-109**") Certification of Disclosure in Issuers' Annual and Interim Filings, are designed to provide reasonable assurance that information required to be disclosed in the Corporation's annual filings, interim filings or other reports filed, or submitted by the Corporation under securities legislation is recorded, processed, summarized and reported within the time periods specified under securities legislation and include controls and procedures designed to ensure that information required to be so disclosed is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Internal control over financial reporting ("**ICFR**"), as defined in NI 52-109, includes those policies and procedures that:

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets;
2) are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Corporation are being made in accordance with authorizations of management and directors of Agrinam; and
3) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Corporation's assets that could have a material effect on the financial statements.

NI 52-109 requires that Agrinam disclose in its MD&A any material weaknesses in the Corporation's internal controls over financial reporting and/or any changes in its internal controls over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting. Agrinam confirms that no material weaknesses or such changes were identified in the

Corporation's internal controls over financial reporting during the period ended September 30, 2023.

It should be noted that while Agrinam's officers believe that the Corporation's controls provide a reasonable level of assurance with regard to their effectiveness, they do not expect that the DC&P and ICFR will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, but not absolute, assurance that the objectives of the control system are met.

OFF-BALANCE SHEET ITEMS

There are no significant off-balance sheet arrangements.

RISKS AND UNCERTAINTIES

An investment in the securities of the Corporation is highly speculative and involves numerous and significant risks. Such investments should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Except as otherwise disclosed in this MD&A, there have been no significant changes to the nature and scope of the risks faced by the Corporation as described in the AIF, which is available on SEDAR at www.sedarplus.ca. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect the Corporation and its financial position.

OUTLOOK

For the immediate future, the Corporation intends to continue to identify and evaluate potential targets and pursue a Qualifying Acquisition. The Corporation continues to monitor its expenditures and expects to modify its plans based on business opportunities that arise in the future. As of the date of this MD&A, the Corporation has not yet entered into a definitive agreement.

AGRINAM ACQUISITION CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended March 31, 2023

(Expressed in United States Dollars)

MANAGEMENT'S DISCUSSION & ANALYSIS

The following discussion of performance, financial condition and prospects should be read in conjunction with the annual audited financial statements of Agrinam Acquisition Corporation (the "**Corporation**" or "**Agrinam**") for the year ended March 31, 2023 and the accompanying notes thereto (the "**Financial Statements**").

This Management's Discussion and Analysis ("**MD&A**") has been prepared with an effective date of June 26, 2023. The Financial Statements have been prepared by management in accordance with the International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board ("**IASB**") and interpretations issued by the International Financial Reporting Interpretations Committee ("**IFRIC**"). The Corporation's financial information is expressed in United States dollars unless otherwise specified.

In addition to reviewing this MD&A, readers are encouraged to read the Corporation's public information filings available on the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements" for the purpose of applicable Canadian securities legislation ("**forward-looking statements**").

These forward-looking statements reflect management's expectations with respect to future events, the Corporation's financial performance, and business prospects. All statements other than statements of historical fact are forward-looking statements. The use of the words "anticipate", "believe", "continue", "could", "estimate", "expect", "intends", "may", "might", "plan", "possible", "potential", "predict", "project", "should", "would", "will", and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not a forward-looking statement. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated or implied in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. Unless otherwise indicated, these statements speak only as of the date of this MD&A.

These forward-looking statements relate to future events or future performance of the Corporation, the Corporation's achievement of objectives and priorities for the current fiscal year and beyond, and strategies or further actions with respect to the Corporation, a Qualifying Acquisition (as defined below) and the Corporation's business operations, financial performance, and condition.

Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and many factors could cause actual events or results to differ materially from the results discussed in the forward-looking statements. In evaluating forward-looking statements, readers should specifically consider various factors that may cause actual results to differ materially from any forward-looking statement. These factors include, but are not limited to, market and general economic conditions and the risks and uncertainties discussed in the section entitled "Risk Factors" in the Corporation's final prospectus dated June 10, 2022 (the "**Prospectus**"), available on SEDAR at www.sedar.com.

The forward-looking statements contained in this MD&A are presented for the purpose of assisting investors in understanding business, strategic priorities and objectives of the Corporation as at the periods indicated and may not be appropriate for other purposes. Forward-looking statements contained in this MD&A are not guarantees of future performance and, while forward-looking statements are based on certain assumptions that the Corporation considers reasonable, actual events and results could differ materially from those expressed or implied by forward-looking statements made by the Corporation. Prospective investors are cautioned to consider these and other factors carefully when making decisions with respect to the Corporation and not place undue reliance on forward-looking statements. Circumstances affecting the Corporation may change rapidly. Except as may be expressly required by applicable law, the Corporation does not undertake any obligation to update publicly or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

NATURE OF ACTIVITIES

Agrinam Acquisition Corporation is a special purpose acquisition corporation incorporated under the laws of the Province of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation (a "**Qualifying Acquisition**").

The Corporation intends to identify, evaluate and execute on an attractive Qualifying Acquisition with one or more companies that operate across the agricultural industries in North America, either in the primary sector (with a focus on Superfoods and specialty products produced in high-tech greenhouses) or the value-added sector (with a focus on Food Tech as well as Wine & Spirits produced in new regions that have a niche differentiator relative to the competition); however, the Corporation is not limited to a particular industry or geographic region for the purposes of completing its Qualifying Acquisition.

The Corporation was incorporated on December 1, 2021 under the *Business Corporations Act* (British Columbia). The Corporation's head office is located at Homero 109, Polanco, Polanco V Secc, Miguel Hidalgo, Ciudad de México, CDMZ 11560 and the registered office is located at Waterfront Centre, 200 Burrard St #1200, Vancouver, BC V7X 1T2.

INITIAL PUBLIC OFFERING

On June 15, 2022, the Corporation closed its initial public offering (the "**Offering**") of 13,800,000 Class A restricted voting units of the Corporation (each, a "**Class A Restricted Voting Unit**") (including 1,800,000 Class A Restricted Voting Units issued pursuant to the exercise in full of the over-allotment option granted to the underwriters for the Offering (the "**Underwriters**")) at an offering price of $10.00 per Class A Restricted Voting Unit for gross proceeds of $138,000,000 pursuant to the Prospectus. The Class A Restricted Voting Units commenced trading on the Toronto Stock Exchange ("**TSX**" or the "**Exchange**") on an "if, as and when issued" basis on June 13, 2022 under the symbol "AGRI.V".

Concurrently with the closing of the Offering (the "**Closing**"), Agrinam Investments, LLC (the "**Sponsor**"), and certain of the Sponsor's and the Corporation's affiliates, directors and officers, including Agustin Tristan Aldave, Gustavo Castellanos Lugo, Luis Alberto Ibarra Pardo, Luis Pedraza Trejo, Guillermo Eduardo Cruz, Jeronimo Peralta del Valle, Nicholas Thadaney, Lara Zink, Jennifer Reynolds, and Donald Olds (or persons or companies controlled by them) (referred to collectively, with the Sponsor, as the "**Founders**") purchased 8,710,000 share purchase warrants (the "**Funding Warrants**") at an effective offering price of $1.00 per Funding Warrant for an aggregate purchase price of $8,710,000. The Funding Warrants are generally subject to the same terms and conditions as the Class A Warrants underlying the Class A Restricted Voting Units (as described below).

Prior to the Closing, the Founders also purchased 3,450,000 Class B shares of the Corporation (each, a "**Class B Share**" and also referred to as the "**Founders' Shares**"), for an aggregate price of $25,000, 64,400 of which were issued as consideration for past services and 3,385,600 issued for approximately $0.007 per Founders' Share, and the Sponsor purchased one Class A restricted voting share of the Corporation (a "**Class A Restricted Voting Share**") for a subscription price of $10.30. The Founders' Shares outstanding represent 20% of the issued and outstanding shares of the Corporation (including all Class A Restricted Voting Shares and Class B Shares, but assuming no exercise of the Warrants (as defined below) or conversion of the Rights (as defined below)).

