



# AgriNurture, Inc.

54 National Road, Dampol 2<sup>nd</sup> A, Pulilan, Bulacan 3005, Philippines

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## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

### TO ALL STOCKHOLDERS:

NOTICE is hereby given that the Annual Meeting of Stockholders of AgriNurture, Inc. (the "Company") will be held on 09 June 2010, Wednesday, at 2:30 in the afternoon at its principal office located at No. 54 National Road, Dampol II-A, Pulilan, Bulacan.

The agenda for the said meeting shall be as follows:

1. Call to Order;
2. Certification of Notice and Determination of Quorum;
3. Approval of the Minutes of the Annual Meeting of Stockholders held last 16 December 2009;
4. President's Report
5. Annual Report and Financial Statements for the year ended 31 December 2009;
6. Filing of application and such other necessary documents to the PSE and SEC for the follow-on offering of the Company's shares;
7. Filing of application and such other necessary documents to the PSE and SEC for the listing of 20 Million warrants relating to 20 Million common shares of the Company;
8. Possible Acquisition of Companies;
9. Expansion of Operations in the Asia Pacific Region
  - a. Creation/establishment of a new business entity in Australia
  - b. Delisting in the NSX and Possible listing in the ASX
10. Entering into Surety Agreements;
11. Conduct of Stock Rights Offering;
12. Declaration of Stock Dividends;
13. Ratification of Acts, Resolutions and Decisions of the Incumbent Board of Directors and Management;
14. Election of Directors;
15. Other Matters;
16. Adjournment.

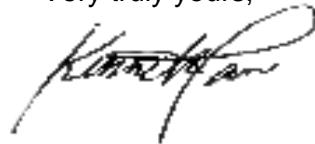
The Organizational Meeting of the new Board of Directors will be held immediately after the Annual Stockholders' Meeting.

By resolution of the Board of Directors, the close of business on 07 May 2010 has been fixed as the record date for the determination of the stockholders entitled to notice of such meeting and any adjournment thereof, and to attend and vote thereat.

All stockholders who will not, are unable, or do not expect to attend the meeting in person are urged to fill in, date, sign and return the enclosed proxy to the Company, at its principal office at No. 54 National Road, Dampol II-A, Pulilan, Bulacan. The proxy need not be a shareholder. A stockholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and must specify the proportion of votes each proxy is appointed to exercise. All proxies must be received on or before 28 May 2010. Proxies received after the said deadline will not be recorded. Corporate stockholders are requested to attach to the proxy instrument their respective Secretary's Certificates containing the Board Resolution vis-à-vis the authority of the proxy(ies). Validation of proxy(ies) shall be held on 31 May 2010 at 2:30 p.m. at the Company's principal office. **Management is not asking you for a proxy nor is it requesting you to send a proxy in its favor.**

For convenience in registering your attendance, please bring your Identification Card containing your picture and signature, and present the same at the registration desk. Registration shall start at 12:30 p.m.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Kenneth Tan', written in a cursive style.

**KENNETH SABINO TAN**  
CFO/CIO/TREASURER/  
COMPLIANCE OFFICER