

Risk Factors Comparison 2023-04-17 to 2022-03-30 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text Section**

An investment in our securities involves a..... political relations with the United States. We may not be able to adequately address these additional risks. If we were unable to do so, we may be unable to complete such initial business combination, or, if we complete such initial business combination, our operations might suffer, either of which may adversely impact our business, financial condition and results of operations . ~~54~~After our initial business combination,it is possible that a majority of our directors and officers will live outside the United States and all of our assets will be located outside the United States;therefore,investors may not be able to enforce federal securities laws or their other legal rights.It is possible that after our initial business combination,a majority of our directors and officers will reside outside of the United States and all of our assets will be located outside of the United States.As a result,it may be difficult,or in some cases not possible,for investors in the United States to enforce their legal rights,to effect service of process upon all of our directors or officers or to enforce judgments of United States courts predicated upon civil liabilities and criminal penalties on our directors and officers under United States **laws** . If our management following our initial business combination is unfamiliar with United States securities laws, they may have to expend time and resources becoming familiar with such laws, which could lead to various regulatory issues. Following our initial business combination, any or all of our management may resign from their positions as officers or directors of the Company and the management of the target business at the time of the business combination will remain in place. Management of the target business may not be familiar with United States securities laws. If new management is unfamiliar with United States securities laws, they may have to expend time and resources becoming familiar with such laws. This could be expensive and time- consuming and could lead to various regulatory issues which may adversely affect our operations. After our initial business combination, substantially all of our assets may be located in a foreign country and substantially all of our revenue will be derived from our operations in such country. Accordingly, our results of operations and prospects will be subject, to a significant extent, to the economic, political and legal policies, developments and conditions in the country in which we operate. The economic, political and social conditions, as well as government policies, of the country in which our operations are located could affect our business. Economic growth could be uneven, both geographically and ~~41~~among various sectors of the economy and such growth may not be sustained in the future. If in the future such country' s economy experiences a downturn or grows at a slower rate than expected, there may be less demand for spending in certain industries. A decrease in demand for spending in certain industries could materially and adversely affect our ability to find an attractive target business with which to consummate our initial business combination and if we effect our initial business combination, the ability of that target business to become profitable. Exchange rate fluctuations and currency policies may cause a target business' s ability to succeed in the international markets to be diminished. In the event we acquire a non- U. S. target, all revenues and income would likely be received in a foreign currency, and the dollar equivalent of our net assets and distributions, if any, could be adversely affected by reductions in the value of the local currency. The value of the currencies in our target regions fluctuate and are affected by, among other things, changes in political and economic conditions. Any change in the relative value of such currency against our reporting currency may affect the attractiveness of any target business or, following consummation of our initial business combination, our financial condition and results of operations. Additionally, if a currency appreciates in value against the dollar prior to the consummation of our initial business combination, the cost of a target business as measured in dollars will increase, which may make it less likely that we are able to consummate such transaction. We may reincorporate in another jurisdiction in connection with our initial business combination, and the laws of such jurisdiction may govern some or all of our future material agreements and we may not be able to enforce our legal rights. In connection with our initial business combination, we may relocate the home jurisdiction of our business from the Cayman Islands to another jurisdiction. If we determine to do this, the laws of such jurisdiction may govern some or all of our future material agreements. The system of laws and the enforcement of existing laws in such jurisdiction may not be as certain in implementation and interpretation as in the United States. The inability to enforce or obtain a remedy under any of our future agreements could result in a significant loss of business, business opportunities or capital. Risks Relating to Our Management Team We may not have sufficient funds to satisfy indemnification claims of our directors and executive officers. We have agreed to indemnify our officers and directors to the fullest extent permitted by law. However, our officers and directors have agreed to waive any right, title, interest or claim of any kind in or to any monies in the Trust Account and to not seek recourse against the Trust Account for any reason whatsoever. Accordingly, any indemnification provided will be able to be satisfied by us only if (i) we have sufficient funds outside of the Trust Account or (ii) we consummate an initial business combination. Our obligation to indemnify our officers and directors may discourage shareholders from bringing a lawsuit against our officers or directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against our officers and directors, even though such an action, if successful, might otherwise benefit us and our shareholders. Furthermore, a shareholder' s investment may be adversely affected to the extent we pay the costs of settlement and damage awards against our officers and directors pursuant to these indemnification provisions. Past performance by our management team and their affiliates may not be indicative of future performance of an investment in us. Information regarding performance by, or businesses associated with, our management team or businesses associated with them is presented for informational purposes only. Past performance by our management team, including with respect to 10X Capital Venture Acquisition Corp. (“ 10X I ”) or ~~10X III~~ **10X III** , is not a guarantee either ~~42~~(i) of success with respect to any business combination we may consummate or (ii) that we will be able to locate a suitable candidate for our initial business combination. You should not rely on the historical record of the performance of our management team' s or businesses associated with them as indicative of our future performance of an investment in us or the returns we will, or is likely to, generate going forward. We may seek business combination opportunities in industries or sectors that may be outside of our management' s areas of expertise. We will consider a business combination outside of our management' s areas of expertise if a business combination candidate is presented to us and we determine that such candidate offers an attractive business combination opportunity for our Company. Although our management will endeavor to evaluate the risks inherent in any particular business combination candidate, we cannot assure you that we will adequately ascertain or assess all of the significant risk factors. We also cannot assure you that an investment in our Units will not ultimately prove to be less favorable to investors in our Public Offering than a direct investment, if an opportunity were available, in a business combination candidate. In the event we elect to pursue a business combination outside of the areas of our management' s expertise, our management' s expertise may not be directly applicable to its

evaluation or operation, and the information contained **herein in this prospectus** regarding the areas of our management's expertise would not be relevant to an understanding of the business that we elect to acquire. As a result, our management may not be able to ascertain or assess adequately all of the relevant risk factors. Accordingly, any shareholders who choose to remain shareholders following our initial business combination could suffer a reduction in the value of their shares. Such shareholders are unlikely to have a remedy for such reduction in value. We are dependent upon our directors and officers and their loss could adversely affect our ability to operate. Our operations are dependent upon a relatively small group of individuals and, in particular, our executive officers and directors and the members of our advisory board. We believe that our success depends on the continued service of our officers, directors and members of our advisory board, at least until we have completed our initial business combination. In addition, our executive officers and directors are not required to commit any specified amount of time to our affairs and, accordingly, will have conflicts of interest in allocating their time among various business activities, including identifying potential business combinations and monitoring the related due diligence. We do not have an employment agreement with, or key-man insurance on the life of, any of our directors or executive officers. The unexpected loss of the services of one or more of our directors or executive officers could have a detrimental effect on us. Our ability to successfully effect our initial business combination and to be successful thereafter will be dependent upon the efforts of our key personnel, some of whom may join us following our initial business combination. The loss of key personnel could negatively impact the operations and profitability of our post-combination business. Our ability to successfully effect our initial business combination is dependent upon the efforts of our key personnel. The role of our key personnel in the target business, however, cannot presently be ascertained. Although some of our key personnel may remain with the target business in senior management or advisory positions following our initial business combination, it is likely that some or all of the management of the target business will remain in place. While we intend to closely scrutinize any individuals we engage after our initial business combination, we cannot assure you that our assessment of these individuals will prove to be correct. These individuals may be unfamiliar with the requirements of operating a company regulated by the SEC, which could cause us to have to expend time and resources helping them become familiar with such requirements. Our key personnel may negotiate employment or consulting agreements with a target business in connection with a particular business combination, and a particular business combination may be conditioned on the retention or resignation of such key personnel. These agreements may provide for them to receive compensation following our initial business combination and as a result, may cause them to have conflicts of interest in determining whether a particular business combination is the most advantageous. Our key personnel may be able to remain with our Company after the completion of our initial business combination only if they are able to negotiate employment or consulting agreements in connection with the business combination. Such negotiations would take place simultaneously with the negotiation of the business combination and could provide for such individuals to receive compensation in the form of cash payments and / or our securities for services they would render to us after the completion of the business combination. Such negotiations also could make such key personnel's retention or resignation a condition to any such agreement. The personal and financial interests of such individuals may influence their motivation in identifying and selecting a target business, subject to their fiduciary duties under Cayman Islands law. **We Our** executive officers and directors will allocate their time to other businesses thereby causing conflicts of interest in their determination as to how much time to devote to our affairs. This conflict of interest could have a negative impact on our ability to complete our initial business combination. Our executive officers and directors are not required to, and will not, commit their full time to our affairs, which may result in a conflict of interest in allocating their time between our operations and our search for a business combination and their other businesses. We do not intend to have any full-time employees prior to the completion of our initial business combination. Each of our executive officers is engaged in several other business endeavors, including 10X I and 10X III, for which he may be entitled to substantial compensation, and our executive officers are not obligated to contribute any specific number of hours per week to our affairs. Our independent directors also serve as officers and board members for other entities, including 10X I and 10X III. If our executive officers' and directors' other business affairs require them to devote substantial amounts of time to such affairs in excess of their current commitment levels, it could limit their ability to devote time to our affairs which may have a negative impact on our ability to complete our initial business combination. For a complete discussion of our executive officers' and directors' other business affairs, please see "Item 10. Directors, Executive Officers and Corporate Governance." **43** Our officers and directors presently have, and any of them in the future may have additional, fiduciary or contractual obligations to other entities and, accordingly, may have conflicts of interest in determining to which entity a particular business opportunity should be presented. Until consummate our initial business combination, we intend to engage in the business of identifying and combining with one or more businesses. Each of our officers and directors presently has, and any of them in the future may have, additional fiduciary or contractual obligations to other entities pursuant to which such officer or director is or will be required to present a business combination opportunity to such entity. Accordingly, they may have conflicts of interest in determining to which entity a particular business opportunity should be presented. These conflicts may not be resolved in our favor and a potential target business may be presented to another entity prior to its presentation to us. Our **Charter amended and restated memorandum and articles of association provide provides** that we renounce our interest in any corporate opportunity offered to any director or officer unless such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of the Company and such opportunity is one we are legally and contractually permitted to undertake and would otherwise be reasonable for us to pursue, and to the extent the director or officer is permitted to refer that opportunity to us without violating another legal obligation. In addition, our Sponsor and our officers and directors may sponsor or form other **SPACs special purpose acquisition companies** similar to ours or may pursue other business or investment ventures during the period in which we are seeking an initial business combination. Any such companies, businesses or ventures may present additional conflicts of interest in pursuing an initial business combination. In particular, affiliates of our Sponsor are currently sponsoring another blank check company, 10X III. 10X III may seek to complete a business combination in any location and is focusing on business combinations in the consumer internet, ecommerce, software, healthcare and financial services industries. Further, Mr. Thomas, our Chief Executive Officer and Chairman, serves as the Chief Executive Officer and Chairman of 10X III. Any such companies, including 10X III, may present additional conflicts of interest in pursuing an acquisition target. However, we do not believe that any such potential conflicts would materially affect our ability to complete our initial business combination. For a complete discussion of our executive officers' and directors' business affiliations and the potential conflicts of interest that you should be aware of, please see "Item 10. Directors, Executive Officers and Corporate Governance," "Item 10. Directors, Executive Officers and Corporate Governance — Conflicts of Interest" and "Item 13. Certain Relationships and Related Transactions, and Director Independence." **Members of our management team and Board have significant experience as founders, board members, officers, executives or employees of other companies. Certain of those persons have been, may be, or may become,**

involved in litigation, investigations or other proceedings, including related to those companies or otherwise. The defense or prosecution of these matters could be time-consuming and could divert our management's attention, and may have an adverse effect on us, which may impede our ability to consummate an initial business combination. During the course of their careers, members of our management team and Board have had significant experience as founders, board members, officers, executives or employees of other companies. As a result of their involvement and positions in these companies, certain of those persons have been, may be or may in the future become involved in litigation, investigations or other proceedings, including relating to the business affairs of such companies, transactions entered into by such companies, or otherwise. Individual members of our management team and Board also may become involved in litigation, investigations or other proceedings involving claims or allegations related to or as a result of their personal conduct, either in their capacity as a corporate officer or director or otherwise, and may be personally named in such actions and potentially subject to personal liability. Any such liability may or may not be covered by insurance and / or indemnification, depending on the facts and circumstances. The defense or prosecution of these matters could be time-consuming. Any litigation, investigations or other proceedings and the potential outcomes of such actions may divert the attention and resources of our management team and Board away from identifying and selecting a target business or businesses for our initial business combination and may negatively affect our reputation, which may impede our ability to complete an initial business combination.

Our officers, directors, security holders and their respective affiliates may have competitive pecuniary interests that conflict with our interests. We have not adopted a policy that expressly prohibits our directors, officers, security holders or affiliates from having a direct or indirect pecuniary or financial interest in any investment to be acquired or disposed of by us or in any transaction to which we are a party or have an interest. In fact, we may enter into a business combination with a target business that is affiliated with our Sponsor, our directors or officers, although we do not intend to do so. Nor do we have a policy that expressly prohibits any such persons from engaging for their own account in business activities of the types conducted by us. Accordingly, such persons or entities may have a conflict between their interests and ours. The personal and financial interests of our directors and officers may influence their motivation in timely identifying and selecting a target business and completing a business combination. Consequently, our directors' and officers' discretion in identifying and selecting a suitable target business may result in a conflict of interest when determining whether the terms, conditions and timing of a particular business combination are appropriate and in our shareholders' best interest. If this were the case, it would be a breach of their fiduciary duties to us as a matter of Cayman Islands law and we or our shareholders might have a claim against such individuals for infringing on our shareholders' rights. However, we might not ultimately be successful in any claim we may make against them for such reason. 44 We may engage in a business combination with one or more target businesses that have relationships with entities that may be affiliated with our Sponsor, executive officers, directors or existing holders which may raise potential conflicts of interest. In light of the involvement of our Sponsor, executive officers and directors with other entities, we may decide to acquire one or more businesses affiliated with our Sponsor, executive officers, directors or existing holders. Our directors also serve as officers and board members for other entities, including, without limitation, those described under "Item 10. Directors, Executive Officers and Corporate Governance — Conflicts of Interest." Such entities may compete with us for business combination opportunities. Our Sponsor, officers and directors are not currently aware of any specific opportunities for us to complete our initial business combination with any entities with which they are affiliated, and there have been no substantive discussions concerning a business combination with any such entity or entities. Although we will not be specifically focusing on, or targeting, any transaction with any affiliated entities, we would pursue such a transaction if we determined that such affiliated entity met our criteria for a business combination as set forth in "Item 1. Business — Initial Business Combination Criteria" and such transaction was approved by a majority of our independent and disinterested directors. Despite our agreement to obtain an opinion from an independent investment banking firm which is a member of FINRA or a valuation or appraisal firm regarding the fairness to our Company from a financial point of view of a business combination with one or more domestic or international businesses affiliated with our Sponsor, executive officers, directors or existing holders, potential conflicts of interest still may exist and, as a result, the terms of the business combination may not be as advantageous to our public shareholders as they would be absent any conflicts of interest. Since our Sponsor, executive officers and directors will lose their entire investment in us if our initial business combination is not completed (other than with respect to Class A ordinary shares acquired after our Public Offering), a conflict of interest may arise in determining whether a particular business combination target is appropriate for our initial business combination. On February 18, 2021, our Sponsor paid \$ 25, 000, or approximately \$ 0. 003 per share, to cover certain expenses on our behalf in consideration of 7, 666, 667 Founder Shares. Prior to the initial investment in the Company of \$ 25, 000 by the Sponsor, we had no assets, tangible or intangible. The purchase price of the Founder Shares was determined by dividing the amount of cash contributed to us by the number of Founder Shares issued. The number of Founder Shares outstanding was determined based on the expectation that the total size of the Public Offering would be a maximum of 23, 000, 000 units if the ~~underwriters' over-allotment option~~ ~~underwriter's~~ over-allotment option was exercised in full, and therefore that such Founder Shares would represent 25 % of the outstanding ordinary shares after the Public Offering (not including the Class A ordinary shares underlying the Private Placement Units). On October 19, 2021, our Sponsor forfeited 1, 000, 000 Founder Shares in connection with the expiration of the ~~underwriters' over-allotment option~~ ~~underwriter's~~ over-allotment option on the Public Offering. Additionally, following the Close Date, the Sponsor ~~has agreed to transfer~~ ~~transferred~~ an aggregate of 1, 334, 339 Founder Shares to the Anchor Investors for the same price originally paid by the Sponsor for such shares. The Founder Shares will be worthless if we do not complete an initial business combination. In addition, simultaneously with the consummation of our Public Offering, our Sponsor and Cantor purchased an aggregate of 655, 000 Private Placement Units for an aggregate purchase price of \$ 6, 550, 000. The Private Placement Units will also be worthless if we do not complete our initial business combination. The personal and financial interests of our executive officers and directors may influence their motivation in identifying and selecting a target business combination, completing an initial business combination and influencing the operation of the business following the initial business combination. This risk may become more acute as the ~~end 15-~~ ~~month anniversary~~ of the Close Date **Combination Period** nears, which is the deadline for our completion of an initial business combination. 45 Risks Relating to Our Securities Concentration of ownership among our Sponsor and the Anchor Investors may prevent other investors from influencing significant corporate decisions or adversely affect the trading price of our ordinary shares. The Anchor Investors purchased an aggregate of 19, 800, 000 Units in our Public Offering. There can be no assurance as to the amount of Units the Anchor Investors will retain, if any, prior to or upon the consummation of our initial business combination. Currently, our Sponsor and the Anchor Investors collectively own substantially all of our outstanding ordinary shares. As a result, these shareholders could have substantial control over us and be able to exercise significant influence over all matters requiring shareholder approval (although we have

no knowledge of any affiliation or other agreement or arrangement, as to voting of our securities or otherwise, among any such persons). For example, in the event that the Anchor Investors continue to hold the Class A ordinary shares included in the Units and vote such Class A ordinary shares in favor of our initial business combination, we would not need any additional Class A ordinary shares to be voted in favor of our initial business combination to have our initial business combination approved. In addition, the Anchor Investors purchased an aggregate of 1,334,339 Founder Shares following our Public Offering, which they have agreed to vote in favor of our initial business combination. This potential concentration of influence could be disadvantageous to other shareholders with interests different from those of our Sponsor and the Anchor Investors. In addition, this significant concentration of share ownership may adversely affect the trading price of our ordinary shares because investors often perceive disadvantages in owning shares in companies with principal shareholders and might make it more difficult to complete a business combination with targets that would prefer to enter into a transaction with a ~~special purpose acquisition company (“SPAC”)~~ with less concentrated ownership. Since the Anchor Investors purchased Units in our Public Offering, a conflict of interest may arise in determining whether a particular target business is appropriate for our initial business combination. The Anchor Investors purchased an aggregate of 19,800,000 Units in our Public Offering for a purchase price of \$ 10.00 per Unit. Following the Close Date, our Sponsor ~~has agreed to transfer~~ **transferred** an aggregate of 1,334,339 Founder Shares to the Anchor Investors for a price of \$ 0.003 per share. Assuming each Warrant has no value and without taking into account any liquidity discount on the Founder Shares, the Anchor Investors ~~paid~~ **will be paying** an effective price of \$ 9.36 per ordinary share acquired, as compared to the \$ 10.00 per share paid by the other public shareholders in our Public Offering. The Anchor Investors may have an incentive to vote any Class A ordinary shares they own in favor of a business combination, and, if a business combination is approved, they may make a substantial profit on such interest, even if the business combination is with a target that ultimately declines in value and is not profitable for other public shareholders. Moreover, if the Anchor Investors retain all of their interests in our Class A ordinary shares and vote those Class A ordinary shares in favor of a business combination, we will receive sufficient votes to approve the business combination, regardless of how any other shareholder votes their shares. You should consider the Anchor Investors’ financial incentive to complete an initial business combination when evaluating whether to invest in our securities and / or redeem your shares prior to or in connection with an initial business combination. ~~46~~ You will not have any rights or interests in funds from the Trust Account, except under certain limited circumstances. Therefore, to liquidate your investment, you may be forced to sell your Class A ordinary shares or Public Warrants, potentially at a loss. Our public shareholders will be entitled to receive funds from the Trust Account only upon the earlier to occur of: (i) our completion of an initial business combination, and then only in connection with those Class A ordinary shares that such shareholder properly elected to redeem, subject to the limitations described herein, (ii) the redemption of any Class A ordinary shares properly tendered in connection with a shareholder vote to amend our ~~Charter~~ **amended and restated memorandum and articles of association** to modify the substance or timing of our obligation to redeem 100% of our Class A ordinary shares if we do not complete our initial business combination within ~~15 months from the Close Date~~ **Combination Period** or with respect to any other material provisions relating to shareholders’ rights or pre- initial business combination activity, and the redemption of our Class A ordinary shares if we are unable to complete an initial business combination within ~~15 months from the Close Date~~ **Combination Period**, subject to applicable law and as further described herein. In addition, if our plan to redeem our Class A ordinary shares if we are unable to complete an initial business combination within ~~15 months from the Close Date~~ **Combination Period** is not completed for any reason, compliance with Cayman Islands law may require that we submit a plan of dissolution to our then- existing shareholders for approval prior to the distribution of the proceeds held in our Trust Account. In that case, public shareholders may be forced to wait beyond ~~15 months from the Close~~ **Termination** Date before they receive funds from the Trust Account. In no other circumstances will a public shareholder have any right or interest of any kind in the Trust Account. Holders of Warrants will not have any right to the proceeds held in the Trust Account with respect to the Warrants. Accordingly, to liquidate your investment, you may be forced to sell your Class A ordinary shares or Public Warrants, potentially at a loss. Nasdaq may delist our securities from trading on its exchange, which could limit investors’ ability to make transactions in our securities and subject us to additional trading restrictions. Our Units, Class A ordinary shares and Public Warrants are listed on Nasdaq. Although we currently meet the minimum initial listing standards set forth in the Nasdaq listing standards, our securities may not be listed on Nasdaq in the future or prior to our initial business combination. In order to continue listing our securities on Nasdaq prior to our initial business combination, we must maintain certain financial, distribution and share price levels. Generally, we must maintain a minimum amount in shareholders’ equity (generally \$ 2,500,000) and a minimum number of holders of our securities (generally 300 public holders). Additionally, in connection with our initial business combination, we will be required to demonstrate compliance with Nasdaq’s initial listing requirements, which are more rigorous than Nasdaq’s continued listing requirements, in order to continue to maintain the listing of our securities on Nasdaq. For instance, our share price would generally be required to be at least \$ 4.00 per share, our shareholders’ equity would generally be required to be at least \$ 5.0 million and we would be required to have a minimum of 300 round lot holders ~~(with at least 50% of such round lot holders holding securities with a market value of at least \$ 2,500)~~ of our securities. We cannot assure you that we will be able to meet those initial listing requirements at that time. **Because public shareholders elected to redeem an aggregate of 15,357,970 Class A Ordinary Shares, representing approximately 74.4% of the issued and outstanding Class A ordinary shares, in connection with the Extension, there is an increased likelihood that we may fail to satisfy the minimum shareholders’ equity and round lot holders thresholds imposed by Nasdaq.** If Nasdaq delists our securities from trading on its exchange and we are not able to list our securities on another national securities exchange, we expect our securities could be quoted on an over-the-counter market. If this were to occur, we could face significant material adverse consequences, including: ~~•~~ **•** limited availability of market quotations for our securities; ~~•~~ **•** reduced liquidity for our securities; ~~•~~ **•** a determination that our Class A ordinary shares are a “ penny stock ” which will require brokers trading in our Class A ordinary shares to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities; ~~•~~ **•** a limited amount of news and analyst coverage; and ~~•~~ **•** a decreased ability to issue additional securities or obtain additional financing in the future. ~~47~~ The National Securities Markets Improvement Act of 1996, which is a federal statute, prevents or preempts the states from regulating the sale of certain securities, which are referred to as “ covered securities. ” Because our Units, Class A ordinary shares and Public Warrants are listed on Nasdaq, our Units, Class A ordinary shares and Public Warrants qualify as covered securities under the statute. Although the states are preempted from regulating the sale of our securities, the federal statute does allow the states to investigate companies if there is a suspicion of fraud, and, if there is a finding of fraudulent activity, then the states can regulate or bar the sale of covered securities in a particular case. While we are not aware of a state having used these powers to prohibit or restrict the sale of securities issued by blank check companies, other than the State of Idaho, certain state

securities regulators view blank check companies unfavorably and might use these powers, or threaten to use these powers, to hinder the sale of securities of blank check companies in their states. Further, if we were no longer listed on Nasdaq, our securities would not qualify as covered securities under the statute and we would be subject to regulation in each state in which we offer our securities. You will not be permitted to exercise your Warrants unless we register and qualify the underlying Class A ordinary shares or certain exemptions are available. If the issuance of the Class A ordinary shares upon exercise of the Warrants is not registered, qualified or exempt from registration or qualification under the Securities Act and applicable state securities laws, holders of Warrants will not be entitled to exercise such Warrants and such Warrants may have no value and expire worthless. In such event, holders who acquired their Warrants as part of a purchase of Units will have paid the full Unit purchase price solely for the Class A ordinary shares included in the Units. While we have registered the Class A ordinary shares issuable upon exercise of the Warrants in the ~~registration statement on Form S-1 that we filed in connection with our Public Offering (the “IPO Registration Statement”)~~ registration statement on Form S-1 that we filed in connection with our Public Offering (the “IPO Registration Statement”), we do not plan on keeping a prospectus current until required to pursuant to the warrant agreement. However, because the Warrants will be exercisable until their expiration date of up to five years after the completion of our initial business combination, in order to comply with the requirements of Section 10 (a) (3) of the Securities Act following the consummation of our initial business combination under the terms of the warrant agreement, we have agreed that, as soon as practicable, but in no event later than 15 business days, after the closing of our initial business combination, we will use our best efforts to file with the SEC a post-effective amendment to the IPO Registration Statement or a new registration statement covering the registration under the Securities Act of the Class A ordinary shares issuable upon exercise of the Warrants and thereafter will use our best efforts to cause the same to become effective within 60 business days following our initial business combination and to maintain a current prospectus relating to the Class A ordinary shares issuable upon exercise of the Warrants until the expiration of the Warrants in accordance with the provisions of the warrant agreement. We cannot assure you that we will be able to do so if, for example, any facts or events arise which represent a fundamental change in the information set forth in the registration statement or prospectus, the financial statements contained or incorporated by reference therein are not current or correct or the SEC issues a stop order. If the Class A ordinary shares issuable upon exercise of the Warrants are not registered under the Securities Act, under the terms of the warrant agreement, holders of Warrants who seek to exercise their Warrants will not be permitted to do so for cash and, instead, will be required to do so on a cashless basis in accordance with Section 3 (a) (9) of the Securities Act or another exemption. In no event will Warrants be exercisable for cash or on a cashless basis, and we will not be obligated to issue any shares to holders seeking to exercise their Warrants, unless the issuance of the shares upon such exercise is registered or qualified under the securities laws of the state of the exercising holder, or an exemption from registration or qualification is available. If our Class A ordinary shares are at the time of any exercise of a Warrant not listed on a national securities exchange such that they satisfy the definition of “covered securities” under Section 18 (b) (1) of the Securities Act, we may, at our option, not permit holders of Warrants who seek to exercise their Warrants to do so for cash and, instead, require them to do so on a cashless basis in accordance with Section 3 (a) (9) of the Securities Act; in the event we so elect, we will not be required to file or maintain in effect a registration statement or register or qualify the shares underlying the Warrants under applicable state securities laws, and in the event we do not so elect, we will use our best efforts to register or qualify the shares underlying the Warrants under applicable state securities laws to the extent an exemption is not available. In no event will we be required to net cash settle any Warrant, or issue securities (other than upon a cashless exercise as described above) or other compensation in exchange for the Warrants in the event that we are unable to register or qualify the shares underlying the Warrants under the Securities Act or applicable state securities laws. You may only be able to exercise your Public Warrants on a “cashless basis” under certain circumstances, and if you do so, you will receive fewer Class A ordinary shares from such exercise than if you were to exercise such Warrants for cash. The warrant agreement provides that in the following circumstances holders of Warrants who seek to exercise their Warrants will not be permitted to do for cash and will, instead, be required to do so on a cashless basis in accordance with Section 3 (a) (9) of the Securities Act: (i) if the Class A ordinary shares issuable upon exercise of the Warrants are not registered under the Securities Act in accordance with the terms of the warrant agreement; (ii) if we have so elected and the Class A ordinary shares are at the time of any exercise of a Warrant not listed on a national securities exchange such that they satisfy the definition of “covered securities” under Section 18 (b) (1) of the Securities Act; and (iii) if we have so elected and we call the Public Warrants for redemption. If you exercise your Public Warrants on a cashless basis, you would pay the Warrant exercise price by surrendering the Warrants for that number of Class A ordinary shares equal to the quotient obtained by dividing (x) the product of the number Class A ordinary shares underlying the Warrants, multiplied by the excess of the “fair market value” of our Class A ordinary shares (as defined in the next sentence) over the exercise price of the Warrants by (y) the fair market value. The “fair market value” is the average reported closing price of the Class A ordinary shares for the 10 trading days ending on the third trading day prior to the date on which the notice of exercise is received by the warrant agent or on which the notice of redemption is sent to the holders of Warrants, as applicable. As a result, you would receive fewer Class A ordinary shares from such exercise than if you were to exercise such Warrants for cash. The grant of registration rights to our Initial Shareholders, holders of our Private Placement Units, ~~private Private placement Placement shares Shares~~ Private Placement Warrants and the Anchor Investors may make it more difficult to complete our initial business combination, and the future exercise of such rights may adversely affect the market price of our Class A ordinary shares. Pursuant to an agreement entered into concurrently with our Public Offering, our Initial Shareholders and their permitted transferees, and Anchor Investors can demand that we register the Class A ordinary shares into which Founder Shares are convertible, holders of our Private Placement Warrants and their permitted transferees can demand that we register the Private Placement Warrants and the Class A ordinary shares issuable upon exercise of the Private Placement Warrants and holders of **Working Capital** Warrants that may be issued upon conversion of working capital loans may demand that we register such Warrants or the Class A ordinary shares issuable upon conversion of such Warrants. The registration rights will be exercisable with respect to the Founder Shares and the Private Placement Units, ~~private Private placement Placement shares Shares~~ and Private Placement Warrants and the Class A ordinary shares issuable upon exercise of such Private Placement Warrants. We will bear the cost of registering these securities. The registration and availability of such a significant number of securities for trading in the public market may have an adverse effect on the market price of our Class A ordinary shares. In addition, the existence of the registration rights may make our initial business combination more costly or difficult to conclude. This is because the shareholders of the target business may increase the equity stake they seek in the combined entity or ask for more cash consideration to offset the negative impact on the market price of our Class A ordinary shares ~~49~~ that is expected when the ordinary shares owned by our Initial Shareholders and the Anchor Investors, holders of our Private Placement Warrants or holders of our ~~working Working capital Capital loans Loans~~ or their respective permitted transferees are registered. We may issue additional Class A ordinary shares or preference shares to complete our

initial business combination or under an employee incentive plan after completion of our initial business combination. We may also issue Class A ordinary shares upon the conversion of the Founder Shares at a ratio greater than one- to- one at the time of our initial business combination as a result of the anti- dilution provisions contained in our ~~Charter amended and restated memorandum and articles of association~~. Any such issuances would dilute the interest of our shareholders and likely present other risks. Our ~~Charter amended and restated memorandum and articles of association~~ ~~authorize~~ **authorizes** the issuance of up to 500, 000, 000 Class A ordinary shares, par value \$ 0. 0001 per share, 50, 000, 000 Class B ordinary shares, par value \$ 0. 0001 per share, and 1, 000, 000 preference shares, par value \$ 0. 0001 per share. Immediately after our Public Offering, there were 479, 345, 000 and 43, 333, 333 authorized but unissued Class A ordinary shares and Class B ordinary shares, respectively, available for issuance which amount does not take into account shares reserved for issuance upon exercise of outstanding Warrants or shares issuable upon conversion of the Class B ordinary shares. The Class B ordinary shares are automatically convertible into Class A ordinary shares concurrently with or immediately following the consummation of our initial business combination, initially at a one- for- one ratio but subject to adjustment as set forth herein and in our ~~Charter amended and restated memorandum and articles of association~~. Immediately after our Public Offering, there were no preference shares issued and outstanding. We may issue a substantial number of additional Class A ordinary shares or preference shares to complete our initial business combination or under an employee incentive plan after **completion of our initial business combination. We have entered into the Forward Purchase Agreement, and may enter into additional forward purchase agreements or other commitments to issue additional securities prior to** completion of our initial business combination. We may also issue Class A ordinary shares upon conversion of the Class B ordinary shares at a ratio greater than one- to- one at the time of our initial business combination as a result of the anti- dilution provisions as set forth therein. However, our ~~Charter amended and restated memorandum and articles of association~~ ~~provide~~ **provides**, among other things, that prior to our initial business combination, we may not issue additional shares that would entitle the holders thereof to (i) receive funds from the Trust Account or (ii) vote as a class with our Class A ordinary shares on any initial business combination. These provisions of our ~~Charter amended and restated memorandum and articles of association~~, like all provisions of our ~~Charter amended and restated memorandum and articles of association~~, may be amended with a shareholder vote. The issuance of additional ordinary shares or preference shares, **including pursuant to the Forward Purchase Agreement**: ~~•~~ ~~•~~ may significantly dilute the equity interest of investors in our Public Offering; ~~•~~ ~~•~~ may subordinate the rights of holders of Class A ordinary shares if preference shares are issued with rights senior to those afforded our Class A ordinary shares; ~~•~~ ~~•~~ could cause a change in control if a substantial number of Class A ordinary shares are issued, which may affect, among other things, our ability to use our net operating loss carry forwards, if any, and could result in the resignation or removal of our present officers and directors; and ~~•~~ ~~•~~ may adversely affect prevailing market prices for our Units, Class A ordinary shares and / or Public Warrants. Unlike some other similarly structured ~~SPACs special purpose acquisition companies~~, our Initial Shareholders will receive additional Class A ordinary shares if we issue certain shares to consummate an initial business combination. The Founder Shares will automatically convert into Class A ordinary shares concurrently with or immediately following the consummation of our initial business combination on a one- for- one basis, subject to adjustment for ~~stock splits share sub- divisions~~, ~~stock share~~ dividends, reorganizations, recapitalizations and the like, and subject to further adjustment as provided **herein in the Charter**. In the case that additional Class A ordinary shares or equity- linked securities are ~~50~~ issued or deemed issued in connection with our initial business combination **in excess of the number of Class A ordinary shares or equity- linked securities issued in our Public Offering**, the number of Class A ordinary shares issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as- converted basis, ~~25~~ ~~21.2~~ % of the total number of Class A ordinary shares outstanding after such conversion (after giving effect to any redemptions of Class A ordinary shares by public shareholders and not including the Class A ordinary shares underlying the Private Placement Units), including the total number of Class A ordinary shares issued, or deemed issued or issuable upon conversion or exercise of any equity- linked securities or rights issued or deemed issued, by us in connection with or in relation to the consummation of the initial business combination, excluding any Class A ordinary shares or equity- linked securities or rights exercisable for or convertible into Class A ordinary shares issued, or to be issued, to any seller in the initial business combination and any Private Placement Units issued to our Sponsor, officers or directors upon conversion of ~~working Working capital Capital loans Loans~~, provided that such conversion of Founder Shares will never occur on a less than one- for- one basis. This is different than some other similarly structured SPACs in which the Initial Shareholders will only be issued an aggregate of ~~25~~ ~~20~~ % of the total number of shares to be outstanding prior to our initial business combination. We may amend the terms of the Public Warrants in a manner that may be adverse to holders of Public Warrants with the approval by the holders of at least 50 % of the then outstanding Public Warrants. As a result, the exercise price of your Public Warrants could be increased, the exercise period could be shortened and the number of Class A ordinary shares purchasable upon exercise of a Public Warrant could be decreased, all without your approval. Our Public Warrants were issued in registered form under a warrant agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us. The warrant agreement provides that the terms of the Public Warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision, but requires the approval by the holders of at least 50 % of the then outstanding Public Warrants to make any change that adversely affects the interests of the registered holders of Public Warrants. Accordingly, we may amend the terms of the Public Warrants in a manner adverse to a holder if holders of at least 50 % of the then outstanding Public Warrants approve of such amendment. Although our ability to amend the terms of the Public Warrants with the consent of at least 50 % of the then outstanding Public Warrants is unlimited, examples of such amendments could be amendments to, among other things, increase the exercise price of the Public Warrants, convert the Warrants into cash or ~~stock shares~~ (at a ratio different than initially provided), shorten the exercise period or decrease the number of Class A ordinary shares purchasable upon exercise of a Public Warrant. We may redeem your unexpired Public Warrants prior to their exercise at a time that is disadvantageous to you, thereby making your Public Warrants worthless. We have the ability to redeem all of the outstanding Public Warrants at any time after they become exercisable and prior to their expiration, at a price of \$ 0. 01 per Public Warrant, provided that the closing price of our Class A ordinary shares equals or exceeds \$ 18. 00 per share (as adjusted for ~~stock splits share sub- divisions~~, ~~stock share~~ capitalizations, reorganizations, recapitalizations and the like and for certain issuances of Class A ordinary shares and equity- linked securities for capital raising purposes in connection with the closing of our initial business combination) for any 20 trading days within a 30 trading- day period ending on the third trading day prior to ~~proper~~ **the date we send the** notice of such redemption **to provided that on the Public Warrant holders date we give notice of redemption**. We will not redeem the Public Warrants unless an effective registration statement under the Securities Act covering the Class A ordinary shares issuable upon exercise of the Public Warrants is effective and a current prospectus relating to those Class A ordinary shares is available throughout the 30- day redemption period, except if the Public

Warrants may be exercised on a cashless basis and such cashless exercise is exempt from registration under the Securities Act. If and when the Public Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. Redemption of the outstanding Public Warrants could force you to (i) exercise your Public Warrants and pay the exercise price therefor at a time when it may be disadvantageous for you to do so, (ii) sell your Public Warrants at the then-current market price when you might otherwise wish to hold your Public Warrants or (iii) accept the nominal ~~51~~ redemption price which, at the time the outstanding Public Warrants are called for redemption, is likely to be substantially less than the market value of your Public Warrants. Our Warrants may have an adverse effect on the market price of our Class A ordinary shares and make it more difficult to effectuate our initial business combination. We issued Public Warrants to purchase 6,666,667 Class A ordinary shares as part of the Units offered in our Public Offering, and simultaneously with the closing of our Public Offering, we issued in a private placement an aggregate of 655,000 Private Placement Units, which include Private Placement Warrants to purchase an aggregate of 218,333 Class A ordinary shares at \$ 11.50 per share. In addition, if our Sponsor or an affiliate of our Sponsor or certain of our officers and directors makes any ~~working~~ **Working capital** ~~Capital loans~~ **Loans**, such lender may convert those loans into up to an additional 1,500,000 Private Placement Units, at the price of \$ 10.00 per unit. To the extent we issue ordinary shares to effectuate an initial business combination, the potential for the issuance of a substantial number of additional Class A ordinary shares upon exercise of these Warrants could make us a less attractive acquisition vehicle to a target business. Such Warrants, when exercised, will increase the number of issued and outstanding Class A ordinary shares and reduce the value of the Class A ordinary shares issued to complete the initial business combination. Therefore, our Warrants may make it more difficult to effectuate an initial business combination or increase the cost of acquiring the target business. Because each Unit contains one-third of one Public Warrant, and only a whole Warrant may be exercised, the Units may be worth less than Units of other **SPACs** ~~special purpose acquisition companies~~. Each Unit contains one-third of one Public Warrant. Pursuant to the warrant agreement, no fractional Warrants will be issued upon separation of the Units, and only whole Units will trade. If, upon exercise of the Public 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 the number of Class A ordinary shares to be issued to the Warrant holder. This is different from other offerings similar to ours whose units include one ordinary share and one warrant to purchase one whole share. We have established the components of the Units in this way in order to reduce the dilutive effect of the Warrants upon completion of a business combination since the Warrants will be exercisable in the aggregate for one-third of the number of shares compared to units that each contain a whole warrant to purchase one share, thus making us, we believe, a more attractive merger partner for target businesses. Nevertheless, this unit structure may cause our Units to be worth less than if it included a warrant to purchase one whole share. Our warrant agreement designates the courts of the State of New York or the United States District Court for the Southern District of New York as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by holders of our Warrants, which could limit the ability of Warrant holders to obtain a favorable judicial forum for disputes with our Company. Our warrant agreement provides that, subject to applicable law, (i) any action, proceeding or claim against us arising out of or relating in any way to the warrant agreement, including under the Securities Act, will be brought and enforced in the courts of the State of New York or the United States District Court for the Southern District of New York, and (ii) that we irrevocably submit to such jurisdiction, which jurisdiction shall be the exclusive forum for any such action, proceeding or claim. We will waive any objection to such exclusive jurisdiction and that such courts represent an inconvenient forum. Notwithstanding the foregoing, these provisions of the warrant agreement do not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal district courts of the United States of America are the sole and exclusive forum. Any person or entity purchasing or otherwise acquiring any interest in any of our Warrants shall be deemed to have notice of and to have consented to the forum provisions in our warrant agreement. If any action, the subject matter of which is within the scope of the forum provisions of the warrant agreement, is filed in a court other than a court of the State of New York or the ~~52~~ United States District Court for the Southern District of New York (a “foreign action”) in the name of any holder of our Warrants, such holder shall be deemed to have consented to: (x) the personal jurisdiction of the state and federal courts located in the State of New York in connection with any action brought in any such court to enforce the forum provisions (an “enforcement action”), and (y) having service of process made upon such Warrant holder in any such enforcement action by service upon such Warrant holder’s counsel in the foreign action as agent for such Warrant holder. This choice-of-forum provision may limit a Warrant holder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with our Company, which may discourage such lawsuits. Alternatively, if a court were to find this provision of our warrant agreement inapplicable or unenforceable with respect to one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could materially and adversely affect our business, financial condition and results of operations and result in a diversion of the time and resources of our management and ~~board~~ **Board** ~~of directors~~. Because we are incorporated under the laws of the Cayman Islands, you may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. federal courts may be limited. We are an exempted company incorporated under the laws of the Cayman Islands. As a result, it may be difficult for investors to effect service of process within the United States upon our directors or officers, or enforce judgments obtained in the United States courts against our directors or officers. Our corporate affairs will be governed by our **Charter** ~~amended and restated memorandum and articles of association~~, the Companies Act (as the same may be supplemented or amended from time to time) and the common law of the Cayman Islands. We will also be subject to the federal securities laws of the United States. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, the decisions of whose courts are of persuasive authority, but are not binding on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are different from what they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a different body of securities laws as compared to the United States, and certain states, such as Delaware, may have more fully developed and judicially interpreted bodies of corporate law. In addition, Cayman Islands companies may not have standing to initiate a shareholders derivative action in a ~~Federal~~ **Federal** court of the United States. We have been advised by Maples and Calder (Cayman) LLP, Cayman Islands legal counsel, that the courts of the Cayman Islands are unlikely (i) to recognize or enforce against us judgments of courts of the United States predicated upon the civil liability provisions of the federal securities laws of the United States or any state; and (ii) in original actions brought in the Cayman Islands, to impose liabilities against us predicated upon the civil liability provisions of the federal securities laws of the United States or any state, so

far as the liabilities imposed by those provisions are penal in nature. In those circumstances, although there is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, the courts of the Cayman Islands will recognize and enforce a foreign money judgment of a foreign court of competent jurisdiction without retrial on the merits based on the principle that a judgment of a competent foreign court imposes upon the judgment debtor an obligation to pay the sum for which judgment has been given provided certain conditions are met. For a foreign judgment to be enforced in the Cayman Islands, such judgment must be final and conclusive and for a liquidated sum, and must not be in respect of taxes or a fine or penalty, inconsistent with a Cayman Islands judgment in respect of the same matter, impeachable on the grounds of fraud or obtained in a manner, or be of a kind the enforcement of which is, contrary to natural justice or the public policy of the Cayman Islands (awards of punitive or multiple damages may well be held to be contrary to public policy). A Cayman Islands ~~Court~~ court may stay enforcement proceedings if concurrent proceedings are being brought elsewhere. As a result of all of the above, public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of the ~~board~~ Board of directors or controlling shareholders than they would as public shareholders of a United States company. General Risk Factors We are a blank check company with no operating history and no revenues, and you have no basis on which to evaluate our ability to achieve our business objective. We are a blank check company incorporated under the laws of the Cayman Islands with no operating results, and we did not commence operations until obtaining funding through our Public Offering. Because we lack an operating history, you have no basis upon which to evaluate our ability to achieve our business objective of completing our initial business combination. We ~~have no plans, arrangements or understandings with any prospective target business concerning a business combination and~~ may be unable to complete our initial business combination. If we fail to complete our initial business combination, we will never generate any operating revenues. We may be a passive foreign investment company, or “ PFIC ,” which could result in adverse United States federal income tax consequences to U. S. investors. If we are a PFIC for any taxable year (or portion thereof) that is included in the holding period of a U. S. Holder of our Class A ordinary shares or Warrants, the U. S. Holder may be subject to adverse U. S. federal income tax consequences and may be subject to additional reporting requirements. ~~Our PFIC status Based upon the composition of our income and assets, and upon a review of our financial statements, we likely will not be eligible for our current and subsequent taxable years may depend on whether we qualify for the PFIC start-up exception. Depending on the particular circumstances the application of the start-up exception may be subject to uncertainty, and therefore likely there cannot be any assurance that we will qualify for the start-up exception. Accordingly, there can be no assurances with respect to our status as was a PFIC for our current the most recent taxable year or any subsequent taxable year ended on December 31, 2022. Our actual PFIC status for any taxable year, however, will not be determinable until after the end of such taxable year. Moreover, if With respect to each taxable year for which we determine we are a PFIC for any taxable year,~~ upon written request, we will endeavor to provide to a U. S. Holder such information as the Internal Revenue Service (“ IRS ”) may require, including a PFIC annual information statement, in order to enable the U. S. Holder to make and maintain a “ qualified electing fund ” election, but there can be no assurance that we will timely provide such required information, and such election would be unavailable with respect to our Warrants in all cases. We urge U. S. investors to consult their own tax advisors regarding the possible application of the PFIC rules. We may reincorporate in another jurisdiction in connection with our initial business combination and such reincorporation may result in taxes imposed on shareholders or Warrant holders. We may, in connection with our initial business combination and subject to requisite shareholder approval by special resolution under the Companies Act, reincorporate in the jurisdiction in which the target company or business is incorporated or located or in another jurisdiction. The transaction may require a shareholder or Warrant holder to recognize taxable income in the jurisdiction in which the shareholder or Warrant holder is a tax resident or in which its members are ~~resident~~ residents if it is a tax transparent entity. We do not intend to make any cash distributions to shareholders or Warrant holders to pay such taxes. Shareholders or Warrant holders may be subject to withholding taxes or other taxes with respect to their ownership of us after the reincorporation. ~~54 After our initial business combination..... directors and officers under United States laws.~~ We are an emerging growth company and a smaller reporting company within the meaning of the Securities Act, and if we take advantage of certain exemptions from disclosure requirements available to emerging growth companies or smaller reporting companies, this could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies. We are an “ emerging growth company ” within the meaning of the Securities Act, as modified by the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor internal controls attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. As a result, our shareholders may not have access to certain information they may deem important. We could be an emerging growth company for up to five years, although circumstances could cause us to lose that status earlier, including if the market value of our Class A ordinary shares held by non- affiliates equals or exceeds \$ 700 million as of any June 30th before that time, in which case we would no longer be an emerging growth company as of the following December 31st. We cannot predict whether investors will find our securities less attractive because we will rely on these exemptions. If some investors find our securities less attractive as a result of our reliance on these exemptions, the trading prices of our securities may be lower than they otherwise would be, there may be a less active trading market for our securities and the trading prices of our securities may be more volatile. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non- emerging growth companies but any such an election to opt out is irrevocable. We have elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Additionally, we are a “ smaller reporting company ” as defined in Item 10 (f) (1) of Regulation S- K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller

reporting company until the last day of the fiscal year in which (1) the market value of our ordinary shares held by non-affiliates equals or exceeds \$ 250 million as of the prior June 30th, and (2) our annual revenues equal or exceed \$ 100 million during such completed fiscal year and the market value of our ordinary shares held by non-affiliates equals or exceeds \$ 700 million as of the prior June 30th. To the extent we take advantage of such reduced disclosure obligations, it may also make comparison of our financial statements with other public companies difficult or impossible. ~~55~~Cyber incidents or attacks directed at us could result in information theft, data corruption, operational disruption and / or financial loss. We depend on digital technologies, including information systems, infrastructure and cloud applications and services, including those of third parties with which we may deal. Sophisticated and deliberate attacks on, or security breaches in, our systems or infrastructure, or the systems or infrastructure of third parties or the cloud, could lead to corruption or misappropriation of our assets, proprietary information and sensitive or confidential data. As an early stage company without significant investments in data security protection, we may not be sufficiently protected against such occurrences. We may not have sufficient resources to adequately protect against, or to investigate and remediate any vulnerability to, cyber incidents. It is possible that any of these occurrences, or a combination of them, could have adverse consequences on our business and lead to financial loss. Provisions in our ~~Charter amended and restated memorandum and articles of association~~ may inhibit a takeover of us, which could limit the price investors might be willing to pay in the future for our Class A ordinary shares and could entrench management. Our ~~Charter amended and restated memorandum and articles of association~~ **contains** provisions that may discourage unsolicited takeover proposals that shareholders may consider to be in their best interests. These provisions include a staggered ~~board~~ **Board of directors** and the ability of the ~~board~~ **Board of directors** to designate the terms of and issue new series of preference shares, which may make the removal of management more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. Our ~~Charter amended and restated memorandum and articles of association~~ **provide** that the courts of the Cayman Islands will be the exclusive forums for certain disputes between us and our shareholders, which could limit our shareholders' ability to obtain a favorable judicial forum for complaints against us or our directors, officers or employees. Our ~~Charter amended and restated memorandum and articles of association~~ **provide** that unless we consent in writing to the selection of an alternative forum, the courts of the Cayman Islands shall have exclusive jurisdiction over any claim or dispute arising out of or in connection with our ~~Charter amended and restated memorandum and articles of association~~ or otherwise related in any way to each shareholder' s shareholding in us, including but not limited to (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of any fiduciary or other duty owed by any of our current or former director, officer or other employee to us or our shareholders, (iii) any action asserting a claim arising pursuant to any provision of the Companies Act or our ~~Charter amended and restated memorandum and articles of association~~, or (iv) any action asserting a claim against us governed by the internal affairs doctrine (as such concept is recognized under the laws of the United States of America) and that each shareholder irrevocably submits to the exclusive jurisdiction of the courts of the Cayman Islands over all such claims or disputes. The forum selection provision in our ~~Charter amended and restated memorandum and articles of association~~ will not apply to actions or suits brought to enforce any liability or duty created by the Securities Act, Exchange Act or any claim for which the federal district courts of the United States of America are, as a matter of the laws of the United States of America, the sole and exclusive forum for determination of such a claim. Our ~~Charter amended and restated memorandum and articles of association~~ **provide** that, without prejudice to any other rights or remedies that we may have, each of our shareholders acknowledges that damages alone would not be an adequate remedy for any breach of the selection of the courts of the Cayman Islands as exclusive forum and that accordingly we shall be entitled, without proof of special damages, to the remedies of injunction, specific performance or other equitable relief for any threatened or actual breach of the selection of the courts of the Cayman Islands as exclusive forum. ~~56~~This choice of forum provision may increase a shareholder' s cost and limit the shareholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees. Any person or entity purchasing or otherwise acquiring any of our shares or other securities, whether by transfer, sale, operation of law or otherwise, shall be deemed to have notice of and have irrevocably agreed and consented to these provisions. There is uncertainty as to whether a court would enforce such provisions, and the enforceability of similar choice of forum provisions in other companies' charter documents has been challenged in legal proceedings. It is possible that a court could find this type of provisions to be inapplicable or unenforceable, and if a court were to find this provision in our ~~Charter amended and restated memorandum and articles of association~~ to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could have adverse effect on our business and financial performance. We are subject to changing law and regulations regarding regulatory matters, corporate governance and public disclosure that have increased both our costs and the risk of non-compliance. We are subject to rules and regulations by various governing bodies, including, for example, the SEC, which are charged with the protection of investors and the oversight of companies whose securities are publicly traded, and to new and evolving regulatory measures under applicable law. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Our efforts to comply with new and changing laws and regulations have resulted in and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities. Moreover, because these laws, regulations and standards are subject to varying interpretations, their application in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty regarding compliance matters and additional costs necessitated by ongoing revisions to our disclosure and governance practices. Our failure to address and comply with these laws or regulations and any subsequent changes, as interpreted and applied, could adversely affect our business, including our ability to negotiate and complete our initial business combination and results of operations. **Recent increases in inflation and interest rates in the United States and elsewhere could make it more difficult for us to consummate an initial business combination. Recent increases in inflation and interest rates in the United States and elsewhere may lead to increased price volatility for publicly traded securities, including ours, and may lead to other national, regional and international economic disruptions, any of which could make it more difficult for us to consummate an initial business combination. Military conflict in Ukraine or elsewhere may lead to increased volatility for publicly traded securities, which could make it more difficult for us to consummate an initial business combination. Military conflict in Ukraine or elsewhere may lead to increased volatility for publicly traded securities, including ours, and to other national, regional and international economic disruptions and economic uncertainty, any of which could make it more difficult for us to identify a business combination target and consummate an initial business combination on acceptable commercial terms or at all.** Item 1B. Unresolved Staff Comments. None. Item 2. Properties. We currently utilize office space at 1