Each Class A Restricted Voting Unit consisted of one Class A Restricted Voting Share, one Class A Restricted Voting Share purchase warrant of the Corporation (each, a "**Class A Warrant**" and together with the Funding Warrants, the "**Warrants**") and one right of the Corporation (each, a "**Right**"). On July 25, 2022, the Class A Restricted Voting Shares, the Warrants and Rights comprising the Class A Restricted Voting Units, commenced trading separately on the Exchange under the symbols "AGRI.U", "AGRI.WT.U" and "AGRI.RT.U", respectively. Upon the closing of the Corporation's Qualifying Acquisition, each Class A Restricted Voting Share (unless previously redeemed) will be automatically converted into one common share of the Corporation (a "**Common Share**") and each Class B Share will be automatically converted on a 100-for-1 basis into new proportionate voting shares of the Corporation (the "**Proportionate Voting Shares**"), as set forth in the notice of articles and articles of the Corporation.

The Warrants will become exercisable, at an exercise price of $11.50, commencing 65 days after the completion of the Corporation's Qualifying Acquisition and will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of a Qualifying Acquisition or may expire earlier if a Qualifying Acquisition does not occur within the Permitted Timeline (as defined below) or if the expiry date is accelerated. Each Warrant is exercisable to purchase one Class A Restricted Voting Share. As the outstanding Class A Restricted Voting Shares will have been automatically converted into Common Shares, after the completion of a Qualifying Acquisition, each Warrant outstanding will be exercisable for one Common Share. Warrants may be exercised only for a whole number of Common Shares. No fractional shares will be issued upon exercise of the Warrants. Once the Warrants become exercisable, the Corporation may accelerate the expiry date of the outstanding Warrants (excluding the Funding Warrants, but only to the extent still held by the Founders at the date of public announcement of such acceleration and not transferred prior to the accelerated expiry date, due to the anticipated knowledge by the Founders of material undisclosed information which could prohibit such transactions in accordance with applicable securities laws) at any time after they become exercisable and prior to their expiration, if and only if, the closing price of the Common Shares on the Exchange equals or exceeds $18.00 per Common Share (as adjusted for, among other things, stock splits or combinations, stock dividends, extraordinary dividends, reorganizations, recapitalizations and other similar corporate actions) for any 20 trading days within a 30-trading day period commencing any time after the Warrants become exercisable in which case the expiry date shall be the date which is 30 days following the date on which such notice is provided.

In November 2022, the Corporation amended the terms of the warrant agency agreement by way of a supplemental warrant indenture (the "Supplemental Warrant Indenture") to include an option to enact a cashless exercise feature. Pursuant to the Supplemental Warrant Indenture, the Corporation, may elect, by providing notice at or prior to a Qualifying Acquisition, to allow the Warrants to be exercised on a cashless basis at the option of the registered holder. Upon exercise of any Warrants on a cashless basis, the holder thereof would receive the number of Common Shares equivalent to the quotient obtained by multiplying (a) the number of Common Shares for which the Warrants would be exercised by (b) the difference, if positive, between (i) the volume weighted average price ("VWAP") of the Common Shares for the 5 trading days immediately prior to (but not including) the date of exercise of the Warrants and (ii) the exercise price, and dividing such product by the VWAP for the 5 trading days immediately prior to (but not including) the date of exercise. As of March 31, 2023, the Corporation has not elected to allow the Warrants to be exercised on a cashless basis.

The Rights will become convertible after the completion of the Corporation's Qualifying Acquisition and will expire null and void if not converted within six months after the completion of a Qualifying Acquisition. Each Right will entitle the holder to receive one-tenth (1/10) of a Class A Restricted Voting Share (which at such time will represent one-tenth (1/10) of a Common Share, subject to adjustments under the terms of the Qualifying Acquisition). Rights will only be converted for a whole number of Common Shares. No fractional shares will be issued upon conversion of the Rights. The Rights will expire if a Qualifying Acquisition does not occur within the Permitted Timeline (as defined below).

In connection with seeking to complete a Qualifying Acquisition, the Corporation will provide holders of the Class A Restricted Voting Shares with the opportunity to redeem all or a portion of their Class A Restricted Voting Shares. If the Corporation is unable to consummate a Qualifying Acquisition within 15 months from the Closing (or up to 21 months from Closing if the Corporation exercises its two successive extension options, as described in more detail below), as such timeline may be extended or shortened (the "**Permitted Timeline**"), the Corporation will be required to redeem each of the outstanding Class A Restricted Voting Shares. The redemption shall be for an amount per share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (a) the escrowed funds available in the escrow account in accordance with the Escrow Agreement (as defined below) ("**Escrow Account**"), including any interest and other amounts earned thereon, less (b) an amount equal to the sum of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, (ii) any taxes of the Corporation (including under Part VI.1 of the *Income Tax Act* (Canada)) arising in connection with the redemption of the Class A Restricted Voting Shares, and (iii) up to a maximum of $50,000 of interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected winding-up expenses and certain other related costs, each as reasonably determined by the Corporation. The Underwriters will have no right to the Deferred Commission (as defined below) held in the Escrow Account in such circumstances.

The Permitted Timeline may be extended by up to two successive three-month periods. In order for the Corporation to exercise each three-month extension option, the Sponsor must deposit into the Escrow Account $0.10 per Class A Restricted Voting Share (a total of $1,380,000). The Corporation may exercise the extension option up to two times, allowing for up to an additional six months (for a total of 21 months) to complete the Qualifying Acquisition. Such Permitted Timeline, however, could be extended from 15 months to up to 36 months (without the requirement to fund any additional amounts into the Escrow Account) or from either 18 months or 21 months to up to 36 months (after the Corporation has exercised its applicable extension options and the requisite amounts have been deposited into the Escrow Account) with shareholder approval of only the holders of Class A Restricted Voting Shares by ordinary resolution and with approval by the Corporation's board of directors. If such approvals are obtained, holders of Class A Restricted Voting Shares, irrespective of whether such holders vote for or against, or do not vote on, the extension of the Permitted Timeline, would be permitted to deposit all or a portion of their Class A Restricted Voting Shares for redemption as described in the Prospectus.

The Class A Restricted Voting Shares may be considered "restricted securities" within the meaning of such term under applicable Canadian securities laws. Prior to a Qualifying Acquisition, holders of the Class A Restricted Voting Shares will not be entitled to vote at (or receive notice of or meeting materials in connection with) meetings held only to consider the election and/or removal of directors and auditors. The holders of the Class A Restricted Voting Shares will, however, be entitled to vote on and receive notice of meetings on all other matters requiring shareholder approval (including a proposed Qualifying Acquisition, if required under applicable law, and any proposed extension to the Permitted Timeline) other than the election and/or removal of directors and auditors prior to closing of a Qualifying Acquisition. In lieu of holding an annual meeting prior to the closing of the Qualifying Acquisition, the Corporation is required to provide an annual update on the status of identifying and securing a Qualifying Acquisition by way of a press release.

Upon closing of a Qualifying Acquisition, (a) the Class B Shares will convert on a 100-for-1 basis into Proportionate Voting Shares of the Corporation, and (b) any non-redeemed Class A Restricted Voting Shares will be converted on a one-for-one basis into Common Shares. Prior to the closing of a Qualifying Acquisition, the Corporation will not issue any Common Shares or Proportionate

Voting Shares. Following the closing of a Qualifying Acquisition, the Corporation will not issue any Class A Restricted Voting Shares or Class B Shares.

