

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of DERRIMON TRADING COMPANY LIMITED (the "Company") will be held on September 25, 2020 at 10:00 a.m. at The Knutsford Court Hotel to consider, and if thought fit, to pass the following resolutions:-

Ordinary Business: Resolutions 1 – 4

1. To receive the audited accounts for the year ended 31 December 2019.

Resolution 1 - Audited Accounts

"THAT the audited accounts for the year ended 31 December 2019 together with the reports of the directors and auditors thereon be and are hereby adopted."

2. To elect directors

The Directors retiring by rotation pursuant to the Articles of Incorporation are Monique Cotterell, Ian Kelly, Winston Thomas and Paul Buchanan who being eligible offer themselves for re-election.

Resolution 2a - Re-appointment of Monique Cotterell

"THAT the retiring Director, Monique Cotterell be re-elected a Director of the Company"

Resolution 2b - Re-appointment of Ian Kelly

"THAT the retiring Director, Ian Kelly be re-elected a Director of the Company"

Resolution 2c - Re-appointment of Winston Thomas

"THAT the retiring Director, Winston Thomas be re-elected a Director of the Company"

Resolution 2d - Re-appointment of Paul Buchanan

"THAT the retiring Director, Paul Buchanan be re-elected a Director of the Company"

3. To fix the remuneration of the directors

Resolution 3 - Directors' Remuneration

"THAT the Board of Directors of the Company be and are hereby authorised to fix the remuneration of the individual directors."

4. To re-appoint Auditors and fix their remuneration.

Resolution 4 – Re-appointment of Auditors

"THAT McKenley & Associates, Chartered Accountants, having agreed to continue in office as Auditors of the Company, be and are hereby re-appointed Auditors of the Company to hold office until the next Annual General meeting at a remuneration to be fixed by the Board of Directors of the Company."

Special Business: Resolutions 5 -8

5. As special business to authorise the Company to issue additional ordinary shares by way of an offer for subscription to the public subject to a prospectus.

Resolution 5 - Approval of Additional Public Offering

"THAT the Company, be and is hereby authorised to issue up to 1,800,000,000 ordinary shares by way of an offer for subscription to the public pursuant to a prospectus (herein an "Additional Public Offering") in lieu of a rights issue to existing stockholders."

6. As special business to grant Board of Directors authority to determine terms and conditions of Additional Public Offering

Resolution 6 - Board of Directors to determine terms relating to Additional Public Offering

"That the Board of Directors of the Company and/or any duly appointed Committee of the Board of the Board of Directors be and is hereby authorised to determine in their discretion any terms and conditions relating to the Additional Public Offering."

7. As special business to dis-apply pre-emption rights in respect of Additional Public Offering

Resolution 7 - Dis-application of Pre-emption Rights

"THAT any pre-emption rights to which the existing stockholders may be entitled, howsoever arising, be and are hereby dis-applied for the purposes of the Additional Public Offering."

8. As special business to convert ordinary share capital to stock units upon issuance and allotment in order to facilitate listing on the Jamaica Stock Exchange.

Resolution 8 - Conversion of Ordinary Shares to Stock Units

"THAT all ordinary shares issued in the Additional Public Offering once issued and allotted be and are hereby converted into stock units."

Dated the 21 day of August 2020

by Order of the Board



Monique Cotterell
Company Secretary

Notes:

(1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. Such proxy need not be a member of the Company.

(2) A member must lodge his Proxy Form with the Secretary at 235 Marcus Garvey Drive, Kingston 11, Jamaica **not less than 48 hours before the Meeting**, but if not so lodged it may be handed to the Chairman of the Meeting.