World Trade Center, 85th Floor, New York, New York 10007 from our Sponsor. The cost for this space is included in the \$ 20, 000 per month fee that we pay our Sponsor for office space and secretarial and administrative services provided to members of our management team. We consider our current office space adequate for our current operations. Item 3. Legal Proceedings. There is no material litigation, arbitration or governmental proceeding currently pending against us or any members of our management team in their capacity as such. Item 4. Mine Safety Disclosures. **Not applicable. PART II** Item 5. **Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities.** (a) **Market Information** Our Units began trading on Nasdaq under the symbol “VCXAU” on August 11, 2021. On September 29, 2021, we announced that the holders of our Units may elect to separately trade the Class A ordinary shares and Public Warrants included in the Units on Nasdaq. On October 1, 2021, our Class A ordinary shares and Public Warrants began trading on Nasdaq under the symbols “VCXA” and “VCXAW,” respectively. Those Units not separated will continue to trade on Nasdaq under the symbol “VCXAU.” Each Unit includes one-third of one Public Warrant, and each whole Public Warrant entitles the holder to purchase one Class A ordinary share at a price of \$ 11. 50 per share, subject to certain adjustments as described in our final prospectus dated August 10, 2021, which was filed with the SEC on August 12, 2021. Only whole Public Warrants will be issued on separation of Units, and only whole Public Warrants may be traded and exercised for Class A ordinary shares. The Public Warrants will become exercisable 30 days after the completion of our initial business combination. Our Public Warrants expire five years after the completion of our initial business combination or earlier upon redemption or liquidation as described in “Item 1. Business.” The following table sets forth, for the calendar quarter indicated, the high and low sales prices per Unit, per Class A ordinary share and per Public Warrant as reported on Nasdaq for the period from October 1, 2021 (the first day on which our Class A ordinary shares and Public Warrants began trading separately) through December 31, 2022. Units (VCXAU) Class A ordinary shares (VCXA) Public Warrants (VCXAW) High Low High Low High Low Year ended December 31, 2022: Quarter ended December 31, 2022 \$ 10. 16 \$ 9. 30 \$ 10. 09 \$ 8. 91 \$ 0. 09 \$ 0. 01 Quarter ended September 30, 2022 \$ 10. 28 \$ 9. 84 \$ 10. 01 \$ 9. 88 \$ 0. 20 \$ 0. 03 Quarter ended June 30, 2022 \$ 10. 83 \$ 9. 69 \$ 9. 91 \$ 9. 84 \$ 0. 88 \$ 0. 10 Quarter ended March 31, 2022 \$ 10. 54 \$ 10. 03 \$ 9. 89 \$ 9. 74 \$ 2. 20 \$ 0. 87 Year ended December 31, 2021: Quarter ended December 31, 2021 \$ 13. 09 \$ 9. 95 \$ 10. 88 \$ 9. 57 \$ 4. 40 \$ 0. 70 (b) **Holder At April 10, 2023** there were three holders of record of our Units, one holder of record of our separately traded Class A ordinary shares, and one holder of record of our separately traded Public Warrants. (c) **Dividends** We have not paid any cash dividends on our Class A ordinary shares to date and do not intend to pay cash dividends prior to the completion of our initial business combination. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and general financial condition subsequent to completion of our initial business combination. The payment of any cash dividends subsequent to our initial business combination will be within the discretion of our Board at such time. Further, if we incur any indebtedness in connection with our initial business combination, our ability to declare dividends may be limited by restrictive covenants we may agree to in connection therewith. (d) **Securities Authorized for Issuance Under Equity Compensation Plans** (e) **Recent Sales of Unregistered Securities; Use of Proceeds from Registered Offerings Unregistered Sales** On February 18, 2021, the Sponsor purchased 7, 666, 667 of our Class B ordinary shares for an aggregate purchase price of \$ 25, 000, or approximately \$ 0. 003 per share. Prior to the Sponsor’s initial investment in us of \$ 25, 000, we had no assets. On October 19, 2021, the Sponsor forfeited, at no cost, 1, 000, 000 Class B ordinary shares in connection with the election by the underwriter of our Public Offering not to exercise an option granted to the underwriter to cover over-allotments. In connection with the Public Offering, the Anchor Investors agreed to purchase a certain percentage of our Units in the Public Offering. In connection with each Anchor Investor’s agreement to purchase a specified percentage of Units to be sold in our Public Offering, the Sponsor agreed to transfer a certain number of its Founder Shares to such Anchor Investor, which could be purchased by the Anchor Investor as early as the Close Date. Following the Close Date, the Sponsor transferred an aggregate of 1, 334, 339 Founder Shares to the Anchor Investors for the same price originally paid by the Sponsor for such shares. At December 31, 2022, our Initial Shareholders held 5, 332, 328 Founder Shares and the Anchor Investors collectively held 1, 334, 339 Founder Shares. Simultaneously with the consummation of our Public Offering, we consummated the private placement of an aggregate of 655, 000 Private Placement Units to the Sponsor and Cantor at a price of \$ 10. 00 per Private Placement Unit, generating total gross proceeds of \$ 6, 550, 000. No underwriting discounts or commissions were paid with respect to the Private Placement. The issuance of the Private Placement Units was made pursuant to the exemption from registration contained in Section 4 (a) (2) of the Securities Act of 1933, as amended. In the Private Placement, the Sponsor purchased 455, 000 Private Placement Units and Cantor purchased 200, 000 Private Placement Units. The Private Placement Units are identical to the Units, except that the Private Placement Units (including the underlying securities) are subject to certain transfer restrictions and the holders thereof are entitled to certain registration rights, and, if held by the original holder or their permitted assigns, the underlying Private Placement Warrants (i) may be exercised on a cashless basis, (ii) are not subject to redemption and (iii) with respect to such Private Placement Warrants held by Cantor, will not be exercisable more than five years from the commencement of sales in the Public Offering. If the Private Placement Units are held by holders other than the initial purchasers or their permitted transferees, then the Private Placement Warrants included in the Private Placement Units will be redeemable by us and exercisable by the holders on the same basis as the Public Warrants included in the Units sold in the Public Offering. Concurrently with the execution of the AA Merger Agreement, on November 4, 2022 and on November 8, 2022, the 10X II Investors entered into the Non-Redemption Agreements with our Sponsor. Pursuant to the Non-Redemption Agreements, the 10X II Investors agreed for the benefit of the Company to (i) vote the Subject 10X II Equity Securities, representing 3, 705, 743 ordinary shares in the aggregate, in favor of the Extension Proposal and (ii) not redeem the Subject 10X II Equity Securities in connection with such proposal. In connection with these commitments from the 10X II Investors, the Sponsor has agreed to transfer to each 10X II Investor an amount of its Founder Shares on or promptly after the consummation of the Business Combination. On November 14, 2022, we issued the 2022 Note to the Sponsor for a Working Capital Loan of up to \$ 800, 000. The 2022 Note bears no interest and is repayable in full on the Maturity Date. The 2022 Note may also be converted into Working Capital Units, at a price of \$ 10. 00 per unit, at the option of the holder of the 2022 Note at any time on or prior to the Maturity Date. The Working Capital Units are identical to our Private Placement Units, with each Working Capital Unit consisting of one Class A ordinary share and one-third of one redeemable warrant. The sales of the above securities, including the shares to be offered and sold in connection with the Non-Redemption Agreements, by us have not been registered under the Securities Act in

reliance upon the exemption provided in Section 4 (a) (2) thereof. Use of Proceeds On August 13, 2021, we consummated our Public Offering of 20,000,000 Units, at an offering price to the public of \$ 10.00 per Unit, for an aggregate offering price of \$ 200,000,000, with each Unit consisting of one Class A ordinary share and one-third of one Public Warrant. Each whole Public Warrant entitles the holder to purchase one Class A ordinary share at a price of \$ 11.50 per share. Only whole Public Warrants may be exercised and traded. No fractional Public Warrants will be issued upon separation of the Units. Cantor Fitzgerald & Co. acted as the sole booking running manager for the Public Offering. The securities sold in the Public Offering were registered under the Securities Act on a registration statement on Form S-1 (File No. 333-253867), which was declared effective by the SEC on August 10, 2021. Net proceeds of \$ 200,000,000, comprised of \$ 196,000,000 of the proceeds from the Public Offering (which amount includes \$ 7,000,000 of the underwriter's deferred discount) and \$ 4,000,000 of the proceeds of the sale of the Private Placement Units, were deposited into the Trust Account on the Close Date. We paid a total of \$ 4,000,000 in underwriting discounts and commissions and \$ 680,429 for other offering costs related to the Public Offering. In addition, the underwriter agreed to defer \$ 7,000,000 in underwriting discounts and commissions. No payments were made by us to directors, officers or persons owning ten percent or more of our Class A ordinary shares or to their associates, or to our affiliates. There has been no material change in the planned use of proceeds from the Public Offering as described in our final prospectus related to the Public Offering, dated August 10, 2021, which was filed with the SEC on August 12, 2021. Item 6. [Reserved] Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations. The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the audited financial statements and the notes related thereto which are included in "Item 8. Financial Statements and Supplementary Data" of this Annual Report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those set forth under "Cautionary Note Regarding Forward-Looking Statements," "Item 1A. Risk Factors" and elsewhere in this Annual Report. Overview We are a blank check company incorporated on February 10, 2021 as a Cayman Islands exempted company and formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities. On August 13, 2021, we consummated the Public Offering of 20,000,000 Units, at \$ 10.00 per Unit, generating gross proceeds of \$ 200 million. Each Unit consists of one Class A ordinary share and one-third of one Public Warrant. Simultaneously with the closing of the Public Offering, our Sponsor and Cantor purchased an aggregate of 655,000 Private Placement Units, at a price of \$ 10.00 per Private Placement Unit, for an aggregate purchase price of \$ 6,550,000, in a private placement. Upon the closing of the Public Offering on August 13, 2021, a total of \$ 200 million (\$ 10.00 per Unit), comprised of \$ 196 million from the proceeds of the Public Offering and \$ 4 million from the proceeds of the sale of the Private Placement Units, was placed in the Trust Account. As of October 1, 2021, our Class A ordinary shares and our Public Warrants began separately trading on Nasdaq. Termination of PrimeBlock Merger Agreement On August 12, 2022, the Company, First Merger Sub, Second Merger Sub, and PrimeBlock entered into the Termination Agreement, pursuant to which the parties mutually agreed to terminate the PrimeBlock Merger Agreement, effective as of such date. As a result of the termination of the PrimeBlock Merger Agreement, the PrimeBlock Merger Agreement and the Support Agreements (as defined in the PrimeBlock Merger Agreement) are of no further force and effect. In addition, pursuant to its terms, that certain stock purchase agreement, dated March 31, 2022 by and between the Company and CF Principal Investments, LLC, a Delaware limited liability company, was automatically terminated upon the termination of the PrimeBlock Merger Agreement. The AA Merger Agreement On November 2, 2022, we entered into the AA Merger Agreement with AA Merger Sub and African Agriculture. The AA Merger Agreement and the transactions contemplated thereby were approved by our Board and the board of directors of African Agriculture. Pursuant to the AA Merger Agreement, we will, subject to obtaining the required shareholder approvals and at least one day prior to the Effective Time, effect the Domestication. Following the Domestication, AA Merger Sub will merge with and into African Agriculture, with African Agriculture surviving the Merger as our wholly-owned subsidiary. In connection with the Closing, we will change our name to "African Agriculture Holdings Inc." In accordance with the terms and subject to the conditions of the AA Merger Agreement, at the Effective Time, each share of common stock of African Agriculture issued and outstanding immediately prior to the Effective Time, shall be converted into the right to receive the number of shares of duly authorized, validly issued, fully paid and nonassessable common stock of New African Agriculture ("New African Agriculture Common Stock") equal to the quotient obtained by dividing (x) the quotient obtained by dividing (i) the sum of (1) \$ 450,000,000 and (2) the aggregate amount of any Company Pre-Closing Financing (as defined in the AA Merger Agreement) by (ii) ten dollars (\$ 10.00) by (y) the sum, without duplication, of the aggregate number of shares of common stock of African Agriculture that are (i) issued and outstanding immediately prior to the Effective Time, (ii) issuable upon the exercise or settlement of options or restricted stock units of African Agriculture (whether or not then vested or exercisable) that are outstanding immediately prior to the Effective Time, or (iii) issuable upon conversion of any African Agriculture convertible note outstanding at the Effective Time (the "Merger Consideration"). The AA Merger Agreement may be terminated under certain customary and limited circumstances prior to the closing of the Business Combination, including, but not limited to, (i) by our or African Agriculture's mutual written consent, (ii) by us, subject to certain exceptions, if any of the representations and warranties of African Agriculture are not true and correct or if African Agriculture fails to perform any of its respective covenants or agreements set forth in the AA Merger Agreement such that certain conditions to our obligations cannot be satisfied and the breach (or breaches) of such representations or warranties or failure (or failures) to perform such covenants or agreements, as applicable, are not cured or cannot be cured within certain specified time periods, (iii) by African Agriculture, subject to certain exceptions, if any of the representations and warranties made by us are not true and correct or if we fail to perform any of its covenants or agreements set forth in the AA Merger Agreement such that the condition to the obligations of African Agriculture cannot be satisfied and the breach (or breaches) of such representations or warranties or failure (or failures) to perform such covenants or agreements, as applicable, are not cured or cannot be cured within certain specified time periods, (iv) by either us or African Agriculture if the Closing has not occurred on or before the Termination Date; provided that the Termination Date may be extended at our discretion up to August 13, 2023; provided further that such date is prior to the deadline by which we must complete our initial business combination under our organizational documents, (v) prior to obtaining the required approvals by our shareholders, by African Agriculture if our Board changes its recommendation that our

shareholders approve the proposals included in the proxy statement / prospectus or fails to include such recommendation in the proxy statement / prospectus, (vi) by African Agriculture if certain required shareholders approvals are not obtained after the conclusion of a meeting of our shareholders held for the purpose of voting on such approvals, and (ix) by us if the required approvals by African Agriculture stockholders have not been obtained within ten (10) business days following the date that the Registration Statement (as defined in the AA Merger Agreement) is disseminated by African Agriculture to its stockholders. African Agriculture will be obligated to pay us a termination fee equal to 2.0 % of the aggregate Merger Consideration if the AA Merger Agreement is terminated by pursuant to clauses (ii) or (iv) of the preceding paragraph; provided that in the case of a termination under clause (iv) above, African Agriculture will only be required to pay the termination fee if the transactions contemplated by the AA Merger Agreement were not consummated prior to the Termination Date primarily due to failure of African Agriculture to provide information required to obtain SEC clearance of the Registration Statement (as defined in the AA Merger Agreement). We will be obligated to pay African Agriculture a termination fee equal to 2.0 % of the Merger Consideration if the AA Merger Agreement is terminated pursuant to clause (iii) of the preceding paragraph. On January 3, 2023, the parties to the AA Merger Agreement entered into the First Amendment, pursuant to which African Agriculture has agreed to provide all necessary assistance and cooperation in connection with a shareholder vote to amend the Charter to further extend the term of the Company, if necessary, including paying all reasonable out-of-pocket fees and expenses of African Agriculture, the Company and AA Merger Sub (including, but not limited to, fees and expenses of outside counsel and any other agents, advisors, consultants, experts and financial advisors, employed by or on behalf of African Agriculture, the Company or AA Merger Sub) related to such extension. Acquiror Support Agreement Concurrently with the execution of the AA Merger Agreement, we entered into the Acquiror Support Agreement, pursuant to which the Class B Holders agreed to, among other things, (i) vote at any shareholder meeting or pursuant to any action of written resolution of our shareholders all of their Class B ordinary shares held of record or thereafter acquired in favor of the Business Combination, the Domestication and the other Proposals (as defined in the AA Merger Agreement) and (ii) be bound by certain other covenants and agreements related to the Business Combination, in each case, on the terms and subject to the conditions set forth in the Acquiror Support Agreement. Additionally, for a period ending six months after the Closing (the "First Lock-up Period"), the Class B Holders will be subject to a lock-up with respect to one-third of the Lock-Up Shares (as defined in the Acquiror Support Agreement), and for a period beginning six months after the Closing and ending twelve months after the Closing (the "Second Lock-up Period"), the Class B Holders will be subject to a lock-up with respect to the remaining two-thirds of the Lock-Up Shares; provided that the lock-up shall expire upon the date on which the last reported sale price of the shares of New African Agriculture Common Stock exceeds \$ 12.00 per share for any twenty (20) trading days within any consecutive thirty (30) trading day period during the Second Lock-up Period. African Agriculture Support Agreements In connection with the execution of the AA Merger Agreement, we entered into the African Agriculture Support Agreements with African Agriculture and certain of its stockholders, pursuant to which each such stockholder agreed to (i) vote all shares of common stock of African Agriculture held of record or thereafter acquired in favor of the Business Combination, (ii) be bound by certain other covenants and agreements related to the Business Combination and (iii) be bound by certain transfer restrictions with respect to such securities prior to the Closing of the Business Combination, in each case, on the terms and subject to the conditions set forth in the African Agriculture Support Agreements. The Standby Equity Purchase Agreement Concurrently with the execution of the AA Merger Agreement, we entered into the SEPA with Yorkville, pursuant to which, subject to the consummation of the Business Combination, New African Agriculture has the option, but not the obligation, to issue, and Yorkville shall subscribe for, an aggregate amount of up to \$ 100 million of New African Agriculture Common Stock at the time of New African Agriculture's choosing during the term of the agreement, subject to certain limitations, including caps on issuance and subscriptions based on trading volumes. Each advance under the SEPA (an "Advance") may be for an aggregate amount of New African Agriculture Common Stock purchased at 96 % of the Market Price during a one-day pricing period or 97 % of the Market Price during a three-day pricing period elected by New African Agriculture. The "Market Price" is defined in the SEPA as the VWAP (as defined below) during the trading day, in the case of a one day pricing period, or the lowest daily VWAP of the three consecutive trading days, in the case of a three day pricing period, commencing on the trading day on which New African Agriculture submits an Advance notice to Yorkville. "VWAP" means, for any trading day, the daily volume weighted average price of New African Agriculture Common Stock for such date on Nasdaq as reported by Bloomberg L.P. during regular trading hours or such other period in the case of a one-day trading period. The SEPA will continue for a term of three years commencing from the sixth trading day following the closing of the Business Combination (the "SEPA Effective Date"). Pursuant to the SEPA, New African Agriculture will pay to Yorkville a commitment fee of \$ 1.0 million, which is to be paid on the SEPA Effective Date. New African Agriculture can elect to pay the commitment fee by issuing New African Agriculture Common Stock to Yorkville in an amount equal to the commitment fee divided by the average daily VWAP for the five consecutive trading days prior to the SEPA Effective Date. The Forward Purchase Agreement Simultaneously with the execution of the AA Merger Agreement, we and African Agriculture entered into the Forward Purchase Agreement with Vellar. Pursuant to the Forward Purchase Agreement, Vellar intends, but is not obligated, to purchase through a broker in the open market (a) our Class A ordinary shares after the date of our redemption deadline from holders of such shares, including those who have elected to redeem such shares (such purchased shares, the "Recycled Shares"), pursuant to the redemption rights set forth in our Charter, in connection with the Business Combination and (b) additional shares in an issuance from us (such additional shares, the "Additional Shares" and, together with the Recycled Shares, the "Subject Shares"). The aggregate total Subject Shares will be 4,000,000, subject to automatic reduction to equal the amount of our ordinary shares outstanding as of the redemption deadline and subject to increase to up to 10,000,000 upon mutual agreement of us and Vellar (the "Maximum Number of Shares"). Vellar has agreed to waive any redemption rights with respect to any Subject Shares in connection with the Business Combination. Prior to maturity, Vellar may also purchase through a broker in the open market additional Class A ordinary shares, subject to adjustment, which such shares shall be incremental to the Maximum Number of Shares and shall not be included in the Maximum Number of Shares under the Forward Purchase Agreement. The Forward Purchase Agreement provides that upon the closing of the Business Combination, we will pay to Vellar, out of funds held in our Trust Account, an amount (the "Prepayment Amount") equal to (x) the pre-share redemption price (the "Initial Price") multiplied by (y) the number of Recycled Shares on the date of such prepayment. At our option, up to 10 % of such Prepayment

Amount may be paid to us and netted from the Prepayment Amount (the “ Prepayment Shortfall ”). From time to time following the closing of the Forward Purchase Agreement, Vellar, in its discretion, may sell the Subject Shares and remit to us an amount equal to the amount of such Subject Shares multiplied by the Reset Price (as defined in the Forward Purchase Agreement); provided that no proceeds will be paid to us in respect of such sales of Subject Shares with net proceeds equal to the Prepayment Shortfall. Upon the occurrence of the Maturity Date (as defined in the Forward Purchase Agreement), we are obligated to pay to Vellar an amount equal to the product of (a) (x) the Maximum Number of Shares, less (y) the number of Terminated Shares (as defined in the Forward Purchase Agreement), multiplied by (b) \$ 2. 00 payable in cash or in shares at our option. The Maturity Date may be accelerated upon occurrences described in the Forward Purchase Agreement. Pursuant to the Forward Purchase Agreement, within one business day of the closing of the Business Combination (the “ Prepayment Date ”), New African Agriculture is required to pay Vellar an amount equal to the product of (x) such number that is the greater of (a) 5 % of the Maximum Number of Shares and (b) 200, 000 (provided that if New African Agriculture has requested and Vellar has paid the Prepayment Shortfall such number will be increased to the greater of (a) 10 % of the Maximum Number of Shares and (b) 400, 000) and (y) the Initial Price (the “ Share Consideration ”) and Vellar is to use the amount paid by New African Agriculture to purchase shares of common stock of New African Agriculture. We have agreed to file, upon the request of the Vellar, a registration statement with the SEC registering the resale of the Subject Shares and the Share Consideration (as defined in the Forward Purchase Agreement) under the Securities Act, within thirty (30) days following such request. Entities and funds managed by Cohen own equity interests in the Sponsor. The Forward Purchase Agreement contains additional representations, warranties, indemnities, agreements and termination rights of the parties thereto. The Non- Redemption Agreements In connection with the execution of the AA Merger Agreement, on November 4, 2022 and on November 8, 2022, the 10X II Investors entered into Non- Redemption Agreements with us and the Sponsor. Pursuant to the Non- Redemption Agreements, the 10X II Investors agreed for the benefit of us to (i) vote the Subject 10X II Equity Securities, representing 3, 705, 743 of our ordinary shares in the aggregate, in favor of the Extension Proposal and (ii) not redeem the Subject 10X II Equity Securities in connection with such proposal. In connection with these commitments from the 10X II Investors, the Sponsor has agreed to transfer to each 10X II Investor an amount of its Class B ordinary shares on or promptly after the consummation of the Business Combination. On November 9, 2022, we held an extraordinary general meeting at which our shareholders approved, by special resolution, the Extension Proposal. On November 9, 2022, we filed the special resolution and the Charter with the Cayman Islands Registrar of Companies. In connection with our solicitation of proxies in connection with the Extension Proposal, we were required to permit our public shareholders to redeem their public shares. Of the public shares outstanding with redemption rights, a total of 212 of our shareholders elected to redeem 15, 357, 970 public shares at a per share redemption price of \$ 10. 09. As a result of such redemptions, approximately \$ 154. 9 million was removed from the Trust Account to pay such holders, and approximately \$ 47. 2 million remained in the Trust Account as of December 31, 2022. Following the redemptions and as of December 31, 2022, we had a total of 4, 642, 030 public shares, including the public shares underlying the Units outstanding, with redemption rights outstanding. Liquidity and Going Concern As of December 31, 2022, we had approximately \$ 37, 000 held outside of the Trust Account and a working capital deficit of approximately \$ 10. 2 million. Our liquidity needs up to December 31, 2022 had been satisfied through a payment from the Sponsor of \$ 25, 000 for Class B ordinary shares to cover certain offering costs, the loan under an unsecured promissory note from the Sponsor of \$ 87, 369 prior to our Public Offering (the “ Pre- IPO Promissory Note ”), and the loan under an unsecured promissory note from the Sponsor of \$ 800, 000. The Pre- IPO Promissory Note was fully repaid upon the closing of the Public Offering. In addition, in order to finance transaction costs in connection with a business combination, the Sponsor or an affiliate of the Sponsor or certain of our officers and directors may, but are not obligated to, provide us additional Working Capital Loans. As of December 31, 2022, there was \$ 600, 000 outstanding under the Working Capital Loans. In connection with our assessment of going concern considerations in accordance with FASB Accounting Standards Update (“ ASU ”) 2014- 15, “ Disclosures of Uncertainties about an Entity’ s Ability to Continue as a Going Concern, ” management has determined that the liquidity condition and date for mandatory liquidation and subsequent dissolution raises substantial doubt about our ability to continue as a going concern. No adjustments have been made to the carrying amounts of assets or liabilities should we be required to liquidate after the Termination Date. The consolidated financial statements do not include any adjustment that might be necessary if we are unable to continue as a going concern. We intend to complete an initial business combination before the Termination Date. Over this time period, we will be using the funds outside of the Trust Account for paying existing accounts payable, identifying and evaluating prospective initial business combination candidates, performing due diligence on prospective target businesses, paying for travel expenditures, selecting the target business to merge with or acquire, and structuring, negotiating and consummating an initial business combination. Results of Operations Our entire activity since inception up to December 31, 2022 related to our formation, the preparation for the Public Offering, and since the closing of the Public Offering, the search for a prospective initial business combination and expenses related to consummating an initial business combination. We will not generate any operating revenues until after the completion of our initial business combination. We generate non- operating income in the form of investment income from the Trust Account. We will continue to incur increased expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence and transaction expenses. For the year ended December 31, 2022, we incurred a net loss of approximately \$ 8. 7 million, which consisted of approximately \$ 10. 3 million in general and administrative expense and \$ 240, 000 in administrative expenses- related party, approximately \$ 295, 000 in loss on Forward Purchase Agreement and approximately \$ 36, 000 in change in fair value of derivative liabilities, partially offset by approximately \$ 2. 2 million in income from investments held in the Trust Account. For the period from February 10, 2021 (inception) through December 31, 2021, we incurred a net loss of approximately \$ 1. 5 million, which consisted of approximately \$ 1. 5 million in general and administrative expense and approximately \$ 87, 000 in administrative expenses- related party, partly offset by approximately \$ 5, 000 in income from investments held in Trust Account. Commitments and Contingencies Registration and Shareholder Rights Pursuant to a registration rights agreement entered into on August 10, 2021, the holders of Class B ordinary shares, Private Placement Units, Private Placement Shares and Private Placement Warrants and the Class A ordinary shares underlying the Working Capital Warrants and Working Capital Units that may be issued upon conversion of any Working Capital Loans will have registration rights. We will bear the expenses incurred in connection with the filing of any such registration statements. Underwriting

Agreement We granted the underwriter a 45- day option from August 10, 2021 to purchase up to 3, 000, 000 additional Units at the Public Offering price less the underwriting discounts and commissions. On September 25, 2021, the over- allotment option expired. The underwriter was entitled to an underwriting discount of approximately \$ 4. 0 million, which was paid upon the closing of the Public Offering. In addition, approximately \$ 7. 0 million in the aggregate will be payable to the underwriter for deferred underwriting commissions. The deferred fee will become payable to the underwriter from the amounts held in the Trust Account solely in the event that we complete an initial business combination, subject to the terms of the underwriting agreement.

Critical Accounting Estimates The preparation of these consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. We have not identified any critical accounting estimates.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk. We are a smaller reporting company as defined by Rule 12b- 2 of the Exchange Act and are not required to provide the information otherwise required under this item.

Item 8. Financial Statements and Supplementary Data. INDEX TO FINANCIAL STATEMENTS Page Consolidated Financial Statements of 10X Capital Venture Acquisition Corp. II: Report of Independent Registered Public Accounting Firm F- 2 Consolidated Balance Sheets as of December 31, 2022 and 2021 F- 3 Consolidated Statements of Operations for the year ended December 31, 2022 and for the period from February 10, 2021 (Inception) through December 31, 2021 F- 4 Consolidated Statements of Changes in Shareholders' Deficit for the year ended December 31, 2022 and for the period from February 10, 2021 (Inception) through December 31, 2021 F- 5 Consolidated Statements of Cash Flows for the year ended December 31, 2022 and for the period from February 10, 2021 (Inception) through December 31, 2021 F- 6 Notes to Consolidated Financial Statements F- 7F- 1 Report of Independent Registered Public Accounting Firm To the Shareholders and the Board of Directors of Opinion on the Financial Statements We have audited the accompanying consolidated balance sheets of 10X Capital Venture Acquisition Corp. II (the "Company ") as of December 31, 2022 and 2021, the related consolidated statements of operations, changes in shareholders' deficit and cash flows for the year ended December 31, 2022 and for the period from February 10, 2021 through December 31, 2021, and the related notes (collectively referred to as the " consolidated financial statements "). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the year ended December 31, 2022 and for the period from February 10, 2021 through December 31, 2021 in conformity with accounting principles generally accepted in the United States of America. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, if the Company is unable to raise additional funds to alleviate liquidity needs and complete a business combination by May 13, 2023 then the Company will cease all operations except for the purpose of liquidating. The liquidity condition and date for mandatory liquidation and subsequent dissolution raise substantial doubt about the Company' s ability to continue as a going concern. Management' s plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion These consolidated financial statements are the responsibility of the Company' s management. Our responsibility is to express an opinion on the Company' s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (" PCAOB ") and are required to be independent with respect to the Company in accordance with the U. S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company' s internal control over financial reporting. Accordingly, we express no such opinion. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. / s / WithumSmith Brown, PC We have served as the Company' s auditor since 2021. April 17, 2023 PCAOB Number 100 10X CAPITAL VENTURE ACQUISITION CORP. II CONSOLIDATED BALANCE SHEETS December 31, 2022 2021 Assets Current assets: Cash \$ 36, 675 \$ 1, 358, 622 Prepaid expenses 137, 073 183, 695 Total current assets 173, 748 1, 542, 317 Investments held in Trust Account 47, 264, 548 200, 005, 484 Total Assets \$ 47, 438, 296 \$ 201, 547, 801 Liabilities, Class A Ordinary Shares Subject to Possible Redemption and Shareholders' Deficit Current liabilities: Accounts payable \$ 2, 969, 033 \$ 130, 384 Accrued expenses 6, 768, 920 1, 063, 040 Promissory note – related party 600, 000- Total current liabilities 10, 337, 953 1, 193, 424 Derivative liabilities 331, 777- Deferred underwriting commissions 7, 000, 000 7, 000, 000 Total Liabilities 17, 669, 730 8, 193, 424 Commitments and Contingencies Class A ordinary shares subject to possible redemption, \$ 0. 0001 par value; 4, 642, 030 and 20, 000, 000 shares issued and outstanding at redemption value of approximately \$ 10. 16 and \$ 10. 00 per share as of December 31, 2022 and 2021, respectively 47, 164, 548 200, 000, 000 Shareholders' Deficit: Preference shares, \$ 0. 0001 par value ; 1, 000, 000 shares authorized ; none issued or outstanding as of December 31, 2022 and 2021-- Class A ordinary shares, \$ 0. 0001 par value; 500, 000, 000 shares authorized; 655, 000 shares issued and outstanding (excluding 4, 642, 030 and 20, 000, 000 shares subject to possible redemption) as of December 31, 2022 and 2021 66 66 Class B ordinary shares, \$ 0. 0001 par value; 50, 000, 000 shares authorized; 6, 666, 667 shares issued and outstanding as of December 31, 2022 and 2021 667 667 Accumulated deficit (17, 396, 715) (6, 646, 356) Total shareholders' deficit (17, 395, 982) (6, 645, 623) Total Liabilities, Class A Ordinary Shares Subject to Possible Redemption and Shareholders' Deficit \$ 47, 438, 296 \$ 201, 547, 801 The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS For the Year Ended December 31, 2022 For the Period From February 10, 2021 (inception) Through December 31, 2021 General and administrative expenses \$ 10, 273, 098 \$ 1, 459, 011 Administrative expenses- related party 240, 000 86, 667 Loss from operations (10, 513, 098) (1, 545, 678)

Other income (expenses): Change in fair value of derivative liabilities (36, 447)- Income from investments held in Trust Account 2, 165, 194 5, 484 Loss on Forward Purchase Agreement (295, 330)- Total other income 1, 833, 417 5, 484 Net loss \$ (8, 679, 681) \$ (1, 540, 194) Weighted average shares outstanding, Class A ordinary shares 18, 677, 398 8, 961, 092 Basic and diluted net loss per share, Class A ordinary shares \$ (0. 34) \$ (0. 10) Weighted average shares outstanding, Class B ordinary shares 6, 666, 667 6, 482, 052 Basic and diluted net loss per share, Class B ordinary shares \$ (0. 34) \$ (0. 10) CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT FOR THE YEAR ENDED DECEMBER 31, 2022 AND FOR THE PERIOD FROM FEBRUARY 10, 2021 (INCEPTION) THROUGH DECEMBER 31, 2021 Ordinary Shares Additional Total Class A Class B Paid- in Accumulated Shareholders' Shares Amount Shares Amount Capital Deficit Deficit Balance- February 10, 2021 (inception)- \$- \$- \$- \$- Issuance of Class B ordinary shares to Sponsor-- 7, 666, 667 767 24, 233- 25, 000 Fair value of Public Warrants included in the Units sold in the Initial Public Offering---- 4, 733, 334- 4, 733, 334 Sales of Private Placement Units 655, 000 66-- 6, 549, 934- 6, 550, 000 Contribution from Sponsor upon sale of Founder Shares to Anchor Investors---- 10, 341, 127- 10, 341, 127 Forfeiture of Class B ordinary shares-- (1, 000, 000) (100) 100-- Accretion of Class A ordinary shares subject to possible redemption---- (21, 648, 728) (5, 106, 162) (26, 754, 890) Net loss----- (1, 540, 194) (1, 540, 194) Balance- December 31, 2021 655, 000 66 6, 666, 667 667- (6, 646, 356) (6, 645, 623) Increase in redemption value of Class A ordinary shares subject to possible redemption----- (2, 070, 678) (2, 070, 678) Net loss----- (8, 679, 681) (8, 679, 681) Balance- December 31, 2022 655, 000 \$ 66 6, 666, 667 \$ 667 \$- \$ (17, 396, 715) \$ (17, 395, 982) CONSOLIDATED STATEMENTS OF CASH FLOWS For the Year Ended December 31, 2022 For the Period From February 10, 2021 (inception) Through December 31, 2021 Cash Flows from Operating Activities: Net loss \$ (8, 679, 681) \$ (1, 540, 194) Adjustments to reconcile net loss to net cash used in operating activities: General and administrative expenses paid by related party in exchange for issuance of Class B ordinary shares- 11, 697 General and administrative expenses paid by Sponsor under promissory note- 34 Change in fair value of derivative liabilities 36, 447- Loss on Forward Purchase Agreement 295, 330- Income from investments held in Trust Account (2, 165, 194) (5, 484) Changes in operating assets and liabilities: Prepaid expenses 46, 622 (183, 695) Accounts payable 2, 838, 649 98, 384 Accrued expenses 5, 705, 880 993, 040 Net cash used in operating activities (1, 921, 947) (626, 218) Cash Flows from Investing Activities: Principal deposited in Trust Account- (200, 000, 000) Withdrawal for redemption payment 154, 906, 130- Net cash provided by (used in) investing activities 154, 906, 130 (200, 000, 000) Cash Flows from Financing Activities: Advances from related party- 1, 650 Proceeds received from initial public offering, gross- 200, 000, 000 Proceeds received from private placement- 6, 550, 000 Redemption payment of Class A ordinary shares subject to possible redemption (154, 906, 130)- Proceeds from promissory note 600, 000- Repayment of promissory note- (87, 369) Offering costs paid- (4, 479, 441) Net cash provided by (used in) financing activities (154, 306, 130) 201, 984, 840 Net change in cash (1, 321, 947) 1, 358, 622 Cash- beginning of the period 1, 358, 622- Cash- end of the period \$ 36, 675 \$ 1, 358, 622 Supplemental disclosure of noncash investing and financing activities: Offering costs paid by related party in exchange for Founder Shares \$- \$ 13, 303 Offering costs included in accounts payable \$- \$ 32, 000 Offering costs included in accrued expenses \$- \$ 70, 000 Offering costs paid by related party under promissory note \$- \$ 85, 685 Value of Class B ordinary shares transferred to Anchor Investors \$- \$ 10, 341, 127 Forfeiture of Class B ordinary shares \$- \$ 100 Deferred underwriting fee \$- \$ 7, 000, 000 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Note 1- Organization and Business Operations Organization and General 10X Capital Venture Acquisition Corp. II (the " Company ") is a blank check company incorporated as a Cayman Islands exempted company on February 10, 2021. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities (the " Business Combination "). As of December 31, 2022, the Company had not commenced any operations. All activity for the period from February 10, 2021 (inception) through December 31, 2022 relates to the Company' s formation and the Initial Public Offering (as defined below), and, since the closing of the Initial Public Offering, the search for and efforts toward completing an initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non- operating income in the form of interest income from the proceeds derived from the Initial Public Offering. The Company' s Sponsor is 10X Capital SPAC Sponsor II LLC, a Cayman Islands limited liability company (the " Sponsor "). The registration statement for the Company' s Initial Public Offering was declared effective on August 10, 2021. On August 13, 2021, the Company consummated its initial public offering (the " Initial Public Offering ") of 20, 000, 000 units (the " Units " and, with respect to the Class A ordinary shares included in the Units offered, the " Public Shares " and with respect to the warrants included in the Units offered, the " Public Warrants ") at \$ 10. 00 per Unit, generating gross proceeds of \$ 200. 0 million, and incurring offering costs of approximately \$ 21. 7 million, of which \$ 7. 0 million was for deferred underwriting commissions (Note 7). Simultaneously with the consummation of the Initial Public Offering, the Company consummated the private placement (the " Private Placement ") of 655, 000 Units (the " Private Units ") to the Sponsor and Cantor Fitzgerald & Co. (" Cantor "), at a price of \$ 10. 00 per Private Unit, generating gross proceeds of approximately \$ 6. 6 million. Following the closing of the Initial Public Offering on August 13, 2021, \$ 200, 000, 000 (\$ 10. 00 per Unit) from the net proceeds of the sale of the Units in the Initial Public Offering and the sale of the Private Units and \$ 12, 515 overfunded by Sponsor, which was returned to the Sponsor on August 17, 2021, was placed in a Trust Account (" Trust Account ") and is being invested only in U. S. government treasury obligations with a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a- 7 under the Investment Company Act of 1940, as amended (the " Investment Company Act "), which invest only in direct U. S. government treasury obligations. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its taxes, the proceeds from the Initial Public Offering and the sale of the Private Units will not be released from the Trust Account until the earliest of (i) the completion of the initial Business Combination, (ii) the redemption of the Public Shares if the Company is unable to complete the initial Business Combination within 21 months from the closing of the Initial Public Offering, subject to applicable law, and (iii) the redemption of the Public Shares properly submitted in connection with a shareholder vote to amend the Company' s amended and restated memorandum and articles of association to modify the substance or timing of its obligation to redeem 100 % of the Public Shares if the Company has not consummated the initial Business Combination within 21 months from the closing of the Initial Public Offering or with respect to any other material provisions relating to shareholders' rights or pre- initial Business Combination activity. The proceeds deposited in the Trust Account could become subject to the claims of the Company' s creditors, if any, which could have priority over the claims of the public shareholders. The Company' s Business

Combination must be with one or more target businesses that together have a fair market value equal to at least 80 % of the net balance in the Trust Account (excluding the amount of deferred underwriting discounts held and taxes payable on the income earned on the Trust Account) at the time of the signing an agreement to enter into a Business Combination. However, the Company will only complete a Business Combination if the post- Business Combination company owns or acquires 50 % or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act of 1940. There is no assurance that the Company will be able to successfully effect a Business Combination. The Company will provide the public shareholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of the initial Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) without a shareholder vote by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a proposed Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The public shareholders will be entitled to redeem their Public Shares at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account calculated as of two business days prior to the consummation of the initial Business Combination, including interest earned on the funds held in the Trust Account (which interest shall be net of taxes payable), divided by the number of then outstanding Public Shares, subject to the limitations and on the conditions described herein. The amount in the Trust Account at December 31, 2022 was \$ 10. 16 per Public Share. The Class A ordinary shares subject to redemption is recorded at a redemption value and classified as temporary equity, in accordance with Financial Accounting Standards Board' s (" FASB ") Accounting Standards Codification (" ASC ") Topic 480, " Distinguishing Liabilities from Equity. " In such case, the Company will proceed with a Business Combination if the Company has net tangible assets of at least \$ 5, 000, 001 upon such consummation of a Business Combination and, if the Company seeks shareholder approval, a majority of the issued and outstanding shares voted are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering (as amended and restated on November 9, 2022, the " Amended and Restated Memorandum and Articles of Association "), conduct the redemptions pursuant to the tender offer rules of the U. S. Securities and Exchange Commission (" SEC ") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 5) and any Public Shares purchased during or after the Initial Public Offering in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination. The Company has only 21 months from the closing of the Initial Public Offering (the " Combination Period "), or May 13, 2023 (see discussion below), to complete the initial Business Combination. If the Company is unable to complete the initial Business Combination within the Combination Period, the Company will: (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account (which interest shall be net of taxes payable and up to \$ 100, 000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public shareholders' rights as shareholders (including the right to receive further liquidating distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company' s remaining shareholders and the board of directors, liquidate and dissolve, subject, in each case, to the Company' s obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law. The initial shareholders, Sponsor, officers and directors have agreed to (i) waive their redemption rights with respect to any Founder Shares and Public Shares they hold in connection with the completion of the initial Business Combination, (ii) waive their redemption rights with respect to any Founder Shares and Public Shares they hold in connection with a shareholder vote to approve an amendment to the Company' s amended and restated memorandum and articles of association, and (iii) waive their rights to liquidating distributions from the Trust Account with respect to any Founder Shares they hold if the Company fails to complete the initial Business Combination within the Combination Period or any extended period of time that the Company may have to consummate the initial Business Combination as a result of an amendment to the Company' s amended and restated memorandum and articles of association (although they will be entitled to liquidating distributions from the Trust Account with respect to any public shares they hold if the Company fails to complete the initial Business Combination within the Combination Period). The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or other similar agreement or Business Combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) \$ 10. 00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if less than \$ 10. 00 per Public Share due to reductions in the value of the assets in the Trust Account, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company' s indemnity of the underwriter of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act. However, the Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsor' s only assets are securities of the Company. Therefore, the Company cannot assure that the Sponsor would be able to satisfy those obligations. F- 8 Proposed Business Combination On November 2, 2022, the Company entered into an Agreement and Plan of Merger (as amended by that certain First Amendment to Agreement and Plan of Merger, dated as of January 3, 2023, and as may be further amended,

supplemented or otherwise modified from time to time, the “ Merger Agreement ”), by and among the Company, 10X AA Merger Sub, Inc., a Delaware corporation and wholly- owned subsidiary of the Company (“ Merger Sub ”), and African Agriculture, Inc., a Delaware corporation (“ African Agriculture ”). Concurrently with the execution of the Merger Agreement and on November 4, 2022, certain Initial Public Offering anchor investors of the Company (the “ Initial 10X II Anchor Investors ”) entered into non-redemption agreements (the “ Initial Non- Redemption Agreements ”) with the Company and the Sponsor. On November 8, 2022, an additional investor of the Company (together with the Initial 10X II Anchor Investors, the “ 10X II Investors ”) entered into a non-redemption agreement (together with the Initial Non- Redemption Agreements, the “ Non- Redemption Agreements ”) with the Company and the Sponsor. Pursuant to the Non- Redemption Agreements, such 10X II Investors agreed for the benefit of the Company to (i) vote certain of the Company’ s ordinary shares now owned or acquired (the “ Subject 10X II Equity Securities ”), representing 3, 705, 743 ordinary shares of the Company in the aggregate, in favor of the proposal to amend the Company’ s organizational documents to extend the time the Company is permitted to close a Business Combination and (ii) not redeem the Subject 10X II Equity Securities in connection with such proposal. In connection with these commitments from the 10X II Investors, Sponsor has agreed to transfer to each 10X II Investor an amount of its Class B ordinary shares on or promptly after the consummation of the Business Combination. Concurrently with the execution of the AA Merger Agreement, the Company entered into the Standby Equity Purchase Agreement (“ SEPA ”) with Yorkville, pursuant to which, subject to the consummation of the Business Combination, New African Agriculture has the option, but not the obligation, to issue, and Yorkville shall subscribe for, an aggregate amount of up to \$ 100 million of New African Agriculture Common Stock at the time of New African Agriculture’ s choosing during the term of the agreement, subject to certain limitations, including caps on issuance and subscriptions based on trading volumes. Each advance under the SEPA (an “ Advance ”) may be for an aggregate amount of New African Agriculture Common Stock purchased at 96 % of the Market Price during a one- day pricing period or 97 % of the Market Price during a three- day pricing period elected by New African Agriculture. The “ Market Price ” is defined in the SEPA as the VWAP (as defined below) during the trading day, in the case of a one day pricing period, or the lowest daily VWAP of the three consecutive trading days, in the case of a three day pricing period, commencing on the trading day on which New African Agriculture submits an Advance notice to Yorkville. “ VWAP ” means, for any trading day, the daily volume weighted average price of New African Agriculture Common Stock for such date on Nasdaq as reported by Bloomberg L. P. during regular trading hours or such other period in the case of a one- day trading period. The SEPA will continue for a term of three years commencing from the sixth trading day following the closing of the Business Combination (the “ SEPA Effective Date ”). Pursuant to the SEPA, New African Agriculture will pay to Yorkville a commitment fee of \$ 1. 0 million, which is to be paid on the SEPA Effective Date. New African Agriculture can elect to pay the commitment fee by issuing New African Agriculture Common Stock to Yorkville in an amount equal to the commitment fee divided by the average daily VWAP for the five consecutive trading days prior to the SEPA Effective Date. Simultaneously with the execution of the Merger Agreement, the Company and African Agriculture entered into an OTC Equity Prepaid Forward Transaction (the “ Forward Purchase Agreement ”) with Vellar Opportunity Fund SPV LLC- Series 8 (“ Seller ”), a client of Cohen & Company Financial Management, LLC (“ Cohen ”). Pursuant to the Forward Purchase Agreement, Seller intends, but is not obligated, to purchase through a broker in the open market (a) the Company’ s Class A ordinary shares, par value \$ 0. 0001 per share (the “ Shares ”), after the date of the Company’ s redemption deadline from holders of Shares, including those who have elected to redeem Shares (such purchased Shares, the “ Recycled Shares ”) pursuant to the redemption rights set forth in the Company’ s amended and restated memorandum and articles of association in connection with the Business Combination and (b) additional Shares in an issuance from the Company (such Shares, the “ Additional Shares ” and, together with the Recycled Shares, the “ Subject Shares ”). The aggregate total Subject Shares will be 4, 000, 000, subject to automatic reduction to equal the amount of the Company’ s ordinary shares outstanding as of the redemption deadline and subject to increase to up to 10, 000, 000 upon mutual agreement of the Company and Seller (the “ Maximum Number of Shares ”). Seller has agreed to waive any redemption rights with respect to any Subject Shares in connection with the Business Combination. F- 9 On November 9, 2022, the Shareholders approved, by special resolution, the proposal to amend and restate the Company’ s Amended and Restated Memorandum and Articles of Association (as amended and restated, the “ Second A & R Charter ”), to extend the date by which the Company must (1) consummate an initial Business Combination, (2) cease its operations except for the purpose of winding up if it fails to complete such initial Business Combination, and (3) redeem all of the Class A ordinary shares included as part of the Units sold in the Company’ s Initial Public Offering, from November 13, 2022 to May 13, 2023 (the “ Extension, ” and such proposal, the “ Extension Proposal ”). In connection with the Company’ s solicitation of proxies in connection with the Extension Proposal, the Company was required to permit the public shareholders to redeem their Public Shares. Of the Public Shares outstanding with redemption rights, a total of 212 of the Company’ s shareholders elected to redeem 15, 357, 970 Public Shares at a per share redemption price of \$ 10. 09. As a result of such redemptions, approximately \$ 154. 9 million was removed from the Trust Account to pay such holders, and approximately \$ 47. 3 million remained in the Trust Account as of December 31, 2022. Following the redemptions and as of December 31, 2022, the Company had 4, 642, 030 public shares, including the public shares underlying the Units outstanding, with redemption rights outstanding. Liquidity and Going Concern As of December 31, 2022, the Company had approximately \$ 37, 000 in cash and a working capital deficit of approximately \$ 10. 2 million. The Company’ s liquidity needs prior to the consummation of the Initial Public Offering were satisfied through the payment of \$ 25, 000 from the Sponsor to cover certain expenses on behalf of the Company in exchange for issuance of Founder Shares (as defined in Note 6), and loan proceeds from the Sponsor of approximately \$ 87, 000 under the Note (as defined in Note 6). The Company fully repaid the amounts borrowed under the unsecured promissory note upon closing of the Initial Public Offering on August 13, 2021. Subsequent to the consummation of the Initial Public Offering, the Company’ s liquidity has been satisfied through the net proceeds from the consummation of the Initial Public Offering and the Private Placement held outside of the Trust Account. In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, members of the Company’ s founding team or any of their affiliates provided the Company with \$ 600, 000 in Working Capital Loans (as defined in Note 6) (of which up to \$ 1. 5 million may be converted at the lender’ s option into warrants to purchase the Company’ s Class A ordinary shares at an exercise price of \$ 11. 50 per share). In connection with the Company’ s assessment of going concern considerations in accordance with FASB Accounting Standards Update (“ ASU ”) 2014- 15, “ Disclosures of Uncertainties about

an Entity's Ability to Continue as a Going Concern," management has determined that the liquidity condition and date for mandatory liquidation and subsequent dissolution raises substantial doubt about the Company's ability to continue as a going concern. No adjustments have been made to the carrying amounts of assets or liabilities should the Company be required to liquidate after May 13, 2023. The consolidated financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern. The Company intends to complete an initial Business Combination before the mandatory liquidation date. Over this time period, the Company will be using the funds outside of the Trust Account for paying existing accounts payable, identifying and evaluating prospective initial Business Combination candidates, performing due diligence on prospective target businesses, paying for travel expenditures, selecting the target business to merge with or acquire, and structuring, negotiating and consummating an initial Business Combination.