The Founders (including the Sponsor) have agreed pursuant to an exchange agreement and undertaking (the "**Exchange Agreement and Undertaking**") not to transfer any of their Founders' Shares or Funding Warrants until after the closing of a Qualifying Acquisition, in each case other than transfers required due to the structuring of a Qualifying Acquisition or unless otherwise permitted by the Exchange. Any Class A Restricted Voting Shares purchased by the Founders would not be subject to the restrictions set out in the Exchange Agreement and Undertaking or the Transfer Restrictions Agreement and Undertaking (as defined below).

In addition, each of the Founders agreed at Closing pursuant to a transfer restrictions agreement and undertaking (the "**Transfer Restrictions Agreement and Undertaking**"), subject to certain exceptions, not to transfer any of its Founders' Shares, including any Proportionate Voting Shares into which they are convertible, and any Common Shares resulting therefrom, until the earliest of: (a) six months following completion of the Corporation's Qualifying Acquisition, (b) the date following the closing of the Corporation's Qualifying Acquisition on which the Corporation completes a liquidation, merger, arrangement, share exchange or other similar transaction that results in all of the holders of Common Shares and Proportionate Voting Shares receiving in exchange for or having the right to exchange their shares of the Corporation for cash, securities or other property, and (c) the date on which the closing share price of the Common Shares on the Exchange equals or exceeds $12.00 per share (as adjusted for share splits, share capitalizations, reorganizations, extraordinary dividends, reorganizations and recapitalizations and the like) for any 20 trading days within any 30-trading day period at any time commencing 90 days following the closing of the Corporation's Qualifying Acquisition, in each case subject to certain exceptions as further described in the Prospectus.

Upon the Closing on June 15, 2022, an aggregate of $142,140,010 (representing $138,000,000 from the sale of the Class A Restricted Voting Units and an additional $4,140,000 that was funded by the issuance of a portion of the Funding Warrants), or $10.30 per Class A Restricted Voting Unit sold to the public, was deposited with TSX Trust Company, as escrow agent, in an Escrow Account in Canada, in accordance with an escrow agreement dated June 15, 2022 among the Corporation, TSX Trust Company, as escrow agent, and the Underwriters (the "**Escrow Agreement**"). Subject to applicable law and payment of certain taxes, permitted redemptions and certain expenses, as further described in the Prospectus, none of the funds held in the Escrow Account will be released to the Corporation prior to the closing of a Qualifying Acquisition.

Following the closing of the Corporation's Qualifying Acquisition, the Corporation will use the balance of the non-redeemed Class A Restricted Voting Shares' portion of the Escrow Account (less tax liabilities on amounts earned on the escrowed funds and certain expenses directly related to redemptions) (subject to availability, failing which any shortfall shall be made up from other sources) to pay the Underwriters the Deferred Commission (which commission will be reduced by $1,380,000 to compensate SVB Securities LLC for its deferred fee owing in connection with certain financial advisory services rendered to the Sponsor). The per share amount the Corporation will distribute to holders of Class A Restricted Voting Shares who properly redeem their shares will not be reduced by the Deferred Commission the Corporation will pay to the Underwriters.

As 100% of the gross proceeds of the Offering and any additional equity raised pursuant to a rights offering will be held by TSX Trust Company, as escrow agent, in the Escrow Account, shareholder approval of a Qualifying Acquisition is not required pursuant to the Exchange rules. As such, and unless shareholder approval is otherwise required under applicable law, the Corporation will: (a) prepare and file with applicable securities regulatory authorities a prospectus containing disclosure regarding the Corporation and its proposed Qualifying Acquisition; (b) mail a notice of redemption to the holders of the Class A Restricted Voting Shares and make the final prospectus publicly available at least 21 days prior to the deadline for redemption; and (c) send by prepaid mail or otherwise deliver the prospectus to the holders of the Class A Restricted Voting Shares, as described in the Prospectus.

The escrowed funds are held to enable the Corporation to (a) satisfy redemptions made by holders of Class A Restricted Voting Shares (including in the event of a Qualifying Acquisition or an extension to the Permitted Timeline, or in the event a Qualifying Acquisition does not occur within the Permitted Timeline), (b) fund the Qualifying Acquisition with the net proceeds following payment of any such redemptions and Deferred Commission, and/or (c) pay taxes on amounts earned on the escrowed funds and certain permitted expenses. Such escrowed funds and all amounts earned thereon, subject to such obligations and applicable law, will be assets of the Corporation. These escrowed funds will also be used to pay the Deferred Commission (which commission will be reduced by $1,380,000 to compensate SVB Securities LLC for its deferred fee owing in connection with certain financial advisory services rendered to the Sponsor), which (subject to availability, failing which any shortfall shall be made up from other sources) will be payable by the Corporation to the Underwriters upon the closing of the Corporation’s Qualifying Acquisition.

Consummation of a Qualifying Acquisition will require approval by a majority of the Corporation’s directors unrelated to the Qualifying Acquisition. In connection with seeking to complete a Qualifying Acquisition, the Corporation will provide holders of Class A Restricted Voting Shares with the opportunity to redeem all or a portion of their Class A Restricted Voting Shares, provided that they deposit their shares for redemption prior to the deadline specified by the Corporation, following public disclosure of the details of the Qualifying Acquisition and prior to the closing of the Qualifying Acquisition, of which prior notice had been provided to the holders of the Class A Restricted Voting Shares by any means permitted by the Exchange, not less than 21 days nor more than 60 days in advance of such deadline, in each case, with effect, subject to applicable law, immediately prior to the closing of a Qualifying Acquisition, for an amount per share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (a) the escrowed funds available in the escrow account at the time immediately prior to the redemption deposit deadline, including interest and other amounts earned thereon; less (b) an amount equal to the sum of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, and (ii) actual and expected expenses directly related to the redemption, each as reasonably determined by the Corporation, subject to the limitations described in the Prospectus. For the avoidance of doubt, such amount will not be reduced by the amount of any tax of the Corporation under Part VI.1 of the *Income Tax Act* (Canada) or the Deferred Commission per Class A Restricted Voting Share held in escrow.

Notwithstanding the foregoing redemption rights, each holder of Class A Restricted Voting Shares, together with any affiliate of such holder or other person with whom such holder or affiliate is acting jointly or in concert, will not be permitted to redeem a number of Class A Restricted Voting Units that is more than 15% of the aggregate number of Class A Restricted Voting Shares issued and outstanding following the Closing. This limitation will not apply in the event a Qualifying Acquisition does not occur within the Permitted Timeline, or in the event of an extension to the Permitted Timeline. If approval of the Qualifying Acquisition by shareholders is otherwise required under applicable law, holders of Class A Restricted Voting Shares shall have the option to redeem their Class A Restricted Voting Shares irrespective of whether they vote for or against, or do not vote on, the Qualifying Acquisition. Holders of Class A Restricted Voting Shares will be given not less than 21 days' notice of the shareholders meeting (if such meeting is required under applicable law) and of the corresponding redemption deposit deadline if such meeting is required. Participants through Clearing and Depositary Services Inc. ("**CDS**") may have earlier deadlines for beneficial holders to make deposits of Class A Restricted Voting Shares for redemption. If a CDS participant's deadline is not met by a holder of Class A Restricted Voting Shares, such holder's Class A Restricted Voting Shares may not be eligible for redemption. Holders of Warrants and Rights are excluded from voting as shareholders in respect of the proposed Qualifying Acquisition.

Following completion of the Qualifying Acquisition, the Proportionate Voting Shares into which the Founders' Shares are convertible and the Funding Warrants and the shares issuable on exercise of such Funding Warrants may be subject to certain sale or transfer restrictions in accordance with applicable securities laws, and following the Qualifying Acquisition, the Proportionate Voting Shares into which the Founders' Shares are convertible, depending on the terms of the Qualifying Acquisition, may be subject to the Exchange's escrow restrictions. In addition, the Founders' Shares, including any Proportionate Voting Shares into which they are convertible, and any Common Shares resulting therefrom will be subject to certain restrictions on transfer pursuant to the Transfer Restrictions Agreement and Undertaking, subject to certain exceptions.

