

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: CROP Infrastructure Corp. (to be renamed Vert Infrastructure Ltd.) (the “Issuer”)

Trading Symbol: CROP (to be changed to “VVV”)

Date: January 10, 2020

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Issuer issued and outstanding common shares (each, a “Share”) will be consolidated on the basis of one (1) post-consolidated Share for every fifteen (15) pre-consolidated Shares issued and outstanding (the “Consolidation”). The Issuer will be changing its name from “CROP Infrastructure Corp.” to “Vert Infrastructure Ltd.” in connection with the Consolidation and pursuant to the policies of the Canadian Securities Exchange (the “Exchange”).

2. Number of securities outstanding and reserved for issuance following the reclassification

The Issuer currently has an unlimited number of authorized Shares without par value and currently has 171,691,364 pre-Consolidation Shares outstanding. Upon completion of the Consolidation, the Issuer will have approximately 11,446,090 Shares issued and outstanding.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

The Issuer anticipates that the Consolidation, when effected, will increase the liquidity of the market for the Shares. There will be no change in voting or equity rights.

4. Date of shareholders' meeting to approve the reclassification

Shareholder approval is not required. In accordance with the Issuer's Articles, the Issuer may, by directors' resolution, consolidate its common shares in the capital of the Issuer. The consolidation was approved by the board of directors by resolution dated January 6, 2020.

5. Record date for the reclassification

January 15, 2020.

6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated: January 10, 2020.

Michael Yorke
Name of Director or Senior
Officer

"Michael Yorke"
Signature

CEO and Director
Official Capacity

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