Risks and Uncertainties In February 2022, the Russian Federation commenced a military action against Ukraine. As a result of this action, various nations, including the United States, have instituted economic sanctions against the Russian Federation, Belarus and other territories and individuals. Further, the impact of this military action and related sanctions on the world economy are not determinable as of the date of these consolidated financial statements and the specific impact on the Company's financial condition, results of operations, and cash flows is also not determinable as of the date of these consolidated financial statements.

F- 10 Note 2- Significant Accounting Policies **Basis of Presentation** The accompanying consolidated financial statement is presented in U. S. dollars in conformity with accounting principles generally accepted in the United States of America ("GAAP") and pursuant to the rules and regulations of the SEC. **Principles of Consolidation** The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

Emerging Growth Company The Company is an "emerging growth company," as defined in Section 2 (a) of the Securities Act of 1933, as amended (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's consolidated financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Use of Estimates The preparation of these consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ from those estimates.

Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, regularly exceeds the Federal Deposit Insurance Corporation limit of \$ 250, 000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

F- 11 Cash and Cash Equivalents The Company considers all short- term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2022 and 2021.

Investments Held in Trust Account The Company's portfolio of investments is comprised of U. S. government securities, within the meaning set forth in Section 2 (a) (16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U. S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U. S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the consolidated balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities is included in gain on investments held in the Trust Account in the accompanying consolidated statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information.

Fair Value of Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under ASC 820, "Fair Value Measurements," approximates the carrying amounts represented in the balance sheet, primarily due to their short- term nature.

Fair Value Measurements Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. GAAP establishes a three- tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers consist of:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar

instruments in markets that are not active; and • Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

Working Capital Loan — Related Party The Company accounts for its New Note (as defined below in Note 5) under ASC Topic 815, Derivatives and Hedging (“ASC 815”). Under ASC 815-15-25, the election can be made at the inception of a financial instrument to account for the instrument under the fair value option under ASC Topic 825, Financial Instruments (“ASC 825”). The primary reason for electing the fair value option is to provide better information on the financial liability amount given current market and economic conditions of the Company. As a result of applying the fair value option, the Company records each draw at fair value with a gain or loss recognized at issuance, and subsequent changes in fair value recorded as change in the fair value of convertible note — related party on the accompanying consolidated statements of operations. The fair value are classified on a combined basis with the loan in promissory note – related party in the accompanying consolidated balance sheets. Derivative Financial Instruments The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and FASB ASC Topic 815, “Derivatives and Hedging” (“ASC 815”). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Public Warrants and the Private Placement Warrants are classified in accordance with ASC 480 and ASC 815, which provides that the warrants are not precluded from equity classification. Equity-classified contracts were initially measured at fair value (or allocated value). Subsequent changes in fair value will not be recognized as long as the contracts continue to be classified in equity in accordance with ASC 480 and ASC 815. The Forward Purchase Agreement (defined in Note 1) is recognized as a derivative liability in accordance with ASC 815. Accordingly, the Company recognizes the instrument as an asset or liability at fair value and with changes in fair value recognized in the Company’s consolidated statements of operations. The estimated fair value of the Forward Purchase Agreement is measured at fair value using a Monte Carlo simulation model.

F-12 Offering Costs Associated with the Initial Public Offering Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering. Offering costs are allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with Public Warrants are recognized net in equity. Offering costs associated with the Class A ordinary shares were charged against the carrying value of Class A ordinary shares upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities. Class A Ordinary Shares Subject to Possible Redemption Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company’s control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders’ equity. The Company’s Class A ordinary shares feature certain redemption rights that are considered to be outside of the Company’s control and subject to occurrence of uncertain future events. Accordingly, all outstanding Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders’ equity section of the Company’s consolidated balance sheets. Under ASC 480, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of each reporting period. This method would view the end of the reporting period as if it were also the redemption date for the security. Immediately upon the closing of the Initial Public Offering, the Company recognized the accretion from initial book value to redemption amount value. The change in the carrying value of the redeemable Class A ordinary shares resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit. Net Income (Loss) per Ordinary Share The Company complies with accounting and disclosure requirements of FASB ASC Topic 260, “Earnings Per Share.” The Company has two classes of shares, which are referred to as Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income (loss) per ordinary share is calculated by dividing the net income (loss) by the weighted average ordinary shares outstanding for the respective period. The calculation of diluted net income (loss) per ordinary shares does not consider the effect of the Public Warrants, the Private Placement Warrants and the Rights to purchase an aggregate of 20,000,000 Class A ordinary shares since their inclusion would be anti-dilutive under the treasury stock method. As a result, diluted net income (loss) per share is the same as basic net income (loss) per share for the year ended December 31, 2022 and for the period from February 10, 2021 (inception) through December 31, 2021. Accretion associated with the redeemable Class A ordinary shares is excluded from earnings per share as the redemption value approximates fair value. The following table presents a reconciliation of the numerator and denominator used to compute basic and diluted net income (loss) per share for each class of ordinary shares: For the Year Ended December 31, 2022 For the Period From February 10, 2021 (inception) Through December 31, 2021

	Class A	Class B	Class A	Class B
Numerator: Allocation of net loss	\$ (6,396,522)	\$ (2,283,159)	\$ (893,718)	\$ (646,476)
Denominator: Basic and diluted weighted average ordinary shares outstanding	18,677,398	6,666,667	8,961,092	6,482,052
Basic and diluted net loss per ordinary share	\$ (0.34)	\$ (0.34)	\$ (0.10)	\$ (0.10)

F-13 Income Taxes ASC Topic 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The Company’s management determined that the Cayman Islands is the Company’s only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. There is currently no taxation imposed on income by the Government of the Cayman Islands. In accordance with

Cayman federal income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's consolidated financial statement. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Recent Accounting Pronouncements In August 2020, the FASB issued Accounting Standards Update ("ASU") No. 2020- 06, "Debt with Conversion and Other Options (Subtopic 470- 20) and Derivatives and Hedging- Contracts in Entity's Own Equity (Subtopic 815- 40)" ("ASU 2020- 06"), which simplifies the accounting for convertible instruments. The guidance removes certain accounting models that separate the embedded conversion features from the host contract for convertible instruments. ASU 2020- 06 allows for a modified or full retrospective method of transition. This update is effective for fiscal years beginning after January 1, 2024, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact this change will have on its consolidated financial statements. The Company's management does not believe that any other recently issued, but not yet effective, accounting standards updates, if currently adopted, would have a material effect on the Company's consolidated financial statements.

Note 3- Initial Public Offering On August 13, 2021, the Company consummated its Initial Public Offering of 20, 000, 000 Units at a purchase price of \$ 10. 00 per Unit, generating gross proceeds of \$ 200, 000, 000. Of the 20, 000, 000 Units sold, 19, 780, 000 Units were purchased by qualified institutional buyers not affiliated with the Sponsor or any member of the management team (the "Anchor Investors"). Each Unit consists of one Class A ordinary share, and one- third of one redeemable warrant. Each whole warrant entitles the holder to purchase one Class A ordinary share at a price of \$ 11. 50 per share, subject to adjustment (see Note 8). Each warrant will become exercisable 30 days after the completion of the initial Business Combination and will expire five years after the completion of the initial Business Combination, or earlier upon redemption or liquidation.

F- 14 Note 4- Private Placement Simultaneously with the closing of the Initial Public Offering, the Sponsor and Cantor purchased an aggregate of 655, 000 Private Units, at a price of \$ 10. 00 per Unit, for an aggregate purchase price of \$ 6, 550, 000, in a private placement. If the Company does not complete the initial Business Combination within the Combination Period, the Private Units will expire worthless. The Private Units, including the private placement shares and private placement warrants each underlying the Private Units are subject to the transfer restrictions. The Private Units have terms and provisions that are identical to those of the Units sold in the Initial Public Offering.

Note 5- Related Party Transactions In February 2021, the Sponsor paid \$ 25, 000, or approximately \$ 0. 003 per share, to cover certain of the offering and formation costs in exchange for an aggregate of 7, 666, 667 Class B ordinary shares, par value \$ 0. 0001 per share, 1, 000, 000 of which were subject to forfeiture depending on the extent to which the underwriter's over- allotment option was exercised. The option expired on September 25, 2021, and subsequently, the Sponsor forfeited 1, 000, 000 Class B ordinary shares. Additionally, upon consummation of the Business Combination, the Sponsor agreed to transfer an aggregate of 1, 334, 339 Class B ordinary shares to the Anchor Investor for the same price originally paid for such shares. The Class B ordinary shares will automatically convert into Class A ordinary shares upon consummation of a Business Combination on a one- for- one basis, subject to certain adjustments, as described in Note 8. The Company determined that the fair value of these Class B ordinary shares was approximately \$ 10. 0 million (or approximately \$ 7. 50 per share) using a Monte Carlo simulation. The Company recognized the excess fair value of these Class B ordinary shares, over the price sold to the Anchor Investors, as an expense of the Initial Public Offering resulting in a charge against the carrying value of Class A ordinary shares subject to possible redemption. The initial shareholders and the Anchor Investors have agreed not to transfer, assign or sell any of their Class B ordinary shares until after, or concurrently with, the consummation of the initial Business Combination.

Promissory Note- Related Party The Sponsor agreed to loan the Company up to \$ 300, 000 to be used for a portion of the expenses of the IPO. These loans were non- interest bearing, unsecured and due at the earlier of December 31, 2021 or the closing of the IPO. The Company fully repaid the promissory note in the amount of \$ 87, 369 upon the closing of IPO. As of December 31, 2022 and 2021, there was no outstanding balance under the promissory note. Subsequent to the repayment, the promissory note is no longer available to the Company. In order to finance transaction costs in connection with an intended initial Business Combination, the Sponsor or an affiliate of the Sponsor or certain of the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required (the "Working Capital Loans"). If the Company completes the initial Business Combination, the Company would repay the Working Capital Loans. In the event that the initial Business Combination does not close, the Company may use a portion of the working capital held outside the Trust Account to repay the Working Capital Loans but no proceeds from the Trust Account would be used to repay the Working Capital Loans. Up to \$ 1, 500, 000 of the Working Capital Loans may be convertible into units of the post Business Combination entity at a price of \$ 10. 00 per unit at the option of the lender. The units would be identical to the Private Units. At December 31, 2022 and 2021, no such Working Capital Loans were outstanding. On November 14, 2022, the Sponsor agreed to loan the Company up to \$ 800, 000 pursuant to a promissory note (as amended and restated on November 14, 2022, the "New Note"). The New Note is non- interest bearing, unsecured and due at the earlier of the consummation of the Company's initial business combination and the day prior to the date the Company must elect to liquidate and dissolve in accordance with the provisions of the Second A & R Charter. As of December 31, 2022 and 2021, the Company had \$ 600, 000 and \$ 0 outstanding under the Working Capital Loans.

F- 15 Administrative Support Agreement The Company pays an affiliate of the Sponsor \$ 20, 000 per month for office space and secretarial and administrative services. Upon the earlier of the Company's consummation of a Business Combination and its liquidation, the Company will cease paying these monthly fees. For the year ended December 31, 2022 and for the period from February 10, 2021 (inception) through December 31, 2021, the Company incurred and paid approximately \$ 240, 000 and \$ 87, 000 of administrative support expense, respectively. As of December 31, 2022 and 2021, there were no outstanding balances under this agreement. The executive officers and directors will be reimbursed for any out- of- pocket expenses incurred in connection with activities on the Company's behalf such as identifying potential target businesses and performing due diligence on suitable Business Combinations. The Company's audit committee will review on a quarterly basis all payments that were made by the Company to the officers or directors. For the year ended December 31, 2022 and 2021, the Company incurred approximately \$ 240, 000 and \$ 3, 500, respectively in such costs and there were no outstanding amounts as of December 31, 2022 and 2021, respectively, payable to the executive officers and directors as reflected in the accounts payable on the accompanying balance sheets.

Note 6- Commitments and Contingencies Registration Rights The holders of the Class B ordinary shares, private placement units, and warrants that may be issued upon conversion of Working Capital Loans (and any Class A ordinary shares and warrants issuable upon the exercise of the private placement units and units that may be issued upon conversion of Working

Capital Loans and upon conversion of the Class B ordinary shares) are entitled to registration rights pursuant to a registration rights agreement dated August 10, 2021 requiring the Company to register such securities for resale (in the case of the Class B ordinary shares, only after conversion to Class A ordinary shares). The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain “piggy-back” registration rights with respect to registration statements filed subsequent to the completion of the initial Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Underwriting Agreement The Company granted the underwriter a 45- day option from the date of effectiveness to purchase up to an additional 3, 000, 000 Units at the Initial Public Offering price less the underwriting discounts and commissions. The option expired on September 25, 2021. The underwriter was entitled to an underwriting discount of approximately \$ 4. 0 million, paid upon the closing of the Initial Public Offering. In addition, approximately \$ 7. 0 million was recorded as payable to the underwriter for deferred underwriting commissions. The deferred fee will become payable to the underwriter from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.

Contingent Fee Arrangement On October 21, 2022 the Company entered into an arrangement with Canaccord Genuity LLC (“Canaccord”) to obtain financial advisory and equity capital market advisory services and to act as the Company’s placement agent in connection with raising capital with a specific target in its search for a Business Combination. Canaccord would be entitled to a capital markets advisory fee of \$ 1. 0 million. In addition, Canaccord would also be entitled to a discretionary incentive fee of \$ 250, 000. Per the arrangement, the capital markets advisory fee and discretionary incentive fee for these services is contingent upon the closing of a Business Combination and therefore are not included as liabilities on the accompanying consolidated balance sheets. Under the arrangement, the Company will also reimburse Canaccord for reasonable expenses. As of December 31, 2022, no expenses have been claimed.

Note 7- Class A Ordinary Shares Subject to Possible Redemption The Company’s Class A ordinary shares contain certain redemption rights that are considered to be outside of the Company’s control and subject to the occurrence of future events. The Company is authorized to issue 500, 000, 000 Class A ordinary shares with a par value of \$ 0. 0001 per share. Holders of Company’s Class A ordinary shares are entitled to one vote for each share. As of December 31, 2021, there were 20, 000, 000 Class A ordinary shares outstanding which were subject to possible redemption. As of December 31, 2022, there were 4, 642, 030 Class A ordinary shares outstanding which were subject to possible redemption. The Class A ordinary shares subject to possible redemption reflected on the accompanying consolidated balance sheet is reconciled in the following table: Gross proceeds \$ 200, 000, 000 Less: Proceeds allocated to Public Warrants (4, 733, 334) Class A ordinary share issuance costs (22, 021, 556) Plus: Accretion of carrying value to redemption value 26, 754, 890 Class A ordinary share subject to possible redemption as of December 31, 2021 200, 000, 000 Redemption of Class A ordinary shares subject to possible redemption (154, 906, 130) Increase in redemption value of Class A ordinary shares subject to possible redemption 2, 070, 678 Class A ordinary share subject to possible redemption as of December 31, 2022 \$ 47, 164, 548

F- 16 Note 8- Shareholders’ Deficit Preference Shares- The Company is authorized to issue a total of 1, 000, 000 preference shares at par value of \$ 0. 0001 each. As of December 31, 2022 and 2021, there were no preference shares issued or outstanding.

Class A Ordinary Shares- The Company is authorized to issue 500, 000, 000 Class A ordinary shares with a par value of \$ 0. 0001 per share. Holders of the Company’s Class A ordinary shares are entitled to one vote for each share. As of December 31, 2022 and 2021, there were 655, 000 Class A ordinary shares issued and outstanding, excluding 4, 642, 030 and 20, 000, 000 Class A shares subject to possible redemption and classified outside of permanent equity on the consolidated balance sheets, respectively.

Class B Ordinary Shares- The Company is authorized to issue 50, 000, 000 Class B ordinary shares with a par value of \$ 0. 0001 per share. As of December 31, 2022 and 2021, there were 6, 666, 667 Class B ordinary shares issued and outstanding (see Note 5). The Class B ordinary shares will automatically convert into Class A ordinary shares concurrently with the consummation of the initial Business Combination on a one- for- one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and subject to further adjustment as provided herein. In the case that additional Class A ordinary shares or equity- linked securities are issued or deemed issued in connection with the initial Business Combination in excess of the number of Class A ordinary shares or equity- linked securities issued in our Initial Public Offering, the number of Class A ordinary shares issuable upon conversion of all Class B ordinary shares will equal, in the aggregate, on an as- converted basis, 25 % of the total number of Class A ordinary shares outstanding after such conversion (after giving effect to any redemptions of Class A ordinary shares by public shareholders and not including the Class A ordinary shares underlying the Private Units), including the total number of Class A ordinary shares issued, or deemed issued or issuable upon conversion or exercise of any equity- linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any Class A ordinary shares or equity- linked securities or rights exercisable for or convertible into Class A ordinary shares issued, or to be issued, to any seller in the initial Business Combination and any Private Units issued to the Sponsor, officers or directors upon conversion of Working Capital Loans, provided that such conversion of founder shares will never occur on a less than one- for- one basis. Holders of record of the Class A ordinary shares and Class B ordinary shares are entitled to one vote for each share held on all matters to be voted on by shareholders.

Warrants- As of December 31, 2022, there were 6, 885, 000 warrants (6, 666, 667 Public Warrants and 218, 333 Private Warrants included in the Private Placement Units) outstanding. Each whole warrant entitles the holder to purchase one Class A ordinary share at a price of \$ 11. 50 per share, subject to adjustments as described herein. In addition, if (x) the Company issues additional Class A ordinary shares or equity- linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than \$ 9. 20 per Class A ordinary share (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the initial shareholders or their affiliates, without taking into account any founder shares or private placement shares held by the initial shareholders or such affiliates, as applicable, prior to such issuance), (the “Newly Issued Price”) (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of the initial Business Combination on the date of the consummation of the initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Class A ordinary shares during the 20 trading day period starting on the trading day after the day on which the Company consummates the initial Business Combination (such price, the “Market Value”) is below \$ 9. 20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115 % of the

higher of the Market Value and the Newly Issued Price, and the \$ 18.00 per share redemption trigger price described below will be adjusted (to the nearest cent) to be equal to 180 % of the higher of the Market Value and the Newly Issued Price. No warrants are currently outstanding. Each whole warrant entitles the holder to purchase one Class A ordinary share at a price of \$ 11.50 per share, subject to adjustments as described herein. In addition, if (x) the Company issues additional Class A ordinary shares or equity-linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than \$ 9.20 per Class A ordinary share (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the initial shareholders or their affiliates, without taking into account any founder shares or private placement shares held by the initial shareholders or such affiliates, as applicable, prior to such issuance), (the “ Newly Issued Price ”) (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of the initial Business Combination on the date of the consummation of the initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Class A ordinary shares during the 20 trading day period starting on the trading day after the day on which the Company consummates the initial Business Combination (such price, the “ Market Value ”) is below \$ 9.20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115 % of the higher of the Market Value and the Newly Issued Price, and the \$ 18.00 per share redemption trigger price described below will be adjusted (to the nearest cent) to be equal to 180 % of the higher of the Market Value and the Newly Issued Price. F- 17 The warrants cannot be exercised until 30 days after the completion of the initial Business Combination, and will expire at five p. m., New York City time, five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. The Company will not be obligated to deliver any Class A ordinary shares pursuant to the exercise of a warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act with respect to the Class A ordinary shares underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company’s satisfying its obligations described below with respect to registration. No warrant will be exercisable and the Company will not be obligated to issue a Class A ordinary share upon exercise of a warrant unless the Class A ordinary share issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a warrant, the holder of such warrant will not be entitled to exercise such warrant and such warrant may have no value and expire worthless. In no event will the Company be required to net cash settle any warrant. In the event that a registration statement is not effective for the exercised warrants, the purchaser of a Unit containing such warrant will have paid the full purchase price for the Unit solely for the Class A ordinary share underlying such Unit. Once the warrants become exercisable, the Company may redeem the outstanding warrants for cash (except as described herein with respect to the private placement warrants): • in whole and not in part; • at a price of \$ 0.01 per warrant; • upon a minimum of 30 days’ prior written notice of redemption (the “ 30-day redemption period ”); and • if, and only if, the closing price of the Class A ordinary shares equals or exceeds \$ 18.00 per share (as adjusted for stock splits, stock capitalizations, reorganizations, recapitalizations and the like and for certain issuances of Class A ordinary shares and equity-linked securities for capital raising purposes in connection with the closing of the initial Business Combination) for any 20 trading days within a 30- trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. If the Company calls the warrants for redemption as described above, the management will have the option to require all holders that wish to exercise warrants to do so on a “ cashless basis. ” In determining whether to require all holders to exercise their warrants on a “ cashless basis, ” the management will consider, among other factors, the Company’s cash position, the number of warrants that are outstanding and the dilutive effect on the shareholders of issuing the maximum number of Class A ordinary shares issuable upon the exercise of the warrants. In such event, each holder would pay the exercise price by surrendering the warrants for that number of Class A ordinary shares equal to the quotient obtained by dividing (x) the product of the number of Class A ordinary shares underlying the warrants, multiplied by the excess of the “ fair market value ” of the Class A ordinary shares (defined below) over the exercise price of the warrants by (y) the fair market value. The “ fair market value ” will mean the average reported closing price of the Class A ordinary shares for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants. The private placement warrants underlying the Private Units, as well as any warrants underlying additional Units the Company issues to the Sponsor, officers, directors, initial shareholders or their affiliates in payment of Working Capital Loans made to the Company, are identical to the Public Warrants. F- 18 Note 9- Fair Value Measurements The following table presents information about the Company’s assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2022 and 2021 and indicates the fair value hierarchy of the valuation techniques that the Company utilized to determine such fair value at each respective date. December 31, 2022 Description Quoted Prices in Active Markets (Level 1) Significant Other Observable Inputs (Level 2) Significant Other Unobservable Inputs (Level 3) Assets: Funds that invest in U. S. Treasury Securities \$ 47, 264, 548 \$- \$- Liabilities: Derivative liabilities- Forward Purchase Agreement \$- \$- \$ 331, 777 Description Quoted Prices in Active Markets (Level 1) Significant Other Observable Inputs (Level 2) Significant Other Unobservable Inputs (Level 3) Assets: Funds that invest in U. S. Treasury Securities \$ 200, 005, 484 \$- \$- Liabilities: Derivative liabilities- Forward Purchase Agreement \$- \$- \$- Transfers to / from Levels 1, 2, and 3 are recognized at the beginning of the reporting period. There were no transfers to / from Levels 1, 2, and 3 during the year ended December 31, 2022 and for the period from February 10, 2021 (inception) through December 31, 2021. Level 1 instruments include investments in mutual funds invested in government securities. The Company uses inputs such as actual trade data, benchmark yields, quoted market prices from dealers or brokers, and other similar sources to determine the fair value of its investments. The estimated fair value of the Forward Purchase Agreement was measured at fair value using a Monte Carlo simulation model, which was determined using Level 3 inputs. Inherent in a Monte Carlo simulation are assumptions related to expected stock- price volatility, expected life, risk- free interest rate and dividend yield. The Company estimates the volatility of its warrants based on implied volatility from the Company’s traded warrants and from historical volatility of select peer company’s shares that matches the expected remaining life of the warrants. The risk- free interest rate is based on the U. S. Treasury zero- coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates

remaining at zero. Any changes in these assumptions can change the valuation significantly. F- 19 The following table provides quantitative information regarding Level 3 fair value measurements inputs at their measurement dates: At initial issuance date As of December 31, 2022 Expected redemption price \$ 10. 33 \$ 10. 48 Stock price \$ 10. 04 \$ 9. 89 Volatility 65. 0 % 65. 0 % Term (years) 3. 50 5. 67 Risk- free rate 4. 49 % 4. 18 % Cost of debt 14. 8 % 12. 4 % The change in the fair value of the forward purchase agreement assets and liabilities, measured with Level 3 inputs, for year ended December 31, 2022 is summarized as follows: Derivative liabilities at January 1, 2022 \$- Loss on entry into Forward Purchase Agreement 295, 330 Change in fair value of derivative liabilities 36, 447 Derivative liabilities at December 31, 2022 \$ 331, 777 Note 10- Subsequent Events The Company evaluated subsequent events and transactions that occurred up to the date consolidated financial statements were available to be issued. Based upon this review, the Company determined that, except for the below, there have been no events that have occurred that would require adjustments to the disclosures in the consolidated financial statements. Subsequent to December 31, 2022, the Company borrowed an additional \$ 200, 000 under the New Note. As a result, as of the date of the financial statements, the Company had \$ 800, 000 outstanding as promissory note- related party. F- 20 Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure. Item 9A. Controls and Procedures. Evaluation of Disclosure Controls and Procedures Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a- 15 (e) and 15d- 15 (e) under the Exchange Act. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of December 31, 2022, our disclosure controls and procedures were effective. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC' s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management' s Annual Report on Internal Control Over Financial Reporting Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a- 15 (f) and 15d- 15 (f) under the Exchange Act). Our management, including our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2022, based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the results of its evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2022. Attestation Report on Internal Control over Financial Reporting This Annual Report on Form 10- K does not include an attestation report of our independent registered public accounting firm because we are not required to include such attestation report due to our status as an emerging growth company under the JOBS Act. Changes in Internal Control over Financial Reporting There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a- 15 (f) and 15d- 15 (f) of the Exchange Act) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Item 9B. Other Information. Item 9C. Disclosures Regarding Foreign Jurisdictions that Prevent Inspections. Not applicable. PART III Item 10. Directors, Executive Officers and Corporate Governance. Our current directors and executive officers are as follows: Name Age Title Hans Thomas 45 Chairman and Chief Executive Officer David Weisburd 37 Chief Operating Officer, Head of Origination and Director Guhan Kandasamy 42 Chief Financial Officer Oliver Wriedt 51 President and Head of Capital Markets Christopher Jurasek 57 Director Woodrow H. Levin 44 Director Michael Brown 53 Director Hans Thomas, 45, has served as our Chief Executive Officer and Chairman since February 2021. Mr. Thomas founded 10X Capital in January 2004, and since its founding, he has served as Chief Executive Officer of 10X Capital. Since July 2019, he has served Chairman of 10X Capital subsidiary Growth Technology Partners. As an entrepreneur, Mr. Thomas was on the founding teams of venture- backed FinTech startup InternetCash (1999), online mortgage firm RefinanceOne (2004) and data science firm TheNumber (2015). Mr. Thomas is regarded as a top technology sector investor, financier and visionary because of his track record of identifying and investing in promising early stage opportunities and connecting them with institutional capital to help accelerate their growth. Notable portfolio companies and personal investments include Robinhood, AlphaFlow, Inc., Milo Credit, Better and Climb, whose equity investors include Sequoia, Kleiner Perkins, Point72 Ventures, Social Capital, and QED Investors and whom have obtained significant financing from leading institutional investors and investment banks, such as The Blackstone Group, Inc. (NYSE: BX), The Goldman Sachs Group, Inc. (NYSE: GS) and Jefferies Group LLC. Mr. Thomas was also involved with 10X Capital' s role as an early investor in DraftKings Inc. (Nasdaq: DKNG), which completed a business combination with Diamond Eagle Acquisition Corp., a SPAC, in April 2020. Mr. Thomas also currently serves as Chairman and Chief Executive Officer of 10X III. Mr. Thomas attended New York University. We believe Mr. Thomas is qualified to serve on our Board because of his experience in providing financing solutions for businesses, including with respect to business combinations and SPACs. David Weisburd, 37, has been our Chief Operating Officer, Head of Origination and a member of our Board since February 2021. Mr. Weisburd founded the venture capital firm Growth Technology Partners in May 2015 and served as general partner until December 2019, when the firm was acquired by 10X Capital. The portfolio companies of Growth Technology Partners include 23andMe, CaaStle, Circle, Palantir, Pipefy, Punchh, Ripple, Tonal, Vicarious and Wish. Mr. Weisburd now serves as General Partner and co- head of venture capital at 10X Capital, where he has led the firm' s investments into Robinhood, Compass Therapeutics, HeadSpace and DraftKings Inc. (Nasdaq: DKNG). Mr. Weisburd also serves as a partner of Flight VC, an investment syndicate with over 2700 members across Silicon Valley and other tech hubs including Boston, Los Angeles, and New York, and whose members range from angel investors to entrepreneurs and venture capitalists. Flight VC has a prolific track record investing in companies including Betterment, Carta, Cruise Automotive, Discord, Dollar Shave Club, Fastly, Inc. (NYSE: FSLY), LinkedIn, Paypal, Inc. (Nasdaq: PYPL), Rent the Runway, and many others. In addition to his direct investment activity, Mr. Weisburd has also conducted a substantial amount of secondary market investment into companies such as Lyft, Inc. (Nasdaq: LYFT), One Medical Group (Nasdaq: ONEM), Space X, and Spotify (NYSE: SPOT). Prior to his venture capital career, Mr. Weisburd was on the founding teams of two venture- backed technology startups, isocket (acquired by Magnite (Nasdaq: MGNI)) and RoomHunt (acquired by RentLingo). Mr. Weisburd also currently serves as Chief Operating Officer and a member of the board of directors of 10X III. Mr. Weisburd received a BS in management and entrepreneurship from Indiana University –

Kelley School of Business, an MBA from Dartmouth – Tuck School of Business, and is currently pursuing a masters in psychology from Harvard University. We believe Mr. Weisburd is qualified to serve on our Board because of his track record of founding and investing in technology companies and his network of venture- backed founders, companies and venture capitalist co- investors throughout Silicon Valley. Guhan Kandasamy, 42, has been our Chief Financial Officer since February 2021. Since April 2018, Mr. Kandasamy has served as the Chief Credit and Data Officer and a member of the board of directors of 10X Capital, where he also served as a member of the investment committee and oversaw the firm’ s credit policy. In 2015, Mr. Kandasamy co- founded TheNumber, which provides credit market analytics and intelligence to leading credit hedge funds, Bulge Bracket Banks and Retail Banks. At TheNumber, he first served as the founding product manager and then as Chief Executive Officer from January 2016 to March 2018. From October 2010 to January 2015, Mr. Kandasamy served as Global Head of Product and Data Analytics at Opera Solutions, LLC (now ElectrifiAi), where he co- founded the company’ s financial services vertical while helping the founders raise its first private capital from Silver Lake Partners, KKR & Co. Inc. and Wipro Limited (NYSE: WIT). Mr. Kandasamy has also previously served as Vice President of US Structured Finance for the global credit ratings agency DBRS, Inc. and as an analyst for the private secondary market firm SecondMarket, Inc., which was later acquired by Nasdaq. From January 2004 to January 2007, as its first product employee, he served as the founding product manager at CoreLogic, Inc. (NYSE: CLGX) where he led development of CoreLogic’ s product suite including Loansafe, the credit risk product used by a large portion of the mortgage market, as well as CoreLogic’ s initial Automated Value Models (“AVMs”) and AVM cascade models for real estate assets, which remain the industry standard. During his tenure, he provided key evaluation and assistance to CoreLogic through several major corporate acquisitions, including that of First American Corporation. The company now produces over \$ 1. 7B in annual revenue and has an enterprise value of \$ 5. 3B. Mr. Kandasamy began his career in 2003 at the Federal National Mortgage Association (“ Fannie Mae ”) as a credit risk policy analyst, where he developed the agency’ s still- operational and patented Consumer Credit Risk Assessment Model (FMCA), along with several capital allocation, collateral risk and property valuation models. Mr. Kandasamy also currently serves as Chief Financial Officer of 10X III. Mr. Kandasamy received an MBA with a concentration in Finance from Oxford University in 2010 and a double BA from Johns Hopkins University in 2003. Oliver Wriedt, 51, has served as our President and Head of Capital Markets since February 2021. Mr. Wriedt has twenty- eight years of experience in lending, structuring, portfolio management and business development. He has been an investor in early stage FinTech companies since 2014. Mr. Wriedt most recently served as Chief Executive Officer of Vibrant Capital Partners (formerly DFG Investment Advisers) (“ Vibrant ”) from April 2019 to July 2020. Vibrant is a structured credit asset manager focused on collateralized loan obligations (“ CLOs ”) and leveraged loans, with \$ 8 billion of assets under management (“ AUM ”). Prior to Vibrant, Mr. Wriedt spent six years at CIFC Asset Management from March 2012 to May 2018, where he most recently served as Co- Chief Executive Officer. During his tenure at CIFC, Mr. Wriedt took the company private in a \$ 333 million strategic sale. CIFC’ s AUM have grown to \$ 26 billion. Mr. Wriedt was responsible for business development at the credit arm of Providence Equity Partners from 2010 to 2012. Later renamed Benefit Street, the asset manager grew to \$ 26 billion and was acquired by Franklin Templeton (NYSE: BEN). Mr. Wriedt was previously a partner at Sciens Capital Management from 2008 to 2009 and was a partner at Golden Tree Asset Management from 2004 to 2008. Mr. Wriedt was originally trained as a banker at Deutsche Bank (NYSE: DB) and NORD / LB in Hannover, Singapore, London and New York. Since February 2020, Mr. Wriedt has served on the board of directors of Cadence Group, Inc., a New York- based digital securitization and investment platform for private credit. He is a seed investor in FinTech lenders Milo Credit and Pollen VC and payment platforms EMQ and QRails. In addition, he serves on the board of directors of The River Fund, a non- profit organization dedicated to eradicating hunger, homelessness and poverty in New York City. Mr. Wriedt also currently serves as President and Head of Capital Markets of 10X III. Mr. Wriedt graduated from Duke University in 1993 with an AB in History and Economics. Christopher Jurasek, 57, has served on our Board since August 2021. Mr. Jurasek has been an operating executive for Clearlake Capital Group, L. P. (“ Clearlake ”) since 2014. Clearlake is a Los Angeles- based private equity investor with \$ 24 billion of AUM. Clearlake’ s core target sectors include software and technology- enabled services, industrials and consumer. Since June 2020, Mr. Jurasek has also served as the Chief Executive Officer of EagleView, a leading technology provider of aerial imagery, data analytics and GIS solutions with more than 200 patents, backed by Clearlake and Vista Equity Partners. Prior to EagleView, from August 2018 to December 2019, Mr. Jurasek served as President of JetSmarter, a private aviation software company acquired by Vista Global. Between February 2013 and January 2020, Mr. Jurasek also held the roles of President, Chief Executive Officer and Vice Chairman of Calero Software, LLC, which merged with technology expense management software firm MDSL in a 2019 deal backed by Oak Hill Capital and Riverside Partners. From August 2017 to January 2019, he served as a member of the board of directors of ConvergeOne Holdings, Inc., a leading IT services provider of collaboration and technology solutions for large and medium enterprises, which went public through a business combination with a SPAC, Forum Merger Corp., in February 2018 at an enterprise value of \$ 1. 2 billion and was subsequently acquired by CVC for \$ 1. 8 billion (\$ 12. 50 per common share). Mr. Jurasek also currently serves as a member of the board of directors of 10X III. Mr. Jurasek earned his MBA from the Kellogg School of Management at Northwestern University and holds a bachelor’ s degree from Bowling Green State University. We believe Mr. Jurasek is qualified to serve on our Board because of his decades of experience leading global software and industrial technology companies and his track record of driving innovation to generate long- term value, customer engagement and sustainable growth. Woodrow H. Levin, 44, has served on our Board since August 2021. Mr. Levin has served on the board of directors of DrafftKings Inc. (Nasdaq: DKNG) since December 2013 and has helped the company navigate numerous regulatory and strategic challenges throughout his tenure, culminating in the recent merger with a SPAC, Diamond Eagle Acquisition Corp., in April 2020. Since February 2019, Mr. Levin has been the founder and Chief Executive Officer of Extend, Inc., a venture- backed technology company offering an application programming interface- first solution for merchants to offer extended warranties and protection plans. From February 2018 to February 2019, Mr. Levin was the founder and Chief Executive Officer of 3. 0 Capital, a multi- strategy crypto asset hedge fund. From August 2015 to February 2018, Mr. Levin was Vice President of Growth at DocuSign, Inc. (Nasdaq: DOCU) (“ DocuSign ”), which allows organizations to digitally prepare, sign and manage agreements. Mr. Levin founded Estate Assist, Inc. in February 2014 and served as its Chief Executive Officer until September 2015, when it was acquired by DocuSign. Mr. Levin also currently serves as a member of the board of directors of 10X III. Mr. Levin received a BA in business from the University of Wisconsin and a JD from the Chicago-

Kent School of Law, Illinois Institute of Technology. We believe that Mr. Levin is qualified to serve on our Board because of his experience with SPACs. Michael Brown, 53, has served on our Board since December 2022. Mr. Brown currently serves as a director of LAMF Global Ventures Corp. I, a position he has held since September 2021. Mr. Brown is an American basketball coach who is the head coach for the Sacramento Kings and the Nigerian National Basketball Team. He previously served as the associate head coach of the Golden State Warriors from 2016 to 2022 and the head coach of the Cleveland Cavaliers from 2005 to 2010. After a 2009 season where the Cavaliers went 66-16, he won NBA Coach of the Year. In his second season in 2010, the Cavaliers made it to the NBA Finals for the first time in franchise history. Mr. Brown coached for the Los Angeles Lakers from 2011 to 2012 and was an assistant coach for the Washington Wizards from 1997 to 1999, the San Antonio Spurs from 2000 to 2003 and the Indiana Pacers from 2003 to 2005. Mr. Brown played collegiately at Mesa Community College and the University of San Diego from 1988 to 1992 where he also earned a Bachelor of Business Administration degree. We believe Mr. Brown is qualified to serve on our Board of his proven track record of success and leadership and unique perspective and network.

Number, Terms of Office and Election of Officers and Director Our Board consists of five members and is divided into three classes, with only one class of directors being elected in each year and with each class (except for those directors appointed prior to our first annual meeting) serving a three-year term. In accordance with Nasdaq corporate governance requirements, we are not required to hold an annual meeting until one year after our first fiscal year end following our listing on Nasdaq. The term of office of the first class of directors, consisting of Mr. Jurasek, will expire at our first annual meeting of shareholders. The term of office of the second class of directors, consisting of Messrs. Levin and Brown, will expire at the second annual meeting of shareholders. The term of office of the third class of directors, consisting of Messrs. Thomas and Weisburd, will expire at the third annual meeting of shareholders. Only holders of Class B ordinary shares will have the right to vote on the election of directors prior to or in connection with the completion of our initial business combination. Holders of our Class A ordinary shares will not be entitled to vote on the election of directors during such time. These provisions of our Charter relating to the rights of holders of Class B ordinary shares to elect directors may be amended by a special resolution passed by a majority of at least 90% of our ordinary shares voting in a general meeting. Our officers are appointed by and serve at the discretion of the Board rather than for specific terms of office. Our Board is authorized to appoint officers as it deems appropriate pursuant to our Charter. The Nasdaq listing standards require that a majority of our Board be independent. Our Board has determined that each of Messrs. Jurasek, Levin and Brown are "independent directors" as defined in the Nasdaq listing standards and applicable SEC rules. Our independent directors have regularly scheduled meetings at which only independent directors are present.

Committees of the Board of Directors Our Board has two standing committees: an audit committee and a compensation committee. Subject to phase-in rules and a limited exception, the rules of Nasdaq and Rule 10A-3 of the Exchange Act require that the audit committee of a listed company be comprised solely of independent directors. Subject to phase-in rules and a limited exception, the rules of Nasdaq require that the compensation committee of a listed company be comprised solely of independent directors. Each committee operates under a charter that has been approved by our Board and has the composition and responsibilities described below. The charter of each committee is available on our website.

Audit Committee We have established an audit committee of the Board. Messrs. Jurasek, Levin and Brown serve as members of our audit committee. Under the Nasdaq listing standards and applicable SEC rules, we are required to have three members of the audit committee, all of whom must be independent, subject to the exception described below. Each of Messrs. Jurasek, Levin and Brown are independent. Mr. Jurasek serves as the chairman of the audit committee. Each member of the audit committee is financially literate and our Board has determined that Mr. Jurasek qualifies as an "audit committee financial expert" as defined in applicable SEC rules. The audit committee is responsible for:

- meeting with our independent registered public accounting firm regarding, among other issues, audits, and adequacy of our accounting and control systems;
- monitoring the independence of the independent registered public accounting firm;
- verifying the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law;
- inquiring and discussing with management our compliance with applicable laws and regulations;
- pre-approving all audit services and permitted non-audit services to be performed by our independent registered public accounting firm, including the fees and terms of the services to be performed;
- appointing or replacing the independent registered public accounting firm;
- determining the compensation and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work;
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or reports which raise material issues regarding our financial statements or accounting policies;
- monitoring compliance on a quarterly basis with the terms of our Public Offering and, if any noncompliance is identified, immediately taking all action necessary to rectify such noncompliance or otherwise causing compliance with the terms of our Public Offering; and
- reviewing and approving all payments made to our existing shareholders, executive officers or directors and their respective affiliates. Any payments made to members of our audit committee will be reviewed and approved by our Board, with the interested director or directors abstaining from such review and approval. The audit committee is governed by a charter that complies with the rules of Nasdaq.