The Founders will not be entitled to redeem the Founders' Shares and Funding Warrants in connection with a Qualifying Acquisition or an extension to the Permitted Timeline or entitled to access the Escrow Account should a Qualifying Acquisition not occur within the Permitted Timeline, as further described in the Prospectus. The Founders will, however, participate in any liquidation distribution with respect to any Class A Restricted Voting Shares they may acquire in connection with or following this Offering through possible purchases on the secondary market.

SELECT FINANCIAL INFORMATION

As at March 31, 2023, the Corporation had total assets of $146,372,980 and liabilities of $148,916,592 consisting primarily of liabilities associated with Class A Restricted Voting Shares subject to redemption of $136,120,222. Included in total assets are restricted cash held in escrow of $145,531,675.

SUMMARY OF QUARTERLY RESULTS

The table below presents the quarterly financial results since the Corporation's incorporation on December 1, 2021. There is no historical information prior to December 1, 2021.

	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Net loss	3,978,778	3,697,569	3,258,766	599,821	-
Loss per share	1.15	1.07	0.94	1.05	-
Diluted loss per share	1.15	1.07	0.94	1.05	-

RESULTS OF OPERATIONS

The Corporation has not conducted commercial operations and its sole focus is on the identification and evaluation of businesses or assets to acquire. There were no reportable events that occurred during the reporting period presented. For the immediate future, the Corporation intends to continue to identify and evaluate potential targets and pursue a Qualifying Acquisition.

Since completion of the Offering, the activities of the Corporation have been focused on the identification, evaluation and diligence of business targets and as such, the Corporation does not expect to generate any operating revenues until the closing and completion of the Qualifying Acquisition. In the interim, the Corporation expects to generate non-operating income in the form of interest income on the short-term restricted cash investments held in escrow.

Three Months Ended March 31, 2023

A summary of selected information from the statement of loss and comprehensive loss for the three months ended March 31, 2023 and 2022 is provided in the table below:

Three months ended March 31,		**2023**	2022
Interest income	$	**1,520,773**	-
Accretion of Class A restricted voting shares		**3,127,834**	-
Unrealized loss on change in fair value of warrant liability		**714,500**	-
General and administrative expenses		**371,480**	-
Interest expense		**1,110,165**	-
Net loss		**3,978,778**	-
Basic and diluted loss per share		**1.15**	-

During the three months ended March 31, 2023, the Corporation recorded interest income of $1,520,773 (March 31, 2022 - $nil) on restricted cash held in escrow, which will be made available to the Corporation to use upon completion of a Qualifying Acquisition as outlined in the "Initial Public Offering" section of this MD&A. In addition, during the three months ended March 31, 2023, interest expense totaling $1,110,165 (March 31, 2022 - $nil) was recorded as part of the interest on the restricted cash held in escrow, net of taxes, that are payable in cash on the Class A Restricted Voting Shares if redeemed. Since the Class A Restricted Voting Shares have been accounted for as a financial liability measured using the effective interest rate method, amortized over a 15-month period, the Corporation recorded accretion expense on the Class A Restricted Voting Shares of $3,127,834 (March 31, 2022 - $nil) during the three months ended March 31, 2023.

A breakdown of the nature of the Corporation's general and administrative expenses for the three months ended March 31, 2023 and 2022, is provided below:

Three months ended March 31,		**2023**		2022
Professional fees	**$**	**241,498**	$	-
Shareholder relations, transfer agent and filing fees		**14,318**		-
General office expenses		**65,816**		-
Insurance expense		**45,774**		-
Travel and accommodations		**4,074**		-
	$	**371,480**	$	-

Year Ended March 31, 2023

A summary of selected information from the statement of loss and comprehensive loss for the year ended March 31, 2023 and the period from December 1, 2022 (date of incorporation) to March 31, 2022 is provided in the table below:

Year ended March 31,		**2023**	2022
Interest income	$	**3,391,665**	-
Accretion of Class A restricted voting shares		**9,724,024**	-
Unrealized loss on change in fair value of warrant liability		**900,400**	-
General and administrative expenses		**1,428,983**	-
Interest expense		**2,475,916**	-
Net loss		**11,534,934**	-
Basic and diluted loss per share		**4.22**	-

During the year ended March 31, 2023, the Corporation recorded interest income of $3,391,665 (March 31, 2022 - $nil) on restricted cash held in escrow, which will be made available to the Corporation to use upon completion of a Qualifying Acquisition as outlined in the "Initial Public Offering" section of this MD&A. In addition, during the year ended March 31, 2023, interest expense totaling $2,475,916 (March 31, 2022 - $nil) was recorded as part of the interest on the restricted cash held in escrow, net of taxes, that are payable in cash on the Class A Restricted Voting Shares if redeemed. Since the Class A Restricted Voting Shares have been accounted for as a financial liability measured using the effective interest rate method, amortized over a 15-month period, the Corporation recorded accretion expense on the Class A Restricted Voting Shares of $9,724,024 (March 31, 2022 - $nil) during the year ended March 31, 2023.

A breakdown of the nature of the Corporation's general and administrative expenses for the year ended March 31, 2023 and the period from December 1, 2022 (date of incorporation) to March 31, 2022 is provided below:

Year ended March 31,		**2023**		2022
Professional fees	**$**	**747,949**	$	-
Shareholder relations, transfer agent and filing fees		**249,612**		-
General office expenses		**179,589**		-
Insurance expense		**146,987**		-
Travel and accommodations		**104,846**		-
	$	**1,428,983**	$	-

Transaction Costs Relating to the Offering

Transaction costs are directly related to the Offering and consist mainly of legal, accounting, printing, filing and Underwriters' fees on the following basis:

Underwriters' commission	$	2,070,000
Professional fees (legal, accounting, etc.)		446,203
Listing fees		16,177
Total transaction costs	**$**	**2,532,380**

Pursuant to the underwriting agreement for the Offering, the Underwriters were entitled to an underwriting commission equal to up to $7,590,000 or 5.5% of the gross proceeds of the Class A Restricted Voting Units issued under the Offering. The Corporation paid $2,070,000, to the Underwriters at the Closing, less an amount equal to $517,500 which was deducted from the underwriting commission to be paid to SVB Securities LLC on behalf of the Sponsor in connection with a consulting and financial advisory services agreement. The balance of the agreed underwriting commission, being $5,520,000, or approximately 72% of the underwriting commission, (the "**Deferred Commission**") has been deferred and will only be paid upon successful completion of a Qualifying Acquisition. If the Corporation completes a Qualifying Acquisition, an amount equal to $1,380,000 will de deducted from the Deferred Commission and paid to SVB Securities LLC on behalf of the Sponsor in connection with a consulting and financial advisory services agreement. If no Qualifying Acquisition is consummated within the Permitted Timeline, such amounts shall not be payable. Due to its association with an uncertain future Qualifying Acquisition, the contingent liability of Deferred Commission balance has not been recorded in the Financial Statements.

Transaction costs were prorated between Class A Restricted Voting Shares, Class A Warrants, Funding Warrants, Rights and Class B Shares by the amount of proceeds received as outlined below:

	Class A Restricted Voting Shares	Class A Warrants	Funding Warrants	Rights	Class B Shares	Total
Professional fees	$ 391,104	$ 18,883	$ 26,487	$ 9,653	$ 76	$ 446,203
Underwriters' fees	1,814,518	87,611	122,740	44,778	353	2,070,000
Exchange listing	14,180	685	959	350	3	16,177
	$ 2,219,802	**$ 107,179**	**$ 150,186**	**$ 54,781**	**$ 432**	**$ 2,532,380**

LIQUIDITY AND CAPITAL MANAGEMENT

The Corporation defines the capital that it manages as its cash and restricted cash held in escrow.