Compensation Committee We have established a compensation committee of our Board. The members of our compensation committee are Messrs. Jurasek and Levin, and Mr. Levin serves as chairman of the compensation committee. We have adopted a compensation committee charter, which details the principal functions of the compensation committee, including:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, evaluating our Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration (if any) of our Chief Executive Officer based on such evaluation;
- reviewing and approving the compensation of all of our other Section 16 executive officers;
- reviewing our executive compensation policies and plans;
- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our executive officers and employees;
- producing a report on executive compensation to be included in our annual proxy statement; and
- reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors. The compensation committee charter also provides that the compensation committee may, in its sole discretion, retain

or obtain the advice of a compensation consultant, legal counsel or other adviser and will be directly responsible for the appointment, compensation and oversight of the work of any such adviser. However, before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the compensation committee will consider the independence of each such adviser, including the factors required by Nasdaq and the SEC. The compensation committee is governed by a charter that complies with the rules of Nasdaq. Director Nominations We do not have a standing nominating committee, though we intend to form a corporate governance and nominating committee as and when required to do so by law or Nasdaq rules. In accordance with Rule 5605 (e) (2) of the Nasdaq rules, a majority of the independent directors may recommend a director nominee for selection by our Board. Our Board believes that the independent directors can satisfactorily carry out the responsibility of properly selecting or approving director nominees without the formation of a standing nominating committee. The directors who participate in the consideration and recommendation of director nominees are Messrs. Jurasek, Levin and Brown. In accordance with Rule 5605 (e) (1) (A) of the Nasdaq rules, all such directors are independent. As there is no standing nominating committee, we do not have a nominating committee charter in place. The Board will also consider director candidates recommended for nomination by our shareholders during such times as they are seeking proposed nominees to stand for election at the next annual meeting of shareholders (or, if applicable, a special meeting of shareholders). Our shareholders that wish to nominate a director for election to our Board should follow the procedures set forth in our Charter. We have not formally established any specific, minimum qualifications that must be met or skills that are necessary for directors to possess. In general, in identifying and evaluating nominees for director, our Board considers educational background, diversity of professional experience, knowledge of our business, integrity, professional reputation, independence, wisdom, and the ability to represent the best interests of our shareholders. Prior to our initial business combination, holders of our Class A ordinary shares will not have the right to recommend director candidates for nomination to our Board. Observers to the Board of Directors We have appointed Gil Penchina as an observer of our Board. Mr. Penchina assists our management team with sourcing and evaluating business opportunities and devising plans and strategies to optimize any business that we acquire. Board observers are neither paid nor reimbursed for any out-of-pocket expenses in connection with the search of acquisition targets before or after the consummation of our initial business combination. We have not currently entered into any formal arrangements or agreements with board advisors to provide services to us and they will have no fiduciary obligations to present business opportunities to us. Gil Penchina is a serial entrepreneur and accomplished venture investor, whose portfolio companies include PayPal, LinkedIn, Fastly (NYSE: FSLY), Cruise, Rent the Runway, PagerDuty (NYSE: PD), Discord, Dollar Shave Club, Carta and Wealthfront. Mr. Penchina is a co-founder of Fastly, an edge cloud computing services provider. Previously, he was the Chief Executive Officer of Wikia (now re-branded Fandom.com), whose investors include TPG, Amazon.com, Inc. (Nasdaq: AMZN), Bessemer Venture Partners and Institutional Venture Partners. Beginning in 1998, Mr. Penchina was a member of the pre-IPO team at eBay (Nasdaq: EBAY), where he held various senior management positions including Director, Mergers & Acquisitions from 1999 to 2000 and Vice President and General Manager of eBay International from 2002 to 2006. Before eBay, Mr. Penchina worked at General Electric (NYSE: GE) and Bain & Company. Mr. Penchina received a Bachelors in Engineering from the University of Massachusetts, Amherst in 1991 and an MBA from the Kellogg School of Management at Northwestern University in 1997. Code of Business Conduct and Ethics We have adopted a code of ethics applicable to our directors, officers and employees (our “Code of Ethics”). We have posted a copy of our Code of Ethics and the charters of our audit committee and compensation committee on our website, www.10xspac.com/spacII, under “Governance.” Our website and the information contained on, or that can be accessed through, the website is not deemed to be incorporated by reference in, and is not considered part of, this Annual Report. In addition, a copy of the Code of Ethics will be provided without charge upon request from us. We intend to disclose any amendments to or waivers of certain provisions of our Code of Ethics in a Current Report on Form 8-K. We granted no waivers under our Code of Ethics in 2022. Under Cayman Islands law, directors and officers owe the following fiduciary duties: • duty to act in good faith in what the director or officer believes to be in the best interests of the company as a whole; • duty to exercise powers for the purposes for which those powers were conferred and not for a collateral purpose; • directors should not improperly fetter the exercise of future discretion; • duty to exercise powers fairly as between different sections of shareholders; • duty not to put themselves in a position in which there is a conflict between their duty to the company and their personal interests; and • duty to exercise independent judgment. In addition to the above, directors also owe a duty of care which is not fiduciary in nature. This duty has been defined as a requirement to act as a reasonably diligent person having both the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as are carried out by that director in relation to the company and the general knowledge skill and experience which that director has. As set out above, directors have a duty not to put themselves in a position of conflict and this includes a duty not to engage in self-dealing, or to otherwise benefit as a result of their position. However, in some instances what would otherwise be a breach of this duty can be forgiven and / or authorized in advance by the shareholders provided that there is full disclosure by the directors. This can be done by way of permission granted in the memorandum and articles of association or alternatively by shareholder approval at general meetings. Each of our officers and directors presently has, and any of them in the future may have additional, fiduciary or contractual obligations to another entity pursuant to which such officer or director is or will be required to present a business combination opportunity to such entity. Accordingly, if any of our officers or directors becomes aware of a business combination opportunity which is suitable for an entity to which he or she has then-current fiduciary or contractual obligations, he or she will honor his or her fiduciary or contractual obligations to present such business combination opportunity to such entity, subject to their fiduciary duties under Cayman Islands law. Our Charter provides that, to the fullest extent permitted by applicable law: (i) no individual serving as a director or an officer shall have any duty, except and to the extent expressly assumed by contract, to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as us; and (ii) we renounce any interest or expectancy in, or in being offered an opportunity to participate in, any potential transaction or matter which may be a corporate opportunity for any director or officer, on the one hand, and us, on the other. We do not believe, however, that the fiduciary duties or contractual obligations of our officers or directors will materially affect our ability to complete our initial business combination. Below is a table summarizing the entities to which our executive officers and directors currently have fiduciary duties or contractual obligations: Individual Entity Entity’s Business Affiliation Hans Thomas 10X Capital Venture Acquisition Corp. III Special purpose acquisition company Chairman and Chief Executive Officer 10X Capital

Investment firm Founder and Chief Executive Officer The Number, LLC Data science and analytics Co- Founder Gaingels 10X Capital Fund Investment firm General Partner Gaingels 10X Capital Fund I, LP Investment firm General Partner Growth Technology Partners Investment firm Chairman David Weisburd 10X Capital Venture Acquisition Corp. III Special purpose acquisition company Chief Operating Officer, Head of Origination and Director 10X Capital Investment firm General Partner and Co- Head of Venture Capital Gaingels 10X Capital Fund Investment firm General Partner Gaingels 10X Capital Fund I, LP Investment firm General Partner Growth Technology Partners Investment firm Founder and General Partner Flight VC Investment Syndicate Partner Guhan Kandasamy 10X Capital Venture Acquisition Corp. III Special purpose acquisition company Chief Financial Officer 10X Capital Investment firm Chief Credit and Data Officer and Director Gaingels 10X Capital Fund I, LP Investment firm Investment Committee Member Oliver Wriedt 10X Capital Venture Acquisition Corp. III Special purpose acquisition company President Christopher Jurasek 10X Capital Venture Acquisition Corp. III Special purpose acquisition company Director Eagle View Technology Chief Executive Officer Woodrow H. Levin 10X Capital Venture Acquisition Corp. III Special purpose acquisition company Director DraftKings Inc. Sports entertainment and gaming Director Extend, Inc. Technology Founder and Chief Executive Officer Michael Brown LAMF Global Ventures Corp. I Special purpose acquisition company Director Sacramento Kings Sports Head Coach Nigerian National Basketball Team Sports Head Coach

Potential investors should also be aware of the following other potential conflicts of interest:

- Our executive officers and directors are not required to, and will not, commit their full time to our affairs, which may result in a conflict of interest in allocating their time between our operations and our search for a business combination and their other businesses. We do not intend to have any full-time employees prior to the completion of our initial business combination. Each of our executive officers is engaged in several other business endeavors for which he may be entitled to substantial compensation, and our executive officers are not obligated to contribute any specific number of hours per week to our affairs.
- Our Sponsor purchased Founder Shares prior to the date of our Public Offering and purchased Private Placement Units in a transaction that closed simultaneously with the closing of our Public Offering. Our Sponsor has entered into an agreement with us, pursuant to which the Sponsor has agreed to waive its redemption rights with respect to its Founder Shares and any public shares they hold in connection with the completion of our initial business combination. The other members of our management team have entered into agreements similar to the one entered into by our Sponsor with respect to any public shares acquired by them in or after our Public Offering. Additionally, our Sponsor has agreed to waive its rights to liquidating distributions from the Trust Account with respect to its Founder Shares if we fail to complete our initial business combination within the Combination Period. If we do not complete our initial business combination within the Combination Period, the Private Placement Units will expire worthless. Furthermore, our Sponsor has agreed not to transfer, assign or sell any of its Founder Shares until consummation of our initial business combination, other than the Founder Shares transferred to the Anchor Investors in connection with such Anchor Investors' commitment to purchase a certain percentage of our Units in the Public Offering. Subject to certain limited exceptions, the Private Placement Units, Private Placement Shares and Private Placement Warrants underlying the Private Placement Units, and the Class A ordinary shares underlying the Private Placement Warrants, will not be transferable until 30 days following the completion of our initial business combination. Because each of our executive officers and directors may own ordinary shares or Warrants directly or indirectly, they may have a conflict of interest in determining whether a particular target business is an appropriate business with which to effectuate our initial business combination.
- Our officers and directors may have a conflict of interest with respect to evaluating a particular business combination if the retention or resignation of any such officers and directors was included by a target business as a condition to any agreement with respect to our initial business combination. We cannot assure you that any of the above mentioned conflicts will be resolved in our favor. We are not prohibited from pursuing an initial business combination with a business combination target that is affiliated with our Sponsor, officers or directors or completing the business combination through a joint venture or other form of shared ownership with our Sponsor, officers or directors. In the event we seek to complete our initial business combination with a business combination target that is affiliated with our Sponsor, executive officers or directors, we, or a committee of independent directors, would obtain an opinion from an independent investment banking which is a member of FINRA or a valuation or appraisal firm, that such initial business combination is fair to the Company from a financial point of view. We are not required to obtain such an opinion in any other context. Furthermore, in no event will our Sponsor or any of our existing officers or directors, or any of their respective affiliates, be paid by us any finder's fee, consulting fee or other compensation prior to, or for any services they render in order to effectuate, the completion of our initial business combination. Further, commencing on the date our securities first listed on Nasdaq, we began paying our Sponsor \$ 20, 000 per month for office space and secretarial and administrative services provided to members of our management team. In the event that we submit our initial business combination to our public shareholders for a vote, our Initial Shareholders and Anchor Investors have agreed to vote their Founder Shares, and our Initial Shareholders and the other members of our management team have agreed to vote any Founder Shares they hold and any Class A ordinary shares purchased in favor of our initial business combination.

Limitation on Liability and Indemnification of Officers and Directors

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, fraud or the consequences of committing a crime. Our Charter provides for indemnification of our officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own actual fraud, willful default or willful neglect. We expect to purchase a policy of directors' and officers' liability insurance that insures our officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures us against our obligations to indemnify our officers and directors. Our officers and directors have agreed to waive any right, title, interest or claim of any kind in or to any monies in the Trust Account, and have agreed to waive any right, title, interest or claim of any kind they may have in the future as a result of, or arising out of, any services provided to us and will not seek recourse against the Trust Account for any reason whatsoever. Accordingly, any indemnification provided will only be able to be satisfied by us if (i) we have sufficient funds outside of the Trust Account or (ii) we consummate an initial business combination. Our indemnification obligations may discourage shareholders from bringing a lawsuit against our officers or directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against our officers and directors, even though such an

action, if successful, might otherwise benefit us and our shareholders. Furthermore, a shareholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against our officers and directors pursuant to these indemnification provisions. We believe that these provisions, the insurance and the indemnity agreements are necessary to attract and retain talented and experienced officers and directors.

Item 11. Executive Compensation. None of our executive officers or directors have received any cash compensation for services rendered to us. Commencing on the date that our securities were first listed on Nasdaq, we began paying our Sponsor \$ 20, 000 per month for office space and secretarial and administrative services provided to members of our management team, and we will continue to make such payments through the earlier of the consummation of our initial business combination and our liquidation. In addition, our Sponsor, executive officers and directors, or any of their respective affiliates, are reimbursed for any out-of-pocket expenses incurred in connection with activities on our behalf, such as identifying potential target businesses and performing due diligence on suitable business combinations. Our audit committee will review on a quarterly basis all payments that were made to our Sponsor, executive officers or directors, or our or their affiliates. Any such payments prior to an initial business combination will be made from funds held outside the Trust Account. Other than quarterly audit committee review of such reimbursements, we do not have any additional controls in place governing our reimbursement payments to our directors and executive officers for their out-of-pocket expenses incurred in connection with our activities on our behalf in connection with identifying and consummating an initial business combination. Other than these payments and reimbursements, no compensation of any kind, including finder's and consulting fees, will be paid by us to our Sponsor, executive officers and directors, or any of their respective affiliates, prior to completion of our initial business combination. After the completion of our initial business combination, directors or members of our management team who remain with us may be paid consulting or management fees from the combined company. All of these fees will be fully disclosed to shareholders, to the extent then known, in the proxy solicitation materials or tender offer materials furnished to our shareholders in connection with a proposed business combination. We have not established any limit on the amount of such fees that may be paid by the combined company to our directors or members of management. It is unlikely the amount of such compensation will be known at the time of the proposed business combination, because the directors of the post-combination business will be responsible for determining executive officer and director compensation. Any compensation to be paid to our executive officers will be determined, or recommended to the board of directors of the combined company for determination, either by a compensation committee constituted solely by independent directors or by a majority of the independent directors on the combined company's board of directors. We do not intend to take any action to ensure that members of our management team maintain their positions with us after the consummation of our initial business combination, although it is possible that some or all of our executive officers and directors may negotiate employment or consulting arrangements to remain with us after our initial business combination. The existence or terms of any such employment or consulting arrangements to retain their positions with us may influence our management's motivation in identifying or selecting a target business, but we do not believe that the ability of our management to remain with us after the consummation of our initial business combination will be a determining factor in our decision to proceed with any potential business combination. We are not party to any agreements with our executive officers and directors that provide for benefits upon termination of employment.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters. We have no compensation plans under which equity securities are authorized for issuance. The following table sets forth information available to us at April 10, 2023 with respect to our ordinary shares held by: ● each person known by us to be the beneficial owner of more than 5 % of our outstanding ordinary shares; ● each of our executive officers and directors; and ● all our executive officers and directors as a group. Unless otherwise indicated, we believe that all persons named in the table have shared or sole voting and investment power with respect to all ordinary shares beneficially owned by them. The following table does not reflect record or beneficial ownership of the Private Placement Warrants as they are not exercisable within 60 days of April 10, 2023.

Name and Address of Beneficial Owner	(1) Number of Class A Shares Beneficially Owned	Number of Class B Shares Beneficially Owned	(2) % of Class A Ordinary Shares	(3) % of Class B Ordinary Shares	(3) Percentage of Outstanding Ordinary Shares
P. Schoenfeld Asset Management LP	350, 061	—	6. 6 %	—	2. 9 %
Polar Multi- Strategy Master Fund	350, 000	133, 333	6. 6 %	2. 0 %	4. 0 %
Radcliffe Capital Management, L. P.	350, 000	—	6. 6 %	—	2. 9 %
Sculptor Capital LP	350, 180	133, 333	6. 6 %	2. 0 %	4. 0 %
Spring Creek Capital, LLC	350, 000	—	6. 6 %	—	2. 9 %
Executive Officers and Directors	Hans Thomas (4) 455, 000	5, 332, 328	8. 6 %	80. 0 %	48. 4 %
David Weisburd	(4) 455, 000	5, 332, 328	8. 6 %	80. 0 %	48. 4 %
Guhan Kandasamy	—	—	—	—	—
Oliver Wriedt	—	—	—	—	—
Christopher Jurasek	—	—	—	—	—
Woodrow H. Levin	—	—	—	—	—
Michael Brown	—	—	—	—	—
All directors and executive officers as a group (7 individuals)	(4) 455, 000	5, 332, 328	8. 6 %	80. 0 %	48. 4 %

(1) Unless otherwise noted, the business address of each of the entities, directors and executives in this table is 1 World Trade Center, 85th Floor, New York, New York 10007. (2) Interests shown consist of Founder Shares, classified as Class B ordinary shares. Such Founder Shares will automatically convert into Class A ordinary shares concurrently with or immediately following the consummation of our initial business combination on a one for one basis, subject to adjustment. (3) Percentage ownership is based on 5, 297, 030 Class A ordinary shares and 6, 666, 667 Class B ordinary shares outstanding as of April 10, 2023. (4) Represents the interest directly held by the Sponsor. The Sponsor is controlled by its manager, 10X Capital Advisors, LLC (the "Manager"). The Manager has the sole voting and dispositive power of the securities held by the Sponsor. Hans Thomas and David Weisburd are the managing members of the Manager and accordingly may be deemed to have beneficial ownership of the securities reported herein. Each of Mr. Thomas and Mr. Weisburd disclaims any ownership of the securities reported herein other than to the extent of any pecuniary interest they may have therein, directly or indirectly. (5) Based on a Schedule 13G filed with the SEC on February 14, 2023 by P. Schoenfeld Asset Management LP, a Delaware limited partnership ("PSAM"), and Peter M. Schoenfeld. Represents 350, 061 Class A ordinary shares directly held by the PSAM Funds (as defined below). PSAM is the investment adviser to certain funds and accounts (the "PSAM Funds") with respect to the Class A ordinary shares directly held by the PSAM Funds. Mr. Schoenfeld is the managing member of P. Schoenfeld Asset Management GP, LLC, a Delaware limited liability company that serves as the general partner of PSAM, with respect to the Class A ordinary directly held by the PSAM Funds. The business address of each reporting person is 1350 Avenue of the Americas, 21st Floor, New York, NY 10019. (6) Based on a Schedule 13G/A filed with the SEC on February 13, 2023 by Polar Asset Management Partners Inc., a

company incorporated under the laws of Ontario, Canada (“ PAMPI ”). Represents 350, 000 Class A ordinary shares directly held by Polar Multi- Strategy Master Fund, a Cayman Islands exempted company (“ PMSMF ”) and 133, 333 Class B ordinary shares, which are automatically convertible into Class A ordinary shares concurrently with or immediately following the consummation of our initial business combination on a one- to- one basis, subject to certain adjustments. PMSMF is under management by PAMPI. PAMPI serves as investment advisor of PMSMF and has control and discretion over the shares held by PMSMF. As such, PAMPI may be deemed the beneficial owner of the shares held by PMSMF. PAMPI disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest therein. The business address of PMSMF is c / o Polar Asset Management Partners Inc., 16 York Street, Suite 2900, Toronto, ON M5J 0E6. (7) Based on a Schedule 13G filed with the SEC on November 21, 2022 by Radcliffe Capital Management, L. P., a Delaware limited partnership (“ Radcliffe ”), RGC Management Company, LLC, a Delaware limited liability company (“ RGC ”), Steven B. Katznelson, Christopher Hinkel, Radcliffe SPAC Master Fund, L. P., a Cayman Islands limited partnership (“ Radcliffe Master Fund ”), and Radcliffe SPAC GP, LLC, a Delaware limited liability company (“ Radcliffe GP ”). Radcliffe, RGC, Mr. Katznelson, Mr. Hinkel, Radcliffe Master Fund and Radcliffe GP reported shared voting and dispositive power with respect to 350, 000 Class A ordinary shares. Radcliffe is the relevant entity for which RGC, Mr. Katznelson, and Mr. Hinkel may be considered control persons. Radcliffe Master Fund is the relevant entity for which Radcliffe GP, Mr. Katznelson and Mr. Hinkel may be considered control persons. The principal address for each of these entities is 50 Monument Road, Suite 300, Bala Cynwyd, PA 19004. (8) Based on a Schedule 13G / A filed with the SEC on February 14, 2023 by Sculptor Capital LP, a Delaware limited partnership (“ Sculptor ”), Sculptor Capital II LP, a Delaware limited partnership (“ Sculptor- II ”), Sculptor Capital Holding Corporation, a Delaware corporation (“ SCHC ”), Sculptor Capital Holding II LLC, a Delaware limited liability company (“ SCHC- II ”), Sculptor Capital Management, Inc., a Delaware limited liability company (“ SCU ”), Sculptor Master Fund, Ltd., a Cayman Islands company (“ SCMF ”), Sculptor Special Funding, LP, a Cayman Islands exempted limited partnership (“ NRMD ”), Sculptor Credit Opportunities Master Fund, Ltd., a Cayman Islands company (“ SCCO ”), Sculptor SC II LP, a Delaware limited partnership (“ NJGC ”), and Sculptor Enhanced Master Fund, Ltd., a Cayman Islands company (“ SCEN ”). Represents (a) 192, 617 Class A ordinary shares directly held by SCMF, (b) 52, 527 Class A ordinary shares directly held by SCCO, (c) 105, 036 Class A ordinary shares directly held by NJGC, (f) 20, 000 Class B ordinary shares directly held by SCCO, (g) 73, 333 Class B ordinary shares directly held by SCMF and (h) 40, 000 Class B ordinary shares directly held by NJGC. Sculptor is the principal investment manager to a number of private funds and discretionary accounts (collectively, the “ Accounts ”). Sculptor- II is wholly owned by Sculptor and serves as the investment manager to certain of the Accounts. The Accounts hold the Class A ordinary shares directly held by SCMF, SCCO, NJGC and SCEN. SCHC serves as the general partner of Sculptor. SCHC- II is wholly owned by Sculptor and serves as the general partner of Sculptor- II. SCU is a holding company that is the sole shareholder of SCHC and the ultimate parent company of Sculptor and Sculptor- II. Sculptor is the investment adviser to SCMF. NRMD is a Cayman Islands exempted limited partnership that is wholly owned by SCMF. Sculptor is the investment adviser to SCCO. Sculptor- II is the investment adviser to NJGC. Sculptor is the investment adviser to SCEN. Sculptor and Sculptor- II serve as the principal investment managers to the Accounts and thus may be deemed beneficial owners of the 350, 180 Class A ordinary shares held in the Accounts. SCHC- II serves as the sole general partner of Sculptor- II and is wholly owned by Sculptor. SCHC serves as the sole general partner of Sculptor. As such, SCHC and SCHC- II may be deemed to control Sculptor as well as Sculptor- II and, therefore, may be deemed to be the beneficial owners of the 350, 180 Class A ordinary shares held in the Accounts managed by Sculptor and Sculptor II. SCU is the sole shareholder of SCHC, and as such, may be deemed a beneficial owner of 350, 180 Class A ordinary shares. The business address of each of Sculptor, Sculptor- II, SCHC, SCHC- II, and SCU is 9 West 57 Street, 39 Floor, New York, NY 10019. The business address of each of SCMF, SCEN, and SCCO is c / o State Street (Cayman) Trust, Limited, 1 Nexus Way — Suite # 5203, PO Box 896, Heliconia Courtyard, Camana Bay, Grand Cayman, KYI- 1103, Cayman. The business address of NRMD is c / o MaplesFS Limited, P. O. Box 1093, Queensgate House, Grand Cayman, KYI- 1102, Cayman Islands. The business address of NJGC is c / o The Corporation Trust Company 1209 Orange Street, Wilmington DE 19801. (9) Based on a Schedule 13G filed with the SEC on February 10, 2023 by Spring Creek Capital, LLC (“ Spring Creek ”), SCC Holdings, LLC (“ SCC ”), KIM, LLC (“ KIM ”), Koch Investments Group, LLC (“ KIG ”), Koch Investments Group Holdings, LLC (“ KIGH ”) and Koch Industries, Inc. (“ Koch Industries ”). Represents 350, 000 Class A ordinary shares held by Spring Creek. Spring Creek is beneficially owned by SCC, SCC is beneficially owned by KIM, KIM is beneficially owned by KIG, KIG is beneficially owned by KIGH, and KIGH is beneficially owned by Koch Industries, in each case by means of ownership of all voting equity instruments. Koch Industries, SCC, KIM, KIG, and KIGH may be deemed to beneficially own the Class A ordinary shares held by Spring Creek by virtue of (i) Koch Industries’ beneficial ownership of KIGH, (ii) KIGH’ s beneficial ownership of KIG, (iii) KIG’ s beneficial ownership of KIM, (iv) KIM’ s beneficial ownership of SCC and (v) SCC’ s beneficial ownership of Spring Creek. The principal address for each of these reporting persons is 4111 E. 37th Street North, Wichita, KS 67220. Our Initial Shareholders beneficially own 48. 4 % of our issued and outstanding ordinary shares. Only holders of Class B ordinary shares have the right to appoint directors in any election held prior to or in connection with the completion of our initial business combination. Holders of our Class A ordinary shares do not have the right to appoint any directors to our Board prior to our initial business combination. Because of this ownership block, our Initial Shareholders may be able to effectively influence the outcome of all other matters requiring approval by our shareholders, including amendments to our Charter and approval of significant corporate transactions including our initial business combination. On February 18, 2021, our Sponsor purchased 7, 666, 667 Founder Shares for an aggregate purchase price of \$ 25, 000, or approximately \$ 0. 003 per share. On October 19, 2021, the Sponsor forfeited, at no cost, 1, 000, 000 Founder Shares in connection with the election by the underwriter of our Public Offering not to exercise an option granted to the underwriter to cover over- allotments. Following the Close Date, the Sponsor transferred an aggregate of 1, 334, 339 Founder Shares to the Anchor Investors for the same price the Sponsor originally paid for such shares. At December 31, 2022, our Sponsor held 5, 332, 328 Founder Shares. On the Close Date, we consummated our Public Offering of 20, 000, 000 Units at a price of \$ 10. 00 per Unit, generating gross proceeds of \$ 200, 000, 000 before underwriting discounts and expenses. Each Unit consists of one Class A ordinary share and one- third of one Public Warrant. Simultaneously with the closing of our Public Offering, we completed the sale of the Private Placement Units. Our Sponsor and our executive officers and directors are deemed to be our “ promoters ” as such term is defined under the federal securities laws. See “ Item 13. Certain Relationships and Related

Transactions, and Director Independence” below for additional information regarding our relationships with our promoters. On February 18, 2021, our Sponsor paid an aggregate of \$ 25, 000, or approximately \$ 0. 003 per share, to cover certain expenses on behalf of the Company in exchange for issuance of an aggregate of 7, 666, 667 Founder Shares, of which 6, 666, 667 remain outstanding. On October 19, 2021, our Sponsor forfeited, at no cost, 1, 000, 000 Founder Shares in connection with the election by the underwriter in our Public Offering not to exercise an option granted to the underwriter to cover over- allotments. Following the Close Date, the Sponsor transferred an aggregate of 1, 334, 339 Founder Shares to the Anchor Investors for the same price the Sponsor originally paid for such shares. In connection with the Extension, we, our Sponsor and certain of our shareholders entered into non- redemption agreements whereby those certain shareholders agreed for our benefit to (i) vote the Subject 10X II Equity Securities in favor of the Extension Proposal and (ii) not redeem the Subject 10X II Equity Securities in connection with such proposal. In connection with these commitments from those certain shareholders, the Sponsor agreed to transfer an aggregate of 794, 088 Founder Shares prior to the consummation of the Business Combination. The Founder Shares currently represent 55. 7 % of our issued and outstanding ordinary shares. At December 31, 2022, our Sponsor held 5, 332, 328 Founder Shares. The Founder Shares are identical to the Class A ordinary shares included in the Units sold in the Public Offering except that the Founder Shares are subject to certain rights and transfer restrictions, as described in further detail below, and are automatically converted into Class A ordinary shares at the time of our initial business combination on a one- for- one basis, subject to adjustment pursuant to the anti- dilution provisions contained in our Charter. Our Initial Shareholders and Anchor Investors have agreed not to transfer, assign or sell any Founder Shares until the consummation of our initial business combination, subject to certain exceptions. Simultaneously with the consummation of our Public Offering, we consummated the private placement of an aggregate of 655, 000 Private Placement Units to our Sponsor and Cantor at a price of \$ 10. 00 per Private Placement Unit, generating total gross proceeds of \$ 6, 550, 000. 455, 000 of the Private Placement Units were sold to the Sponsor and 200, 000 Private Placements Units were sold to Cantor. No underwriting discounts or commissions were paid with respect to sale of the Private Placement Units. The issuance of the Private Placement Units was made pursuant to the exemption from registration contained in Section 4 (a) (2) of the Securities Act. The proceeds from the Private Placement Units were added to the proceeds from the Public Offering held in the Trust Account. The Private Placement Units are identical to the Units, except that the Private Placement Units (including the underlying securities) are subject to certain transfer restrictions and the holders thereof are entitled to certain registration rights, and, if held by the original holder or their permitted assigns, the underlying Private Placement Warrants (i) may be exercised on a cashless basis, (ii) are not subject to redemption and (iii) with respect to such Private Placement Warrants held by Cantor, will not be exercisable more than five years from the commencement of sales in the Public Offering. If the Private Placement Units are held by holders other than the initial purchasers or their permitted transferees, then the Private Placement Warrants included in the Private Placement Units will be redeemable by us and exercisable by the holders on the same basis as the Public Warrants included in the Units sold in the Public Offering. If the we do not complete an initial business combination within the Combination Period, the proceeds of the sale of the Private Placement Units will be used to fund the redemption of our Class A ordinary shares, subject to the requirements of applicable law, and the Private Placement Units will expire worthless. The holders of (i) the Founder Shares, which were originally issued in a private placement prior to the closing of our Public Offering, (ii) the Private Placement Units, which were issued in a private placement simultaneously with the closing of our Public Offering, the Private Placement Shares and Private Placement Warrants underlying the Private Placement Units, and the Class A ordinary shares underlying such Private Placement Warrants and (iii) the Working Capital Units have registration rights to require us to register a sale of any of our securities held by them pursuant to a registration rights agreement, dated August 10, 2021 by and among the Company, the Sponsor, Cantor, the Anchor Investors and the holders signatory thereto (the “ registration rights agreement ”). Pursuant to the registration rights agreement, assuming that \$ 1, 500, 000 of Working Capital Loans are converted into Private Placement Units and assuming that all Founder Shares convert into Class A ordinary shares on a one- for- one basis, we will be obligated to register up to 7, 690, 000 Class A ordinary shares and 218, 333 Warrants. The number of Class A ordinary shares includes (i) 6, 666, 667 Class A ordinary shares to be issued upon conversion of the Founder Shares, (ii) 655, 000 Class A ordinary shares underlying the Private Placement Units, (iii) 218, 333 Class A ordinary shares underlying the Private Placement Warrants and (iv) 150, 000 Class A ordinary shares underlying the Working Capital Units. The number of Warrants includes 218, 333 Private Placement Warrants and 50, 000 Working Capital Warrants. The holders of these securities are entitled to make up to three demands, excluding short form demands, that we register such securities. In addition, the holders have certain “ piggy- back ” registration rights with respect to registration statements filed subsequent to our completion of our initial business combination. Notwithstanding the foregoing, Cantor may not exercise its demand and “ piggyback ” registration rights after five (5) and seven (7) years, respectively, after the effective date of the IPO Registration Statement and may not exercise its demand rights on more than one occasion. We will bear the expenses incurred in connection with the filing of any such registration statements. In connection with the proposed Business Combination, the registration rights agreement will be amended and restated. The AA Merger Agreement contemplates that, at the Closing, African Agriculture, the Sponsor and other stockholders of African Agriculture will enter into an Amended and Restated Registration Rights Agreement, which will supersede the registration rights agreement, and pursuant to which, among other things, the Sponsor and such holders will be granted certain customary registration rights, demand rights and piggyback rights with respect to their respective shares of common stock of New African Agriculture. Related Party Notes On February 18, 2021, the Sponsor agreed to loan us up to \$ 300, 000 to be used for the payment of costs related to the Public Offering pursuant to the Pre- IPO Promissory Note. The Pre- IPO Promissory Note was non- interest bearing, unsecured and payable on the earlier to occur of (i) December 31, 2021 or (ii) the completion of the our Public Offering. Upon the closing of our Public Offering, we repaid \$ 87, 369 under the Pre- IPO Promissory Note, and the Pre- IPO Promissory Note is no longer available to us. In addition, in order to finance transaction costs in connection with an initial business combination, the Sponsor or an affiliate of the Sponsor or certain of our officers and directors may, but are not obligated to, provide us funds as may be required (“ Working Capital Loans ”). If we complete an initial business combination, we would repay the Working Capital Loans out of the proceeds of the Trust Account released to us. In the event that our initial business combination does not close, we may use a portion of the working capital held outside the Trust Account to repay the Working Capital Loans, but no proceeds from the Trust Account would be used to repay the Working Capital Loans. Up to \$ 1. 5 million of such Working Capital Loans may be convertible into

Working Capital Units at a price of \$ 10. 00 per unit at the option of the lender, and the Working Capital Units would be identical to the Private Placement Units. Each Working Capital Unit would consist of one Class A ordinary shares and one- third of one redeemable warrant. On November 14, 2022, we issued the 2022 Note to the Sponsor for a Working Capital Loan of up to \$ 800, 000. The 2022 Note bears no interest and is repayable in full on the Maturity Date. The 2022 Note may also be converted into Working Capital Units, at a price of \$ 10. 00 per unit, at the option of the holder of the 2022 Note at any time on or prior to the Maturity Date. The Working Capital Units are identical to our Private Placement Units, with each Working Capital Unit consisting of one Class A ordinary share and one- third of one redeemable warrant. As of December 31, 2022, there was \$ 600, 000 outstanding under the Working Capital Loans. After our initial business combination, members of our management team who remain with us may be paid consulting, management or other fees from the combined company with any and all amounts being fully disclosed to our shareholders, to the extent then known, in the proxy solicitation or tender offer materials, as applicable, furnished to our shareholders. It is unlikely the amount of such compensation will be known at the time of distribution of such tender offer materials or at the time of a shareholder meeting held to consider our initial business combination, as applicable, as it will be up to the board of directors of the combined company to determine executive and director compensation. Administrative Services Agreement We entered into an agreement that provides that from August 10, 2021 through the earlier of the consummation of an initial business combination and the liquidation, we will pay the Sponsor \$ 20, 000 per month for office space and secretarial and administrative services provided to the Company. We will cease paying these monthly fees upon the consummation of a business combination. In addition, the Sponsor, officers and directors, or their respective affiliates will be reimbursed for any out- of- pocket expenses incurred in connection with activities on our behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. Our audit committee reviews on a quarterly basis all payments that are made by us to the Sponsor, executive officers or directors, or their affiliates. Any such payments prior to an initial business combination will be made using funds held outside the Trust Account. Concurrently with the execution of the AA Merger Agreement, we entered into the Acquiror Support Agreement with African Agriculture and the Class B Holders, pursuant to which the Class B Holders agreed to, among other things, (i) vote in favor of the Business Combination, the Domestication and the other Proposals (as defined in the AA Merger Agreement) and (ii) be bound by certain other covenants and agreements related to the Business Combination, in each case, on the terms and subject to the conditions set forth in the Acquiror Support Agreement. As of the date of this Annual Report, and due to the redemption of 15, 357, 970 public shares in connection with the Extension, the Sponsor owns 48. 4 % of our issued and outstanding ordinary shares. Nasdaq listing standards require that a majority of our Board be independent. An “ independent director ” is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship which in the opinion of the company’ s board of directors, would interfere with the director’ s exercise of independent judgment in carrying out the responsibilities of a director. Our Board has determined that each of Messrs. Jurasek, Levin and Brown are “ independent directors ” as defined in the Nasdaq listing standards and applicable SEC rules. Our independent directors have regularly scheduled meetings at which only independent directors are present. Item 14. Principal Accountant Fees and Services. Fees for professional services provided by our independent registered public accounting firm since inception include: For the For the Period from February 10, 2021 (Inception) Year Ended December 31, 2022 to December 31, 2021 Audit Fees (1) \$ 114, 467 \$ 127, 715 Audit- Related Fees (2)-- Tax Fees (3) 3, 750 2, 000 All Other Fees (4)-- Total \$ 118, 217 \$ 129, 715 (1) Audit Fees. Audit fees consist of fees billed for professional services rendered for the audit of our year- end consolidated financial statements and services that are normally provided by our independent registered public accounting firm in connection with statutory and regulatory filings. (2) Audit- Related Fees. Audit- related fees consist of fees billed for assurance and related services that are reasonably related to performance of the audit or review of our year- end consolidated financial statements and are not reported under “ Audit Fees. ” These services include attest services that are not required by statute or regulation concerning financial accounting and reporting standards. (3) Tax Fees. Tax fees consist of fees billed for professional services relating to tax compliance, tax planning and tax advice. (4) All Other Fees. All other fees consist of fees billed for all other services including permitted due diligence services related to a potential business combination. Policy on Board Pre- Approval of Audit and Permissible Non- Audit Services of the Independent Auditors The audit committee is responsible for appointing, setting compensation and overseeing the work of the independent auditors. In recognition of this responsibility, the audit committee shall review and, in its sole discretion, pre- approve all audit and permitted non- audit services to be provided by the independent auditors as provided under the audit committee charter. PART IV Item 15. Exhibit and Financial Statement Schedules. (a) The following documents are filed as part of this Annual Report: Financial Statements: See “ Index to Financial Statements ” at “ Item 8. Financial Statements and Supplementary Data ” herein. (b) Exhibits: The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as part of this Annual Report. Exhibit Number Description 1. 1 † Agreement and Plan of Merger, dated as of November 2, 2022, by and among the Company, AA Merger Sub and African Agriculture (incorporated herein by reference to Exhibit 2. 1 filed with the Company’ s Form 8- K filed by the Company on November 3, 2022 (File No. 001- 40722)). 2. 2 First Amendment to Agreement and Plan of Merger, dated as of January 3, 2023, by and among the Company, AA Merger Sub and African Agriculture (incorporated by reference to Exhibit 2. 2 filed with the Company’ s Registration Statement on Form S- 4 filed by the Company on January 20, 2023 (File No. 333- 269342)). 3. 1 Second Amended and Restated Memorandum and Articles of Association (incorporated herein by reference to Exhibit 3. 1 filed with the Company’ s Form 8- K filed by the Company on November 9, 2022 (File No. 001- 40722)). 4. 1 Specimen Unit Certificate (incorporated herein by reference to Exhibit 4. 1 filed with the Company’ s Amendment No. 1 to Form S- 1 filed by the Company on April 8, 2021 (File No. 333- 253867)). 4. 2 Specimen Class A Ordinary Share Certificate (incorporated herein by reference to Exhibit 4. 2 filed with the Company’ s Amendment No. 1 to Form S- 1 filed by the Company on April 8, 2021 (File No. 333- 253867)). 4. 3 Specimen Warrant Certificate (incorporated herein by reference to Exhibit 4. 3 filed with the Company’ s Amendment No. 1 to Form S- 1 filed by the Company on April 8, 2021 (File No. 333- 253867)). 4. 4 * Warrant Agreement, dated as of August 10, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent. 4. 5 * Description of Registrant’ s Securities. 10. 1 Letter Agreement, dated as of August 10, 2021, by and among the Company, its executive officers, its directors and the Sponsor (incorporated herein by reference to Exhibit 10. 1 filed with the Company’ s Form 8- K filed by the Company on August 13, 2021 (File No. 001- 407221)). 10. 2 Investment Management Trust Agreement, dated as of August 10,

2021, by and between the Company and Continental Stock Transfer & Trust Company, as trustee (incorporated herein by reference to Exhibit 10. 2 filed with the Company's Form 8- K filed by the Company on August 13, 2021 (File No. 001- 40722)). 10. 3 Registration Rights Agreement, dated as of August 10, 2021, by and among the Company, the Sponsor and the Holders signatory thereto (incorporated herein by reference to Exhibit 10. 3 filed with the Company's Form 8- K filed by the Company on August 13, 2021 (File No. 001- 40722)). 10. 4 Private Placement Units Purchase Agreement, dated as of August 10, 2021, by and between the Company and the Sponsor (incorporated herein by reference to Exhibit 10. 4 filed with the Company's Form 8- K filed by the Company on August 13, 2021 (File No. 001- 40722)). 10. 5 Private Placement Units Purchase Agreement, dated as of August 10, 2021, by and between the Company and Cantor Fitzgerald & Co. (incorporated herein by reference to Exhibit 10. 5 filed with the Company's Form 8- K filed by the Company on August 13, 2021 (File No. 001- 40722)). 10. 6 Form of Indemnity Agreement (incorporated herein by reference to Exhibit 10. 6 filed with the Company's Amendment No. 1 to Form S- 1 filed by the Company on April 8, 2021 (File No. 333- 253867)). Exhibit Number Description 10. 7 Administrative Services Agreement, dated as of August 10, 2021, by and between the Company and the Sponsor (incorporated herein by reference to Exhibit 10. 6 filed with the Company's Form 8- K filed by the Company on August 13, 2021 (File No. 001- 40722)). 10. 8 Promissory Note, dated as of February 18, 2021, issued to the Sponsor (incorporated herein by reference to Exhibit 10. 7 filed with the Company's Form S- 1 filed by the Company on March 4, 2021 (File No. 333- 253867)). 10. 9 Mutual Termination of Merger Agreement, dated as of August 12, 2022, by and among the Company, 10X Magic First Merger Sub, Inc., 10X Magic Second Merger Sub, LLC and Prime Blockchain Inc. (incorporated herein by reference to Exhibit 10. 1 filed with the Company's Current Report on Form 8- K filed with the SEC on August 12, 2022 (File No. 001- 40722)). 10. 10 Acquiror Support Agreement, dated as of November 2, 2022, by and among the Company, African Agriculture, the Sponsor and the directors and executive officers of the Company named therein (incorporated herein by reference to Exhibit 10. 1 filed with the Company's Form 8- K filed by the Company on November 3, 2022 (File No. 001- 40722)). 10. 11 Form of Non- Redemption Agreement (incorporated herein by reference to Exhibit 10. 2 filed with the Company's Form 8- K filed by the Company on November 3, 2022 (File No. 001- 40722)). 10. 12 Standby Equity Purchase Agreement, dated as of November 2, 2022, by and between the Company and Yorkville (incorporated herein by reference to Exhibit 10. 3 filed with the Company's Form 8- K filed by the Company on November 3, 2022 (File No. 001- 40722)). 10. 13 OTC Equity Prepaid Forward Transaction, dated as of November 2, 2022, by and among the Company, African Agriculture and Vellar (incorporated herein by reference to Exhibit 10. 4 filed with the Company's Form 8- K filed by the Company on November 3, 2022 (File No. 001- 40722)). 10. 14 Joinder to the Letter Agreement, dated as of December 8, 2022, between the Company, the Sponsor and Michael Brown (incorporated herein by reference to Exhibit 10. 1 filed with the Company's Form 8- K filed by the Company on December 9, 2022 (File No. 001- 40722)). 10. 15 * Amended and Restated Promissory Note, dated as of November 14, 2022, issued by the Company to the Sponsor. 24. 1 * Power of Attorney (included on the signature pages herein). 31. 1 * Certification of Principal Executive Officer Pursuant to Rules 13a- 14 (a) and 15d- 14 (a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes- Oxley Act of 2002. 31. 2 * Certification of Principal Financial Officer Pursuant to Rules 13a- 14 (a) and 15d- 14 (a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes- Oxley Act of 2002. 32. 1 * * Certification of Principal Executive Officer Pursuant to 18 U. S. C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes- Oxley Act of 2002. 32. 2 * * Certification of Principal Financial Officer Pursuant to 18 U. S. C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes- Oxley Act of 2002. 101. INS * Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document 101. SCH * Inline XBRL Taxonomy Extension Schema Document 101. CAL * Inline XBRL Taxonomy Extension Calculation Linkbase Document 101. DEF * Inline XBRL Taxonomy Extension Definition Linkbase Document 101. LAB * Inline XBRL Taxonomy Extension Label Linkbase Document 101. PRE * Inline XBRL Taxonomy Extension Presentation Linkbase Document 104 * Cover Page Interactive Data File (embedded within the Inline XBRL document) * Filed herewith. * * Furnished herewith. Item 16. Form 10- K Summary. SIGNATURES Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized. 10X Capital Venture Acquisition Corp. II Date: April 17, 2023 By: / s / Hans Thomas Name: Hans Thomas Title: Chief Executive Officer and Chairman POWER OF ATTORNEY KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Hans Thomas and David Weisburd and each or any one of them, his true and lawful attorney- in- fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys- in- fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys- in- fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated. Name Title Date / s / Hans Thomas Chief Executive Officer and Chairman April 17, 2023 Hans Thomas (Principal Executive Officer) / s / David Weisburd Chief Operating Officer, April 17, 2023 David Weisburd Head of Origination and Director / s / Guhan Kandasamy Chief Financial Officer April 17, 2023 Guhan Kandasamy (Principal Financial and Accounting Officer) / s / Christopher Jurasek Director April 17, 2023 Christopher Jurasek / s / Woodrow H. Levin Director April 17, 2023 Woodrow H. Levin / s / Michael Brown Director April 17, 2023 Michael Brown 0. 10 0. 34 0. 10 0. 3464820528961092 0. 10 0. 10 0. 34 0. 34false FY2022- 01- 01 2022- 12- 312022- 06- 30us- gaap: CommonClassAMember2023- 04- 10us- gaap: CommonClassBMember2023- 04- 102022- 12- 312021- 12- 31us- gaap: CommonClassAMember2022- 12- 31us- gaap: CommonClassAMember2021- 12- 31us- gaap: CommonClassBMember2022- 12- 31us- gaap: CommonClassBMember2021- 12- 312021- 02- 10 2021- 12- 31us- gaap: CommonClassAMember2022- 01- 01 2022- 12- 31us- gaap: CommonClassAMember2021- 02- 10 2021- 12- 31us- gaap: CommonClassBMember2022- 01- 01 2022- 12- 31us- gaap: CommonClassBMember2021- 02- 10 2021- 12- 31us- gaap: CommonClassAMember us- gaap: CommonStockMember2021- 02- 09us- gaap: CommonClassBMember us- gaap: CommonStockMember2021- 02- 09us- gaap: AdditionalPaidInCapitalMember2021- 02- 09us- gaap:

RetainedEarningsMember2021- 02- 092021- 02- 09us- gaap: CommonClassAMember us- gaap: CommonStockMember2021- 02- 10 2021- 12- 31us- gaap: CommonClassBMember us- gaap: CommonStockMember2021- 02- 10 2021- 12- 31us- gaap: AdditionalPaidInCapitalMember2021- 02- 10 2021- 12- 31us- gaap: RetainedEarningsMember2021- 02- 10 2021- 12- 31us- gaap: CommonClassAMember us- gaap: CommonStockMember2021- 12- 31us- gaap: CommonClassBMember us- gaap: CommonStockMember2021- 12- 31us- gaap: AdditionalPaidInCapitalMember2021- 12- 31us- gaap: RetainedEarningsMember2021- 12- 31us- gaap: CommonClassAMember us- gaap: CommonStockMember2022- 01- 01 2022- 12- 31us- gaap: CommonClassBMember us- gaap: CommonStockMember2022- 01- 01 2022- 12- 31us- gaap: AdditionalPaidInCapitalMember2022- 01- 01 2022- 12- 31us- gaap: RetainedEarningsMember2022- 01- 01 2022- 12- 31us- gaap: CommonClassAMember us- gaap: CommonStockMember2022- 12- 31us- gaap: CommonClassBMember us- gaap: CommonStockMember2022- 12- 31us- gaap: IPOMember2021- 08- 01 2021- 08- 132021- 08- 132021- 08- 01 2021- 08- 13us- gaap: PrivatePlacementMember2022- 01- 01 2022- 12- 31us- gaap: PrivatePlacementMember2022- 12- 31us- gaap: IPOMember2021- 08- 132021- 08- 01 2021- 08- 17vcxa: BusinessCombinationMember2022- 12- 31vcxa: BusinessCombinationMember2022- 01- 01 2022- 12- 31sr: MinimumMember2022- 01- 01 2022- 12- 312022- 11- 01 2022- 11- 092022- 11- 09us- gaap: CommonClassBMember2021- 02- 01 2021- 02- 28us- gaap: CommonClassBMember2021- 02- 28vcxa: SponsorMember2022- 11- 01 2022- 11- 142022- 10- 01 2022- 10- 21vcxa: WarrantsMember2022- 12- 31vcxa: PublicWarrantsMember2022- 12- 31vcxa: WarrantsMember2022- 01- 01 2022- 12- 31us- gaap: FairValueInputsLevel1Member2022- 12- 31us- gaap: FairValueInputsLevel2Member2022- 12- 31us- gaap: FairValueInputsLevel3Member2022- 12- 31us- gaap: FairValueInputsLevel1Member2022- 01- 01 2022- 12- 31us- gaap: FairValueInputsLevel2Member2022- 01- 01 2022- 12- 31us- gaap: FairValueInputsLevel3Member2022- 01- 01 2022- 12- 31us- gaap: FairValueInputsLevel1Member2021- 12- 31us- gaap: FairValueInputsLevel2Member2021- 12- 31us- gaap: FairValueInputsLevel3Member2021- 12- 31us- gaap: FairValueInputsLevel1Member2021- 02- 10 2021- 12- 31us- gaap: FairValueInputsLevel2Member2021- 02- 10 2021- 12- 31us- gaap: FairValueInputsLevel3Member2021- 02- 10 2021- 12- 31iso4217: USD xbrli: sharesiso4217: USDxbrli: sharesxbrli: pureExhibit 4. 4 WARRANT AGREEMENT THIS WARRANT AGREEMENT (this “ Agreement ”), dated as of August 10, 2021, is by and between 10X Capital Venture Acquisition Corp. II, a Cayman Islands exempted company (the “ Company ”), and Continental Stock Transfer & Trust Company, a New York corporation, as warrant agent (in such capacity, the “ Warrant Agent ”, and also referred to herein as the “ Transfer Agent ”). WHEREAS, the Company is engaged in an initial public offering (the “ Offering ”) of units of the Company’s equity securities, each such unit comprised of one Class A ordinary share, par value \$ 0. 0001 per share (“ Ordinary Shares ”), and one- third of one redeemable Public Warrant (as defined below) (the “ Public Units ”) and, in connection therewith, has determined to issue and deliver up to 6, 666, 667 warrants (or up to 7, 666, 667 warrants if the Over- allotment Option (as defined below) is exercised in full) to public investors in the Offering (the “ Public Warrants ”); WHEREAS, the Company has entered into that certain Private Placement Units Purchase Agreement with 10X Capital SPAC Sponsor II LLC, a Cayman Islands limited liability company (the “ Sponsor ”), pursuant to which the Sponsor agreed to purchase an aggregate of 455, 000 units simultaneously with the closing of the Offering (the “ Sponsor Private Placement Units ”) at a purchase price of \$ 10. 00 per Private Placement Unit, and, in connection therewith, up to 151, 666 warrants underlying the Sponsor Private Placement Units (the “ Sponsor Private Placement Warrants ”), which bear the legend set forth in Exhibit B hereto; WHEREAS, the Company has entered into that certain Private Placement Units Purchase Agreement with Cantor Fitzgerald & Co. (“ Cantor ” or the “ Underwriter ”), pursuant to which Cantor agreed to purchase an aggregate of 200, 000 units simultaneously with the closing of the Offering (the “ Underwriter Private Placement Units ” and, together with the Sponsor Private Placement Units, the “ Private Placement Units ”) at a purchase price of \$ 10. 00 per Private Placement Unit, and, in connection therewith, up to 66, 667 warrants underlying the Cantor Private Placement Units (the “ Underwriter Private Placement Warrants ” and, together with the Sponsor Private Placement Warrants, the “ Private Placement Warrants ”), which bear the legend set forth in Exhibit C hereto; WHEREAS, in order to finance the Company’s transaction costs in connection with an intended initial Business Combination (as defined below), the Sponsor or an affiliate of the Sponsor or the Company’s officers and directors may, but are not obligated to, loan to the Company funds as the Company may require, of which up to \$ 1, 500, 000 of such loans may be convertible into up to an additional 150, 000 units at a price of \$ 10. 00 per unit (the “ Working Capital Units ” and, together with the Public Units and the Private Placement Units, the “ Units ”), each consisting of one Ordinary Share and one- third of one redeemable warrant (the “ Working Capital Warrants ”); WHEREAS, the Company has filed with the U. S. Securities and Exchange Commission (the “ Commission ”) a registration statement on Form S- 1, File No. 333- 253867 (the “ Registration Statement ”), and prospectus (the “ Prospectus ”), for the registration, under the Securities Act of 1933, as amended (the “ Securities Act ”), of the Units, the Public Warrants and the Ordinary Shares included in the Units; WHEREAS, following the consummation of the Offering, the Company may issue additional warrants (the “ Post- IPO Warrants ” and, together with the Private Placement Warrants, the Working Capital Warrants and the Public Warrants, the “ Warrants ”) in connection with, or following the consummation by the Company of, a Business Combination; WHEREAS, each whole Warrant entitles the holder thereof to purchase one Ordinary Share for \$ 11. 50 per whole share, subject to adjustment as described herein. Only whole Warrants are exercisable. A holder of the Warrants will not be able to exercise any fraction of a Warrant; WHEREAS, the Company desires the Warrant Agent to act on behalf of the Company, and the Warrant Agent is willing to so act, in connection with the issuance, registration, transfer, exchange, redemption and exercise of the Warrants; WHEREAS, the Company desires to provide for the form and provisions of the Warrants, the terms upon which they shall be issued and exercised, and the respective rights, limitation of rights, and immunities of the Company, the Warrant Agent, and the holders of the Warrants; and WHEREAS, all acts and things have been done and performed which are necessary to make the Warrants, when executed on behalf of the Company and countersigned by or on behalf of the Warrant Agent, as provided herein, the valid, binding and legal obligations of the Company, and to authorize the execution and delivery of this Agreement. NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows: 1. Appointment of Warrant Agent. The Company hereby appoints the Warrant Agent to act as agent for the Company for the Warrants, and the Warrant Agent hereby accepts such appointment and agrees to perform the same in accordance with the terms and conditions set forth in this Agreement. 2. Warrants. 2. 1 Form of Warrant. Each Warrant

shall be issued in registered form only, and, if a physical certificate is issued, shall be in substantially the form of Exhibit A hereto, the provisions of which are incorporated herein and shall be signed by, or bear the facsimile signature of, the Chairman of the Company's board of directors (the "Board"), President, Chief Executive Officer, Chief Financial Officer, Secretary or other principal officer of the Company. In the event the person whose facsimile signature has been placed upon any Warrant shall have ceased to serve in the capacity in which such person signed the Warrant before such Warrant is issued, it may be issued with the same effect as if he or she had not ceased to be such at the date of issuance. All of the Public Warrants shall initially be represented by one or more book- entry certificates (each, a "Book- Entry Warrant Certificate").

2. 2 Effect of Countersignature. If a physical certificate is issued, unless and until countersigned by the Warrant Agent pursuant to this Agreement, a Warrant certificate shall be invalid and of no effect and may not be exercised by the holder thereof.

2. 3 Registration.

2. 3. 1 Warrant Register. The Warrant Agent shall maintain books (the "Warrant Register") for the registration of original issuance and the registration of transfer of the Warrants. Upon the initial issuance of the Warrants, the Warrant Agent shall issue and register the Warrants in the names of the respective holders thereof in such denominations and otherwise in accordance with instructions delivered to the Warrant Agent by the Company. All of the Public Warrants shall initially be represented by one or more Book- Entry Warrant Certificates deposited with The Depository Trust Company (the "Depository") and registered in the name of Cede & Co., a nominee of the Depository. Ownership of beneficial interests in the Public Warrants shall be shown on, and the transfer of such ownership shall be effected through, records maintained by (i) the Depository or its nominee for each Book- Entry Warrant Certificate, or (ii) institutions that have accounts with the Depository (each such institution, with respect to a Warrant in its account, a "Participant"). If the Depository subsequently ceases to make its book- entry settlement system available for the Public Warrants, the Company may instruct the Warrant Agent regarding making other arrangements for book- entry settlement. In the event that the Public Warrants are not eligible for, or it is no longer necessary to have the Public Warrants available in, book- entry form, the Warrant Agent shall provide written instructions to the Depository to deliver to the Warrant Agent for cancellation each Book- Entry Warrant Certificate, and the Company shall instruct the Warrant Agent to deliver to the Depository definitive certificates in physical form evidencing such Warrants ("Definitive Warrant Certificate"). Such Definitive Warrant Certificate shall be in the form annexed hereto as Exhibit A, with appropriate insertions, modifications and omissions, as provided above.

2. 3. 2 Registered Holder. Prior to due presentation for registration of transfer of any Warrant, the Company and the Warrant Agent may deem and treat the person in whose name such Warrant is registered in the Warrant Register (the "Registered Holder") as the absolute owner of such Warrant and of each Warrant represented thereby (notwithstanding any notation of ownership or other writing on a Definitive Warrant Certificate made by anyone other than the Company or the Warrant Agent), for the purpose of any exercise thereof, and for all other purposes, and neither the Company nor the Warrant Agent shall be affected by any notice to the contrary.

2. 4 Detachability of Warrants. The Ordinary Shares and Public Warrants comprising the Units shall begin separate trading on the 52nd day following the date of the Prospectus or, if such 52nd day is not on a day, other than a Saturday, Sunday or federal holiday, on which banks in New York City are generally open for normal business (a "Business Day"), then on the immediately succeeding Business Day following such date, or earlier (the "Detachment Date") with the consent of Cantor Fitzgerald & Co., as representative of the several underwriters, but in no event shall the Ordinary Shares and the Public Warrants comprising the Units be separately traded until (A) the Company has filed a current report on Form 8- K with the Commission containing an audited balance sheet reflecting the receipt by the Company of the gross proceeds of the Offering, including the proceeds received by the Company from the exercise by the underwriters of their right to purchase additional Units in the Offering (the "Over- allotment Option"), if the Over- allotment Option is exercised prior to the filing of the Form 8- K, and (B) the Company issues a press release and files with the Commission a current report on Form 8- K announcing when such separate trading shall begin.

2. 5 Fractional Warrants. The Company shall not issue fractional Warrants other than as part of the Units, each of which is comprised of one Ordinary Share and one- third of one Public Warrant. If, upon the detachment of Public Warrants from Units or otherwise, a holder of Warrants would be entitled to receive a fractional Warrant, the Company shall round down to the nearest whole number of Warrants to be issued to such holder.

2. 6 Private Placement Warrants and Working Capital Warrants. The Private Placement Warrants and the Working Capital Warrants shall be identical to the Public Warrants, except that until the date that is thirty (30) days after the completion by the Company of an initial Business Combination (as defined below) the Private Placement Warrants and the Working Capital Warrants may not be transferred, assigned or sold by the holders thereof, other than: (a) to the Company's officers or directors, any affiliate or family member of any of the Company's officers or directors, any affiliate of the Sponsor or Cantor or to any members of the Sponsor, Cantor or any of their affiliates; (b) in the case of an individual, by gift to a member of such individual's immediate family or to a trust, the beneficiary of which is a member of such individual's immediate family, an affiliate of such individual or to a charitable organization; (c) in the case of an individual, by virtue of laws of descent and distribution upon death of such person; (d) in the case of an individual, pursuant to a qualified domestic relations order; (e) by private sales or transfers made in connection with any forward purchase agreement or similar arrangement or in connection with the consummation of an initial Business Combination at prices no greater than the price at which the Warrants were originally purchased; (f) by virtue of the laws of the Cayman Islands or the limited liability company agreement of the Sponsor upon dissolution of the Sponsor; (g) in the event of the Company's liquidation prior to the consummation of a Business Combination; or (h) in the event that, subsequent to the consummation of a Business Combination, the Company completes a liquidation, merger, share exchange or other similar transaction which results in all of the Company's shareholders having the right to exchange their Ordinary Shares for cash, securities or other property; provided, however, that, in the case of clauses (a) through (f), these transferees (the "Permitted Transferees") enter into a written agreement with the Company agreeing to be bound by the transfer restrictions in this Agreement and the other restrictions contained in the letter agreement, dated as of the date hereof, by and among the Company, the Sponsor and the Company's officers and directors.

2. 7 Working Capital Warrants. Each of the Working Capital Warrants shall be identical to the Private Placement Warrants.

2. 8 Post- IPO Warrants. The Post- IPO Warrants, when and if issued, shall have the same terms and be in the same form as the Public Warrants except as may be agreed upon by the Company.

2. 9 Termination of Warrants Held by Cantor. Cantor hereby agrees that it shall have the right to exercise until and shall forfeit to the Company for cancellation any Warrants held by it on the date that is five years after the effective date of the Registration Statement in accordance with FINRA Rule 5110 (g) (8) (A).

3.

Terms and Exercise of Warrants. 3. 1 **Warrant Price.** Each Warrant shall entitle the Registered Holder thereof, subject to the provisions of such Warrant and of this Agreement, including without limitation, subsection 3. 3. 5, to purchase from the Company the number of Ordinary Shares stated therein, at the price of \$ 11. 50 per share, subject to the adjustments provided in Section 4 hereof and in the last sentence of this Section 3. 1. The term “ Warrant Price ” as used in this Agreement shall mean the price per share at which Ordinary Shares may be purchased at the time a Warrant is exercised. The Company in its sole discretion may lower the Warrant Price at any time prior to the Expiration Date (as defined below) for a period of not less than twenty (20) Business Days, provided, that the Company shall provide at least twenty (20) days prior written notice of such reduction to Registered Holders of the Warrants and, provided further that any such reduction shall be identical among all of the Warrants.

3. 2 **Duration of Warrants.** A Warrant may be exercised only during the period (the “ Exercise Period ”) commencing on the date that is thirty (30) days after the first date on which the Company completes a merger, capital share exchange, asset acquisition, share purchase, reorganization or similar business combination, involving the Company and one or more businesses (a “ Business Combination ”), and terminating on the earlier to occur of: (i) at 5: 00 p. m., New York City time on the date that is five (5) years after the date on which the Company completes its initial Business Combination, (ii) the liquidation of the Company and (iii) the Redemption Date (as defined below) as provided in Section 6. 2 hereof (the “ Expiration Date ”); provided, however, that the exercise of any Warrant shall be subject to the satisfaction of any applicable conditions, as set forth in subsection 3. 3. 2 below, with respect to an effective registration statement. Except with respect to the right to receive the Redemption Price (as defined below) in the event of a redemption (as set forth in Section 6 hereof), each outstanding Warrant not exercised on or before the Expiration Date shall become void, and all rights thereunder and all rights in respect thereof under this Agreement shall cease at 5: 00 p. m. New York City time on the Expiration Date. The Company in its sole discretion may extend the duration of the Warrants by delaying the Expiration Date; provided that the Company shall provide at least twenty (20) days prior written notice of any such extension to Registered Holders of the Warrants and, provided further that any such extension shall be identical in duration among all the Warrants.

3. 3 **Exercise of Warrants.** 3. 3. 1 **Payment.** Subject to the provisions of the Warrant and this Agreement, including without limitation, subsection 3. 3. 5, a Warrant may be exercised by the Registered Holder thereof by delivering to the Warrant Agent at its corporate trust department (i) the Definitive Warrant Certificate evidencing the Warrants to be exercised, or, in the case of a Book- Entry Warrant Certificate, the Warrants to be exercised (the “ Book- Entry Warrants ”) on the records of the Depository to an account of the Warrant Agent at the Depository designated for such purposes in writing by the Warrant Agent to the Depository from time to time, (ii) an election to purchase (“ Election to Purchase ”) Ordinary Shares pursuant to the exercise of a Warrant, properly completed and executed by the Registered Holder on the reverse of the Definitive Warrant Certificate or, in the case of a Book- Entry Warrant Certificate, properly delivered by the Participant in accordance with the Depository’s procedures, and (iii) payment in full of the Warrant Price for each full Ordinary Share as to which the Warrant is exercised and any and all applicable taxes due in connection with the exercise of the Warrant, the exchange of the Warrant for the Ordinary Shares and the issuance of such Ordinary Shares, as follows: (a) in lawful money of the United States, in good certified check or good bank draft payable to the order of the Warrant Agent or by wire transfer of immediately available funds; (b) in the event of a redemption pursuant to Section 6 hereof in which the Company’s board of directors (the “ Board ”) has elected to require all holders of the Warrants to exercise such Warrants on a “ cashless basis, ” by surrendering the Warrants for that number of Ordinary Shares equal to the quotient obtained by dividing (x) the product of the number of Ordinary Shares underlying the Warrants, multiplied by the excess of the “ Fair Market Value ”, as defined in this subsection 3. 3. 1 (b), over the Warrant Price by (y) the Fair Market Value. Solely for purposes of this subsection 3. 3. 1 (b) and Section 6. 3, the “ Fair Market Value ” shall mean the average closing price of the Ordinary Shares for the ten (10) trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of the Warrants, pursuant to Section 6 hereof; or (c) as provided in Section 7. 4 hereof.

3. 3. 2 **Issuance of Ordinary Shares on Exercise.** As soon as practicable after the exercise of any Warrant and the clearance of the funds in payment of the Warrant Price (if payment is pursuant to subsection 3. 3. 1 (a)), the Company shall issue to the Registered Holder of such Warrant a book- entry position or certificate, as applicable, for the number of full Ordinary Shares to which he, she or it is entitled, registered in such name or names as may be directed by him, her or it, and if such Warrant shall not have been exercised in full, a new book- entry position or countersigned Warrant, as applicable, for the number of Ordinary Shares as to which such Warrant shall not have been exercised. If fewer than all the Warrants evidenced by a Book- Entry Warrant Certificate are exercised, a notation shall be made to the records maintained by the Depository, its nominee for each Book- Entry Warrant Certificate, or a Participant, as appropriate, evidencing the balance of the Warrants remaining after such exercise. Notwithstanding the foregoing, the Company shall not be obligated to deliver any Ordinary Shares pursuant to the exercise of a Warrant and shall have no obligation to settle such Warrant exercise unless a registration statement under the Securities Act with respect to the Ordinary Shares underlying the Warrants is then effective and a prospectus relating thereto is current, subject to the Company’s satisfying its obligations under Section 7. 4. No Warrant shall be exercisable and the Company shall not be obligated to issue Ordinary Shares upon exercise of a Warrant unless the Ordinary Shares issuable upon such Warrant exercise have been registered, qualified or deemed to be exempt from registration or qualification under the securities laws of the state of residence of the Registered Holder of the Warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a Warrant, the holder of such Warrant shall not be entitled to exercise such Warrant and such Warrant may have no value and expire worthless, in which case the purchaser of a Unit containing such Warrants shall have paid the full purchase price for the Unit solely for the Ordinary Shares underlying such Unit. In no event will the Company be required to net cash settle the Warrant exercise. The Company may require holders of Public Warrants to settle the Warrant on a “ cashless basis ” pursuant to Section 7. 4. If, by reason of any exercise of Warrants on a “ cashless basis ”, the holder of any Warrant would be entitled, upon the exercise of such Warrant, to receive a fractional interest in an Ordinary Share, the Company shall round down to the nearest whole number, the number of Ordinary Shares to be issued to such holder.

3. 3. 3 **Valid Issuance.** All Ordinary Shares issued upon the proper exercise of a Warrant in conformity with this Agreement shall be validly issued, fully paid and non- assessable.

3. 3. 4 **Date of Issuance.** Each person in whose name any book- entry position or certificate, as applicable, for Ordinary Shares is issued shall for all purposes be deemed to have become the holder of record of such Ordinary Shares on the date on which the Warrant, or book- entry position representing such Warrant, was surrendered and payment of the Warrant Price was made, irrespective of the date of delivery of

such certificate in the case of a certificated Warrant, except that, if the date of such surrender and payment is a date when the share transfer books of the Company or book- entry system of the Warrant Agent are closed, such person shall be deemed to have become the holder of such Ordinary Shares at the close of business on the next succeeding date on which the share transfer books or book- entry system are open.

3.3.5 Maximum Percentage. A holder of a Warrant may notify the Company in writing in the event it elects to be subject to the provisions contained in this subsection 3.3.5; however, no holder of a Warrant shall be subject to this subsection 3.3.5 unless he, she or it makes such election. If the election is made by a holder, the Warrant Agent shall not effect the exercise of the holder's Warrant, and such holder shall not have the right to exercise such Warrant, to the extent that after giving effect to such exercise, such person (together with such person's affiliates) or any "group" of which Holder or its affiliates is a member, would beneficially own in excess of 4.9% or 9.8% (or such other amount as a holder may specify) (the "Maximum Percentage") of the Ordinary Shares outstanding immediately after giving effect to such exercise. For purposes of the foregoing sentence, the aggregate number of Ordinary Shares beneficially owned by such person and its affiliates, or any group of which such person and its affiliates is a member, shall include the number of Ordinary Shares issuable upon exercise of the Warrant with respect to which the determination of such sentence is being made, but shall exclude Ordinary Shares that would be issuable upon (x) exercise of the remaining, unexercised portion of the Warrant beneficially owned by such person and its affiliates, or any group of which such person or its affiliates is a member, and (y) exercise or conversion of the unexercised or unconverted portion of any other securities of the Company beneficially owned by such person and its affiliates, or any group of which such person or its affiliates is a member (including, without limitation, any convertible notes or convertible preference shares or warrants) subject to a limitation on conversion or exercise analogous to the limitation contained herein. Except as set forth in the preceding sentence, for purposes of this paragraph, beneficial ownership shall be calculated in accordance with Section 13 (d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the applicable regulations of the Commission. For purposes hereof, "group" has the meaning set forth in Section 13 (d) of the Exchange Act and applicable regulations of the Commission, and the percentage held by Holder shall be determined in a manner consistent with the provisions of Section 13 (d) of the Exchange Act. To the extent that a holder makes the election described in this subsection 3.3.5, the Warrant Agent shall not effect the exercise of the holder's Warrant, and such holder shall not have the right to exercise such Warrant unless it provides to the Warrant Agent in its Election to Purchase, a certification that, upon after giving effect to such exercise, such person (together with such person's affiliates) or any "group" of which Holder or its affiliates is a member, would beneficially own in excess of the Maximum Percentage of the Ordinary Shares outstanding immediately after giving effect to such exercise as determined in accordance with this subsection 3.3.5. For purposes of the Warrant, in determining the number of outstanding Ordinary Shares, the holder may rely on the number of outstanding Ordinary Shares as reflected in (1) the Company's most recent Annual Report on Form 10- K, Quarterly Report on Form 10- Q, current report on Form 8- K or other public filing with the Commission as the case may be, (2) a more recent public announcement by the Company or (3) any other notice by the Company or the Transfer Agent setting forth the number of Ordinary Shares outstanding. For any reason at any time, upon the written request of the holder of the Warrant, the Company shall, within two (2) Business Days, confirm orally and in writing to such holder the number of Ordinary Shares then outstanding. In any case, the number of outstanding Ordinary Shares shall be determined after giving effect to the conversion or exercise of equity securities of the Company by the holder and its affiliates since the date as of which such number of outstanding Ordinary Shares was reported. By written notice to the Company, the holder of a Warrant may from time to time increase or decrease the Maximum Percentage applicable to such holder to any other percentage specified in such notice; provided, however, that any such increase shall not be effective until the sixty- first (61st) day after such notice is delivered to the Company.

4. Adjustments.

4.1 Share Capitalizations.

4.1.1 Split- Ups. If after the date hereof, and subject to the provisions of Section 4.6 below, the number of outstanding Ordinary Shares is increased by a share capitalization payable in Ordinary Shares, or by a split- up of Ordinary Shares or other similar event, then, on the effective date of such share capitalization, split- up or similar event, the number of Ordinary Shares issuable on exercise of each Warrant shall be increased in proportion to such increase in the outstanding Ordinary Shares. A rights offering to holders of the Ordinary Shares entitling holders to purchase Ordinary Shares at a price less than the "Fair Market Value" (as defined below) shall be deemed a share capitalization of a number of Ordinary Shares equal to the product of (i) the number of Ordinary Shares actually sold in such rights offering (or issuable under any other equity securities sold in such rights offering that are convertible into or exercisable for the Ordinary Shares) multiplied by (ii) one (1) minus the quotient of (x) the price per Ordinary Share paid in such rights offering and divided by (y) the Fair Market Value. For purposes of this subsection 4.1.1, (i) if the rights offering is for securities convertible into or exercisable for Ordinary Shares, in determining the price payable for Ordinary Shares, there shall be taken into account any consideration received for such rights, as well as any additional amount payable upon exercise or conversion and (ii) "Fair Market Value" means the volume weighted average price of the Ordinary Shares as reported during the ten (10) trading day period ending on the trading day prior to the first date on which the Ordinary Shares trade on the applicable exchange or in the applicable market, regular way, without the right to receive such rights.

4.1.2 Extraordinary Dividends. If the Company, at any time while the Warrants are outstanding and unexpired, shall pay a dividend or make a distribution in cash, securities or other assets to the holders of the Ordinary Shares on account of such Ordinary Shares (or other of the Company's share capital into which the Warrants are convertible), other than (a) as described in subsection 4.1.1 above, (b) Ordinary Cash Dividends (as defined below), (c) to satisfy the redemption rights of the holders of the Ordinary Shares in connection with a proposed initial Business Combination, (d) to satisfy the redemption rights of the holders of Ordinary Shares in connection with a shareholder vote to amend the Company's amended and restated memorandum and articles of association (as amended from time to time, the "Charter") to modify the substance or timing of the Company's obligation to redeem 100% of the Ordinary Shares included in the Units sold in the Offering if the Company does not complete the Business Combination within the period set forth in the Charter or with respect to any other material provisions relating to shareholders' rights or pre- initial Business Combination activity, or to provide for redemption in connection with a Business Combination or (e) in connection with the redemption of public Ordinary Shares included in the Units sold in the Offering upon the failure of the Company to complete its initial Business Combination and any subsequent distribution of its assets upon its liquidation (any such non- excluded event being referred to herein as an "Extraordinary Dividend"), then the Warrant Price shall be decreased, effective immediately after the effective date of such Extraordinary Dividend, by the amount of cash and / or

the fair market value (as determined by the Board, in good faith) of any securities or other assets paid on each Ordinary Share in respect of such Extraordinary Dividend. For purposes of this subsection 4. 1. 2, “ Ordinary Cash Dividends ” means any cash dividend or cash distribution which, when combined on a per share basis, with the per share amounts of all other cash dividends and cash distributions paid on the Ordinary Shares during the 365- day period ending on the date of declaration of such dividend or distribution (as adjusted to appropriately reflect any of the events referred to in other subsections of this Section 4 and excluding cash dividends or cash distributions that resulted in an adjustment to the Warrant Price or to the number of Ordinary Shares issuable on exercise of each Warrant) does not exceed \$ 0. 50 (being 5 % of the offering price of the Units in the Offering).

4. 2 Aggregation of Shares. If after the date hereof, and subject to the provisions of Section 4. 6 hereof, the number of outstanding Ordinary Shares is decreased by a consolidation, combination, reverse share split or reclassification of Ordinary Shares or other similar event, then, on the effective date of such consolidation, combination, reverse share split, reclassification or similar event, the number of Ordinary Shares issuable on exercise of each Warrant shall be decreased in proportion to such decrease in outstanding Ordinary Shares.

4. 3 Adjustments in Warrant Price.

4. 3. 1 Whenever the number of Ordinary Shares purchasable upon the exercise of the Warrants is adjusted, as provided in subsection 4. 1. 1 or Section 4. 2 above, the Warrant Price shall be adjusted (to the nearest cent) by multiplying such Warrant Price immediately prior to such adjustment by a fraction (x) the numerator of which shall be the number of Ordinary Shares purchasable upon the exercise of the Warrants immediately prior to such adjustment, and (y) the denominator of which shall be the number of Ordinary Shares so purchasable immediately thereafter.

4. 3. 2 If (x) the Company issues additional Ordinary Shares or equity- linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than \$ 9. 20 per Ordinary Share (with such issue price or effective issue price to be determined in good faith by the Board and, in the case of any such issuance to the initial shareholders (as defined in the Prospectus) or their affiliates, without taking into account any Class B Ordinary Shares (as defined below) held by such shareholders or their affiliates, as applicable, prior to such issuance (the “ Newly Issued Price ”)), (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for funding the initial Business Combination on the date of the consummation of the Company’ s Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Ordinary Shares during the 20 trading day period starting on the trading day prior to the day on which the Company consummates the Business Combination (such price, the “ Market Value ”) is below \$ 9. 20 per share, the Warrant Price shall be adjusted (to the nearest cent) to be equal to 115 % of the higher of the Market Value and the Newly Issued Price, and the last sales price of the Ordinary Shares that triggers the Company’ s right to redeem the Warrants pursuant to Section 6. 1 below shall be adjusted (to the nearest cent) to be equal to 180 % of the higher of the Market Value and the Newly Issued Price.

4. 4 Replacement of Securities upon Reorganization, etc. In case of any reclassification or reorganization of the outstanding Ordinary Shares (other than a change under subsections 4. 1. 1 or 4. 1. 2 or Section 4. 2 hereof or that solely affects the par value of such Ordinary Shares), or in the case of any merger or consolidation of the Company with or into another entity or conversion of the Company as another entity (other than a consolidation or merger in which the Company is the continuing corporation (and is not a subsidiary of another entity whose shareholders did not own all or substantially all of the Ordinary Shares of the Company in substantially the same proportions immediately before such transaction) and that does not result in any reclassification or reorganization of the outstanding Ordinary Shares), or in the case of any sale or conveyance to another entity of the assets or other property of the Company as an entirety or substantially as an entirety in connection with which the Company is dissolved, the holders of the Warrants shall thereafter have the right to purchase and receive, upon the basis and upon the terms and conditions specified in the Warrants and in lieu of the Ordinary Shares of the Company immediately theretofore purchasable and receivable upon the exercise of the rights represented thereby, the kind and amount of shares or other securities or property (including cash) receivable upon such reclassification, reorganization, merger or consolidation, or upon a dissolution following any such sale or transfer, that the holder of the Warrants would have received if such holder had exercised his, her or its Warrant (s) immediately prior to such event (the “ Alternative Issuance ”); provided, however, that if the holders of the Ordinary Shares were entitled to exercise a right of election as to the kind or amount of securities, cash or other assets receivable upon such consolidation or merger, then the kind and amount of securities, cash or other assets constituting the Alternative Issuance for which each Warrant shall become exercisable shall be deemed to be the weighted average of the kind and amount received per share by the holders of the Ordinary Shares in such consolidation or merger that affirmatively make such election; provided further that if less than 70 % of the consideration receivable by the holders of the Ordinary Shares in the applicable event is payable in the form of capital stock or shares in the successor entity that is listed for trading on a national securities exchange or is quoted in an established over- the- counter market, or is to be so listed for trading or quoted immediately following such event, and if the Registered Holder properly exercises the Warrant within thirty (30) days following the public disclosure of the consummation of such applicable event by the Company pursuant to a Current Report on Form 8- K filed with the Commission, the Warrant Price shall be reduced by an amount (in dollars) equal to the difference (but in no event less than zero) of (i) the Warrant Price in effect prior to such reduction minus (ii) (A) the Per Share Consideration (as defined below) minus (B) the Black- Scholes Warrant Value (as defined below). The “ Black- Scholes Warrant Value ” means the value of a Warrant immediately prior to the consummation of the applicable event based on the Black- Scholes Warrant Model for a Capped American Call on Bloomberg Financial Markets (“ Bloomberg ”). For purposes of calculating such amount, (1) Section 6 of this Agreement shall be taken into account, (2) the price of each Ordinary Share shall be the volume weighted average price of the Ordinary Shares as reported during the ten (10) trading day period ending on the trading day prior to the effective date of the applicable event, (3) the assumed volatility shall be the 90 day volatility obtained from the HVT function on Bloomberg determined as of the trading day immediately prior to the day of the announcement of the applicable event, and (4) the assumed risk- free interest rate shall correspond to the U. S. Treasury rate for a period equal to the remaining term of the Warrant. “ Per Share Consideration ” means (i) if the consideration paid to holders of the Ordinary Shares consists exclusively of cash, the amount of such cash per Ordinary Share, and (ii) in all other cases, the volume weighted average price of the Ordinary Shares as reported during the ten (10) trading day period ending on the trading day prior to the effective date of the applicable event. If any reclassification or reorganization also results in a change in Ordinary Shares covered by subsection 4. 1. 1, then such adjustment shall be made pursuant to subsection 4. 1. 1 or Sections 4. 2, 4. 3 and this Section 4. 4. The provisions of this Section 4. 4 shall

similarly apply to successive reclassifications, reorganizations, mergers or consolidations, sales or other transfers. In no event will the Warrant Price be reduced to less than the par value per share issuable upon exercise of the Warrant. 4.5 Notices of Changes in Warrant. Upon every adjustment of the Warrant Price or the number of Ordinary Shares issuable upon exercise of a Warrant, the Company shall give written notice thereof to the Warrant Agent, which notice shall state the Warrant Price resulting from such adjustment and the increase or decrease, if any, in the number of Ordinary Shares purchasable at such price upon the exercise of a Warrant, setting forth in reasonable detail the method of calculation and the facts upon which such calculation is based. Upon the occurrence of any event specified in Sections 4.1, 4.2, 4.3 or 4.4, the Company shall give written notice of the occurrence of such event to each holder of a Warrant, at the last address set forth for such holder in the Warrant Register, of the record date or the effective date of the event. Failure to give such notice, or any defect therein, shall not affect the legality or validity of such event. 4.6 No Fractional Shares. Notwithstanding any provision contained in this Agreement to the contrary, the Company shall not issue fractional Ordinary Shares upon the exercise of Warrants. If, by reason of any adjustment made pursuant to this Section 4, the holder of any Warrant would be entitled, upon the exercise of such Warrant, to receive a fractional interest in a share, the Company shall, upon such exercise, round down to the nearest whole number the number of Ordinary Shares to be issued to such holder. 4.7 Form of Warrant. The form of Warrant need not be changed because of any adjustment pursuant to this Section 4, and Warrants issued after such adjustment may state the same Warrant Price and the same number of Ordinary Shares as is stated in the Warrants initially issued pursuant to this Agreement; provided, however, that the Company may at any time in its sole discretion make any change in the form of Warrant that the Company may deem appropriate and that does not affect the substance thereof, and any Warrant thereafter issued or countersigned, whether in exchange or substitution for an outstanding Warrant or otherwise, may be in the form as so changed. 4.8 Other Events. In case any event shall occur affecting the Company as to which none of the provisions of the preceding subsections of this Section 4 are strictly applicable, but which would require an adjustment to the terms of the Warrants in order to (i) avoid an adverse impact on the Warrants and (ii) effectuate the intent and purpose of this Section 4, then, in each such case, the Company shall appoint a firm of independent public accountants, investment banking or other appraisal firm of recognized national standing, which shall give its opinion as to whether or not any adjustment to the rights represented by the Warrants is necessary to effectuate the intent and purpose of this Section 4 and, if they determine that an adjustment is necessary, the terms of such adjustment. The Company shall adjust the terms of the Warrants in a manner that is consistent with any adjustment recommended in such opinion. For the avoidance of doubt, all adjustments made pursuant to this Section 4.8 shall be made equally to all outstanding Warrants. 4.9 No Adjustment. For the avoidance of doubt, no adjustment shall be made to the terms of the Warrants solely as a result of an adjustment to the conversion ratio of the Company's Class B ordinary shares (the "Class B Ordinary Shares") into Ordinary Shares or the conversion of the Class B Ordinary Shares into Ordinary Shares, in each case, pursuant to the Charter. 5. Transfer and Exchange of Warrants. 5.1 Registration of Transfer. The Warrant Agent shall register the transfer, from time to time, of any outstanding Warrant upon the Warrant Register, upon surrender of such Warrant for transfer, in the case of a certificated Warrant, properly endorsed with signatures properly guaranteed and accompanied by appropriate instructions for transfer. Upon any such transfer, a new Warrant representing an equal aggregate number of Warrants shall be issued and the old Warrant shall be cancelled by the Warrant Agent. In the case of certificated Warrants, the Warrants so cancelled shall be delivered by the Warrant Agent to the Company from time to time upon request. 5.2 Procedure for Surrender of Warrants. Warrants may be surrendered to the Warrant Agent, together with a written request for exchange or transfer, and thereupon the Warrant Agent shall issue in exchange therefor one or more new Warrants as requested by the Registered Holder of the Warrants so surrendered, representing an equal aggregate number of Warrants; provided, however, that except as otherwise provided herein or in any Book-Entry Warrant Certificate or Definitive Warrant Certificate, each Book-Entry Warrant Certificate and Definitive Warrant Certificate may be transferred only in whole and only to the Depository, to another nominee of the Depository, to a successor depository, or to a nominee of a successor depository; provided further, however, that in the event that a Warrant surrendered for transfer bears a restrictive legend (as in the case of the Private Placement Warrants and the Working Capital Warrants), the Warrant Agent shall not cancel such Warrant and issue new Warrants in exchange thereof until the Warrant Agent has received an opinion of counsel for the Company stating that such transfer may be made and indicating whether the new Warrants must also bear a restrictive legend. 5.3 Fractional Warrants. The Warrant Agent shall not be required to effect any registration of transfer or exchange which shall result in the issuance of a warrant certificate or book-entry position for a fraction of a warrant, except as part of the Units. 5.4 Service Charges. No service charge shall be made for any exchange or registration of transfer of Warrants. 5.5 Warrant Execution and Countersignature. The Warrant Agent is hereby authorized to countersign and to deliver, in accordance with the terms of this Agreement, the Warrants required to be issued pursuant to the provisions of this Section 5, and the Company, whenever required by the Warrant Agent, shall supply the Warrant Agent with Warrants duly executed on behalf of the Company for such purpose. 5.6 Transfer of Warrants. Prior to the Detachment Date, the Public Warrants may be transferred or exchanged only together with the Unit in which such Warrant is included, and only for the purpose of effecting, or in conjunction with, a transfer or exchange of such Unit. Furthermore, each transfer of a Unit on the register relating to such Units shall operate also to transfer the Warrants included in such Unit. Notwithstanding the foregoing, the provisions of this Section 5.6 shall have no effect on any transfer of Warrants on and after the Detachment Date. 6. Redemption. 6.1 Redemption of Warrants for Cash. All, but not less than all, of the outstanding Warrants may be redeemed, at the option of the Company, at any time while they are exercisable and prior to their expiration, at the office of the Warrant Agent, upon notice to the Registered Holders of the Warrants, as described in Section 6.2 below, at the price of \$0.01 per Warrant (the "Redemption Price"); provided that the closing price of the Ordinary Shares reported has been at least \$18.00 per share (subject to adjustment in compliance with Section 4 hereof), on each of twenty (20) trading days within the thirty (30) trading-day period ending on the third Business Day prior to the date on which notice of the redemption is given; provided further there is an effective registration statement covering the issuance of the Ordinary Shares issuable upon exercise of the Warrants, and a current prospectus relating thereto, available throughout the 30-day Redemption Period (as defined in Section 6.2 below) or the Company has elected to require the exercise of the Warrants on a "cashless basis" pursuant to subsection 3.3.1 and such cashless exercise is exempt from registration under the Securities Act. 6.2 Date Fixed for, and Notice of, Redemption. In the event that the Company elects to redeem all of the Warrants pursuant to Section 6.1, the Company shall fix a date for the

redemption (the "Redemption Date"). Notice of redemption shall be mailed by first class mail, postage prepaid, by the Company not less than thirty (30) days prior to the Redemption Date (such period, the "Redemption Period") to the Registered Holders of the Warrants to be redeemed at their last addresses as they shall appear on the registration books. Any notice mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the Registered Holder received such notice.

6.3 Exercise After Notice of Redemption. The Warrants may be exercised, for cash (or on a "cashless basis" in accordance with subsection 3.3.1 (b) of this Agreement, as applicable) at any time after notice of redemption shall have been given by the Company pursuant to Section 6.2 hereof and prior to the Redemption Date. In the event that the Company determines to require all holders of Warrants to exercise their Warrants on a "cashless basis" pursuant to subsection 3.3.1 (b), the notice of redemption shall contain the information necessary to calculate the number of Ordinary Shares to be received upon exercise of the Warrants, including the "Fair Market Value" (as such term is defined in subsection 3.3.1 (b) hereof) in such case. On and after the Redemption Date, the record holder of the Warrants shall have no further rights except to receive, upon surrender of the Warrants, the Redemption Price.

7. Other Provisions Relating to Rights of Holders of Warrants.

7.1 No Rights as Shareholder. A Warrant does not entitle the Registered Holder thereof to any of the rights of a shareholder of the Company, including, without limitation, the right to receive dividends, or other distributions, exercise any preemptive rights to vote or to consent or to receive notice as shareholders in respect of the meetings of shareholders or the election of directors of the Company or any other matter.

7.2 Lost, Stolen, Mutilated, or Destroyed Warrants. If any Warrant is lost, stolen, mutilated, or destroyed, the Company and the Warrant Agent may on such terms as to indemnity or otherwise as they may in their discretion impose (which shall, in the case of a mutilated Warrant, include the surrender thereof), issue a new Warrant of like denomination, tenor, and date as the Warrant so lost, stolen, mutilated, or destroyed. Any such new Warrant shall constitute a substitute contractual obligation of the Company, whether or not the allegedly lost, stolen, mutilated, or destroyed Warrant shall be at any time enforceable by anyone.

7.3 Reservation of Ordinary Shares. The Company shall at all times reserve and keep available a number of its authorized but unissued Ordinary Shares that shall be sufficient to permit the exercise in full of all outstanding Warrants issued pursuant to this Agreement.

7.4 Registration of Ordinary Shares; Cashless Exercise at Company's Option.

7.4.1 Registration of the Ordinary Shares. The Company agrees that as soon as practicable, but in no event later than fifteen (15) Business Days after the closing of its initial Business Combination, it shall use its best efforts to file with the Commission a registration statement registering, under the Securities Act, the issuance of the Ordinary Shares issuable upon exercise of the Warrants. The Company shall use its best efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration of the Warrants in accordance with the provisions of this Agreement. If any such registration statement has not been declared effective by the 60th Business Day following the closing of the Business Combination, holders of the Warrants shall have the right, during the period beginning on the 61st Business Day after the closing of the Business Combination and ending upon such registration statement being declared effective by the Commission, and during any other period when the Company shall fail to have maintained an effective registration statement covering the Ordinary Shares issuable upon exercise of the Warrants, to exercise such Warrants on a "cashless basis," by exchanging the Warrants (in accordance with Section 3 (a) (9) of the Securities Act (or any successor rule) or another exemption) for that number of Ordinary Shares equal to the quotient obtained by dividing (x) the product of the number of Ordinary Shares underlying the Warrants, multiplied by the excess of the "Fair Market Value" (as defined below) over the Warrant Price by (y) the Fair Market Value. Solely for purposes of this subsection 7.4.1, "Fair Market Value" shall mean the average closing price of the Ordinary Shares for the ten (10) trading day period ending on the trading day prior to the date that notice of exercise is received by the Warrant Agent from the holder of such Warrants or its securities broker or intermediary. The date that notice of cashless exercise is received by the Warrant Agent shall be conclusively determined by the Warrant Agent. In connection with the "cashless exercise" of a Public Warrant, the Company shall, upon request, provide the Warrant Agent with an opinion of counsel for the Company (which shall be an outside law firm with securities law experience) stating that (i) the exercise of the Warrants on a cashless basis in accordance with this subsection 7.4.1 is not required to be registered under the Securities Act and (ii) the Ordinary Shares issued upon such exercise shall be freely tradable under United States federal securities laws by anyone who is not an affiliate (as such term is defined in Rule 144 under the Securities Act (or any successor rule)) of the Company and, accordingly, shall not be required to bear a restrictive legend. Except as provided in subsection 7.4.2, for the avoidance of any doubt, unless and until all of the Warrants have been exercised or have expired, the Company shall continue to be obligated to comply with its registration obligations under the first three sentences of this subsection 7.4.1.

7.4.2 Cashless Exercise at Company's Option. If the Ordinary Shares is at the time of any exercise of a Warrant not listed on a national securities exchange such that it satisfies the definition of a "covered security" under Section 18 (b) (1) of the Securities Act (or any successor rule), the Company may, at its option, require holders to exercise their Warrants on a "cashless basis" in accordance with Section 3 (a) (9) of the Securities Act (or any successor rule) as described in subsection 7.4.1 and (i) in the event the Company so elects, the Company shall not be required to file or maintain in effect a registration statement for the registration, under the Securities Act, of the Ordinary Shares issuable upon exercise of the Warrants, notwithstanding anything in this Agreement to the contrary or (ii) if the Company does not so elect, the Company agrees to use its best efforts to register or qualify for sale the Ordinary Shares issuable upon exercise of the Public Warrants under the blue sky laws of the state of residence of the exercising Public Warrant holder to the extent an exemption is not available.

8. Concerning the Warrant Agent and Other Matters.

8.1 Payment of Taxes. The Company shall from time to time promptly pay all taxes and charges that may be imposed upon the Company or the Warrant Agent in respect of the issuance or delivery of Ordinary Shares upon the exercise of the Warrants, but the Company shall not be obligated to pay any transfer taxes in respect of the Warrants or such Ordinary Shares.

8.2 Resignation, Consolidation, or Merger of Warrant Agent.

8.2.1 Appointment of Successor Warrant Agent. The Warrant Agent, or any successor to it hereafter appointed, may resign its duties and be discharged from all further duties and liabilities hereunder after giving sixty (60) days' notice in writing to the Company. If the office of the Warrant Agent becomes vacant by resignation or incapacity to act or otherwise, the Company shall appoint in writing a successor Warrant Agent in place of the Warrant Agent. If the Company shall fail to make such appointment within a period of thirty (30) days after it has been notified in writing of such resignation or incapacity by the Warrant Agent or by the holder of a Warrant (who shall, with such notice, submit his, her or its Warrant for inspection by the Company), then the holder of any Warrant may apply to the Supreme Court

of the State of New York for the County of New York for the appointment of a successor Warrant Agent at the Company's cost. Any successor Warrant Agent, whether appointed by the Company or by such court, shall be a corporation organized and existing under the laws of the State of New York, in good standing and having its principal office in the Borough of Manhattan, City and State of New York, and authorized under such laws to exercise corporate trust powers and subject to supervision or examination by federal or state authority. After appointment, any successor Warrant Agent shall be vested with all the authority, powers, rights, immunities, duties, and obligations of its predecessor Warrant Agent with like effect as if originally named as Warrant Agent hereunder, without any further act or deed; but if for any reason it becomes necessary or appropriate, the predecessor Warrant Agent shall execute and deliver, at the expense of the Company, an instrument transferring to such successor Warrant Agent all the authority, powers, and rights of such predecessor Warrant Agent hereunder; and upon request of any successor Warrant Agent the Company shall make, execute, acknowledge, and deliver any and all instruments in writing for more fully and effectually vesting in and confirming to such successor Warrant Agent all such authority, powers, rights, immunities, duties, and obligations.

8. 2. 2 Notice of Successor Warrant Agent. In the event a successor Warrant Agent shall be appointed, the Company shall give notice thereof to the predecessor Warrant Agent and the Transfer Agent for the Ordinary Shares not later than the effective date of any such appointment.

8. 2. 3 Merger or Consolidation of Warrant Agent. Any entity into which the Warrant Agent may be merged or with which it may be consolidated or any entity resulting from any merger or consolidation to which the Warrant Agent shall be a party shall be the successor Warrant Agent under this Agreement without any further act.

8. 3 Fees and Expenses of Warrant Agent.

8. 3. 1 Remuneration. The Company agrees to pay the Warrant Agent reasonable remuneration for its services as such Warrant Agent hereunder and shall, pursuant to its obligations under this Agreement, reimburse the Warrant Agent upon demand for all expenditures that the Warrant Agent may reasonably incur in the execution of its duties hereunder.

8. 3. 2 Further Assurances. The Company agrees to perform, execute, acknowledge, and deliver or cause to be performed, executed, acknowledged, and delivered all such further and other acts, instruments, and assurances as may reasonably be required by the Warrant Agent for the carrying out or performing of the provisions of this Agreement.

8. 4 Liability of Warrant Agent.

8. 4. 1 Reliance on Company Statement. Whenever in the performance of its duties under this Agreement, the Warrant Agent shall deem it necessary or desirable that any fact or matter be proved or established by the Company prior to taking or suffering any action hereunder, such fact or matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by a statement signed by the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, President, Executive Vice President, Vice President, Secretary or Chairman of the Board of the Company and delivered to the Warrant Agent. The Warrant Agent may rely upon such statement for any action taken or suffered in good faith by it pursuant to the provisions of this Agreement.

8. 4. 2 Indemnity. The Warrant Agent shall be liable hereunder only for its own gross negligence, willful misconduct, fraud or bad faith. The Company agrees to indemnify the Warrant Agent and save it harmless against any and all liabilities, including judgments, costs and reasonable counsel fees, for anything done or omitted by the Warrant Agent in the execution of this Agreement, except as a result of the Warrant Agent's gross negligence, willful misconduct or bad faith.

8. 4. 3 Exclusions. The Warrant Agent shall have no responsibility with respect to the validity of this Agreement or with respect to the validity or execution of any Warrant (except its countersignature thereof). The Warrant Agent shall not be responsible for any breach by the Company of any covenant or condition contained in this Agreement or in any Warrant. The Warrant Agent shall not be responsible to make any adjustments required under the provisions of Section 4 hereof or responsible for the manner, method, or amount of any such adjustment or the ascertaining of the existence of facts that would require any such adjustment; nor shall it by any act hereunder be deemed to make any representation or warranty as to the authorization or reservation of any Ordinary Shares to be issued pursuant to this Agreement or any Warrant or as to whether any Ordinary Shares shall, when issued, be valid and fully paid and non-assessable.