The funds held in the Escrow Account include the $142,140,010 of funds raised relating to the Offering. In accordance with the terms of the Offering, all amounts raised through the issuance of the Class A Restricted Voting Units were deposited into the Escrow Account and can only be released upon certain prescribed conditions being met, as previously discussed. The Corporation intends to use substantially all of the proceeds from the Offering to consummate the Qualifying Acquisition.

As of March 31, 2023, the Corporation had cash held outside of the Escrow Account of $503,292 and had available working capital of $236,351 (excluding restricted cash held in escrow, interest payable, Class A Restricted Voting Shares subject to redemption, and warrant liability), which is available to fund its working capital requirements, including any further transaction costs that may be incurred. The Corporation expects to have net losses for the foreseeable future until a Qualifying Acquisition is completed and the Corporation commences revenue generation. Management of the Corporation seeks to ensure that operational and administrative costs are minimal prior to the completion of a Qualifying Acquisition, with a view towards preserving Agrinam's working capital. The Corporation does not believe that there will be a need to raise additional funds to meet expenditures required for operating the business until the consummation of a Qualifying Acquisition and believes that there is sufficient funds available outside of the Escrow Account to operate the business. However, the Corporation cannot be assured that this will be the case.

The financial statements of the Corporation have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Corporation is in the process of completing a Qualifying Acquisition and, as such, does not have any sources of cash inflows, other than from interest income, its Sponsor (as defined below), or obtaining additional financing. As of March 31, 2023, the Corporation had a deficit of $11,534,934 (March 31, 2022 - $nil) and, during the year ended March 31, 2023, generated operating cash flows totaling $1,832,347 (period ended March 31, 2022 - $nil). The Corporation's ability to continue as a going concern is dependent upon the continued support of its Sponsor and the completion of a Qualifying Acquisition. There is no assurance that the Sponsor and/or lenders will provide continued support and that the Corporation will be successful in completing a Qualifying Acquisition.

To the extent that the Corporation requires additional funding for general ongoing expenses or in connection with a Qualifying Acquisition, the Corporation may seek funding by way of unsecured loans from the Sponsor and/or its affiliates, which loans must be on reasonable commercial terms and must comply with applicable Exchange requirements. The lender under the loans would not have recourse against the funds held in the Escrow Account, and thus the loans will not reduce the value thereof. Such loans will collectively be subject to a maximum aggregate principal amount equal to 10% of the escrowed funds and may only be repayable in cash no earlier than the closing of the Qualifying Acquisition. Such loans may only be convertible into shares and/or warrants in connection with the closing of the Qualifying Acquisition.

The Corporation may also seek to raise additional funds through a rights offering in respect of shares available to its shareholders, in accordance with the requirements of applicable securities legislation and the Exchange's rules, and subject to the consent of the Underwriters, and further subject to the conditions outlined in the Prospectus.

SHARE CAPITAL

The Corporation, as at the date of this MD&A, has 13,800,001 Class A Restricted Voting Shares, 3,450,000 Class B Shares, 22,510,000 Warrants, and 13,800,000 Rights issued and outstanding.

The Class A Restricted Voting Shares are classified as liabilities measured at amortized cost in the Financial Statements, while the Warrants are classified as liabilities measured at fair value through profit and loss, due to a the cashless exercise feature of the Warrants.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Corporation. The Corporation has determined that its key management personnel consist of its executive officers and directors. Other related parties to the Corporation include companies in which key management have control or significant influence.

On June 13, 2022 and further amended on June 30, 2022, the Corporation entered into an administrative service agreement with the Sponsor, advancing $320,000 to the Sponsor for 18 months of administrative support and related services. During the year ended March 31, 2023, the Corporation recognized $160,000 (March 31, 2022 – $nil) of the advances made in general and administrative expenses on the statements of loss and comprehensive loss. As at March 31, 2023, an amount of $160,000 associated with the administrative advances remains in prepaid expenses on the statements of financial position.

During the year ended March 31, 2023, the Corporation was also charged $100,000 (March 31, 2022 – $nil) in travel costs by the Sponsor associated with identifying a Qualifying Acquisition, included in general and administrative expenses on the statement of loss and comprehensive loss.

During the year ended March 31, 2023, certain general and administrative expenses of the Corporation were paid by the Sponsor on the Corporation's behalf. As at March 31, 2023, the Corporation owes $2,658 (March 31, 2022 - $nil) to the Sponsor as repayment for these expenses.

During the year ended March 31, 2023, the Founders purchased 8,710,000 Funding Warrants at a price of $1.00 per Funding Warrant for gross proceeds of $8,710,000 and purchased an aggregate of 3,450,000 Founders' Shares for an aggregate price of $25,000, 64,400 of which were issued as consideration for past services and 3,385,600 issued for approximately $0.007 per Founders' Share, and the Sponsor purchased one Class A Restricted Voting Share for a subscription price of $10.30.

In connection with the Offering, the Sponsor also executed a make whole agreement and undertaking in favour of the Corporation, whereby the Sponsor has agreed to indemnify the Corporation in limited circumstances where the funds available to be paid by the Corporation are reduced to below $10.30 per Class A Restricted Voting Share (or $10.40 if the Corporation extends the Permitted Timeline by three months, or $10.50 if the Corporation extends the Permitted Timeline by an additional three months) to the redeeming holders.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Certain financial instruments are recorded in the Financial Statements at values that are representative of or approximate their fair value. The fair value of a financial instrument that is traded in active markets at each reporting date is determined by reference to its quoted market price. If the financial instrument does not trade on an active market, the Corporation will use an option-pricing model to measure the fair value of the financial instrument. Application of the option-pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets, and the expected life of the financial instrument. Changes in the underlying trading value or estimates may significantly affect the amount of net income or loss for a particular period. Furthermore, the quoted market price or option price of a financial liability may not be equal to the amount that the Corporation may have to pay in settlement of the underlying obligation, should such obligation become immediately payable. The Corporation reviews assumptions relating to financial instruments on an ongoing basis to ensure that the basis for determination of fair value is appropriate.

As at March 31, 2023, the Corporation's financial instruments consist of cash, restricted cash held in escrow, accounts payable and accrued liabilities, due to related parties, interest payable, Class A Restricted Voting Shares subject to redemption, and warrant liability.

The Company characterizes its fair value measurements of financial instruments into a three-level hierarchy depending on the degree to which the inputs are observable as follows:

- Level 1 – inputs are quoted prices in active markets for identical assets and liabilities;
- Level 2 – inputs other than quoted prices, included within Level 1, that are observable for the assets or liabilities either directly or indirectly; and
- Level 3 – Inputs are unobservable for the asset or liability

A financial instrument is classified to the lowest level hierarchy for which a significant input has been used in measuring fair value. As at March 31, 2023, the cash and restricted cash held in escrow have been measured using level 1 inputs and the warrant liability has been measured using level 2 inputs.

The carrying amount of accounts payable and accrued liabilities, due to related parties and interest payable approximate their respective fair values due to the short-term maturities of those instruments.

As at March 31, 2023, the aggregate trading price of each Class A Restricted Voting Shares was $10.

Financial risk management

The Corporation is exposed to financial risks due to the nature of its business and the financial assets and liabilities that it holds. The Corporation's overall risk management strategy seeks to minimize potential adverse effects on the Corporation's financial performance.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Corporation has accounts payable and accrued liabilities, due to related parties, interest payable, income taxes payable, Class A Restricted Voting Shares subject to redemption, and warrant liability totaling $148,916,592 as at March 31, 2023 (March 31, 2022 - $nil) that are considered current liabilities due within one year.

Credit Risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Corporation's cash and restricted cash held in escrow. The carrying amount of cash and restricted cash held in escrow represents the maximum credit exposure to the Corporation. The Corporation manages credit exposure related to cash and restricted cash held in escrow by selecting financial institution counterparties with high credit ratings.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Corporation does not have significant exposure to these risks.

Capital Management

The Corporation defines the capital that it manages as its cash and restricted cash held in escrow.

The Corporation's primary objective in managing capital is to ensure capital preservation in order to benefit from acquisition opportunities as they arise and to fund redemptions should they occur.

To the extent that the Corporation requires additional funding for general ongoing expenses prior to its Qualifying Transaction, the Corporation may seek funding by way of unsecured loans from its Sponsor and/or its affiliates, which loans must be on reasonable commercial terms. The lender under the loans would not have recourse against the funds held in the Escrow Account, and thus the loans will not reduce the value thereof. Such loans will collectively be subject to a maximum aggregate principal amount equal to 10% of the escrowed funds. Such loans may be repayable in cash or, subject to any required approval of the Exchange, be convertible into shares and/or Warrants, however no such repayment or conversion shall occur prior to the closing of the Qualifying Transaction.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

For further information about the accounting policies used by the Corporation, please refer to Note 3 of the Financial Statements, which have been prepared in accordance with IFRS, as issued by the IASB and interpretations issued by the IFRIC.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Critical accounting estimates represent estimates made by management that are, by their very nature, uncertain. Management evaluates its estimates on an ongoing basis. Such estimates are based on assumptions that management believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amounts of revenues and expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. A summary of the critical accounting judgements, estimates, and assumptions used by management in the preparation of its financial information is provided in Note 4 of the Financial Statements.

CONTROLS AND PROCEDURES

There were no changes made to the internal controls over financial reporting that occurred during the year ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, the Corporation’s control procedures.

Disclosure controls and procedures (“DC&P”), as defined in National Instrument 52-109 (“NI 52-109”) Certification of Disclosure in Issuers’ Annual and Interim Filings, are designed to provide reasonable assurance that information required to be disclosed in the Corporation’s annual filings, interim filings or other reports filed, or submitted by the Corporation under securities legislation is recorded, processed, summarized and reported within the time periods specified under securities legislation and include controls and procedures designed to ensure that information required to be so disclosed is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Internal control over financial reporting (“ICFR”), as defined in NI 52-109, includes those policies and procedures that:

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets;
2) are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Corporation are being made in accordance with authorizations of management and directors of Agrinam; and
3) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Corporation’s assets that could have a material effect on the Financial Statements.

NI 52-109 requires that Agrinam disclose in its MD&A any material weaknesses in the Corporation’s internal controls over financial reporting and/or any changes in its internal controls over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting. Agrinam confirms that no material weaknesses or such changes were identified in the Corporation’s internal controls over financial reporting during the year ended March 31, 2023.

It should be noted that while Agrinam’s officers believe that the Corporation’s controls provide a reasonable level of assurance with regard to their effectiveness, they do not expect that the DC&P and ICFR will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, but not absolute, assurance that the objectives of the control system are met.

OFF-BALANCE SHEET ITEMS

There are no significant off-balance sheet arrangements.

RISKS AND UNCERTAINTIES

An investment in the securities of the Corporation is highly speculative and involves numerous and significant risks. Such investments should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Except as otherwise disclosed in this MD&A, there have been no significant changes to the nature and scope of the risks faced by the Corporation as described in the Prospectus, which is available on SEDAR at www.sedar.com. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect the Corporation and its financial position.

OUTLOOK

For the immediate future, the Corporation intends to continue to identify and evaluate potential targets and pursue a Qualifying Acquisition. The Corporation continues to monitor its expenditures and expects to modify its plans based on business opportunities that arise in the future. As of the date of this MD&A, the Corporation has not yet entered into a definitive agreement.

APPENDIX G

PROPOSED AUDIT COMMITTEE CHARTER OF NEW FREIGHT FARMS

FREIGHT FARMS HOLDINGS CORP.
CHARTER OF THE AUDIT COMMITTEE

Section 1 PURPOSE

The audit committee (the "**Audit Committee**") is a committee of the board of directors (the **"Board"**) of Freight Farms Holdings Corp. (the "**Company**"). The primary function of the Audit Committee is to assist the directors of the Company in fulfilling their applicable roles by:

(a) recommending to the Board the appointment and compensation of the Company's external auditor;

(b) overseeing the work of the external auditor, including the resolution of disagreements between the external auditor and management;

(c) pre-approving all non-audit services (or delegating such pre-approval if and to the extent permitted by law) to be provided to the Company by the Company's external auditor;

(d) satisfying themselves that adequate procedures are in place for the review of the Company's public disclosure of financial information, other than those described in (g) below, extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures;

(e) establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters, and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(f) reviewing and approving any proposed hiring of a current or former partner or employee of the current and former auditor of the Company; and

(g) reviewing and approving the annual and interim financial statements, related Management's Discussion and Analysis ("**MD&A**") and other financial information provided by the Company to any governmental body or the public.

The Audit Committee should primarily fulfill these roles by carrying out the activities enumerated in this Charter. However, it is not the duty of the Audit Committee to prepare financial statements, to plan or conduct internal or external audits, to determine that the financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company's internal policies, procedures and controls, as these are the responsibility of management, and in certain cases, the external auditor.

Section 2 LIMITATIONS ON AUDIT COMMITTEE'S DUTIES

In contributing to the Audit Committee's discharge of its duties under this Charter, each member of the Audit Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended to be, or may be construed as, imposing on any members of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject.

Members of the Audit Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations made by management as to the non-audit services provided to the Company by the external auditor, (iv) financial statements of the Company represented to them by a member of management or in a written report of the external auditors to present fairly the financial position of the Company in accordance with generally accepted accounting principles, and (v) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

Section 3 COMPOSITION AND MEETINGS

The Audit Committee should be comprised of not less than three directors as determined by the Board, all of whom shall be independent within the meaning of NI 52-110 – *Audit Committees* ("**52-110**") of the Canadian Securities Administrators (or exempt therefrom), and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee. All members of the Audit Committee should have (or should gain within a reasonable period of time after appointment) a working familiarity with basic finance and accounting practices. At least one member of the Audit Committee should have accounting or related financial management expertise and be considered a financial expert. Each member should be "financially literate" within the meaning of 52-110. The Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

The members of the Audit Committee shall be elected by the Board on an annual basis or until their successors shall be duly appointed. Unless a Chair of the Audit Committee (the "**Chair**") is elected by the Board, the members of the Audit Committee may designate a Chair by majority vote of the full Audit Committee membership.

In addition, the Audit Committee members should meet all of the requirements for members of audit committees as defined from time to time under applicable legislation and the rules of any stock exchange on which the Company's securities are listed or traded.

The Audit Committee should meet at least four times annually, or more frequently as circumstances require. The Audit Committee should meet within forty-five (45) days following the end of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related MD&A, and should meet within 90 days following the end of the fiscal year end to review and discuss the audited financial results for the preceding quarter and year and the related MD&A.

The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Audit Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Company with senior employees, officers and the external auditor of the Company, and others as they consider appropriate.

For greater certainty, management is indirectly accountable to the Audit Committee and is responsible for the timeliness and integrity of the financial reporting and information presented to the Board.

In order to foster open communication, the Audit Committee or its Chair should meet at least annually with management and the external auditor in separate sessions to discuss any matters that the Audit Committee or each of these groups believes should be discussed privately. In addition, the Audit Committee or its Chair should meet with management quarterly in connection with the Company's interim financial statements.