8. 5 Acceptance of Agency. The Warrant Agent hereby accepts the agency established by this Agreement and agrees to perform the same upon the terms and conditions herein set forth and among other things, shall account promptly to the Company with respect to Warrants exercised and concurrently account for, and pay to the Company, all monies received by the Warrant Agent for the purchase of Ordinary Shares through the exercise of the Warrants.

8. 6 Waiver. The Warrant Agent has no right of set-off or any other right, title, interest or claim of any kind ("Claim") in, or to any distribution of, the Trust Account (as defined in that certain Investment Management Trust Agreement, dated as of the date hereof, by and between the Company and the Warrant Agent as trustee thereunder) and hereby agrees not to seek recourse, reimbursement, payment or satisfaction for any Claim against the Trust Account for any reason whatsoever. The Warrant Agent hereby waives any and all Claims against the Trust Account and any and all rights to seek access to the Trust Account.

9. Miscellaneous Provisions.

9. 1 Successors. All the covenants and provisions of this Agreement by or for the benefit of the Company or the Warrant Agent shall bind and inure to the benefit of their respective successors and assigns.

9. 2 Notices. Any notice, statement or demand authorized by this Agreement to be given or made by the Warrant Agent or by the holder of any Warrant to or on the Company shall be sufficiently given when so delivered if by hand or overnight delivery or if sent by certified mail or private courier service within five (5) days after deposit of such notice, postage prepaid, addressed (until another address is filed in writing by the Company with the Warrant Agent), as follows: New York, NY 10007 Attention: Hans Thomas, Chief Executive Officer Any notice, statement or demand authorized by this Agreement to be given or made by the holder of any Warrant or by the Company to or on the Warrant Agent shall be sufficiently given when so delivered if by hand or overnight delivery or if sent by certified mail or private courier service within five (5) days after deposit of such notice, postage prepaid, addressed (until another address is filed in writing by the Warrant Agent with the Company), as follows: 1 State Street, 30th Floor New York, NY 10004 Attention: Compliance Department in each case, with copies to: White & Case LLP 1221 Avenue of the Americas New York, NY 10020 Attn: Joel L. Rubinstein, Esq. Email: joel.rubinstein@whitecase.com Ellenoff Grossman & Schole LLP 1345 Avenue of the Americas New York, NY 10105 Attn: Douglas S. Ellenoff Stuart Neuhauser Email: ellenoff@egsllp.com sneuhauser@egsllp.com

9. 3 Applicable Law and Exclusive Forum. The validity, interpretation, and performance of this Agreement and of the Warrants shall be governed in all respects by the laws of the State of New York. The Company hereby agrees that any action, proceeding or claim against it arising out of or relating in any way to this Agreement shall be brought and enforced in the courts of the State of New York or the United States District Court for the Southern District of New York, and irrevocably submits to such jurisdiction, which jurisdiction shall be the exclusive forum for any such action, proceeding or claim. The Company hereby waives any

objection to such jurisdiction and that such courts represent an inconvenient forum. Notwithstanding the foregoing, the provisions of this paragraph will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal district courts of the United States of America are the sole and exclusive forum. Any person or entity purchasing or otherwise acquiring any interest in the Warrants shall be deemed to have notice of and to have consented to the forum provisions in this Section 9.3. If any action, the subject matter of which is within the scope the forum provisions above, is filed in a court other than a court located within the State of New York or the United States District Court for the Southern District of New York (a "foreign action") in the name of any warrant holder, such warrant holder shall be deemed to have consented to: (x) the personal jurisdiction of the state and federal courts located within the State of New York or the United States District Court for the Southern District of New York in connection with any action brought in any such court to enforce the forum provisions (an "enforcement action"), and (y) having service of process made upon such warrant holder in any such enforcement action by service upon such warrant holder's counsel in the foreign action as agent for such warrant holder.

9.4 Persons Having Rights under this Agreement. Nothing in this Agreement shall be construed to confer upon, or give to, any person or corporation other than the parties hereto and the Registered Holders of the Warrants any right, remedy, or claim under or by reason of this Agreement or of any covenant, condition, stipulation, promise, or agreement hereof. All covenants, conditions, stipulations, promises, and agreements contained in this Agreement shall be for the sole and exclusive benefit of the parties hereto and their successors and assigns and of the Registered Holders of the Warrants.

9.5 Examination of the Warrant Agreement. A copy of this Agreement shall be available at all reasonable times at the office of the Warrant Agent in the Borough of Manhattan, City and State of New York, for inspection by the Registered Holder of any Warrant. The Warrant Agent may require any such holder to submit such holder's Warrant for inspection by the Warrant Agent.

9.6 Counterparts. This Agreement may be executed in any number of original or facsimile counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

9.7 Effect of Headings. The section headings herein are for convenience only and are not part of this Agreement and shall not affect the interpretation thereof.

9.8 Amendments. This Agreement may be amended by the parties hereto without the consent of any Registered Holder (i) for the purpose of curing any ambiguity, including to conform the provisions hereof to the description of the terms of the Warrants and this Agreement set forth in the Prospectus, or curing, correcting or supplementing any defective provision contained herein or adding or changing any other provisions with respect to matters or questions arising under this Agreement as the parties may deem necessary or desirable and that the parties deem shall not adversely affect the interest of the Registered Holders, and (ii) to provide for the delivery of Alternative Issuance pursuant to Section 4.4. All other modifications or amendments, including any modification or amendment to increase the Warrant Price or shorten the Exercise Period shall require the vote or written consent of the Registered Holders of 50% of the number of the then outstanding Warrants and, solely with respect to any amendment to the terms of the Post-IPO Warrants (if any), 50% of the number of then outstanding Post-IPO Warrants. Notwithstanding the foregoing, the Company may lower the Warrant Price or extend the duration of the Exercise Period pursuant to Sections 3.1 and 3.2, respectively, without the consent of the Registered Holders.

9.9 Severability. This Agreement shall be deemed severable, and the invalidity or unenforceability of any term or provision hereof shall not affect the validity or enforceability of this Agreement or of any other term or provision hereof. Furthermore, in lieu of any such invalid or unenforceable term or provision, the parties hereto intend that there shall be added as a part of this Agreement a provision as similar in terms to such invalid or unenforceable provision as may be possible and be valid and enforceable.

[Signature Page Follows] IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

10X CAPITAL VENTURE ACQUISITION CORP. II By: /s/ Hans Thomas Name: Hans Thomas Title: Chief Executive Officer CONTINENTAL STOCK TRANSFER & TRUST COMPANY, as Warrant Agent By: /s/ Henry Forrell Name: Henry Forrell Title: Vice President

EXHIBIT A Form of Warrant Certificate | FACE | THIS WARRANT SHALL BE VOID IF NOT EXERCISED PRIOR TO THE EXPIRATION OF THE EXERCISE PERIOD PROVIDED FOR IN THE WARRANT AGREEMENT DESCRIBED BELOW Incorporated Under the Laws of the Cayman Islands CUSIP [] This Warrant Certificate certifies that _____, or registered assigns, is the registered holder of warrant (s) evidenced hereby (the "Warrants" and each, a "Warrant") to purchase Class A ordinary shares, \$ 0.0001 par value per share ("Class A Ordinary Shares"), of 10X Capital Venture Acquisition Corp. II, a Cayman Islands exempted company (the "Company"). Each whole Warrant entitles the holder, upon exercise during the period set forth in the Warrant Agreement referred to below, to receive from the Company that number of fully paid and non-assessable Class A Ordinary Shares as set forth below, at the exercise price (the "Warrant Price") as determined pursuant to the Warrant Agreement, payable in lawful money (or through "cashless exercise" as provided for in the Warrant Agreement) of the United States of America upon surrender of this Warrant Certificate and payment of the Warrant Price at the office or agency of the Warrant Agent referred to below, subject to the conditions set forth herein and in the Warrant Agreement. Defined terms used in this Warrant Certificate but not defined herein shall have the meanings given to them in the Warrant Agreement. Each whole Warrant is initially exercisable for one fully paid and non-assessable Class A Ordinary Share. No fractional shares will be issued upon exercise of any Warrant. If, upon the exercise of Warrants, a holder would be entitled to receive a fractional interest in a Class A Ordinary Share, the Company will, upon exercise, round down to the nearest whole number the number of Class A Ordinary Shares to be issued to the Warrant holder. The number of Class A Ordinary Shares issuable upon exercise of the Warrants is subject to adjustment upon the occurrence of certain events set forth in the Warrant Agreement. The initial Warrant Price per Class A Ordinary Share for any Warrant is equal to \$ 11.50 per share. The Warrant Price is subject to adjustment upon the occurrence of certain events set forth in the Warrant Agreement. Subject to the conditions set forth in the Warrant Agreement, the Warrants may be exercised only during the Exercise Period and to the extent not exercised by the end of such Exercise Period, such Warrants shall become void. The Warrants may be redeemed, subject to certain conditions, as set forth in the Warrant Agreement. Reference is hereby made to the further provisions of this Warrant Certificate set forth on the reverse hereof and such further provisions shall for all purposes have the same effect as though fully set forth at this place. This Warrant Certificate shall not be valid unless countersigned by the Warrant Agent, as such term is used in the Warrant Agreement. This Warrant Certificate shall be governed by and construed in accordance with the internal laws of the State of New York.

10X CAPITAL VENTURE ACQUISITION CORP. II By: Name: Title: CONTINENTAL STOCK TRANSFER & TRUST COMPANY, as Warrant Agent By: Name: Title: [

Signature Page to Warrant Agreement | | Form of Warrant Certificate | | Reverse | The Warrants evidenced by this Warrant Certificate are part of a duly authorized issue of Warrants entitling the holder on exercise to receive Class A Ordinary Shares and are issued or to be issued pursuant to a Warrant Agreement dated as of _____, 2021 (the "Warrant Agreement"), duly executed and delivered by the Company to Continental Stock Transfer & Trust Company, a New York corporation, as warrant agent (the "Warrant Agent"), which Warrant Agreement is hereby incorporated by reference in and made a part of this instrument and is hereby referred to for a description of the rights, limitation of rights, obligations, duties and immunities thereunder of the Warrant Agent, the Company and the holders (the words "holders" or "holder" meaning the Registered Holders or Registered Holder, respectively) of the Warrants. A copy of the Warrant Agreement may be obtained by the holder hereof upon written request to the Company. Defined terms used in this Warrant Certificate but not defined herein shall have the meanings given to them in the Warrant Agreement. Warrants may be exercised at any time during the Exercise Period set forth in the Warrant Agreement. The holder of Warrants evidenced by this Warrant Certificate may exercise them by surrendering this Warrant Certificate, with the form of election to purchase set forth hereon properly completed and executed, together with payment of the Warrant Price as specified in the Warrant Agreement (or through "cashless exercise" as provided for in the Warrant Agreement) at the principal corporate trust office of the Warrant Agent. In the event that upon any exercise of Warrants evidenced hereby the number of Warrants exercised shall be less than the total number of Warrants evidenced hereby, there shall be issued to the holder hereof or his, her or its assignee, a new Warrant Certificate evidencing the number of Warrants not exercised. Notwithstanding anything else in this Warrant Certificate or the Warrant Agreement, no Warrant may be exercised unless at the time of exercise (i) a registration statement covering the Class A Ordinary Shares to be issued upon exercise is effective under the Securities Act and (ii) a prospectus thereunder relating to the Class A Ordinary Shares is current, except through "cashless exercise" as provided for in the Warrant Agreement. In addition, and notwithstanding anything else in this Warrant Certificate or the Warrant Agreement, to the extent that the holder of a Warrant has delivered a notice contemplated by subsection 3.3.5 of the Warrant Agreement, neither the Company nor the Warrant Agent shall issue to Holder, and Holder may not acquire, any right it might have to acquire, a number of Ordinary Shares upon exercise of any Warrant to the extent that, upon such exercise, the number of Ordinary Shares then beneficially owned by Holder would exceed the Maximum Percentage of Ordinary Shares outstanding immediately after giving effect to such exercise as determined in accordance with subsection 3.3.5 of the Warrant Agreement. The Warrant Agreement provides that upon the occurrence of certain events the number of Class A Ordinary Shares issuable upon exercise of the Warrants set forth on the face hereof may, subject to certain conditions, be adjusted. If, upon exercise of a Warrant, the holder thereof would be entitled to receive a fractional interest in a Class A Ordinary Share, the Company shall, upon exercise, round down to the nearest whole number of Class A Ordinary Shares to be issued to the holder of the Warrant. Warrant Certificates, when surrendered at the principal corporate trust office of the Warrant Agent by the Registered Holder thereof in person or by legal representative or attorney duly authorized in writing, may be exchanged, in the manner and subject to the limitations provided in the Warrant Agreement, but without payment of any service charge, for another Warrant Certificate or Warrant Certificates of like tenor evidencing in the aggregate a like number of Warrants. Upon due presentation for registration of transfer of this Warrant Certificate at the office of the Warrant Agent a new Warrant Certificate or Warrant Certificates of like tenor and evidencing in the aggregate a like number of Warrants shall be issued to the transferee (s) in exchange for this Warrant Certificate, subject to the limitations provided in the Warrant Agreement, without charge except for any tax or other governmental charge imposed in connection therewith. The Company and the Warrant Agent may deem and treat the Registered Holder (s) hereof as the absolute owner (s) of this Warrant Certificate (notwithstanding any notation of ownership or other writing hereon made by anyone), for the purpose of any exercise hereof, of any distribution to the holder (s) hereof, and for all other purposes, and neither the Company nor the Warrant Agent shall be affected by any notice to the contrary. Neither the Warrants nor this Warrant Certificate entitles any holder hereof to any rights of a shareholder of the Company. (To Be Executed Upon Exercise of Warrant) The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to receive _____ Class A Ordinary Shares and herewith tenders payment for such Class A Ordinary Shares to the order of 10X Capital Venture Acquisition Corp. II (the "Company") in the amount of \$ _____ in accordance with the terms hereof. The undersigned requests that a certificate for such Class A Ordinary Shares be registered in the name of _____, whose address is _____ and that such Class A Ordinary Shares be delivered to _____ whose address is _____. If said number of Class A Ordinary Shares is less than all of the Class A Ordinary Shares purchasable hereunder, the undersigned requests that a new Warrant Certificate representing the remaining balance of such Class A Ordinary Shares be registered in the name of _____, whose address is _____ and that such Warrant Certificate be delivered to _____, whose address is _____. In the event that the Warrant has been called for redemption by the Company pursuant to Section 6.1 of the Warrant Agreement and the Company has required cashless exercise pursuant to Section 6.3 of the Warrant Agreement, the number of Class A Ordinary Shares that this Warrant is exercisable for shall be determined in accordance with subsection 3.3.1 (b) and Section 6.3 of the Warrant Agreement. In the event that the Warrant is to be exercised on a "cashless" basis pursuant to Section 7.4 of the Warrant Agreement, the number of Class A Ordinary Shares that this Warrant is exercisable for shall be determined in accordance with Section 7.4 of the Warrant Agreement. In the event that the Warrant may be exercised, to the extent allowed by the Warrant Agreement, through cashless exercise (i) the number of Class A Ordinary Shares that this Warrant is exercisable for would be determined in accordance with the relevant section of the Warrant Agreement which allows for such cashless exercise and (ii) the holder hereof shall complete the following: The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, through the cashless exercise provisions of the Warrant Agreement, to receive Class A Ordinary Shares. If said number of Class A Ordinary Shares is less than all of the Class A Ordinary Shares purchasable hereunder (after giving effect to the cashless exercise), the undersigned requests that a new Warrant Certificate representing the remaining balance of such Class A Ordinary Shares be registered in the name of _____, whose address is _____ and that such Warrant Certificate be delivered to _____, whose address is _____. By signing this Election to Purchase, the undersigned hereby certifies that such election will not result in the undersigned beneficially owning Ordinary Shares in excess of the 4.9% Cap outlined in Section 3.3.5 of the Warrant Agreement. | To be included in any Election to Purchase of a holder who has provided the notice set forth in subsection 3.3.5 of

the Warrant Agreement. By signing this Election to Purchase, the undersigned hereby certifies that upon after giving effect to such exercise, the undersigned (together with such person's affiliates) or any "group" of which holder or its affiliates is a member, would not beneficially own in excess of the Maximum Percentage of the Ordinary Shares outstanding immediately after giving effect to such exercise as determined in accordance with subsection 3.3.5. of the Warrant Agreement. | | Signature Page Follows | Date: _____, 20____ Signature (Address) (Tax Identification Number) Signature Guaranteed: THE SIGNATURE (S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S. E. C. RULE 17Ad- 15 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (OR ANY SUCCESSOR RULE)). EXHIBIT B SPONSOR PRIVATE PLACEMENT WARRANTS LEGEND " THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED, SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF UNLESS REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND ANY APPLICABLE STATE SECURITIES LAWS OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE. IN ADDITION, SUBJECT TO ANY ADDITIONAL LIMITATIONS ON TRANSFER DESCRIBED IN THE LETTER AGREEMENT BY AND AMONG 10X CAPITAL VENTURE ACQUISITION CORP. II (THE " COMPANY "), 10X CAPITAL SPAC SPONSOR II LLC AND THE OTHER PARTIES THERETO, THE SECURITIES REPRESENTED BY THIS CERTIFICATE MAY NOT BE SOLD OR TRANSFERRED PRIOR TO THE DATE THAT IS THIRTY (30) DAYS AFTER THE DATE UPON WHICH THE COMPANY COMPLETES ITS INITIAL BUSINESS COMBINATION (AS DEFINED IN SECTION 3 OF THE WARRANT AGREEMENT REFERRED TO HEREIN) EXCEPT TO A PERMITTED TRANSFEREE (AS DEFINED IN SECTION 2 OF THE WARRANT AGREEMENT) WHO AGREES IN WRITING WITH THE COMPANY TO BE SUBJECT TO SUCH TRANSFER PROVISIONS. SECURITIES EVIDENCED BY THIS CERTIFICATE AND CLASS A ORDINARY SHARES OF THE COMPANY ISSUED UPON EXERCISE OF SUCH SECURITIES SHALL BE ENTITLED TO REGISTRATION RIGHTS UNDER A REGISTRATION RIGHTS AGREEMENT TO BE EXECUTED BY THE COMPANY. " EXHIBIT C UNDERWRITER PRIVATE PLACEMENT WARRANTS LEGEND " THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE " SECURITIES ACT "), OR ANY STATE SECURITIES LAWS AND NEITHER THE SECURITIES NOR ANY INTEREST THEREIN MAY BE OFFERED, SOLD, TRANSFERRED, PLEDGED OR OTHERWISE DISPOSED OF EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR SUCH LAWS OR AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT AND SUCH LAWS WHICH, IN THE OPINION OF COUNSEL FOR THIS CORPORATION, IS AVAILABLE. THE SECURITIES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO LOCKUP PURSUANT TO A PRIVATE PLACEMENT UNITS PURCHASE AGREEMENT AMONG 10X CAPITAL VENTURE ACQUISITION CORP. II AND CANTOR FITZGERALD & CO. AND MAY ONLY BE OFFERED, SOLD TRANSFERRED, PLEDGED OR OTHERWISE DISPOSED DURING THE TERM OF THE LOCKUP PURSUANT TO THE TERMS SET FORTH IN THE PRIVATE PLACEMENT UNITS PURCHASE AGREEMENT. " Exhibit 4.5 DESCRIPTION OF SECURITIES As of December 31, 2022, 10X Capital Venture Acquisition Corp. II (" we, " our, " us " or the " Company ") had the following three classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the " Exchange Act "): (i) units, each consisting of one Class A ordinary share and one-third of one redeemable warrant (" Units "), (ii) Class A ordinary shares, par value \$ 0.0001 per share (" Class A ordinary shares "), and (iii) redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$ 11.50 (" Public Warrants "). In addition, this Description of Securities also references the Company's Class B ordinary shares, par value \$ 0.0001 per share (the " Class B ordinary shares " or " Founder Shares "), which are not registered pursuant to Section 12 of the Exchange Act but are convertible into Class A ordinary shares. The description of the Class B ordinary shares is included to assist in the description of the Class A ordinary shares. Unless the context otherwise requires, references to our " Sponsor " are to 10X Capital SPAC Sponsor II LLC, references to our " Anchor Investors " are to certain qualified institutional buyers who agreed to purchase a specified number of Units in our initial public offering (" Public Offering ") and references to our " Initial Shareholders " are to holders of our Founder Shares prior to the Public Offering. We are a Cayman Islands exempted company and our affairs are governed by our second amended and restated memorandum and articles of association (our " Charter "), the Companies Act (as amended) of the Cayman Islands (the " Companies Act ") and common law of the Cayman Islands. Pursuant to our Charter, we are authorized to issue 500,000,000 Class A ordinary shares, \$ 0.0001 par value each, 50,000,000 Class B ordinary shares, \$ 0.0001 par value each, and 1,000,000 preference shares, \$ 0.0001 par value each. Because the below is only a summary, it may not contain all the information that is important to you. Each Unit consists of one Class A ordinary share and one-third of one Public Warrant. Each whole Public Warrant entitles the holder thereof to purchase one Class A ordinary share at a price of \$ 11.50 per share, subject to adjustment as described below. Pursuant to the warrant agreement that governs the Public Warrants (the " warrant agreement "), a warrant holder may exercise its Public Warrants only for a whole number of the Company's Class A ordinary shares. This means only a whole Public Warrant may be exercised at any given time by a warrant holder. Holders have the option to continue to hold Units or separate their Units into the component securities. Holders will need to have their brokers contact our transfer agent in order to separate the Units into Class A ordinary shares and Public Warrants. Additionally, the Units will automatically separate into their component parts and will not be traded after completion of our initial business combination. No fractional Public Warrants will be issued upon separation of the Units and only whole Public Warrants will trade. Private Placement Units Simultaneously with the consummation of our Public Offering, we consummated the private placement of an aggregate of 655,000 units (the " Private Placement Units ") to our Sponsor and Cantor Fitzgerald & Co. (" Cantor ") at a price of \$ 10.00 per Private Placement Unit. The Private Placement Units (and the securities underlying the Private Placement Units) are not registered under the Securities Act of 1933, as amended (the " Securities Act "). The Private Placement Units (including the private placement warrants or private placement shares issuable upon exercise of such warrants) will not be transferable, assignable or salable until 30 days after the completion of our initial business combination (except, among other limited exceptions, to our officers and directors and other persons or entities affiliated with our Sponsor). Otherwise, the Private Placement Units are identical to the Units sold in the Public Offering, except that the

Private Placement Units (including the underlying securities) will be entitled to registration rights and, if held by the original holder or their permitted assigns, the underlying private placement warrants (i) may be exercised on a cashless basis, (ii) are not subject to redemption and (iii) with respect to such private placement warrants held by Cantor, will not be exercisable more than five years from the commencement of sales in our Public Offering. We have until May 13, 2023, or such later time as our shareholders may approve in accordance with our Charter, to consummate an initial business combination (the “Combination Period”). If we do not consummate an initial business combination within the Combination Period, the proceeds from the sale of the Private Placement Units held in the trust account established at the consummation of our Public Offering (the “Trust Account”) will be used to fund the redemption of our Class A ordinary shares (subject to the requirements of applicable law) and the Private Placement Units (and the underlying securities) will expire worthless. Further, if we seek shareholder approval of our initial business combination, we will complete such business combination only if a majority of the ordinary shares, represented in person or by proxy and entitled to vote thereon, voted at a shareholder meeting are voted in favor of the business combination. In such case, our Sponsor, officers and directors have agreed to vote their Founder Shares and any Class A ordinary shares held by them in favor of our initial business combination. Furthermore, the Anchor Investors have agreed to vote any Founder Shares held by them in favor of our initial business combination. Class A ordinary shareholders and Class B ordinary shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders and vote together as a single class, except as required by law and unless specified in our Charter, or as required by applicable provisions of the Companies Act or applicable stock exchange rules, the affirmative vote of a majority of our ordinary shares that are voted is required to approve any such matter voted on by our shareholders. Approval of certain actions will require a special resolution under Cayman Islands law, being the affirmative vote of at least two-thirds of the ordinary shares that are voted, and pursuant to our Charter; such actions include amending our Charter and approving a statutory merger or consolidation with another company. Our board of directors (the “Board”) is divided into three classes, each of which will generally serve for a term of three years with only one class of directors being appointed in each year. There is no cumulative voting with respect to the appointment of directors, with the result that the holders of more than 50 % of the shares voted for the appointment of directors can elect all of the directors. However, only holders of Class B ordinary shares will have the right to appoint directors in any election held prior to or in connection with the completion of our initial business combination, meaning that holders of Class A ordinary shares will not have the right to appoint any directors until after the completion of our initial business combination. In addition, in a vote to continue the Company in a jurisdiction outside the Cayman Islands (which requires the approval of at least two thirds of the votes of all ordinary shares), holders of our Class B ordinary shares will have ten votes for every one Class B ordinary share and holders of our Class A ordinary shares will have one vote for every one Class A ordinary share. The provisions of our Charter governing the appointment or removal of directors prior to our initial business combination may only be amended by a special resolution passed by at least 90 % of our ordinary shares who attend and vote at our general meeting. The provisions of our Charter governing the continuation in a jurisdiction outside the Cayman Islands prior to our initial business combination may only be amended by a special resolution passed by not less than two-thirds of our ordinary shares who attend and vote at our general meeting which shall include the affirmative vote of a simple majority of our Class B ordinary shares. Our shareholders are entitled to receive ratable dividends when, as and if declared by the Board out of funds legally available therefor. Because our Charter authorizes the issuance of up to 500,000,000 Class A ordinary shares, if we were to enter into a business combination, we may (depending on the terms of such a business combination) be required to increase the number of Class A ordinary shares which we are authorized to issue at the same time as our shareholders vote on the business combination to the extent we seek shareholder approval in connection with our initial business combination. In accordance with the corporate governance requirements of The Nasdaq Stock Market LLC (“Nasdaq”), we are not required to hold an annual general meeting until one year after our first fiscal year end following our listing on Nasdaq. There is no requirement under the Companies Act for us to hold annual or extraordinary general meetings or elect directors. We may not hold an annual general meeting prior to the consummation of our initial business combination. We will provide our public shareholders with the opportunity to redeem all or a portion of their Class A ordinary shares upon the completion of our initial business combination at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account calculated as of two business days prior to the consummation of our initial business combination, including interest earned on the funds held in the Trust Account (which interest shall be net of taxes payable), divided by the number of outstanding Class A ordinary shares, subject to the limitations described herein. The per-share amount we will distribute to investors who properly redeem their shares will not be reduced by the deferred underwriting commissions paid to the underwriters. Our Initial Shareholders, directors and officers have entered into a letter agreement with us, pursuant to which they have agreed to waive their redemption rights with respect to any Founder Shares and Class A ordinary shares they hold in connection with the completion of our initial business combination. The Anchor Investors will not be entitled to redemption rights with respect to any Founder Shares held by them in connection with the completion of our initial business combination. Unlike many special purpose acquisition companies that hold shareholder votes and conduct proxy solicitations in conjunction with their initial business combinations and provide for related redemptions of Class A ordinary shares for cash upon completion of such initial business combinations even when a vote is not required by applicable law or stock exchange listing requirements, if a shareholder vote is not required by applicable law or stock exchange listing requirements and we do not decide to hold a shareholder vote for business or other reasons, we will, pursuant to our Charter, conduct the redemptions pursuant to the tender offer rules of the Securities and Exchange Commission (the “SEC”), and file tender offer documents with the SEC prior to completing our initial business combination. Our Charter requires these tender offer documents to contain substantially the same financial and other information about our initial business combination and the redemption rights as is required under the SEC’s proxy rules. If, however, a shareholder approval of the transaction is required by applicable law or stock exchange listing requirements, or we decide to obtain shareholder approval for business or other reasons, we will, like many special purpose acquisition companies, offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. If we seek shareholder approval, we will complete our initial business combination only if we receive the approval of an ordinary resolution under Cayman Islands law, which requires the affirmative vote of holders of a majority of ordinary shares who attend and vote in person or by proxy at a general meeting of the Company. However, the participation of our Sponsor, directors, officers, advisors or any of their respective affiliates in

privately negotiated transactions, if any, could result in the approval of our initial business combination even if a majority of our public shareholders vote, or indicate their intention to vote, against such initial business combination. For purposes of seeking approval of an ordinary resolution, non-votes will have no effect on the approval of our initial business combination once a quorum is obtained. Our Charter requires that at least five days' clear notice will be given of any general meeting. These quorum and voting thresholds, and the voting agreements of our Initial Shareholders and the Anchor Investors, may make it more likely that we will consummate our initial business combination. If we seek shareholder approval of our initial business combination and we do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, our Charter provides that a public shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a "group" (as defined under Section 13 of the Exchange Act), will be restricted from redeeming its shares with respect to more than an aggregate of 15% of the Class A ordinary shares sold in our Public Offering, which we refer to as the "Excess Shares," without our prior consent. However, we would not be restricting our shareholders' ability to vote all of their shares (including Excess Shares) for or against our initial business combination. Our shareholders' inability to redeem the Excess Shares will reduce their influence over our ability to complete our initial business combination, and such shareholders could suffer a material loss in their investment if they sell such Excess Shares on the open market. Additionally, such shareholders will not receive redemption distributions with respect to the Excess Shares if we complete our initial business combination. As a result, such shareholders will continue to hold that number of shares exceeding 15% and, in order to dispose such shares, would be required to sell their shares in open market transactions, potentially at a loss. If we seek shareholder approval in connection with our initial business combination, our Initial Shareholders, officers and directors have agreed to vote any Founder Shares and any Class A ordinary shares they hold, and the Anchor Investors have agreed to vote any Founder Shares held by them, in favor of our initial business combination. Additionally, each public shareholder may elect to redeem their Class A ordinary shares irrespective of whether they vote for or against the proposed transaction or whether they were a public shareholder on the record date for the general meeting held to approve the proposed transaction. Pursuant to our Charter, if we are unable to complete our initial business combination within the Combination Period, we will (1) cease all operations except for the purpose of winding up, (2) as promptly as reasonably possible but not more than 10 business days thereafter, redeem the Class A ordinary shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds in the Trust Account (which interest shall be net of taxes payable and up to \$100,000 of interest to pay dissolution expenses and which interest shall be net of taxes payable, expenses), divided by the number of then outstanding Class A ordinary shares, which redemption will completely extinguish public shareholders' rights as shareholders (including the right to receive further liquidating distributions, if any), and (3) as promptly as reasonably possible following such redemption, subject to the approval of our remaining shareholders and our Board, liquidate and dissolve, subject in each case to our obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law. Our Initial Shareholders have entered into letter agreements with us, pursuant to which they have agreed to waive their rights to liquidating distributions from the Trust Account with respect to their Founder Shares if we fail to complete our initial business combination within the Combination Period. However, if our Initial Shareholders, our management team or the Anchor Investors acquire Class A ordinary shares, they will be entitled to liquidating distributions from the Trust Account with respect to such Class A ordinary shares if we fail to complete our initial business combination within the prescribed time period. In the event of a liquidation, dissolution or winding up of the Company after a business combination, our public shareholders at such time will be entitled to share ratably in all assets remaining available for distribution to them after payment of liabilities and after provision is made for each class of shares, if any, having preference over the ordinary shares. Our public shareholders have no preemptive or other subscription rights. There are no sinking fund provisions applicable to the ordinary shares, except that we will provide our public shareholders with the opportunity to redeem their Class A ordinary shares for cash at a per-share price equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds in the Trust Account (which interest shall be net of taxes payable) divided by the number of then outstanding Class A ordinary shares, upon the completion of our initial business combination, subject to the limitations described herein. The Founder Shares are designated as Class B ordinary shares and, except as described below, are identical to the Class A ordinary shares included in the Units sold in our Public Offering, and holders of Founder Shares have the same shareholder rights as public shareholders, except that: • prior to our initial business combination, only holders of our Founder Shares have the right to vote on the appointment of directors; • the Founder Shares are subject to certain transfer restrictions, as described in more detail below; • our Initial Shareholders, directors and officers have entered into a letter agreement with us, pursuant to which they have agreed to waive: (i) their redemption rights with respect to any Founder Shares, private placement shares and Class A ordinary shares held by them, as applicable, in connection with the completion of our initial business combination; (ii) their redemption rights with respect to any Founder Shares, private placement shares and Class A ordinary shares held by them in connection with a shareholder vote to approve an amendment to our Charter (A) that would modify the substance or timing of our obligation to provide holders of our Class A ordinary shares the right to have their shares redeemed in connection with our initial business combination or to redeem 100% of our Class A ordinary shares if we do not complete our initial business combination within the Combination Period, or (B) with respect to any other provision relating to the rights of holders of our Class A ordinary shares or pre-initial business combination activity; and (iii) their rights to liquidating distributions from the Trust Account with respect to any Founder Shares or private placement shares they hold if we fail to complete our initial business combination within the Combination Period (although they will be entitled to liquidating distributions from the Trust Account with respect to any Class A ordinary shares they hold if we fail to complete our initial business combination within the prescribed time frame); • the Founder Shares will automatically convert into Class A ordinary shares at the time of our initial business combination, on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights, as described in more detail below; and • the Founder Shares are entitled to registration rights. If we submit our initial business combination to our public shareholders for a vote, our Initial Shareholders, directors and officers have agreed to vote their Founder Shares, private placement shares and any Class A ordinary shares purchased during or after our Public Offering in favor of our initial business combination. The Founder Shares will automatically convert into Class A ordinary shares on the first business day following the consummation of our initial business combination at a ratio such that the number of Class A ordinary shares issuable upon

conversion of all Founder Shares will equal, in the aggregate, on an as-converted basis, 20 % of the sum of (i) the total number of ordinary shares issued and outstanding (excluding the private placement shares underlying the Private Placement Units) upon completion of our Public Offering, plus (ii) the sum of the total number of Class A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial business combination, excluding any Class A ordinary shares or equity-linked securities exercisable for or convertible into Class A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial business combination and any Private Placement Units, private placement shares, private placement warrants and Class A ordinary shares issued upon conversion or exercise thereof issued to our Sponsor, directors or officers, or any of their respective affiliates, upon conversion of working capital loans. In no event will the Class B ordinary shares convert into Class A ordinary shares at a ratio of less than one- to- one. With certain limited exceptions, our Sponsor, directors and officers have agreed not to transfer, assign or sell (i) any of their Founder Shares until the earliest of (A) one year after the completion of our initial business combination and (B) subsequent to our initial business combination, (x) if the closing price of our Class A ordinary shares equals or exceeds \$ 12. 00 per share (as adjusted for share sub- divisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing at least 150 days after our initial business combination, or (y) the date on which we complete a liquidation, merger, share exchange, reorganization or other similar transaction that results in all of our public shareholders having the right to exchange their Class A ordinary shares for cash, securities or other property and (ii) any of their Private Placement Units, including any of their private placement shares or private placement warrants underlying the Private Placement Units and the Class A ordinary shares issued upon conversion or exercise of the private placement warrants, until 30 days after the completion of our initial business combination. Any permitted transferees will be subject to the same restrictions and other agreements of our Sponsor, officers and directors with respect to any Founder Shares and Private Placement Units, including the private placement shares and private placement warrants underlying the Private Placement Units and the Class A ordinary shares issued upon conversion or exercise of the private placement warrants. Such transfer restrictions are referred to herein as the “lock- up. ” Notwithstanding the foregoing, if the closing price of our Class A ordinary shares equals or exceeds \$ 12. 00 per share (as adjusted for share sub- divisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing at least 150 days after our initial business combination, the Founder Shares will be released from the lock- up. Prior to the completion of our initial business combination, only holders of our Founder Shares will have the right to vote on the appointment of directors. Holders of our Class A ordinary shares will not be entitled to vote on the appointment of directors during such time. In addition, prior to the completion of an initial business combination, holders of a majority of our Founder Shares may vote to remove a member of the Board for any reason. These provisions of our Charter may only be amended by a special resolution passed by holders representing at least 90 % of our issued and outstanding ordinary shares. With respect to any other matter submitted to a vote of our shareholders, including any vote in connection with our initial business combination, except as required by law and except in a vote to continue the Company in a jurisdiction outside the Cayman Islands (which requires the approval of at least two- thirds of the votes of all ordinary shares where holders of our Class B ordinary shares will have ten votes for every Class B ordinary share and holders of our Class A ordinary shares will have one vote for every Class A ordinary share), holders of our Founder Shares and holders of our Class A ordinary shares will vote together as a single class, with each share entitling the holder thereof to one vote. Register of Members Under the Companies Act, we must keep a register of members and there shall be entered therein: • the names and addresses of the members of the Company and a statement of the shares held by each member, which: • distinguishes each share by its number (so long as the share has a number); • confirms the amount paid, or agreed to be considered as paid, on the shares of each member; • confirms the number and category of shares held by each member; and • confirms whether each relevant category of shares held by a member carries voting rights, and if so, whether such voting rights are conditional; • the date on which the name of any person was entered on the register as a member; and • the date on which any person ceased to be a member. For these purposes, “ voting rights ” means rights conferred on shareholders, including the right to appoint or remove directors, in respect of their shares to vote at general meetings of the Company on all or substantially all matters. A voting right is conditional where the voting right arises only in certain circumstances. Under the Companies Act, the register of members of our Company is prima facie evidence of the matters set out therein (i. e., the register of members will raise a presumption of fact on the matters referred to above unless rebutted) and a member registered in the register of members shall be deemed as a matter of Cayman Islands law to have legal title to the shares as set against its name in the register of members. Upon the closing of our Public Offering, the register of members was updated to reflect the issue of shares by us. Once our register of members was updated, the shareholders recorded in the register of members were deemed to have legal title to the shares set against their name. However, there are certain limited circumstances where an application may be made to a Cayman Islands court for a determination on whether the register of members reflects the correct legal position. Further, the Cayman Islands court has the power to order that the register of members maintained by a company should be rectified where it considers that the register of members does not reflect the correct legal position. If an application for an order for rectification of the register of members were made in respect of our ordinary shares, then the validity of such shares may be subject to re- examination by a Cayman Islands court. Our Charter authorizes 1, 000, 000 preference shares and provides that preference shares may be issued from time to time in one or more series. Our Board is authorized to fix the voting rights, if any, designations, powers, preferences, the relative, participating, optional or other special rights and any qualifications, limitations and restrictions thereof, applicable to the shares of each series. Our Board is able to, without shareholder approval, issue preference shares with voting and other rights that could adversely affect the voting power and other rights of the holders of the ordinary shares and could have anti- takeover effects. The ability of our Board to issue preference shares without shareholder approval could have the effect of delaying, deferring or preventing a change of control of us or the removal of our founding team. We had no preference shares issued and outstanding as of December 31, 2022. Although we do not currently intend to issue any preference shares, we cannot assure you that we will not do so in the future. No preference shares were issued or registered in the Public Offering. Each whole Public Warrant entitles the registered holder to purchase one Class A ordinary share at a price of \$ 11. 50 per share, subject to adjustment as discussed below, at any time commencing 30 days after the completion of our initial business combination, provided that we have an effective registration statement under the Securities

Act, covering the Class A ordinary shares issuable upon exercise of the Public Warrants and a current prospectus relating to them is available (or we permit holders to exercise their Public Warrants on a cashless basis under the circumstances specified in the warrant agreement) and such shares are registered, qualified or exempt from registration under the securities, or blue sky, laws of the state of residence of the holder. Pursuant to the warrant agreement, a warrant holder may exercise its Public Warrants only for a whole number of Class A ordinary shares. This means only a whole Public Warrant may be exercised at a given time by a warrant holder and only whole Public Warrants trade on Nasdaq. The Public Warrants will expire five years after the completion of our initial business combination, at 5:00 p. m., New York City time, or earlier upon redemption or liquidation. We will not be obligated to deliver any Class A ordinary shares pursuant to the exercise of a Public Warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act with respect to the Class A ordinary shares underlying the Public Warrants is then effective and a prospectus relating thereto is current, subject to our satisfying our obligations described below with respect to registration. No Public Warrant will be exercisable and we will not be obligated to issue a Class A ordinary share upon exercise of a Public Warrant, unless the Class A ordinary share issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the Public Warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a Public Warrant, the holder of such Public Warrant will not be entitled to exercise such Public Warrant and such Public Warrant may have no value and expire worthless. In no event will we be required to net cash settle any Public Warrant. In the event that a registration statement is not effective for the exercised Public Warrants, the purchaser of a Unit containing such Public Warrant will have paid the full purchase price for the Unit solely for the Class A ordinary share underlying such Unit. We have registered the Class A ordinary shares issuable upon exercise of the Public Warrants because the Public Warrants will become exercisable 30 days after the completion of our initial business combination. However, because the Public Warrants will be exercisable until their expiration date of up to five years after the completion of our initial business combination, in order to comply with the requirements of Section 10 (a) (3) of the Securities Act following the consummation of our initial business combination under the terms of the warrant agreement, we have agreed that as soon as practicable, but in no event later than 15 business days, after the closing of our initial business combination, we will use our commercially reasonable efforts to file with the SEC a post-effective amendment to the registration statement filed in connection with our Public Offering or a new registration statement covering the issuance, under the Securities Act, of the Class A ordinary shares issuable upon exercise of the Public Warrants, and we will use our commercially reasonable efforts to cause the same to become effective within 60 business days following our initial business combination and to maintain a current prospectus relating to the Class A ordinary shares issuable upon exercise of the Public Warrants until the expiration of the Public Warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the Class A ordinary shares issuable upon exercise of the Public Warrants is not effective by the 60th day after the closing of our initial business combination, warrant holders may, until such time as there is an effective registration statement and during any period when we will have failed to maintain an effective registration statement, exercise Public Warrants on a "cashless basis" in accordance with Section 3 (a) (9) of the Securities Act or another exemption. Notwithstanding the above, if our Class A ordinary shares are at the time of any exercise of a Public Warrant not listed on a national securities exchange such that they satisfy the definition of a "covered security" under Section 18 (b) (1) of the Securities Act, we may, at our option, require holders of Public Warrants who exercise their Public Warrants to do so on a "cashless basis" in accordance with Section 3 (a) (9) of the Securities Act and, in the event we so elect, we will not be required to file or maintain in effect a registration statement, and in the event we do not so elect, we will use our commercially reasonable efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. Redemption of Public Warrants for cash. Once the Public Warrants become exercisable, we may call the Public Warrants for redemption for cash: • in whole and not in part; • at a price of \$ 0. 01 per warrant; • upon a minimum of 30 days' prior written notice of redemption to each warrant holder; and • if, and only if, the closing price of the Class A ordinary shares equals or exceeds \$ 18. 00 per share (as adjusted for share splits, share capitalizations, reorganizations, recapitalizations and the like and for certain issuances of Class A ordinary shares and equity-linked securities for capital raising purposes in connection with the closing of our initial business combination) for any 20 trading days within a 30- trading day period ending three business days before we send the notice of redemption to the warrant holders. If and when the Public Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. We have established the last of the redemption criterion discussed above to prevent a redemption call unless there is at the time of the call a significant premium to the warrant exercise price. If the foregoing conditions are satisfied and we issue a notice of redemption of the Public Warrants, each Public Warrant holder will be entitled to exercise his, her or its Public Warrant prior to the scheduled redemption date. However, the price of the Class A ordinary shares may fall below the \$ 18. 00 redemption trigger price (as adjusted for share splits, share capitalizations, reorganizations, recapitalizations and the like and for certain issuances of Class A ordinary shares and equity-linked securities for capital raising purposes in connection with the closing of our initial business combination) as well as the \$ 11. 50 warrant exercise price after the redemption notice is issued. Redemption procedures and cashless exercise. If we call the Public Warrants for redemption as described above under "Redemption of Public Warrants for cash," our management will have the option to require any holder that wishes to exercise his, her or its Public Warrant to do so on a "cashless basis." In determining whether to require all holders to exercise their Public Warrants on a "cashless basis," our management will consider, among other factors, our cash position, the number of Public Warrants that are outstanding and the dilutive effect on our shareholders of issuing the maximum number of Class A ordinary shares issuable upon the exercise of our Public Warrants. If our management takes advantage of this option, all holders of Public Warrants would pay the exercise price by surrendering their Public Warrants for that number of Class A ordinary shares equal to the quotient obtained by dividing (x) the product of the number of Class A ordinary shares underlying the Public Warrants, multiplied by the excess of the fair market value (as defined below) of our Class A ordinary shares over the exercise price of the Public Warrants by (y) the fair market value. The "fair market value" will mean the average closing price of the Class A ordinary shares for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of Public Warrants. If our management takes advantage of this option, the notice of redemption will contain the information necessary to calculate the number of Class A ordinary shares to be received upon exercise of the

Public Warrants, including the fair market value in such case. Requiring a cashless exercise in this manner will reduce the number of shares to be issued and thereby lessen the dilutive effect of a warrant redemption. We believe this feature is an attractive option to us if we do not need the cash from the exercise of the Public Warrants after our initial business combination. A holder of a Public Warrant may notify us in writing in the event it elects to be subject to a requirement that such holder will not have the right to exercise such Public Warrant, to the extent that after giving effect to such exercise, such person (together with such person's affiliates), to the warrant agent's actual knowledge, would beneficially own in excess of 4.9% or 9.8% (as specified by the holder) of the Class A ordinary shares outstanding immediately after giving effect to such exercise. If the number of outstanding Class A ordinary shares is increased by a share capitalization payable in Class A ordinary shares, or by a split-up of ordinary shares or other similar event, then, on the effective date of such share capitalization, split-up or similar event, the number of Class A ordinary shares issuable on exercise of each Public Warrant will be increased in proportion to such increase in the outstanding ordinary shares. A rights offering to holders of ordinary shares entitling holders to purchase Class A ordinary shares at a price less than the fair market value (as defined below) will be deemed a share capitalization of a number of Class A ordinary shares equal to the product of (i) the number of Class A ordinary shares actually sold in such rights offering (or issuable under any other equity securities sold in such rights offering that are convertible into or exercisable for Class A ordinary shares) and (ii) the quotient of (x) the price per Class A ordinary share paid in such rights offering and (y) the fair market value. For these purposes (i) if the rights offering is for securities convertible into or exercisable for Class A ordinary shares, in determining the price payable for Class A ordinary shares, there will be taken into account any consideration received for such rights, as well as any additional amount payable upon exercise or conversion and (ii) "fair market value" means the volume weighted average price of Class A ordinary shares as reported during the 10- trading day period ending on the trading day prior to the first date on which the Class A ordinary shares trade on the applicable exchange or in the applicable market, regular way, without the right to receive such rights. In addition, if we, at any time while the Public Warrants are outstanding and unexpired, pay a dividend or make a distribution in cash, securities or other assets to the holders of Class A ordinary shares on account of such Class A ordinary shares (or other securities into which the Public Warrants are convertible), other than (a) as described above, (b) certain ordinary cash dividends, (c) to satisfy the redemption rights of the holders of Class A ordinary shares in connection with a proposed initial business combination, or (d) in connection with the redemption of our Class A ordinary shares upon our failure to complete our initial business combination, then the warrant exercise price will be decreased, effective immediately after the effective date of such event, by the amount of cash and / or the fair market value of any securities or other assets paid on each Class A ordinary share in respect of such event. If the number of outstanding Class A ordinary shares is decreased by a consolidation, combination, reverse share split or reclassification of Class A ordinary shares or other similar event, then, on the effective date of such consolidation, combination, reverse share split, reclassification or similar event, the number of Class A ordinary shares issuable on exercise of each Public Warrant will be decreased in proportion to such decrease in outstanding Class A ordinary shares. Whenever the number of Class A ordinary shares purchasable upon the exercise of the Public Warrants is adjusted, as described above, the warrant exercise price will be adjusted by multiplying the warrant exercise price immediately prior to such adjustment by a fraction (x) the numerator of which will be the number of Class A ordinary shares purchasable upon the exercise of the Public Warrants immediately prior to such adjustment, and (y) the denominator of which will be the number of Class A ordinary shares so purchasable immediately thereafter. In addition, if (x) we issue additional Class A ordinary shares or equity-linked securities for capital raising purposes in connection with the closing of our initial business combination at an issue price or effective issue price of less than \$ 9.20 per Class A ordinary share (with such issue price or effective issue price to be determined in good faith by our Board and, in the case of any such issuance to our Initial Shareholders or their affiliates, without taking into account any Founder Shares held by our Initial Shareholders or such affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of our initial business combination on the date of the consummation of our initial business combination (net of redemptions), and (z) the volume weighted average trading price of our Class A ordinary shares during the 20- trading day period starting on the trading day after the day on which we consummate our initial business combination (such price, the "Market Value") is below \$ 9.20 per share, the exercise price of the Public Warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the \$ 18.00 per share redemption trigger price described under "Redemption of Public Warrants for cash" will be adjusted (to the nearest cent) to be equal to 180% of the higher of the Market Value and the Newly Issued Price. In case of any reclassification or reorganization of the outstanding Class A ordinary shares (other than those described above or that solely affects the par value of such Class A ordinary shares), or in the case of any merger or consolidation of us with or into another corporation (other than a consolidation or merger in which we are the continuing corporation and that does not result in any reclassification or reorganization of our outstanding Class A ordinary shares), or in the case of any sale or conveyance to another corporation or entity of the assets or other property of us as an entirety or substantially as an entirety in connection with which we are dissolved, the holders of the Public Warrants will thereafter have the right to purchase and receive, upon the basis and upon the terms and conditions specified in the Public Warrants and in lieu of the Class A ordinary shares immediately theretofore purchasable and receivable upon the exercise of the rights represented thereby, the kind and amount of Class A ordinary shares or other securities or property (including cash) receivable upon such reclassification, reorganization, merger or consolidation, or upon a dissolution following any such sale or transfer, that the holder of the Public Warrants would have received if such holder had exercised their Public Warrants immediately prior to such event. If less than 70% of the consideration receivable by the holders of Class A ordinary shares in such a transaction is payable in the form of Class A ordinary shares in the successor entity that is listed for trading on a national securities exchange or is quoted in an established over-the-counter market, or is to be so listed for trading or quoted immediately following such event, and if the registered holder of the warrant properly exercises the Public Warrant within 30 days following public disclosure of such transaction, the warrant exercise price will be reduced as specified in the warrant agreement based on the Black-Scholes Warrant Value (as defined in the warrant agreement) of the Public Warrant. The purpose of such exercise price reduction is to provide additional value to holders of the Public Warrants when an extraordinary transaction occurs during the exercise period of the Public Warrants pursuant to which the holders of the Public Warrants otherwise do not receive the full potential value of the Public Warrants. The Public