A quorum for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Audit Committee appointed at the relevant time or such greater number as the Audit Committee shall by resolution determine.

Meetings of the Audit Committee shall be held from time to time and at such place as any member of the Audit Committee shall determine upon 48 hours' notice to each of its members. Notice of the time and place of every meeting should be given in writing, in person or by telephone, facsimile, email or other electronic communication to each member of the Audit Committee. Notice of an Audit Committee meeting shall be deemed to be duly given to a member of the Audit Committee if it is given to such member verbally (in person or by telephone) or otherwise communicated or sent to the member by post, facsimile, email or other electronic communication at such member's last known address or in accordance with any other instructions given by such member to the Company for this purpose. The notice period may be waived by all members of the Audit Committee. Each of the Chair of the Board, the external auditor, the Chief Executive Officer, the Chief Financial Officer or the Secretary shall be entitled to request that any member of the Audit Committee call a meeting.

A member may participate in a meeting of the Audit Committee by means of any electronic communication facilities as permit all persons participating in the meeting to hear each other and a member participating in such a meeting by such means is deemed to be present at the meeting.

The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution of the Audit Committee. A resolution signed by all members of the Audit Committee, which may be signed in counterparts, shall be valid as if it had been passed at an Audit Committee meeting duly called and constituted with such resolution to be effective on the date on which the resolution is signed by the last member of the Audit Committee.

This Charter is subject in all respects to the Company's notice of articles and articles from time to time.

Section 4 ROLE

As part of its function in assisting the Board in fulfilling its oversight role (and without limiting the generality of the Audit Committee's role), the Audit Committee should:

(1) Determine any desired agenda items;

(2) Review and recommend to the Board changes to this Charter, as considered appropriate from time to time;

(3) Review the public disclosure regarding the Audit Committee required by 52-110;

(4) Review and seek to ensure that disclosure controls and procedures and internal control over financial reporting frameworks are operational and functional;

(5) Summarize in the Company's annual information form the Audit Committee's composition and activities, as required; and

(6) Submit the minutes of all meetings of the Audit Committee to the Board upon request.

Documents / Reports Review

(7) Review and recommend to the Board for approval the Company's annual and interim financial statements, including any certification, report, opinion, undertaking, or review rendered by the external auditor and the related MD&A, as well as such other financial information of the Company provided to the public or any governmental body as the Audit Committee or the Board require.

(8) Review other financial information provided to any governmental body or the public as they see fit.

(9) Review, recommend and approve any of the Company's press releases that contain financial information.

(10) Seek to satisfy itself and ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and related MD&A and periodically assess the adequacy of those procedures.

External Auditor

(11) Recommend to the Board the selection of the external auditor, considering independence and effectiveness, and review the fees and other compensation to be paid to the external auditor.

(12) Review and seek to ensure that all financial information provided to the public or any governmental body, as required, provides for the fair presentation of the Company's financial condition, financial performance, and cash flow.

(13) Instruct the external auditor that its ultimate client is not management and that it is required to report directly to the Audit Committee, and not management.

(14) Monitor the relationship between management and the external auditor including reviewing any management letters or other reports of the external auditor and discussing any material differences of opinion between management and the external auditor.

(15) Review and discuss, on an annual basis, with the external auditor all significant relationships it has with the Company to determine the external auditor's independence.

(16) Pre-approve all non-audit services (or delegate such pre-approval, as the Audit Committee may determine and as permitted by applicable Canadian securities laws) to be provided by the external auditor.

(17) Review the performance of the external auditor and any proposed discharge of the external auditor when circumstances warrant.

(18) Periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls, and other steps that management has taken to control such risks, and the fullness and accuracy of the financial statements, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.

(19) Communicate directly with the external auditor and arrange for the external auditor to be available to the Audit Committee and the Board as needed.

(20) Review and approve any proposed hiring by the Company of current or former partners or employees of the current (and any former) external auditor of the Company.

Audit Process

(21) Review the scope, plan and results of the external auditor's audit and reviews, including the auditor's engagement letter, the post-audit management letter, if any, and the form of the audit report. The Audit Committee may authorize the external auditor to perform supplemental reviews, audits or other work as deemed desirable.

(22) Following completion of the annual audit and quarterly reviews, review separately with each of management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews.

(23) Review any significant disagreements among management and the external auditor in connection with the preparation of the financial statements.

(24) Where there are significant unsettled issues between management and the external auditor that do not affect the audited financial statements, the Audit Committee shall seek to ensure that there is an agreed course of action leading to the resolution of such matters.

Financial Reporting Processes

(25) Review the integrity of the financial reporting processes, both internal and external, in consultation with the external auditor as they see fit.

(26) Consider the external auditor's judgments about the quality, transparency, and appropriateness, not just the acceptability, of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, including the degree of aggressiveness or conservatism of its accounting principles and underlying estimates, and whether those principles are common practices or are minority practices.

(27) Review all material balance sheet issues, material contingent obligations (including those associated with material acquisitions or dispositions) and material related party transactions.

(28) Review with management and the external auditor the Company's accounting policies and any changes that are proposed to be made thereto, including all critical accounting policies and practices used, any alternative treatments of financial information that have been discussed with management, the ramifications of their use and the external auditor's preferred treatment and any other material communications with management with respect thereto.

(29) Review the disclosure and impact of contingencies and the reasonableness of the provisions, reserves, and estimates that may have a material impact on financial reporting.

(30) If considered appropriate, establish separate systems of reporting to the Audit Committee by each of management and the external auditor.

(31) Periodically consider the need for an internal audit function, if not present.

Risk Management

(32) Review program of risk assessment and steps taken to address significant risks or exposures of all types, including insurance coverage and tax compliance.

General

(33) With prior Board approval, the Audit Committee may at its discretion retain independent counsel, accountants, and other professionals to assist it in the conduct of its activities and to set and pay (as an expense of the Company) the compensation for any such advisors.

(34) Respond to requests by the Board with respect to the functions and activities that the Board requests the Audit Committee to perform.

(35) Periodically review this Charter and, if the Audit Committee deems appropriate, recommend to the Board changes to this Charter.

(36) Review the public disclosure regarding the Audit Committee required from time to time by applicable Canadian securities laws, including:

(i) the Charter of the Audit Committee;

(ii) the composition of the Audit Committee;

(iii) the relevant education and experience of each member of the Audit Committee;

(iv) the external auditor services and fees; and

(v) such other matters as the Company is required to disclose concerning the Audit Committee.

(37) Review in advance, and approve, the hiring and appointment of the Company's senior financial executives by the Company, if any.

(38) Perform any other activities as the Audit Committee deems necessary or appropriate including ensuring all regulatory documents are compiled to meet Committee reporting obligations under 52-110.

Section 5 AUDIT COMMITTEE COMPLAINT PROCEDURES

Submitting a Complaint

(39) Anyone may submit a complaint regarding conduct by the Company or its employees or agents (including its independent auditors) reasonably believed to involve questionable accounting, internal accounting controls or auditing matters. The Chair should oversee treatment of such complaints.

Procedures

(40) The Chair will be responsible for the receipt and administration of employee complaints.

(41) In order to preserve anonymity when submitting a complaint regarding questionable accounting or auditing matters, the employee may submit a complaint confidentially.

Investigation

(42) The Chair should review and investigate the complaint. Corrective action will be taken when and as warranted in the Chair's discretion.

Confidentiality

(43) The identity of the complainant and the details of the investigation should be kept confidential throughout the investigatory process.

Records and Report

(44) The Chair should maintain a log of complaints, tracking their receipt, investigation, findings, and resolution, and should prepare a summary report for the Audit Committee.

Section 6 NO LIABILITY

The Audit Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Company's securityholders for any purpose whatsoever. The Board by resolution may, from time to time, amend or waive the terms hereof, either prospectively or retrospectively, and no provision of this Charter is intended to give rise to civil liability of the Company, its subsidiaries or any of its or their respective directors, officers, advisors, or employees to shareholders, other securityholders, lenders, customers, suppliers or employees of the Company or its subsidiaries or any liability whatsoever, except as expressly provided herein.

APPENDIX H

PROPOSED BOARD MANDATE OF NEW FREIGHT FARMS

FREIGHT FARMS HOLDINGS CORP.

BOARD MANDATE

1. Purpose

The Board of Directors (the "**Board**") has the duty to supervise the management of the business and affairs of Freight Farms Holdings Corp. (the "**Company**"). The Board, directly and through its committees and the chair of the Board (the "**Chair**"), shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company.

2. Composition

General

The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, quorum requirements, meeting procedures and notices of meetings are governed by the articles and by-laws of the Company, the *Business Corporations Act (British Columbia)*, applicable Canadian securities laws and applicable stock exchange rules (including the rules of the Toronto Stock Exchange), in each case as they may be amended and/or replaced from time to time, subject to any exemptions or relief that may be granted from such requirements.

Each director must have an understanding of the Company's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the chair of the Corporate Governance Committee.

Chair of the Board

If the Chair of the Board is not independent, then the independent directors shall select from among their number a director who will act as "Lead Director" and who will assume responsibility for enhancing the effectiveness and independence of the Board.

3. Duties and Roles

The Board shall have the specific duties and roles outlined below.

Strategic Planning

(a) **Strategic Plans**

The Board shall adopt a strategic plan for the Company. At least annually, the Board shall review and, if advisable, approve the Company's strategic planning process and the Company's annual strategic plan. In discharging this role, the Board shall review the plan in light of management's assessment of emerging trends, the competitive environment, the opportunities for the business of the Company, risk issues, and significant business practices and products.

(b) **Business and Capital Plans**

At least annually, the Board shall review and, if advisable, approve the Company's annual business and capital plans as well as policies and processes generated by management relating to the authorization of major investments and significant allocation of capital.

(c) **Monitoring**

At least annually, the Board shall review management's implementation of the Company's strategic, business and capital plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

Risk Management

(a) **General**

At least annually, the Board shall review reports provided by management of principal risks associated with the Company's business and operations, review the implementation by management of appropriate systems to seek to manage these risks, and review reports by management relating to the operation of, and any material deficiencies in, these systems.

(b) **Verification of Controls**

The Board shall seek to verify that internal, financial, non-financial and business control and management information systems have been established by management.

Human Resource Management

(a) **General**

At least annually, the Board shall review a report of the Corporate Governance Committee (with respect to the Company's Chief Executive Officer) and a report of the Compensation and Human Resources Committee (with respect to the Company's other executive management) concerning the Company's approach to human resource management and executive compensation.

(b) **Succession Review**

At least annually, the Board shall review the succession plans of the Company for the Chair, the Lead Director (if any), the Chief Executive Officer and other executive officers, including the appointment, training and monitoring of such persons.

(c) **Integrity of Senior Management**

The Board shall, to the extent feasible, seek to satisfy itself as to the integrity of the Chief Executive Officer and other executive officers of the Company and that the Chief Executive Officer and other senior officers strive to create a culture of integrity throughout the Company.

Corporate Governance

(a) **General**

At least annually, the Board shall review a report of the Corporate Governance Committee concerning the Company's approach to corporate governance.

(b) **Director Independence**

At least annually, the Board shall review a report of the Corporate Governance Committee that evaluates the director independence standards established by the Board and the Board's ability to act independently from management in fulfilling its duties.

(c) **Ethics Reporting**

The Board has adopted a written Code of Business Conduct and Ethics (the "**Code**") applicable to directors, officers and employees of the Company. At least annually, the Board shall review the report of the Corporate Governance Committee relating to compliance with, or material deficiencies from, the Code and approve changes it considers appropriate. The Board shall review reports from the Corporate Governance Committee concerning investigations and any resolutions of complaints received under the Code.

(d) **Board of Directors Mandate Review**

At least annually, the Board shall review and assess the adequacy of this Mandate to seek to ensure compliance with any rules or regulations promulgated by any regulatory body and approve any modifications to this Mandate as considered advisable.

Communications

(a) **General**

The Board has adopted a Disclosure and Insider Trading Policy for the Company. At least annually, the Board, in conjunction with the President and Chief Executive Officer, shall review the Company's overall Disclosure and Insider Trading Policy, including measures for receiving feedback from the Company's stakeholders, and management's compliance with such policy. The Board shall, if advisable, approve material changes to the Company's Disclosure and Insider Trading Policy.

(b) **Shareholders**

The Company endeavors to keep its shareholders informed of its progress through an annual report, annual information form, quarterly interim reports, periodic press releases and other continuous disclosure documentation, as applicable. Directors and management meet with the Company's shareholders at the annual meeting and are available to respond to questions at that time. In addition, the Company shall maintain a website that is regularly updated and provides investors with relevant information on the Company and an opportunity to communicate with the Company.

4. Committees of the Board

The Board has established the following committees: the Corporate Governance Committee, the Audit Committee and the Compensation and Human Resources Committee. Subject to applicable law and regulations, the Board may establish other Board committees or merge or dispose of any such Board committee.

Committee Charters

The Board has approved charters for each Board committee and shall approve charters for each new Board committee. At least annually, each committee charter shall be reviewed by the Corporate Governance Committee and any suggested amendments brought to the Board for consideration and approval.

Delegation to Committees

The Board has delegated to the applicable committee those duties and responsibilities set out in each Board committee's charter.

Consideration of Committee Recommendations

As required by applicable law, by applicable committee charter or as the Board may consider advisable, the Board shall consider for approval the specific matters delegated for review to Board committees.

Board/Committee Communication

To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after the committee's meeting.

5. Meetings

The Board will meet at least once in each quarter, with additional meetings held as deemed advisable. The Chair is primarily responsible for the agenda and for supervising the conduct of the meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

Meetings of the Board shall be conducted in accordance with the Company's constitutional documents.

Secretary and Minutes

The Company's Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Secretary and subsequently presented to the Board for approval.

Meetings Without Management

The independent members of the Board shall hold regularly scheduled meetings, or shall meet during a portion of regularly scheduled meetings at which non-independent directors and members of management are not present. The Lead Director, if applicable, is primarily responsible for the agenda and for supervising the conduct of the meeting.

Directors' Responsibilities

Each director is expected to attend all meetings of the Board and any committee of which he or she is a member. Directors will be expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meetings.

Access to Management and Outside Advisors

In discharging the forgoing duties and responsibilities, the Board shall have unrestricted access to management and employees of the Company and to the relevant books, records and systems of the Company as considered appropriate. The Board shall have the authority to retain legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.

Service on Other Boards and Audit Committees

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another public corporation.

6. Director development and evaluation

Each new director shall participate in the Company's initial orientation program and each director shall participate in the Company's continuing director development programs. The Corporate Governance Committee shall review with each new member: (i) certain information and materials regarding the Company, including the role of the Board and its committees; and (ii) the legal obligations of a director of the Company. At least annually, the Board with the assistance of the Corporate Governance Committee, shall review the Company's initial orientation program and continuing director development programs.

7. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's constitutional documents (including its articles and by-laws), it is not intended to establish any legally binding obligations. The Board by resolution may, from time to time, amend or waive the terms hereof, either prospectively or retrospectively, and no provision of this Mandate is intended to give rise to civil liability of the Company or any of its directors, officers, advisors or employees to shareholders, other securityholders, lenders, customers, suppliers or employees of the Company or any other liability whatsoever, except as expressly provided herein.