Warrants have been issued in registered form under a warrant agreement between Continental Stock Transfer & Trust Company (“ Continental ”), as warrant agent, and us. The warrant agreement provides that the terms of the Public Warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision, and that all other modifications or amendments will require the vote or written consent of the holders of at least 50 % of the then outstanding Public Warrants, and, solely with respect to any amendment to the terms of Public Warrants we may issue in connection with our initial business combination, or post- Public Offering Public Warrants, at least 50 % of the then outstanding post- Public Offering Public Warrants. You should review a copy of the warrant agreement, which is filed as an exhibit to the registration statement filed in connection with our Public Offering, for a complete description of the terms and conditions applicable to the Public Warrants. The Public Warrants may be exercised upon surrender of the warrant certificate on or prior to the expiration date at the offices of the warrant agent, with the exercise form on the reverse side of the warrant certificate completed and executed as indicated, accompanied by full payment of the exercise price (or on a cashless basis, if applicable), by certified or official bank check payable to us, for the number of Public Warrants being exercised. The warrant holders do not have the rights or privileges of holders of ordinary shares or any voting rights until they exercise their Public Warrants and receive Class A ordinary shares. After the issuance of Class A ordinary shares upon exercise of the Public Warrants, each holder will be entitled to one vote for each share held of record on all matters to be voted on by shareholders. No fractional shares will be issued upon exercise of the Public Warrants. If, upon exercise of the Public 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 the number of Class A ordinary shares to be issued to the warrant holder. We have agreed that, subject to applicable law, any action, proceeding or claim against us arising out of or relating in any way to the warrant agreement will be brought and enforced in the courts of the State of New York or the United States District Court for the Southern District of New York, and we irrevocably submit to such jurisdiction, which jurisdiction will be the exclusive forum for any such action, proceeding or claim. This provision applies to claims under the Securities Act but does not apply to claims under the Exchange Act or any claim for which the federal district courts of the United States of America are the sole and exclusive forum. The private placement warrants (including the Class A ordinary shares issuable upon exercise of the private placement warrants) will not be transferable, assignable or salable until 30 days after the completion of our initial business combination (except, among other limited exceptions, to our officers and directors and other persons or entities affiliated with the initial purchasers of the Private Placement Units). The private placement warrants have terms and provisions that are identical to those of the Public Warrants sold as part of the Units in our Public Offering. We have not paid any cash dividends on our ordinary shares to date and do not intend to pay cash dividends prior to the completion of a business combination. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and general financial condition subsequent to completion of a business combination. The payment of any cash dividends subsequent to a business combination will be within the discretion of our Board at such time. Further, if we incur any indebtedness, our ability to declare dividends may be limited by restrictive covenants we may agree to in connection therewith. Our Transfer Agent and Warrant Agent The transfer agent for our ordinary shares and warrant agent for our warrants is Continental. We have agreed to indemnify Continental in its roles as transfer agent and warrant agent, its agents and each of its shareholders, directors, officers and employees against all claims and losses that may arise out of acts performed or omitted for its activities in that capacity, except for any liability due to any gross negligence or intentional misconduct of the indemnified person or entity. Continental has agreed that it has no right of set- off or any right, title, interest or claim of any kind to, or to any monies in, the Trust Account, and has irrevocably waived any right, title, interest or claim of any kind to, or to any monies in, the Trust Account that it may have now or in the future. Accordingly, any indemnification provided will only be able to be satisfied, or a claim will only be able to be pursued, solely against us and our assets outside the Trust Account and not against the any monies in the Trust Account or interest earned thereon. Certain Differences in Corporate Law Cayman Islands companies are governed by the Companies Act. The Companies Act is modeled on English Law but does not follow recent English Law statutory enactments and differs from laws applicable to United States corporations and their shareholders. Set forth below is a summary of the material differences between the provisions of the Companies Act applicable to us and the laws applicable to companies incorporated in the United States and their shareholders. Mergers and Similar Arrangements. In certain circumstances, the Companies Act allows for mergers or consolidations between two Cayman Islands companies, or between a Cayman Islands exempted company and a company incorporated in another jurisdiction (provided that is facilitated by the laws of that other jurisdiction). Where the merger or consolidation is between two Cayman Islands companies, the directors of each company must approve a written plan of merger or consolidation containing certain prescribed information. That plan or merger or consolidation must then be authorized by either (a) a special resolution (usually a majority of 66 2 / 3 % in value of the voting shares voted at a general meeting) of the shareholders of each company; or (b) such other authorization, if any, as may be specified in such constituent company’ s articles of association. No shareholder resolution is required for a merger between a parent company (i. e., a company that owns at least 90 % of the issued shares of each class in a subsidiary company) and its subsidiary company. The consent of each holder of a fixed or floating security interest of a constituent company must be obtained, unless the court waives such requirement. If the Cayman Islands Registrar of Companies is satisfied that the requirements of the Companies Act (which includes certain other formalities) have been complied with, the Registrar of Companies will register the plan of merger or consolidation. Where the merger or consolidation involves a foreign company, the procedure is similar, save that with respect to the foreign company, the directors of the Cayman Islands exempted company are required to make a declaration to the effect that, having made due enquiry, they are of the opinion that the requirements set out below have been met: (i) that the merger or consolidation is permitted or not prohibited by the constitutional documents of the foreign company and by the laws of the jurisdiction in which the foreign company is incorporated, and that those laws and any requirements of those constitutional documents have been or will be complied with; (ii) that no petition or other similar proceeding has been filed and remains outstanding or order made or resolution adopted to wind up or liquidate the foreign company in any jurisdictions; (iii) that no receiver, trustee, administrator or other similar person has been appointed in any jurisdiction and is acting in respect of the foreign company, its affairs or its property or any part thereof; (iv) that no scheme, order, compromise or other similar arrangement has been entered into or made in any jurisdiction whereby the rights of creditors of the foreign company are and continue to be suspended or restricted. Where the surviving company is the Cayman Islands exempted company, the directors of

the Cayman Islands exempted company are further required to make a declaration to the effect that, having made due enquiry, they are of the opinion that the requirements set out below have been met: (i) that the foreign company is able to pay its debts as they fall due and that the merger or consolidation is bona fide and not intended to defraud unsecured creditors of the foreign company; (ii) that in respect of the transfer of any security interest granted by the foreign company to the surviving or consolidated company (a) consent or approval to the transfer has been obtained, released or waived; (b) the transfer is permitted by and has been approved in accordance with the constitutional documents of the foreign company; and (c) the laws of the jurisdiction of the foreign company with respect to the transfer have been or will be complied with; (iii) that the foreign company will, upon the merger or consolidation becoming effective, cease to be incorporated, registered or exist under the laws of the relevant foreign jurisdiction; and (iv) that there is no other reason why it would be against the public interest to permit the merger or consolidation. Where the above procedures are adopted, the Companies Act provides for a right of dissenting shareholders to be paid a payment of the fair value of his shares upon their dissenting to the merger or consolidation if they follow a prescribed procedure. In essence, that procedure is as follows (a) the shareholder must give his written objection to the merger or consolidation to the constituent company before the vote on the merger or consolidation, including a statement that the shareholder proposes to demand payment for his shares if the merger or consolidation is authorized by the vote; (b) within 20 days following the date on which the merger or consolidation is approved by the shareholders, the constituent company must give written notice to each shareholder who made a written objection; (c) a shareholder must within 20 days following receipt of such notice from the constituent company, give the constituent company a written notice of his intention to dissent including, among other details, a demand for payment of the fair value of his shares; (d) within seven days following the date of the expiration of the period set out in paragraph (b) above or seven days following the date on which the plan of merger or consolidation is filed, whichever is later, the constituent company, the surviving company or the consolidated company must make a written offer to each dissenting shareholder to purchase his shares at a price that the company determines is the fair value and if the company and the shareholder agree the price within 30 days following the date on which the offer was made, the company must pay the shareholder such amount; and (e) if the company and the shareholder fail to agree a price within such 30 day period, within 20 days following the date on which such 30 day period expires, the company (and any dissenting shareholder) must file a petition with the Cayman Islands Grand Court to determine the fair value and such petition must be accompanied by a list of the names and addresses of the dissenting shareholders with whom agreements as to the fair value of their shares have not been reached by the company. At the hearing of that petition, the court has the power to determine the fair value of the shares together with a fair rate of interest, if any, to be paid by the company upon the amount determined to be the fair value. Any dissenting shareholder whose name appears on the list filed by the company may participate fully in all proceedings until the determination of fair value is reached. These rights of a dissenting shareholder are not available in certain circumstances, for example, to dissenters holding shares of any class in respect of which an open market exists on a recognized stock exchange or recognized interdealer quotation system at the relevant date or where the consideration for such shares to be contributed are shares of any company listed on a national securities exchange or shares of the surviving or consolidated company. Moreover, Cayman Islands law has separate statutory provisions that facilitate the reconstruction or amalgamation of companies in certain circumstances, schemes of arrangement will generally be more suited for complex mergers or other transactions involving widely held companies, commonly referred to in the Cayman Islands as a "scheme of arrangement" which may be tantamount to a merger. In the event that a merger was sought pursuant to a scheme of arrangement (the procedures for which are more rigorous and take longer to complete than the procedures typically required to consummate a merger in the United States), the arrangement in question must be approved by a majority in number of each class of shareholders and creditors with whom the arrangement is to be made and who must in addition represent three-fourths in value of each such class of shareholders or creditors, as the case may be, that are present and voting either in person or by proxy at an annual general meeting, or extraordinary general meeting summoned for that purpose. The convening of the meetings and subsequently the terms of the arrangement must be sanctioned by the Grand Court of the Cayman Islands. While a dissenting shareholder would have the right to express to the court the view that the transaction should not be approved, the court can be expected to approve the arrangement if it satisfies itself that: • we are not proposing to act illegally or beyond the scope of our corporate authority and the statutory provisions as to majority vote have been complied with; • the shareholders have been fairly represented at the general meeting in question; • the arrangement is such as a businessman would reasonably approve; and • the arrangement is not one that would more properly be sanctioned under some other provision of the Companies Act or that would amount to a "fraud on the minority." If a scheme of arrangement or takeover offer (as described below) is approved, any dissenting shareholder would have no rights comparable to appraisal rights (providing rights to receive payment in cash for the judicially determined value of the shares), which would otherwise ordinarily be available to dissenting shareholders of United States corporations. Squeeze-out Provisions. When a takeover offer is made and accepted by holders of 90 % of the shares to whom the offer relates is made within four months, the offeror may, within a two-month period, require the holders of the remaining shares to transfer such shares on the terms of the offer. An objection can be made to the Grand Court of the Cayman Islands but this is unlikely to succeed unless there is evidence of fraud, bad faith, collusion or inequitable treatment of the shareholders. Further, transactions similar to a merger, reconstruction and / or an amalgamation may in some circumstances be achieved through means other than these statutory provisions, such as a share capital exchange, asset acquisition or control, or through contractual arrangements, of an operating business. Shareholders' Suits. Maples and Calder (Cayman) LLP, our Cayman Islands legal counsel, is not aware of any reported class action having been brought in a Cayman Islands court. Derivative actions have been brought in the Cayman Islands courts, and the Cayman Islands courts have confirmed the availability for such actions. In most cases, we will be the proper plaintiff in any claim based on a breach of duty owed to us, and a claim against (for example) our officers or directors usually may not be brought by a shareholder. However, based both on Cayman Islands authorities and on English authorities, which would in all likelihood be of persuasive authority and be applied by a court in the Cayman Islands, exceptions to the foregoing principle apply in circumstances in which: • a company is acting, or proposing to act, illegally or beyond the scope of its authority; • the act complained of, although not beyond the scope of the authority, could be effected if duly authorized by more than the number of votes that have actually been obtained; or • those who control the company are perpetrating a "fraud on the minority." A shareholder may have a direct right of action against us where the individual rights of that shareholder have been infringed or

are about to be infringed. Enforcement of Civil Liabilities. The Cayman Islands has a different body of securities laws as compared to the United States and provides less protection to investors. Additionally, Cayman Islands companies may not have standing to sue before the Federal courts of the United States. We have been advised by Maples and Calder (Cayman) LLP, our Cayman Islands legal counsel, that the courts of the Cayman Islands are unlikely (1) to recognize or enforce against us judgments of courts of the United States predicated upon the civil liability provisions of the federal securities laws of the United States or any state and (2) in original actions brought in the Cayman Islands, to impose liabilities against us predicated upon the civil liability provisions of the federal securities laws of the United States or any state, so far as the liabilities imposed by those provisions are penal in nature. In those circumstances, although there is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, the courts of the Cayman Islands will recognize and enforce a foreign money judgment of a foreign court of competent jurisdiction without retrial on the merits based on the principle that a judgment of a competent foreign court imposes upon the judgment debtor an obligation to pay the sum for which judgment has been given provided certain conditions are met. For a foreign judgment to be enforced in the Cayman Islands, such judgment must be final and conclusive and for a liquidated sum, and must not be in respect of taxes or a fine or penalty, inconsistent with a Cayman Islands judgment in respect of the same matter, impeachable on the grounds of fraud or obtained in a manner, and or be of a kind the enforcement of which is, contrary to natural justice or the public policy of the Cayman Islands (awards of punitive or multiple damages may well be held to be contrary to public policy). A Cayman Islands Court may stay enforcement proceedings if concurrent proceedings are being brought elsewhere.

Special Considerations for Exempted Companies. We are an exempted company with limited liability under the Companies Act. The Companies Act distinguishes between ordinary resident companies and exempted companies. Any company that is registered in the Cayman Islands but conducts business mainly outside of the Cayman Islands may apply to be registered as an exempted company. The requirements for an exempted company are essentially the same as for an ordinary company except for the exemptions and privileges listed below: • an exempted company does not have to file an annual return of its shareholders with the Registrar of Companies; • an exempted company's register of members is not open to inspection; • an exempted company does not have to hold an annual general meeting; • an exempted company may issue shares with no par value; • an exempted company may obtain an undertaking against the imposition of any future taxation (such undertakings are usually given for 20 years in the first instance); • an exempted company may register by way of continuation in another jurisdiction and be deregistered in the Cayman Islands; • an exempted company may register as a limited duration company; and • an exempted company may register as a segregated portfolio company. "Limited liability" means that the liability of each shareholder is limited to the amount unpaid by the shareholder on the shares of the company (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil). Our Second Amended and Restated Memorandum and Articles of Association The Business Combination Article of our Charter contains provisions designed to provide certain rights and protections relating to our Public Offering that will apply to us until the completion of our initial business combination. These provisions cannot be amended without a special resolution. As a matter of Cayman Islands law, a resolution is deemed to be a special resolution where it has been approved by either (i) at least two-thirds (or any higher threshold specified in a company's articles of association) of a company's shareholders at a general meeting for which notice specifying the intention to propose the resolution as a special resolution has been given; or (ii) if so authorized by a company's articles of association, by a unanimous written resolution of all of the company's shareholders. Our Charter provides that special resolutions must be approved either by at least two-thirds of our shareholders (i. e., the lowest threshold permissible under Cayman Islands law), or by a unanimous written resolution of all of our shareholders. Our Initial Shareholders may participate in any vote to amend our Charter and will have the discretion to vote in any manner they choose. Specifically, our Charter provides, among other things, that: • If we are unable to complete our initial business combination within the Combination Period, we will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but no more than ten business days thereafter, redeem the Class A ordinary shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account (which interest shall be net of taxes payable and up to \$ 100, 000 of interest to pay dissolution expenses), divided by the number of then outstanding Class A ordinary shares, which redemption will completely extinguish public shareholders' rights as shareholders (including the right to receive further liquidating distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining shareholders and our Board, liquidate and dissolve, subject in the case of clauses (ii) and (iii) to our obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the requirements of other applicable law; • Prior to our initial business combination, we may not issue additional securities that would entitle the holders thereof to (i) receive funds from the Trust Account or (ii) vote on our initial business combination; • Although we do not intend to enter into a business combination with a target business that is affiliated with our Sponsor, our directors or our executive officers, we are not prohibited from doing so. In the event we enter into such a transaction, we, or a committee of independent directors, will obtain an opinion from an independent investment banking firm which is a member of the Financial Industry Regulatory Authority or a valuation or appraisal firm that such a business combination is fair to our company from a financial point of view; • If a shareholder vote on our initial business combination is not required by law and we do not decide to hold a shareholder vote for business or other legal reasons, we will offer to redeem our Class A ordinary shares pursuant to Rule 13e- 4 and Regulation 14E of the Exchange Act, and will file tender offer documents with the SEC prior to completing our initial business combination which contain substantially the same financial and other information about our initial business combination and the redemption rights as is required under Regulation 14A of the Exchange Act; • We must complete one or more business combinations having an aggregate fair market value of at least 80 % of the assets held in the Trust Account (excluding the deferred underwriting commissions and taxes payable on the income earned on the Trust Account) at the time of the agreement to enter into the initial business combination; • If our shareholders approve an amendment to our Charter to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or to redeem 100 % of our Class A ordinary shares if we do not complete our initial business combination by May 13, 2023, or with respect to any other material provisions relating to shareholders' rights or pre- initial business combination activity, we will provide our public shareholders with the opportunity to redeem all or a portion of their Class A ordinary shares upon such

approval at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest (which interest shall be net of taxes payable), divided by the number of then outstanding Class A ordinary shares, subject to the limitations described herein; and • We will not effectuate our initial business combination with another blank check company or a similar company with nominal operations. Our Charter provides that unless we consent in writing to the selection of an alternative forum, the courts of the Cayman Islands shall have exclusive jurisdiction over any claim or dispute arising out of or in connection with our Charter or otherwise related in any way to each shareholder's shareholding in us, including but not limited to (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of any fiduciary or other duty owed by any of our current or former director, officer or other employee to us or our shareholders, (iii) any action asserting a claim arising pursuant to any provision of the Companies Act or our Charter, or (iv) any action asserting a claim against us governed by the internal affairs doctrine (as such concept is recognized under the laws of the United States of America) and that each shareholder irrevocably submits to the exclusive jurisdiction of the courts of the Cayman Islands over all such claims or disputes. Our Charter also provides that, without prejudice to any other rights or remedies that we may have, each of our shareholders acknowledges that damages alone would not be an adequate remedy for any breach of the selection of the courts of the Cayman Islands as exclusive forum and that accordingly, we shall be entitled, without proof of special damages, to the remedies of injunction, specific performance or other equitable relief for any threatened or actual breach of the selection of the courts of the Cayman Islands as an exclusive forum. The forum selection provision in our Charter will not apply to actions or suits brought to enforce any liability or duty created by the Securities Act, Exchange Act or any claim for which the federal district courts of the United States of America are, as a matter of the laws of the United States of America, the sole and exclusive forum for determination of such a claim. In addition, our Charter provides that under no circumstances will we redeem our Class A ordinary shares in an amount that would cause our net tangible assets to be less than \$ 5, 000, 001 following such redemptions. We may, however, raise funds through the issuance of equity- linked securities or through loans, advances or other indebtedness in connection with our initial business combination including pursuant to forward purchase agreements or backstop arrangements we may enter into following consummation of our Public Offering, in order to, among other reasons, satisfy such net tangible assets requirement. The Companies Act permits a company incorporated in the Cayman Islands to amend its memorandum and articles of association with the approval of a special resolution. A company's articles of association may specify that the approval of a higher majority is required but, provided the approval of the required majority is obtained, any Cayman Islands exempted company may amend its memorandum and articles of association regardless of whether its memorandum and articles of association provide otherwise. Accordingly, although we could amend any of the provisions relating to our proposed offering, structure and business plan which are contained in our Charter, we view all of these provisions as binding obligations to our shareholders and neither we, nor our officers or directors, will take any action to amend or waive any of these provisions unless we provide dissenting public shareholders with the opportunity to redeem their Class A ordinary shares.

Anti- Money Laundering — Cayman Islands If any person resident in the Cayman Islands knows or suspects or has reasonable grounds for knowing or suspecting that another person is engaged in criminal conduct or money- laundering or is involved with terrorism or terrorist financing and property and the information for that knowledge or suspicion came to their attention in the course of business in the regulated sector, or other trade, profession, business or employment, the person will be required to report such knowledge or suspicion to (i) the Financial Reporting Authority of the Cayman Islands, pursuant to the Proceeds of Crime Act (As Revised) of the Cayman Islands if the disclosure relates to criminal conduct or money laundering, or (ii) a police officer of the rank of constable or higher, or the Financial Reporting Authority of the Cayman Islands, pursuant to the Terrorism Act (As Revised) of the Cayman Islands, if the disclosure relates to involvement with terrorism or terrorist financing and property. Such a report shall not be treated as a breach of confidence or of any restriction upon the disclosure of information imposed by any enactment or otherwise.

Cayman Islands Data Protection We have certain duties under the Data Protection Act (As Revised) of the Cayman Islands (the "DPA") based on internationally accepted principles of data privacy.

Privacy Notice Introduction This privacy notice puts our shareholders on notice that through your investment in the Company you will provide us with certain personal information which constitutes personal data within the meaning of the DPA ("personal data"). In the following discussion, the "Company" refers to us and our affiliates and / or delegates, except where the context requires otherwise.

Investor Data We will collect, use, disclose, retain and secure personal data to the extent reasonably required only and within the parameters that could be reasonably expected during the normal course of business. We will only process, disclose, transfer or retain personal data to the extent legitimately required to conduct our activities on an ongoing basis or to comply with legal and regulatory obligations to which we are subject. We will only transfer personal data in accordance with the requirements of the DPA, and will apply appropriate technical and organizational information security measures designed to protect against unauthorized or unlawful processing of the personal data and against the accidental loss, destruction or damage to the personal data. In our use of this personal data, we will be characterized as a "data controller" for the purposes of the DPA, while our affiliates and service providers who may receive this personal data from us in the conduct of our activities may either act as our "data processors" for the purposes of the DPA or may process personal information for their own lawful purposes in connection with services provided to us. We may also obtain personal data from other public sources. Personal data includes, without limitation, the following information relating to a shareholder and / or any individuals connected with a shareholder as an investor: name, residential address, email address, contact details, corporate contact information, signature, nationality, place of birth, date of birth, tax identification, credit history, correspondence records, passport number, bank account details, source of funds details and details relating to the shareholder's investment activity.

Who this Affects If you are a natural person, this will affect you directly. If you are a corporate investor (including, for these purposes, legal arrangements such as trusts or exempted limited partnerships) that provides us with personal data on individuals connected to you for any reason in relation your investment in the Company, this will be relevant for those individuals and you should transmit the content of this Privacy Notice to such individuals or otherwise advise them of its content.

How the Company May Use a Shareholder's Personal Data The Company, as the data controller, may collect, store and use personal data for lawful purposes, including, in particular: • where this is necessary for the performance of our rights and obligations under any purchase agreements; • where this is necessary for compliance with a legal and regulatory obligation to which we are subject (such as compliance with anti- money laundering and FATCA / CRS requirements); and / or • where this is necessary for the purposes of our legitimate interests and such interests are

not overridden by your interests, fundamental rights or freedoms. Should we wish to use personal data for other specific purposes (including, if applicable, any purpose that requires your consent), we will contact you. Why We May Transfer Your Personal Data In certain circumstances we may be legally obliged to share personal data and other information with respect to your shareholding with the relevant regulatory authorities such as the Cayman Islands Monetary Authority or the Tax Information Authority. They, in turn, may exchange this information with foreign authorities, including tax authorities. We anticipate disclosing personal data to persons who provide services to us and their respective affiliates (which may include certain entities located outside the United States, the Cayman Islands or the European Economic Area), who will process your personal data on our behalf. The Data Protection Measures We Take Any transfer of personal data by us or our duly authorized affiliates and / or delegates outside of the Cayman Islands shall be in accordance with the requirements of the DPA. We and our duly authorized affiliates and / or delegates shall apply appropriate technical and organizational information security measures designed to protect against unauthorized or unlawful processing of personal data, and against accidental loss or destruction of, or damage to, personal data. We shall notify you of any personal data breach that is reasonably likely to result in a risk to your interests, fundamental rights or freedoms or those data subjects to whom the relevant personal data relates. Certain Anti-Takeover Provisions of Our Charter Our Charter provides that our Board will be classified into three classes of directors. As a result, in most circumstances, a person can gain control of our Board only by successfully engaging in a proxy contest at two or more annual meetings. Our authorized but unissued Class A ordinary shares and preference shares are available for future issuances without shareholder approval and could be utilized for a variety of corporate purposes, including future offerings to raise additional capital, acquisitions and employee benefit plans. The existence of authorized but unissued and unreserved Class A ordinary shares and preference shares could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise. Securities Eligible for Future Sale As of December 31, 2022, there were 5,297,030 Class A ordinary shares issued and outstanding. These shares are freely tradable without restriction or further registration under the Securities Act, except for any Class A ordinary shares purchased by one of our affiliates within the meaning of Rule 144 under the Securities Act. All of the outstanding Founder Shares (6,666,667 Founder Shares) and all of the outstanding private placement shares (655,000 shares) will be restricted securities under Rule 144, in that they were issued in private transactions not involving a public offering. Pursuant to Rule 144, a person who has beneficially owned restricted shares or warrants for at least six months would be entitled to sell their securities provided that (i) such person is not deemed to have been one of our affiliates at the time of, or at any time during the three months preceding, a sale and (ii) we are subject to the Exchange Act periodic reporting requirements for at least three months before the sale and have filed all required reports under Section 13 or 15 (d) of the Exchange Act during the 12 months (or such shorter period as we were required to file reports) preceding the sale. Persons who have beneficially owned restricted shares or warrants for at least six months but who are our affiliates at the time of, or at any time during the three months preceding, a sale, would be subject to additional restrictions, by which such person would be entitled to sell within any three-month period only a number of securities that does not exceed the greater of: • 1% of the total number of ordinary shares then outstanding, which equals 119,637 as of December 31, 2022; or • the average weekly reported trading volume of the Class A ordinary shares during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale. Sales by our affiliates under Rule 144 are also limited by manner of sale provisions and notice requirements and to the availability of current public information about us. Restrictions on the Use of Rule 144 by Shell Companies or Former Shell Companies Rule 144 is not available for the resale of securities initially issued by shell companies (other than business combination related shell companies) or issuers that have been at any time previously a shell company. However, Rule 144 also includes an important exception to this prohibition if the following conditions are met: • the issuer of the securities that was formerly a shell company has ceased to be a shell company; • the issuer of the securities is subject to the reporting requirements of Section 13 or 15 (d) of the Exchange Act; • the issuer of the securities has filed all Exchange Act reports and material required to be filed, as applicable, during the preceding 12 months (or such shorter period that the issuer was required to file such reports and materials), other than Current Reports on Form 8-K; and • at least one year has elapsed from the time that the issuer filed current Form 10 type information with the SEC reflecting its status as an entity that is not a shell company. As a result, our Initial Shareholders will be able to sell their Founder Shares and Private Placement Units, as applicable, pursuant to Rule 144 without registration one year after we have completed our initial business combination. The holders of the (i) Founder Shares, which were originally issued in a private placement prior to the closing of our Public Offering, (ii) Private Placement Units, which were issued in a private placement simultaneously with the closing of our Public Offering, the private placement shares and private placement warrants underlying the Private Placement Units, and the Class A ordinary shares underlying such private placement warrants and (iii) Private Placement Units that may be issued upon conversion of working capital loans have registration rights to require us to register a sale of any of our securities held by them pursuant to a registration rights agreement, dated August 10, 2021 by and among the Company, the Sponsor, Cantor, the Anchor Investors and the holders signatory thereto (the “ registration rights agreement ”). Pursuant to the registration rights agreement, assuming that \$ 1,500,000 of working capital loans are converted into Private Placement Units and assuming that all Founder Shares convert into Class A ordinary shares on a one-for-one basis, we will be obligated to register up to 7,690,000 Class A ordinary shares and 218,333 warrants. The number of Class A ordinary shares includes (i) 6,666,667 Class A ordinary shares to be issued upon conversion of the Founder Shares, (ii) 655,000 Class A ordinary shares underlying the Private Placement Units, (iii) 218,333 Class A ordinary shares underlying the private placement warrants and (iv) 150,000 Class A ordinary shares underlying the Private Placement Units issued upon conversion of working capital loans. The number of warrants includes 218,333 private placement warrants and 50,000 private placement warrants issued upon conversion of working capital loans. The holders of these securities are entitled to make up to three demands, excluding short form demands, that we register such securities. In addition, the holders have certain “ piggy-back ” registration rights with respect to registration statements filed subsequent to our completion of our initial business combination. Notwithstanding the foregoing, Cantor may not exercise its demand and “ piggyback ” registration rights after five (5) and seven (7) years, respectively, after the effective date of the registration statement filed in connection with our Public Offering and may not exercise its demand rights on more than one occasion. We will bear the expenses incurred in connection with the filing of any such registration statements. Listing of Securities Our Units, Class A ordinary shares and Public Warrants are listed on the Nasdaq under the symbols “ VCXAU, ” “ VCXA ” and “ VCXAW, ”

respectively. Exhibit 10. 15 THIS AMENDED AND RESTATED PROMISSORY NOTE (“ NOTE ”) HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ SECURITIES ACT ”). THIS NOTE HAS BEEN ACQUIRED FOR INVESTMENT ONLY AND MAY NOT BE SOLD, TRANSFERRED OR ASSIGNED IN THE ABSENCE OF REGISTRATION OF THE RESALE THEREOF UNDER THE SECURITIES ACT OR AN OPINION OF COUNSEL REASONABLY SATISFACTORY IN FORM, SCOPE AND SUBSTANCE TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED. AMENDED AND RESTATED PROMISSORY NOTE Principal Amount: \$ 800, 000 Dated as of November 14, 2022 WHEREAS, on November 14, 2022, 10X Capital Venture Acquisition Corp. II, a Cayman Islands exempted company (“ Maker ”), issued that certain Promissory Note (the “ Original Note ”) to 10X Capital SPAC Sponsor II LLC, a Cayman Islands limited liability company, or its registered assigns or successors in interest (“ Payee ”); and WHEREAS, Maker and Payee desire to amend and restate in its entirety the Original Note on the terms and conditions provided in this Note. NOW THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the existence and sufficiency of which is expressly recognized by each of the parties hereto, the parties agree as follows: Maker promises to pay to the order of Payee, or order, the principal sum of Eight Hundred Thousand Dollars (\$ 800, 000) or such lesser amount as shall have been advanced to Payee to Maker and shall remain unpaid under this Note on the Maturity Date (as defined below) in lawful money of the United States of America, on the terms and conditions described below. All payments on this Note shall be made by check or wire transfer of immediately available funds or as otherwise determined by Maker to such account as Payee may from time to time designate by written notice in accordance with the provisions of this Note. 1. Principal. The entire unpaid principal balance of this Note shall be payable on the earlier of: (i) the date on which Maker consummates its Business Combination (as defined below) or (ii) the day prior to the date the Maker elects to liquidate and dissolve in accordance with the provisions of its Second Amended and Restated Memorandum and Articles of Association, as may be amended from time to time (such earlier date, the “ Maturity Date ”). The principal balance may be prepaid at any time. Under no circumstances shall any individual, including but not limited to any officer, director, employee or shareholder of Maker, be obligated personally for any obligations or liabilities of Maker hereunder. 2. Drawdown Requests. Maker and Payee agree that Maker may request, from time to time, up to Eight Hundred Thousand Dollars (\$ 800, 000) in drawdowns under this Note to be used for costs and expenses related to Maker’ s diligence and completion of its initial business combination (the “ Business Combination ”). Principal of this Note may be drawn down from time to time prior to the Maturity Date upon written request from Maker to Payee (each, a “ Drawdown Request ”). Each Drawdown Request must state the amount to be drawn down, and must not be an amount less than One Thousand Dollars (\$ 1, 000). Payee shall fund each Drawdown Request no later than three (3) business days after receipt of a Drawdown Request; provided, however, that the maximum amount of drawdowns outstanding under this Note at any time may not exceed Eight Hundred Thousand Dollars (\$ 800, 000). No fees, payments or other amounts shall be due to Payee in connection with, or as a result of, any Drawdown Request by Maker. 3. Interest. No interest shall accrue on the unpaid principal balance of this Note. 4. Application of Payments. All payments shall be applied first to payment in full of any costs incurred in the collection of any sum due under this Note, including (without limitation) reasonable attorney’ s fees, then to the payment in full of any late charges and finally to the reduction of the unpaid principal balance of this Note. 5. Events of Default. The following shall constitute an event of default (“ Event of Default ”): (a) Failure to Make Required Payments. Failure by Maker to pay the principal amount due pursuant to this Note within five (5) business days of the date specified above. (b) Voluntary Bankruptcy, Etc. The commencement by Maker of a voluntary case under any applicable bankruptcy, insolvency, reorganization, rehabilitation or other similar law, or the consent by it to the appointment of or taking possession by a receiver, liquidator, assignee, trustee, custodian, sequestrator (or other similar official) of Maker or for any substantial part of its property, or the making by it of any assignment for the benefit of creditors, or the failure of Maker generally to pay its debts as such debts become due, or the taking of corporate action by Maker in furtherance of any of the foregoing. (c) Involuntary Bankruptcy, Etc. The entry of a decree or order for relief by a court having jurisdiction in the premises in respect of Maker in an involuntary case under any applicable bankruptcy, insolvency or other similar law, or appointing a receiver, liquidator, assignee, custodian, trustee, sequestrator (or similar official) of Maker or for any substantial part of its property, or ordering the winding- up or liquidation of its affairs, and the continuance of any such decree or order unstayed and in effect for a period of 60 consecutive days. 6. Optional Conversion. (a) Optional Conversion. At the option of Payee, at any time on or prior to the Maturity Date, any amounts outstanding under this Note (or any portion thereof), up to \$ 1, 500, 000 in the aggregate, may be converted into up to an additional 150, 000 private placement- equivalent units of Maker at a price of \$ 10. 00 per unit (the “ Working Capital Units ”), each consisting of one Class A ordinary share, par value \$ 0. 0001 per share, of Maker (the “ Ordinary Shares ”) and one- third of one redeemable warrant (the “ Working Capital Warrants ”). If Payee elects such conversion, the terms of such Working Capital Units issued in connection with such conversion shall be identical to the units issued to Payee in the private placement that closed on January 11, 2022 (the “ Private Placement Units ”) in connection with Maker’ s initial public offering (the “ IPO ”), with each Private Placement Unit consisting of one Ordinary Share and one- third of one redeemable warrant (the “ Private Placement Warrants ”). Each Working Capital Warrant entitles the holder thereof to purchase one Ordinary Share at a price of \$ 11. 50 per share, subject to the same adjustments applicable to the Private Placement Warrants. Before this Note, or any portion thereof, may be converted pursuant to this Section 6 (a), Payee shall surrender this Note, duly endorsed, at the office of Maker and shall state therein the amount of the unpaid principal of this Note to be converted and the name or names in which the certificates for Working Capital Units are to be issued (or the book- entries to be made to reflect ownership of such Working Capital Units with Maker’ s transfer agent). The conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of this Note and the person or persons entitled to receive the Working Capital Units upon such conversion shall be treated for all purposes as the record holder or holders of such Working Capital Units (and the underlying Ordinary Shares and Working Capital Warrants) as of such date. Each such newly issued Working Capital Unit shall include a restricted legend that contemplates the same restrictions as the Private Placement Units. The Working Capital Warrants, Ordinary Shares issuable upon exercise of the Working Capital Warrants and Ordinary Shares issuable upon exercise of the Working Capital Units shall constitute “ Registrable Securities ” pursuant to that certain Registration Rights Agreement, dated August 10, 2021, by and among Maker, Payee and the holders signatory thereto. (b) Remaining Principal. All accrued and unpaid principal of this Note that is not then converted into Working Capital Units shall continue to remain outstanding and be subject to the conditions

of this Note. (c) Fractional Warrants; Effect of Conversion. No fractional Working Capital Warrants shall be issued upon conversion of this Note. In lieu of any fractional Working Capital Warrants to Payee upon conversion of this Note, Maker shall pay to Payee an amount equal to the product obtained by multiplying the Conversion Price by the fraction of a Working Capital Warrant not issued pursuant to the previous sentence. Upon conversion of this Note in full and the payment of any amounts specified in this Section 6 (c), this Note shall be cancelled and void without further action of Maker or Payee, and Maker shall be forever released from all its obligations and liabilities under this Note. 7. Remedies. (a) Upon the occurrence of an Event of Default specified in Section 5 (a) hereof, Payee may, by written notice to Maker, declare this Note to be due immediately and payable, whereupon the unpaid principal amount of this Note, and all other amounts payable hereunder, shall become immediately due and payable without presentment, demand, protest or other notice of any kind, all of which are hereby expressly waived, anything contained herein or in the documents evidencing the same to the contrary notwithstanding. (b) Upon the occurrence of an Event of Default specified in Sections 5 (b) or 5 (c), the unpaid principal balance of this Note, and all other sums payable with regard to this Note, shall automatically and immediately become due and payable, in all cases without any action on the part of Payee. 8. Waivers. Maker and all endorsers and guarantors of, and sureties for, this Note waive presentment for payment, demand, notice of dishonor, protest, and notice of protest with regard to the Note, all errors, defects and imperfections in any proceedings instituted by Payee under the terms of this Note, and all benefits that might accrue to Maker by virtue of any present or future laws exempting any property, real or personal, or any part of the proceeds arising from any sale of any such property, from attachment, levy or sale under execution, or providing for any stay of execution, exemption from civil process, or extension of time for payment; and Maker agrees that any real estate that may be levied upon pursuant to a judgment obtained by virtue hereof or any writ of execution issued hereon, may be sold upon any such writ in whole or in part in any order desired by Payee. 9. Unconditional Liability. Maker hereby waives all notices in connection with the delivery, acceptance, performance, default, or enforcement of the payment of this Note, and agrees that its liability shall be unconditional, without regard to the liability of any other party, and shall not be affected in any manner by any indulgence, extension of time, renewal, waiver or modification granted or consented to by Payee, and consents to any and all extensions of time, renewals, waivers, or modifications that may be granted by Payee with respect to the payment or other provisions of this Note, and agrees that additional makers, endorsers, guarantors, or sureties may become parties hereto without notice to Maker or affecting Maker's liability hereunder. 10. Notices. All notices, statements or other documents which are required or contemplated by this Note shall be: (i) in writing and delivered personally or sent by first class registered or certified mail, overnight courier service or facsimile or electronic transmission to the address designated in writing, (ii) by facsimile to the number most recently provided to such party or such other address or fax number as may be designated in writing by such party and (iii) by electronic mail, to the electronic mail address most recently provided to such party or such other electronic mail address as may be designated in writing by such party. Any notice or other communication so transmitted shall be deemed to have been given on the day of delivery, if delivered personally, on the business day following receipt of written confirmation, if sent by facsimile or electronic transmission, one (1) business day after delivery to an overnight courier service or five (5) days after mailing if sent by mail. 11. Construction. THIS NOTE SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF NEW YORK, WITHOUT REGARD TO CONFLICT OF LAW PROVISIONS THEREOF. 12. Severability. Any provision contained in this Note which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. 13. Trust Waiver. Notwithstanding anything herein to the contrary, Payee hereby waives any and all right, title, interest or claim of any kind ("Claim") in or to any distribution of or from the trust account in which the proceeds of the IPO conducted by Maker (including the deferred underwriters discounts and commissions) and the proceeds of the sale of the Private Placement Units were deposited, as described in greater detail in the registration statement and prospectus filed with the Securities and Exchange Commission in connection with the IPO, and hereby agrees not to seek recourse, reimbursement, payment or satisfaction for any Claim against the trust account for any reason whatsoever. 14. Amendment; Waiver. Any amendment hereto or waiver of any provision hereof may be made with, and only with, the written consent of Maker and Payee. 15. Assignment. No assignment or transfer of this Note or any rights or obligations hereunder may be made by any party hereto (by operation of law or otherwise) without the prior written consent of the other party hereto and any attempted assignment without the required consent shall be void. 16. Transfer of this Note or Securities Issuable on Conversion. With respect to any sale or other disposition of this Note or securities into which this Note may be converted, Payee shall give written notice to Maker prior thereto, describing briefly the manner thereof, together with (i) except for a Permitted Transfer, in which case the requirements in this clause (i) shall not apply, a written opinion reasonably satisfactory to Maker in form and substance from counsel reasonably satisfactory to Maker to the effect that such sale or other distribution may be effected without registration or qualification under any federal or state law then in effect and (ii) a written undertaking executed by the desired transferee reasonably satisfactory to Maker in form and substance agreeing to be bound by the restrictions on transfer contained herein. Upon receiving such written notice, reasonably satisfactory opinion, or other evidence, and such written acknowledgement, Maker, as promptly as practicable, shall notify Payee that Payee may sell or otherwise dispose of this Note or such securities, all in accordance with the terms of the note delivered to Maker. If a determination has been made pursuant to this Section 16 that the opinion of counsel for Payee, or other evidence, or the written acknowledgment from the desired transferee, is not reasonably satisfactory to Maker, Maker shall so notify Payee promptly after such determination has been made. Each Note thus transferred shall bear a legend as to the applicable restrictions on transferability in order to ensure compliance with the Securities Act, unless in the opinion of counsel for Maker such legend is not required in order to ensure compliance with the Securities Act. Maker may issue stop transfer instructions to its transfer agent in connection with such restrictions. Subject to the foregoing, transfers of this Note shall be registered upon registration on the books maintained for such purpose by or on behalf of Maker. Prior to presentation of this Note for registration of transfer, Maker shall treat the registered holder hereof as the owner and holder of this Note for the purpose of receiving all payments of principal hereon and for all other purposes whatsoever, whether or not this Note shall be overdue and Maker shall not be affected by notice to the contrary. For purposes hereof "Permitted Transfer" shall have the same meaning as any transfer that would be permitted for the Private Placement Units under the Letter Agreement, dated August 10, 2021, among Maker, Payee and the other parties

thereto. [Signature pages follow] IN WITNESS WHEREOF, Maker, intending to be legally bound hereby, has caused this Note to be duly executed by the undersigned as of the day and year first above written. 10X CAPITAL VENTURE ACQUISITION CORP. II By: / s / Hans Thomas Name: Hans Thomas Title: Chief Executive Officer [Signature Page to Promissory Note] Acknowledged and agreed as of the date first above written. 10X Capital SPAC Sponsor II LLC By: / s / Hans Thomas Name: Hans Thomas Title: Manager Exhibit 31. 1 CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A- 14 (A) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES- OXLEY ACT OF I, Hans Thomas, certify that: (1) I have reviewed this Annual Report on Form 10- K of 10X Capital Venture Acquisition Corp. II (the “ registrant ”) for the fiscal year ended December 31, 2022; (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; (4) The registrant’ s other certifying officer (s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15 (e) and 15d- 15 (e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a- 15 (f) and 15d- 15 (f)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c) Evaluated the effectiveness of the registrant’ s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d) Disclosed in this report any change in the registrant’ s internal control over financial reporting that occurred during the registrant’ s most recent fiscal quarter (the registrant’ s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’ s internal control over financial reporting; and (5) The registrant’ s other certifying officer (s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’ s auditors and the audit committee of the registrant’ s board of directors (or persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’ s ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’ s internal control over financial reporting. Date: April 17, 2023 / s / Hans Thomas Hans Thomas Chief Executive Officer (Principal Executive Officer) Exhibit 31. 2 CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A- 14 (A) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES- OXLEY ACT OF 2002 I, Guhan Kandasamy, certify that: / s / Guhan Kandasamy Guhan Kandasamy Chief Financial Officer (Principal Financial Officer) Exhibit 32. 1 CERTIFICATION PURSUANT TO 18 U. S. C. SECTION AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES- OXLEY ACT OF 2002 In connection with the Annual Report of 10X Capital Venture Acquisition Corp. II (the “ Company ”) on Form 10- K for the period ending December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “ Report ”), I, Hans Thomas, Chief Executive Officer of the Company, certify, pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, that: (1) The Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and (2) To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report. Exhibit 32. 2 In connection with the Annual Report of 10X Capital Venture Acquisition Corp. II (the “ Company ”) on Form 10- K for the period ending December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “ Report ”), I, Guhan Kandasamy, Chief Financial Officer of the Company, certify, pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, that: v3. 23. 1 Document And Entity Information- USD (\$) 12 Months Ended Dec. 31, 2022 Apr. 10, 2023 Jun. 30, 2022 Document Information Line Items Entity Registrant Name 10X Capital Venture Acquisition Corp. II Trading Symbol VCXA Document Type 10- K Current Fiscal Year End Date-- 12- 31 Entity Public Float \$ 199, 780, 000 Amendment Flag false Entity Central Index Key Entity Current Reporting Status Yes Entity Voluntary Filers No Entity Filer Category Non- accelerated Filer Entity Well- known Seasoned Issuer No Document Period End Date Dec. 31, 2022 Document Fiscal Year Focus Document Fiscal Period Focus FY Entity Small Business true Entity Emerging Growth Company true Entity Shell Company true Entity Ex Transition Period false ICFR Auditor Attestation Flag false Document Annual Report true Document Transition Report false Entity File Number 001- 40722 Entity Incorporation, State or Country Code E9 Entity Tax Identification Number 98- 1594494 Entity Address, Address Line One 1 World Trade Center Entity Address, Address Line Two 85th Floor Entity Address, City or Town New York Entity Address, State or Province NY Entity Address, Postal Zip Code City Area Code (212) Local Phone Number 257- 0069 Title of 12 (b) Security Class A ordinary shares, par value \$ 0. 0001 per share Security Exchange Name NASDAQ Entity Interactive Data Current Yes Auditor Name WithumSmith Brown, PC Auditor Location New York, New York Auditor Firm ID Class A Ordinary Shares Document Information Line Items Entity Common Stock, Shares Outstanding 5, 297, 030 Class B Ordinary Shares Document Information Line Items Entity Common Stock, Shares Outstanding 6, 666, 667 X- Definition Boolean flag that is true when the XBRL content amends previously- filed or accepted submission. References No definition available. Details Name: dei_ AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli: boolean ItemType Balance Type: na Period Type: durationX- Definition PCAOB issued Audit Firm Identifier References Reference 1: http: // www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 10- K- Number 249- Section 310 Reference 2: http: // www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection f Reference 3: http: // www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f Details Name: dei_ Auditor Firm Id Namespace Prefix: dei_ Data Type: dei: nonemptySequenceNumber ItemType Balance Type: na Period Type:

durationX- ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 10- K- Number 249- Section 310>Reference 2: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection f>Reference 3: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f>Details Name: dei_AuditorLocation Namespace Prefix: dei_Data Type: dei:internationalNameItemType Balance Type: na Period Type: durationX- ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 10- K- Number 249- Section 310>Reference 2: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection f>Reference 3: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f>Details Name: dei_AuditorName Namespace Prefix: dei_Data Type: dei:internationalNameItemType Balance Type: na Period Type: durationX- DefinitionArea code of city ReferencesNo definition available. Details Name: dei_CityAreaCode Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionEnd date of current fiscal year in the format-- MM- DD. ReferencesNo definition available. Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: durationX- DefinitionBoolean flag that is true only for a form used as an annual report. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 10- K- Number 249- Section 310>Reference 2: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection f>Reference 3: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f>Details Name: dei_DocumentAnnualReport Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: durationX- DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10- Q or 10- QT statements have value Q1, Q2, and Q3 respectively, with 10- K, 10- KT or other fiscal year statements having FY. ReferencesNo definition available. Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: durationX- DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. ReferencesNo definition available. Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_Data Type: xbrli:gYearItemType Balance Type: na Period Type: durationX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- DefinitionFor the EDGAR submission types of Form 8- K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N- 1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY- MM- DD. ReferencesNo definition available. Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_Data Type: xbrli:dateItemType Balance Type: na Period Type: durationX- DefinitionBoolean flag that is true only for a form used as a transition report. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Forms 10- K, 10- Q, 20- F- Number 240- Section 13- Subsection a- 1>Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: durationX- DefinitionThe type of document being provided (such as 10- K, 10- Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word' Other'. ReferencesNo definition available. Details Name: dei_DocumentType Namespace Prefix: dei_Data Type: dei:submissionTypeItemType Balance Type: na Period Type: durationX- DefinitionAddress Line 1 such as Attn, Building Name, Street Name ReferencesNo definition available. Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionAddress Line 2 such as Street or Suite number ReferencesNo definition available. Details Name: dei_EntityAddressAddressLine2 Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionName of the City or Town ReferencesNo definition available. Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionCode for the postal or zip code ReferencesNo definition available. Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionName of the state or province. ReferencesNo definition available. Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: durationX- DefinitionA unique 10- digit SEC- issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2>Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_Data Type: dei:centerIndexKeyItemType Balance Type: na Period Type: durationX- DefinitionIndicate number of shares or other units outstanding of each of registrant' s classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class / interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. ReferencesNo definition available. Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_Data Type: xbrli:sharesItemType Balance Type: na Period Type: instantX- DefinitionIndicate' Yes' or' No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant' s current or most recent filing containing the related disclosure. ReferencesNo definition available. Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_Data Type: dei:yesNoItemType Balance Type: na Period Type: durationX- DefinitionIndicate if registrant meets the emerging growth company criteria. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2>Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: durationX- DefinitionIndicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards. ReferencesReference 1:

Section B- Subsection 2 Details Name: dei_EntityExTransitionPeriod Namespace Prefix: dei_Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1- 3 digits, the sequence number may contain 1- 8 digits, the optional suffix may contain 1- 4 characters, and the fields are separated with a hyphen. ReferencesNo definition available. Details Name: dei_EntityFileNumber Namespace Prefix: dei_Data Type: dei: fileNumberItemType Balance Type: na Period Type: durationX- DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non- accelerated Filer. Definitions of these categories are stated in Rule 12b- 2 of the Exchange Act. This information should be based on the registrant' s current or most recent filing containing the related disclosure. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2> Details Name: dei_EntityFilerCategory Namespace Prefix: dei_Data Type: dei: filerCategoryItemType Balance Type: na Period Type: durationX- DefinitionTwo- character EDGAR code representing the state or country of incorporation. ReferencesNo definition available. Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_Data Type: dei: edgarStateCountryItemType Balance Type: na Period Type: durationX- DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S- T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Regulation S- T- Number 232- Section 405> Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_Data Type: dei: yesNoItemType Balance Type: na Period Type: durationX- DefinitionThe aggregate market value of the voting and non- voting common equity held by non- affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant' s most recently completed second fiscal quarter. ReferencesNo definition available. Details Name: dei_EntityPublicFloat Namespace Prefix: dei_Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2> Details Name: dei_EntityRegistrantName Namespace Prefix: dei_Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b- 2 of the Exchange Act. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2> Details Name: dei_EntityShellCompany Namespace Prefix: dei_Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionIndicates that the company is a Smaller Reporting Company (SRC). ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2> Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9- digit value assigned by the IRS. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2> Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_Data Type: dei: employerIdItemType Balance Type: na Period Type: durationX- DefinitionIndicate ' Yes' or ' No' if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. ReferencesNo definition available. Details Name: dei_EntityVoluntaryFilers Namespace Prefix: dei_Data Type: dei: yesNoItemType Balance Type: na Period Type: durationX- DefinitionIndicate ' Yes' or ' No' if the registrant is a well- known seasoned issuer, as defined in Rule 405 of the Securities Act. Is used on Form Type: 10- K, 10- Q, 8- K, 20- F, 6- K, 10- K / A, 10- Q / A, 20- F / A, 6- K / A, N- CSR, N- Q, N- 1A. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Securities Act- Number 230- Section 405> Details Name: dei_EntityWellKnownSeasonedIssuer Namespace Prefix: dei_Data Type: dei: yesNoItemType Balance Type: na Period Type: durationX- ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 10- K- Number 249- Section 310> Reference 2: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection f> Reference 3: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f> Details Name: dei_IcfrAuditorAttestationFlag Namespace Prefix: dei_Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionLocal phone number for entity. ReferencesNo definition available. Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionTitle of a 12 (b) registered security. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b> Details Name: dei_Security12bTitle Namespace Prefix: dei_Data Type: dei: securityTitleItemType Balance Type: na Period Type: durationX- DefinitionName of the Exchange on which a security is registered. ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection d1- 1> Details Name: dei_SecurityExchangeName Namespace Prefix: dei_Data Type: dei: edgarExchangeCodeItemType Balance Type: na Period Type: durationX- DefinitionTrading symbol of an instrument as listed on an exchange. ReferencesNo definition available. Details Name: dei_TradingSymbol Namespace Prefix: dei_Data Type: dei: tradingSymbolItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_ CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_ CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Consolidated Balance Sheets- USD (\$) Dec. 31, 2022 Dec. 31, 2021Current assets: Cash \$ 36, 675 \$ 1, 358, 622Prepaid expenses 137, 073 183, 695Total current assets 173, 748 1, 542, 317Investments held in Trust Account 47, 264, 548 200, 005, 484Total Assets 47, 438, 296 201, 547, 801Current liabilities: Accounts payable 2, 969, 033 130, 384Accrued expenses 6, 768, 920 1, 063, 040Promissory note – related party 600, 000 Total current liabilities 10, 337, 953 1, 193, 424Derivative liabilities 331, 777 Deferred underwriting commissions 7, 000, 000 7, 000, 000Total Liabilities 17, 669, 730 8, 193, 424Commitments and Contingencies Class A ordinary shares subject to possible redemption, \$ 0. 0001 par value; 4, 642, 030 and 20, 000, 000 shares issued and outstanding at redemption value of approximately \$ 10. 16 and \$ 10. 00 per share as of December 31, 2022 and 2021, respectively 47, 164, 548 200, 000, 000Shareholders' Deficit: Preference shares, \$ 0. 0001 par value ; 1, 000, 000 shares authorized ; none issued or outstanding as of December 31, 2022 and 2021 Class A ordinary shares, \$ 0. 0001 par value; 500, 000, 000 shares

authorized; 655,000 shares issued and outstanding (excluding 4,642,030 and 20,000,000 shares subject to possible redemption) as of December 31, 2022 and 2021 Class B ordinary shares, \$ 0.0001 par value; 50,000,000 shares authorized; 6,666,667 shares issued and outstanding as of December 31, 2022 and 2021 Accumulated deficit (17,396,715) (6,646,356) Total shareholders' deficit (17,395,982) (6,645,623) Total Liabilities, Class A Ordinary Shares Subject to Possible Redemption and Shareholders' Deficit \$ 47,438,296 \$ 201,547,801 X- Definition Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph \(SX 210.5-02.19\(a\)\)-URI https://asc.fasb.org/extlink & oid = 120391452 & loc = d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02.19(a))-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Reference 2: [http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-852-SubTopic-10-Section-55-Paragraph-10-URI https://asc.fasb.org/extlink & oid = 84165509 & loc = d3e56426-112766](http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-852-SubTopic-10-Section-55-Paragraph-10-URI-https://asc.fasb.org/extlink&oid=84165509&loc=d3e56426-112766) Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instantX- Definition Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph \(SX 210.5-02.20\)-URI https://asc.fasb.org/extlink & oid = 120391452 & loc = d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02.20)-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instantX- Definition Sum of the carrying amounts as of the balance sheet date of all assets that are recognized. Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-942-SubTopic-210-Section-S99-Paragraph-1-Subparagraph \(SX 210.9-03\(11\)\)-URI https://asc.fasb.org/extlink & oid = 126897435 & loc = d3e534808-122878](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-942-SubTopic-210-Section-S99-Paragraph-1-Subparagraph-(SX-210.9-03(11))-URI-https://asc.fasb.org/extlink&oid=126897435&loc=d3e534808-122878) Reference 2: [http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-852-SubTopic-10-Section-55-Paragraph-10-URI https://asc.fasb.org/extlink & oid = 84165509 & loc = d3e56426-112766](http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-852-SubTopic-10-Section-55-Paragraph-10-URI-https://asc.fasb.org/extlink&oid=84165509&loc=d3e56426-112766) Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\)-URI https://asc.fasb.org/extlink & oid = 126975872 & loc = SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(4)(iii)(A))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756) Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-22-URI https://asc.fasb.org/extlink & oid = 126901519 & loc = d3e8736-108599](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-22-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8736-108599) Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\)-URI https://asc.fasb.org/extlink & oid = 126975872 & loc = SL124442526-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-(SX-210.13-01(a)(4)(iv))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756) Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-944-SubTopic-210-Section-S99-Paragraph-1-Subparagraph \(SX 210.7-03\(a\)\(12\)\)-URI https://asc.fasb.org/extlink & oid = 126734703 & loc = d3e572229-122910](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-944-SubTopic-210-Section-S99-Paragraph-1-Subparagraph-(SX-210.7-03(a)(12))-URI-https://asc.fasb.org/extlink&oid=126734703&loc=d3e572229-122910) Reference 7: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-852-SubTopic-10-Section-50-Paragraph-7-Subparagraph \(a\)-URI https://asc.fasb.org/extlink & oid = 124433192 & loc = SL2890621-112765](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-852-SubTopic-10-Section-50-Paragraph-7-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=124433192&loc=SL2890621-112765) Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\)-URI https://asc.fasb.org/extlink & oid = 126975872 & loc = SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(4)(i))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756) Reference 9: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\)-URI https://asc.fasb.org/extlink & oid = 126975872 & loc = SL124442526-122756](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-(SX-210.13-01(a)(4)(ii))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756) Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph \(SX 210.13-01\(a\)\(5\)\)-URI https://asc.fasb.org/extlink & oid = 126975872 & loc = SL124442526-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-(SX-210.13-01(a)(5))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756) Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\)-URI https://asc.fasb.org/extlink & oid = 126975872 & loc = 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210.4-08\(g\)\(1\)\(ii\)\)-URI https://asc.fasb.org/extlink & oid = 120395691 & loc = d3e23780-122690](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-235-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.4-08(g)(1)(ii))-URI-https://asc.fasb.org/extlink&oid=120395691&loc=d3e23780-122690) Reference 14: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\)-URI https://asc.fasb.org/extlink & oid = 126975872 & loc = SL124442526-122756](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-(SX-210.13-01(a)(4)(iii))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756) Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-825-SubTopic-10-Section-50-Paragraph-28-Subparagraph \(f\)-URI https://asc.fasb.org/extlink & oid = 123596393 & loc = d3e14064-108612](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-825-SubTopic-10-Section-50-Paragraph-28-Subparagraph-(f)-URI-https://asc.fasb.org/extlink&oid=123596393&loc=d3e14064-108612) Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\)-URI https://asc.fasb.org/extlink & oid = 126975872 & loc = SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(4)(iii)(B))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756) Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-810-SubTopic-10-Section-50-Paragraph-3-Subparagraph \(bb\)-URI https://asc.fasb.org/extlink & oid = 123419778 & loc = d3e5710-111685](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-810-SubTopic-10-Section-50-Paragraph-3-Subparagraph-(bb)-URI-https://asc.fasb.org/extlink&oid=123419778&loc=d3e5710-111685) Reference 18: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph \(SX 210.13-02\(a\)\(5\)\)-URI https://asc.fasb.org/extlink & oid = 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role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 810- SubTopic 10- Section 45- Paragraph 25- Subparagraph (a)- URI <https://asc.fasb.org/extlink&oid=116870748&loc=SL6758485-165988>Reference 21: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph \(SX 210.13-02 \(a\) \(4\) \(iv\)\)](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(4)(iv)))- URI <https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756>Reference 22: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph \(SX 210.5-02 \(18\)\)](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(18)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682>Reference 23: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-323-SubTopic-10-Section-50-Paragraph-3-Subparagraph \(c\)](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-323-SubTopic-10-Section-50-Paragraph-3-Subparagraph-(c))- URI <https://asc.fasb.org/extlink&oid=114001798&loc=d3e33918-111571>Reference 24: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-30-Subparagraph \(c\)](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-30-Subparagraph-(c))- URI <https://asc.fasb.org/extlink&oid=126901519&loc=d3e8906-108599> Details Name: us-gaap_Assets Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instantX-DefinitionSum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold, or consumed within one year (or the normal operating cycle, if longer). Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. 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Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX-DefinitionThe total amount of cash and securities held by third party trustees pursuant to terms of debt instruments or other agreements as of the date of each statement of financial position presented, which can be used by the trustee only to pay the noncurrent portion of specified obligations. ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef->

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ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic946-SubTopic210-Section45-Paragraph20-URIhttps://asc.fasb.org/extlink&oid=118262064&loc=SL116631418-115840>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-PublisherFASB-NameAccountingStandardsCodification-Topic852-SubTopic10-Section55-Paragraph10-URIhttps://asc.fasb.org/extlink&oid=84165509&loc=d3e56426-112766>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic946-SubTopic210-Section45-Paragraph21-URIhttps://asc.fasb.org/extlink&oid=118262064&loc=SL116631419-115840>Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02\(1\)\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://www.xbrl.org/2009/role/commonPracticeRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02(1))-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_Cash Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02.25\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02.25)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic944-SubTopic210-SectionS99-Paragraph1-Subparagraph\(SX210.7-03.\(a\),19\)-URIhttps://asc.fasb.org/extlink&oid=126734703&loc=d3e572229-122910](http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic944-SubTopic210-SectionS99-Paragraph1-Subparagraph(SX210.7-03.(a),19)-URIhttps://asc.fasb.org/extlink&oid=126734703&loc=d3e572229-122910)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic942-SubTopic210-SectionS99-Paragraph1-Subparagraph\(SX210.9-03.17\)-URIhttps://asc.fasb.org/extlink&oid=126897435&loc=d3e534808-122878](http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic942-SubTopic210-SectionS99-Paragraph1-Subparagraph(SX210.9-03.17)-URIhttps://asc.fasb.org/extlink&oid=126897435&loc=d3e534808-122878) Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. 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ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-Section25-Paragraph2-URIhttps://asc.fasb.org/extlink&oid=28183603&loc=d3e692-112598> Details Name: us-gaap_DeferredIncomeNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionFair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic20-Section50-Paragraph3-Subparagraph\(c\)-URIhttps://asc.fasb.org/extlink&oid=51824906&loc=SL20225862-175312](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic20-Section50-Paragraph3-Subparagraph(c)-URIhttps://asc.fasb.org/extlink&oid=51824906&loc=SL20225862-175312) Details Name: us-gaap_DerivativeLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionSum of the carrying amounts as of the balance sheet date of all liabilities that are recognized. Liabilities are probable future sacrifices of economic benefits arising from present obligations of an entity to transfer assets or provide services to other entities in the future. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02.19-26\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02.19-26)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-PublisherFASB-NameAccountingStandardsCodification-Topic852-SubTopic10-Section50-Paragraph7-Subparagraph\(a\)-URIhttps://asc.fasb.org/extlink&oid=124433192&loc=SL2890621-112765](http://www.xbrl.org/2009/role/commonPracticeRef-PublisherFASB-NameAccountingStandardsCodification-Topic852-SubTopic10-Section50-Paragraph7-Subparagraph(a)-URIhttps://asc.fasb.org/extlink&oid=124433192&loc=SL2890621-112765)Reference 3: [http://www.xbrl.org/2003/role/exampleRef-PublisherFASB-NameAccountingStandardsCodification-Topic280-SubTopic10-Section50-Paragraph30-Subparagraph\(d\)-URIhttps://asc.fasb.org/extlink&oid=126901519&loc=d3e8906-108599](http://www.xbrl.org/2003/role/exampleRef-PublisherFASB-NameAccountingStandardsCodification-Topic280-SubTopic10-Section50-Paragraph30-Subparagraph(d)-URIhttps://asc.fasb.org/extlink&oid=126901519&loc=d3e8906-108599)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-PublisherFASB-NameAccountingStandardsCodification-Topic852-SubTopic10-Section50-Paragraph7-Subparagraph\(b\)-URIhttps://asc.fasb.org/extlink&oid=124433192&loc=SL2890621-112765](http://www.xbrl.org/2009/role/commonPracticeRef-PublisherFASB-NameAccountingStandardsCodification-Topic852-SubTopic10-Section50-Paragraph7-Subparagraph(b)-URIhttps://asc.fasb.org/extlink&oid=124433192&loc=SL2890621-112765)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic810-SubTopic10-Section45-Paragraph25-Subparagraph\(b\)-URIhttps://asc.fasb.org/extlink&oid=116870748&loc=SL6758485-165988](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic810-SubTopic10-Section45-Paragraph25-Subparagraph(b)-URIhttps://asc.fasb.org/extlink&oid=116870748&loc=SL6758485-165988)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1B-Subparagraph\(SX210.13-02\(a\)\(5\)\)-URIhttps://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1B-Subparagraph(SX210.13-02(a)(5))-URIhttps://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic825-SubTopic10-Section50-Paragraph28-Subparagraph\(f\)-URIhttps://asc.fasb.org/extlink&oid=123596393&loc=d3e14064-108612](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic825-SubTopic10-Section50-Paragraph28-Subparagraph(f)-URIhttps://asc.fasb.org/extlink&oid=123596393&loc=d3e14064-108612)Reference 8: <http://>

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Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionSum of the carrying values as of the balance sheet date of the portions of long-term notes payable due within one year or the operating cycle if longer. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02.19,20\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02.19,20)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_NotesPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02\(28\)\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02(28))-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682)Reference 2: <http://www.xbrl.org/2003/role/exampleRef-PublisherFASB-NameAccountingStandardsCodification-Topic852-SubTopic10-Section55-Paragraph10-URIhttps://asc.fasb.org/extlink&oid=84165509&loc=d3e56426-112766> Details Name: us-gaap_PREFERREDSTOCKVALUE Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer. ReferencesReference 1: [http://www.xbrl.org/2003/role/exampleRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-Section45-Paragraph1-Subparagraph\(g\)-URIhttps://asc.fasb.org/extlink&oid=124098289&loc=d3e6676-107765](http://www.xbrl.org/2003/role/exampleRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-Section45-Paragraph1-Subparagraph(g)-URIhttps://asc.fasb.org/extlink&oid=124098289&loc=d3e6676-107765)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic340-SubTopic10-Section45-Paragraph1-URIhttps://asc.fasb.org/extlink&oid=6387103&loc=d3e6435-108320>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic340-SubTopic10-Section05-Paragraph5-URIhttps://asc.fasb.org/extlink&oid=126905020&loc=d3e5879-108316>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02\(7\)\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02(7))-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_PrepaidExpenseCurrent Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionThe cumulative amount of the reporting entity's undistributed earnings or deficit. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02\(30\)\(a\)\(3\)\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02(30)(a)(3))-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682)Reference 2: <http://www.xbrl.org/2003/role/exampleRef-PublisherFASB-NameAccountingStandardsCodification-Topic852-SubTopic10-Section55-Paragraph10-URIhttps://>

asc. fasp. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3:

redemption, shares outstanding 4, 642, 030 20, 000, 000 Ordinary shares subject to possible redemption value per share (in Dollars per share) \$ 10. 16 \$ 10 Ordinary shares, par value (in Dollars per share) \$ 0. 0001 \$ 0. 0001 Ordinary shares, shares authorized 500, 000, 000 500, 000, 000 Ordinary shares, shares issued 655, 000 655, 000 Ordinary shares, shares outstanding 655, 000 655, 000 Class B Ordinary Shares Ordinary shares, par value (in Dollars per share) \$ 0. 0001 \$ 0. 0001 Ordinary shares, shares authorized 50, 000, 000 50, 000, 000 Ordinary shares, shares issued 6, 666, 667 6, 666, 667 Ordinary shares, shares outstanding 6, 666, 667 6, 666, 667 X- Definition Face amount or stated value per share of common stock. References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(29)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- Definition The maximum number of common shares permitted to be issued by an entity's charter and bylaws. References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(29)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Definition Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(29)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Definition Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. References Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-2>- URI <https://asc.fasb.org/extlink&oid=126973232&loc=d3e21463-112644> Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(29)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Definition Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(28)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-13-Subparagraph-\(a\)](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-13-Subparagraph-(a))- URI <https://asc.fasb.org/extlink&oid=126973232&loc=SL123496158-112644> Details Name: us-gaap_PREFERREDStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- Definition The maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(28)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-13-Subparagraph-\(a\)](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-13-Subparagraph-(a))- URI <https://asc.fasb.org/extlink&oid=126973232&loc=SL123496158-112644> Details Name: us-gaap_PREFERREDStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Definition Total number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) issued to shareholders (includes related preferred shares that were issued, repurchased, and remain in the treasury). May be all or portion of the number of preferred shares authorized. Excludes preferred shares that are classified as debt. References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(28)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-13-Subparagraph-\(a\)](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-13-Subparagraph-(a))- URI <https://asc.fasb.org/extlink&oid=126973232&loc=SL123496158-112644> Details Name: us-gaap_PREFERREDStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Definition Aggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. References Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(28)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Details Name: us-gaap_PREFERREDStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Definition Per share amount of par value or stated value of stock classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. References Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-S99-Paragraph-1>- URI <https://asc.fasb.org/extlink&oid=122040564&loc=d3e177068-122764> Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(27\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(27))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Details Name: us-gaap_TemporaryEquityParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- Definition Amount to be paid per share that is classified as temporary equity by entity upon redemption. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the

holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 480- SubTopic 10- Section S99- Paragraph 1- URI https://asc.fasb.org/extlink&oid=122040564&loc=d3e177068-122764>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(27\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (27)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_TemporaryEquityRedemptionPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(27\) \(b\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (27) (b))- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_TemporaryEquitySharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionThe number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(27\) \(b\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (27) (b))- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_TemporaryEquitySharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Details Name: us-gaap_StatementClassOfStockAxis = us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_StatementClassOfStockAxis = us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Consolidated Statements of Operations- USD (\$) 11 Months Ended 12 Months EndedDec. 31, 2021 Dec. 31, 2022General and administrative expenses \$ 1, 459, 011 \$ 10, 273, 098Administrative expenses- related party 86, 667 240, 000Loss from operations (1, 545, 678) (10, 513, 098) Other income (expenses): Change in fair value of derivative liabilities (36, 447) Income from investments held in Trust Account 5, 484 2, 165, 194Loss on Forward Purchase Agreement (295, 330) Total other income 5, 484 1, 833, 417Net loss \$ (1, 540, 194) \$ (8, 679, 681) Class A Ordinary Shares Other income (expenses): Weighted average shares outstanding, ordinary shares (in Shares) 8, 961, 092 18, 677, 398Basic and diluted net loss per share, ordinary shares (in Dollars per share) \$ (0. 1) \$ (0. 34) Class B Ordinary Shares Other income (expenses): Weighted average shares outstanding, ordinary shares (in Shares) 6, 482, 052 6, 666, 667Basic and diluted net loss per share, ordinary shares (in Dollars per share) \$ (0. 1) \$ (0. 34) X- DefinitionAmount of expense for administrative services provided to the limited liability company (LLC) or limited partnership (LP) by the managing member or general partner, affiliate of managing member or general partner, or affiliate of LLC or LP, for example, but not limited to, salaries, rent, or overhead costs. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- URI https://asc.fasb.org/extlink&oid=6457730&loc=d3e39549-107864> Details Name: us-gaap_AdministrativeFeesExpense Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph \(e\) \(4\)- URI https://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph (e) (4)- URI https://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 3- URI https://asc.fasb.org/extlink&oid=124431687&loc=d3e22583-107794>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph \(b\)- URI https://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph (b)- URI https://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794)Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 10- URI https://asc.fasb.org/extlink&oid=126958026&loc=d3e1448-109256>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 4- URI https://asc.fasb.org/extlink&oid>

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us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap Data Type: dtr-types: perShareItemType Balance Type: na Period Type: durationX- DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-28-Subparagraph-\(b\)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-28-Subparagraph-(b)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-25-Paragraph-13-URI-https://asc.fasb.org/extlink&oid=109262497&loc=d3e20148-110875> Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. 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<https://asc.fasb.org/extlink&oid=124431687&loc=d3e22499-107794>Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1A-Subparagraph\(SX210.13-01\(a\)\(4\)\(iv\)\)](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1A-Subparagraph(SX210.13-01(a)(4)(iv)))- URI <https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1A-Subparagraph\(SX210.13-01\(a\)\(4\)\(iii\)\(A\)\)](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1A-Subparagraph(SX210.13-01(a)(4)(iii)(A)))- URI <https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756>Reference 13: 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28: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic205-SubTopic20-Section50-Paragraph7>- URI <https://asc.fasb.org/extlink&oid=109222650&loc=SL51721683-107760>Reference 29: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic220-SubTopic10-Section45-Paragraph1B-Subparagraph\(a\)](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic220-SubTopic10-Section45-Paragraph1B-Subparagraph(a))- URI <https://asc.fasb.org/extlink&oid=126968391&loc=SL7669625-108580>Reference 30: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic280-SubTopic10-Section50-Paragraph22>- URI <https://asc.fasb.org/extlink&oid=126901519&loc=d3e8736-108599>Reference 31: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1A-Subparagraph\(SX210.13-01\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1A-Subparagraph(SX210.13-01(a)(5)))- URI <https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756>Reference 32: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1B-Subparagraph\(SX210.13-02\(a\)\(4\)\(iii\)\(B\)\)](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1B-Subparagraph(SX210.13-02(a)(4)(iii)(B)))- URI <https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756>Reference 33: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1B-Subparagraph\(SX210.13-02\(a\)\(4\)\(iii\)\(A\)\)](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1B-Subparagraph(SX210.13-02(a)(4)(iii)(A)))- URI <https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756>Reference 34: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic280-SubTopic10-Section50-Paragraph30-Subparagraph\(b\)](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic280-SubTopic10-Section50-Paragraph30-Subparagraph(b))- URI <https://asc.fasb.org/extlink&oid=126901519&loc=d3e8906-108599>Reference 35: <http://www.xbrl.org/2003/role/>

disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (c)- URI <https://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599> Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe net result for the period of deducting operating expenses from operating revenues. ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-31-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8924-108599>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-30-Subparagraph-\(b\)-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8906-108599](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-30-Subparagraph-(b)-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8906-108599)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-32-Subparagraph-\(c\)-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-32-Subparagraph-(c)-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-32-Subparagraph-\(f\)-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-32-Subparagraph-(f)-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-280-SubTopic-10-Section-50-Paragraph-22-URI-https://asc.fasb.org/extlink&oid=126901519&loc=d3e8736-108599> Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionAmount of income (expense) related to nonoperating activities, classified as other. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-220-SubTopic-10-Section-S99-Paragraph-2-Subparagraph-\(SX-210-5-03-9\)-URI-https://asc.fasb.org/extlink&oid=126953954&loc=SL114868664-224227](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-220-SubTopic-10-Section-S99-Paragraph-2-Subparagraph-(SX-210-5-03-9)-URI-https://asc.fasb.org/extlink&oid=126953954&loc=SL114868664-224227) Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-1-Subparagraph-\(a\)-URI-https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-1-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-45-Paragraph-10-URI-https://asc.fasb.org/extlink&oid=126958026&loc=d3e1448-109256> Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vxca_OtherIncomeExpensesAbstract Namespace Prefix: vxca_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- Details Name: us-gaap_StatementClassOfStockAxis = us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_StatementClassOfStockAxis = us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Consolidated Statements of Operations (Parentheticals)- \$ / shares 11 Months Ended 12 Months EndedDec. 31, 2021 Dec. 31, 2022Class A Ordinary Shares Basic and diluted net loss per share, ordinary shares \$ (0. 10) \$ (0. 34) Class B Ordinary Shares Basic and diluted net loss per share, ordinary shares \$ (0. 10) \$ (0. 34) X- DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-55-Paragraph-52-URI-https://asc.fasb.org/extlink&oid=128363288&loc=d3e4984-109258>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-250-SubTopic-10-Section-50-Paragraph-7-Subparagraph-\(a\)-URI-https://asc.fasb.org/extlink&oid=124431687&loc=d3e22644-107794](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-250-SubTopic-10-Section-50-Paragraph-7-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=124431687&loc=d3e22644-107794)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-55-Paragraph-15-URI-https://asc.fasb.org/extlink&oid=128363288&loc=d3e3842-109258>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-45-Paragraph-2-URI-https://asc.fasb.org/extlink&oid=126958026&loc=d3e1252-109256>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-250-SubTopic-10-Section-50-Paragraph-11-Subparagraph-\(b\)-URI-https://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-250-SubTopic-10-Section-50-Paragraph-11-Subparagraph-(b)-URI-https://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-250-SubTopic-10-Section-50-Paragraph-4-URI-https://asc.fasb.org/extlink&oid=124431687&loc=d3e22595-107794>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-250-SubTopic-10-Section-50-Paragraph-3-URI-https://asc.fasb.org/extlink&oid=124431687&loc=d3e22583-107794>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-45-Paragraph-60B-Subparagraph-\(d\)-URI-https://asc.fasb.org/extlink&oid=126958026&loc=SL5780133-109256](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-45-Paragraph-60B-Subparagraph-(d)-URI-https://asc.fasb.org/extlink&oid=126958026&loc=SL5780133-109256)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-40-Section-65-Paragraph-1-Subparagraph-\(f\)-URI-https://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-40-Section-65-Paragraph-1-Subparagraph-(f)-URI-https://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-942-SubTopic-220-Section-S99-Paragraph-1-Subparagraph-\(SX-210-9-04-\(27\)\)-URI-https://asc.fasb.org/extlink&oid=120399700&loc=SL114874048-224260](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-942-SubTopic-220-Section-S99-Paragraph-1-Subparagraph-(SX-210-9-04-(27))-URI-https://asc.fasb.org/extlink&oid=120399700&loc=SL114874048-224260)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-1-Subparagraph-\(a\)-URI-https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-1-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-944-SubTopic-220-Section-S99-Paragraph-1-Subparagraph-\(SX-210-7-04-\(23\)\)-URI-https://asc.fasb.org/extlink&oid=120400993&loc=SL114874131-224263](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-944-SubTopic-220-Section-S99-Paragraph-1-Subparagraph-(SX-210-7-04-(23))-URI-https://asc.fasb.org/extlink&oid=120400993&loc=SL114874131-224263)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-250-SubTopic-10-Section-50-Paragraph-11-Subparagraph-\(a\)-URI-https://](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-250-SubTopic-10-Section-50-Paragraph-11-Subparagraph-(a)-URI-https://)

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Includes allocation of proceeds of debt securities issued with detachable stock purchase warrants. ReferencesReference 1: <http://fasp.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 20- Section 25- Paragraph 2- URI https://asc.fasp.org/extlink&oid=123466302&loc=d3e4724-112606>Reference 2: <http://fasp.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI https://asc.fasp.org/extlink&oid=126973232&loc=d3e21463-112644>Reference 3: [http://fasp.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 3- 04\)- URI https://asc.fasp.org/extlink&oid=120397183&loc=d3e187085-122770](http://fasp.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI https://asc.fasp.org/extlink&oid=120397183&loc=d3e187085-122770)Details Name: us- gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. 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https://asc.fasp.org/extlink&oid=126901519&loc=d3e8933-108599)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 4- URI https://asc.fasp.org/extlink&oid=124431687&loc=d3e22595-107794>Reference 4: [http://fasp.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph \(SX 210. 7- 04 \(18\)\)- URI https://asc.fasp.org/extlink&oid=120400993&loc=SL114874131-224263](http://fasp.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 04 (18))- URI https://asc.fasp.org/extlink&oid=120400993&loc=SL114874131-224263)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph \(f\)- URI https://asc.fasp.org/extlink&oid=126732423&loc=SL123482106-238011](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph (f)- URI https://asc.fasp.org/extlink&oid=126732423&loc=SL123482106-238011)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 50- Paragraph 6- URI https://asc.fasp.org/extlink&oid=124431353&loc=SL124452729-227067>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph \(SX 210. 13- 02 \(a\) \(5\)\)- URI https://asc.fasp.org/extlink&oid=126975872&loc=SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 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Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionValue of forfeited shares granted under share-based payment arrangement. Excludes employee stock ownership plan (ESOP). 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Details Name: us-gaap_StockIssuedDuringPeriodSharesIssuedForServices Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance

Type: na Period Type: durationX- DefinitionNumber of new stock issued during the period. 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ReferencesNo definition available. Details Name: us-gaap_StockIssuedDuringPeriodSharesOther Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: durationX- DefinitionValue of stock issued in lieu of cash for services contributed to the entity. Value of the stock issued includes, but is not limited to, services contributed by vendors and founders. ReferencesNo definition available. Details Name: us-gaap_StockIssuedDuringPeriodValueIssuedForServices Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 3- 04\)- URI https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI https://asc.fasb.org/extlink&oid=126973232&loc=d3e21463-112644>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682>Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682> Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionNumber of stock bought back by the entity at the exercise price or redemption price. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI https://asc.fasb.org/extlink&oid=126973232&loc=d3e21463-112644> Details Name: us-gaap_StockRedeemedOrCalledDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: durationX- DefinitionTotal of all stockholders' equity (deficit) items, net of receivables from officers, directors, owners, and affiliates of the entity which are attributable to the parent. The amount of the economic entity's stockholders' equity attributable to the parent excludes the amount of stockholders' equity which is allocable to that ownership interest in subsidiary equity which is not attributable to the parent (noncontrolling interest, minority interest). This excludes temporary equity and is sometimes called permanent equity. ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 4- 08 \(g\) \(1\) \(ii\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii)))- URI <https://asc.fasb.org/extlink&oid=120395691&loc=d3e23780-122690>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI https://asc.fasb.org/extlink&oid=84165509&loc=d3e56426-112766>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 310- SubTopic 10- Section S99- Paragraph 2- Subparagraph \(SAB Topic 4. E\)- URI https://asc.fasb.org/extlink&oid=122038336&loc=d3e74512-122707](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 310- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SAB Topic 4. E)- URI https://asc.fasb.org/extlink&oid=122038336&loc=d3e74512-122707)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(31\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (31)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682>Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682>Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(30\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (30)))- URI <https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682>Reference 7: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph \(f\)- URI https://asc.fasb.org/extlink&oid=123596393&loc=d3e14064-108612](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI https://asc.fasb.org/extlink&oid=123596393&loc=d3e14064-108612)Reference 8: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph \(c\)- URI https://asc.fasb.org/extlink&oid=114001798&loc=d3e33918-111571](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (c)- URI https://asc.fasb.org/extlink&oid=114001798&loc=d3e33918-111571) Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instantX- DefinitionChange in the value of each type or class of stock classified as temporary equity during the period. The redemption requirement does not constitute an unconditional obligation that will be settled in a variable number of shares constituting a monetary value predominantly indexed to (a) a fixed monetary amount known at inception, (b) an amount inversely correlated with the residual value of the entity, or (c) an amount determined by reference to something other than the fair value of issuer's stock. Does not include mandatorily redeemable stock. The exception is if redemption is required upon liquidation or termination of the reporting entity. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(27\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (27)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 480- SubTopic 10- Section S99- Paragraph 1- URI https://asc.fasb.org/extlink&oid=122040564&loc=d3e177068-122764> Details Name: us-

gaap_TemporaryEquityIssuePeriodIncreaseOrDecrease Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: na Period Type: durationX- DefinitionAmount of accretion of Class A ordinary shares subject to possible redemption. ReferencesNo definition available. Details Name:

vcxa_AccretionOfClassAOrdinarySharesSubjectToPossibleRedemption Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionAdjustments to additional paid in capital contribution from sponsor upon sale of founder shares to anchor investors. ReferencesNo definition available. Details Name:

vcxa_AdjustmentsToAdditionalPaidInCapitalContributionFromSponsorUponSaleOfFounderSharesToAnchorInvestors Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationConsolidated Statements of Cash Flows- USD (\$) 11 Months Ended 12 Months EndedDec. 31, 2021 Dec. 31, 2022Cash Flows from Operating Activities: Net loss \$ (1, 540, 194) \$ (8, 679, 681) Adjustments to reconcile net loss to net cash used in operating activities: General and administrative expenses paid by related party in exchange for issuance of Class B ordinary shares 11, 697 General and administrative expenses paid by Sponsor under promissory note Change in fair value of derivative liabilities 36, 447Loss on Forward Purchase Agreement 295, 330Income from investments held in Trust Account (5, 484) (2, 165, 194) Changes in operating assets and liabilities: Prepaid expenses (183, 695) 46, 622Accounts payable 98, 384 2, 838, 649Accrued expenses 993, 040 5, 705, 880Net cash used in operating activities (626, 218) (1, 921, 947) Cash Flows from Investing Activities: Principal deposited in Trust Account (200, 000, 000) Withdrawal for redemption payment 154, 906, 130Net cash provided by (used in) investing activities (200, 000, 000) 154, 906, 130Cash Flows from Financing Activities: Advances from related party 1, 650 Proceeds received from initial public offering, gross 200, 000, 000 Proceeds received from private placement 6, 550, 000 Redemption payment of Class A ordinary shares subject to possible redemption (154, 906, 130) Proceeds from promissory note 600, 000Repayment of promissory note (87, 369) Offering costs paid (4, 479, 441) Net cash provided by (used in) financing activities 201, 984, 840 (154, 306, 130) Net change in cash 1, 358, 622 (1, 321, 947) Cash- beginning of the period 1, 358, 622Cash- end of the period 1, 358, 622 36, 675Supplemental disclosure of noncash investing and financing activities: Offering costs paid by related party in exchange for Founder Shares 13, 303 Offering costs included in accounts payable 32, 000 Offering costs included in accrued expenses 70, 000 Offering costs paid by related party under promissory note 85, 685 Value of Class B ordinary shares transferred to Anchor Investors 10, 341, 127 Forfeiture of Class B ordinary shares Deferred underwriting fee \$ 7, 000, 000 X- ReferencesNo definition available. Details Name: us-

gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short- term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-24-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3521-108585>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-4-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3044-108585>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-50-Paragraph-8-URI-https://asc.fasb.org/extlink&oid=126999549&loc=SL98516268-108586> Details Name: us-

gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short- term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-830-SubTopic-230-Section-45-Paragraph-1-URI-https://asc.fasb.org/extlink&oid=123444420&loc=d3e33268-110906>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-24-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3521-108585> Details Name: us-

gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe net realized gain (loss) on investments sold during the period, not including gains (losses) on securities separately or otherwise categorized as trading, available- for- sale, or held- to- maturity, which, for cash flow reporting, is a component of proceeds from investing activities. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-28-Subparagraph-\(b\)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-28-Subparagraph-(b)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585) Details Name: us-

us-gaap_GainLossOnSaleOfInvestments Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionAmount of gain (loss) on sale or disposal of property, plant and equipment assets, including oil and gas property and timber property. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-28-Subparagraph-\(b\)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-28-Subparagraph-(b)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585) Details Name: us-

us-gaap_GainLossOnSaleOfPropertyPlantEquipment Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity' s business. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-28-Subparagraph-\(a\)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-28-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585)

Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585) Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe increase (decrease) during the reporting period in the amount of outstanding money paid in advance for goods or services that bring economic benefits for future periods. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585) Details Name: us-gaap_IncreaseDecreaseInPrepaidExpense Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionAmount of addition (reduction) to the amount at which a liability could be incurred (settled) in a current transaction between willing parties. ReferencesNo definition available. Details Name: us-gaap_LiabilitiesFairValueAdjustment Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long- term credit. ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 24- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3521-108585> Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 24- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3521-108585> Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 25- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3536-108585>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 24- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3521-108585>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585> Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 220- Section S99- Paragraph 1- Subparagraph \(SX 210. 9- 04 \(22\)\)- URI https://asc.fasb.org/extlink&oid=120399700&loc=SL114874048-224260](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 9- 04 (22))- URI https://asc.fasb.org/extlink&oid=120399700&loc=SL114874048-224260)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph \(f\)- URI https://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (f)- URI https://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 4- URI https://asc.fasb.org/extlink&oid=124431687&loc=d3e22595-107794>Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph \(SX 210. 7- 04 \(18\)\)- URI https://asc.fasb.org/extlink&oid=120400993&loc=SL114874131-224263](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 04 (18))- URI https://asc.fasb.org/extlink&oid=120400993&loc=SL114874131-224263)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph \(f\)- URI https://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph (f)- URI https://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 50- Paragraph 6- URI https://asc.fasb.org/extlink&oid=124431353&loc=SL124452729-227067>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph \(SX 210. 13- 02 \(a\) \(5\)\)- URI https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (5))- URI https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756)Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph \(SX 210. 5- 03 \(20\)\)- URI https://asc.fasb.org/extlink&oid=126953954&loc=SL114868664-224227](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SX 210. 5- 03 (20))- URI https://asc.fasb.org/extlink&oid=126953954&loc=SL114868664-224227)Reference 9: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3602-108585>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 1->

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[http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1A-Subparagraph\(SX210.13-01\(a\)\(4\)\(i\)\)-URIhttps://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1A-Subparagraph(SX210.13-01(a)(4)(i))-URIhttps://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756)Reference 15: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph9-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22663-107794>Reference 16: 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[http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1B-Subparagraph\(SX210.13-02\(a\)\(4\)\(iii\)\(B\)\)-URIhttps://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic470-SubTopic10-SectionS99-Paragraph1B-Subparagraph(SX210.13-02(a)(4)(iii)(B))-URIhttps://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756)Reference 33: 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[http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic280-SubTopic10-Section50-Paragraph32-Subparagraph\(c\)-URIhttps://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic280-SubTopic10-Section50-Paragraph32-Subparagraph(c)-URIhttps://asc.fasb.org/extlink&oid=126901519&loc=d3e8933-108599)Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe net cash paid (received) associated with the acquisition or disposal of all investments, including securities and other assets. ReferencesNo definition available. Details Name: us-gaap_PaymentsForProceedsFromInvestments Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe cash outflow for cost incurred directly with the issuance of an equity security. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic230-SubTopic10-Section45-Paragraph15-URIhttps://asc.fasb.org/extlink&oid=126954810&loc=d3e3291-108585>Details Name: us-gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionAmount of cash outflow to acquire investments classified as other. ReferencesReference 1:

<http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-13> URI <https://asc.fasb.org/extlink&oid=126954810&loc=d3e3213-108585> Details Name: us-gaap_PaymentsToAcquireOtherInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe cash inflow associated with the amount received from entity's first offering of stock to the public. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-14-Subparagraph-\(a\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-14-Subparagraph-(a)) URI <https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585> Details Name: us-gaap_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow associated with the amount received from entity's raising of capital via private rather than public placement. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-14-Subparagraph-\(a\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-14-Subparagraph-(a)) URI <https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585> Details Name: us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow from a borrowing supported by a written promise to pay an obligation. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-14-Subparagraph-\(b\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-14-Subparagraph-(b)) URI <https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585> Details Name: us-gaap_ProceedsFromNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow from a long-term borrowing made from related parties where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension trusts, and so forth. Alternate caption: Proceeds from Advances from Affiliates. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-14-Subparagraph-\(b\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-14-Subparagraph-(b)) URI <https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585> Details Name: us-gaap_ProceedsFromRelatedPartyDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash outflow for a borrowing supported by a written promise to pay an obligation. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-15-Subparagraph-\(b\)](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-15-Subparagraph-(b)) URI <https://asc.fasb.org/extlink&oid=126954810&loc=d3e3291-108585> Details Name: us-gaap_RepaymentsOfNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- ReferencesNo definition available. Details Name: us-gaap_SupplementalCashFlowElementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- DefinitionThe amountof Deferred underwriting fee. ReferencesNo definition available. Details Name: vcxa_DeferredUnderwritingFee Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionForfeiture of class B ordinary shares. ReferencesNo definition available. Details Name: vcxa_ForfeitureOfClassBOrdinaryShares Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionGeneral and administrative expenses paid by related party in exchange of issuance of class B shares. ReferencesNo definition available. Details Name: vcxa_GeneralAndAdministrativeExpensesPaidByRelatedPartyInExchangeForIssuanceOfClassBO Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: durationX- DefinitionGeneral and administrative expenses paid by related party under promissory note. ReferencesNo definition available. Details Name: vcxa_GeneralAndAdministrativeExpensesPaidBySponsorUnderPromissoryNote Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: durationX- DefinitionOffering costs included in accounts payable. ReferencesNo definition available. Details Name: vcxa_OfferingCostsIncludedInAccountsPayable Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionOffering costs included in accrued expenses. ReferencesNo definition available. Details Name: vcxa_OfferingCostsIncludedInAccruedExpenses Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionOffering costs paid by related party in exchange for Founder Shares. ReferencesNo definition available. Details Name: vcxa_OfferingCostsPaidByRelatedPartyInExchangeForFounderShares Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe amount of offering costs paid by related party under promissory note. ReferencesNo definition available. Details Name: vcxa_OfferingCostsPaidByRelatedPartyUnderPromissoryNote Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionClass A ordinary shares subject to possible redemption ReferencesNo definition available. Details Name: vcxa_PaymentOfClassAOrdinarySharesSubjectToPossibleRedemption Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX- DefinitionValue of class B ordinary shares transferred to anchor investors. ReferencesNo definition available. Details Name: vcxa_ValueOfClassBOrdinarySharesTransferredToAnchorInvestorsinShares Namespace Prefix: vcxa_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationOrganization and Business Operations 12 Months Ended Dec. 31, 2022 Organization and Business Operations [Abstract] Organization and Business Operations Note 1- Organization and Business Operations Organization and General 10X Capital Venture Acquisition Corp. II (the " Company ") is a blank check company incorporated as a Cayman Islands exempted company on February 10, 2021. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities (the " Business Combination "). As of December 31, 2022, the Company had not commenced any operations. All activity for the period from February 10, 2021 (inception) through December 31, 2022 relates to the Company's formation and the Initial Public Offering (as defined below), and, since the closing of the Initial Public Offering, the search for and efforts toward completing an initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non- operating income in the form of interest income from the proceeds derived from the Initial Public Offering. The Company's Sponsor is 10X Capital SPAC Sponsor II LLC, a Cayman Islands limited liability company (the " Sponsor "). The registration statement for the

Company's Initial Public Offering was declared effective on August 10, 2021. On August 13, 2021, the Company consummated its initial public offering (the "Initial Public Offering") of 20,000,000 units (the "Units" and, with respect to the Class A ordinary shares included in the Units offered, the "Public Shares" and with respect to the warrants included in the Units offered, the "Public Warrants") at \$ 10.00 per Unit, generating gross proceeds of \$ 200.0 million, and incurring offering costs of approximately \$ 21.7 million, of which \$ 7.0 million was for deferred underwriting commissions (Note 7). Simultaneously with the consummation of the Initial Public Offering, the Company consummated the private placement (the "Private Placement") of 655,000 Units (the "Private Units") to the Sponsor and Cantor Fitzgerald & Co. ("Cantor"), at a price of \$ 10.00 per Private Unit, generating gross proceeds of approximately \$ 6.6 million. Following the closing of the Initial Public Offering on August 13, 2021, \$ 200,000,000 (\$ 10.00 per Unit) from the net proceeds of the sale of the Units in the Initial Public Offering and the sale of the Private Units and \$ 12,515 overfunded by Sponsor, which was returned to the Sponsor on August 17, 2021, was placed in a Trust Account ("Trust Account") and is being invested only in U. S. government treasury obligations with a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 under the Investment Company Act of 1940, as amended (the "Investment Company Act"), which invest only in direct U. S. government treasury obligations. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its taxes, the proceeds from the Initial Public Offering and the sale of the Private Units will not be released from the Trust Account until the earliest of (i) the completion of the initial Business Combination, (ii) the redemption of the Public Shares if the Company is unable to complete the initial Business Combination within 21 months from the closing of the Initial Public Offering, subject to applicable law, and (iii) the redemption of the Public Shares properly submitted in connection with a shareholder vote to amend the Company's amended and restated memorandum and articles of association to modify the substance or timing of its obligation to redeem 100% of the Public Shares if the Company has not consummated the initial Business Combination within 21 months from the closing of the Initial Public Offering or with respect to any other material provisions relating to shareholders' rights or pre-initial Business Combination activity. The proceeds deposited in the Trust Account could become subject to the claims of the Company's creditors, if any, which could have priority over the claims of the public shareholders. The Company's Business Combination must be with one or more target businesses that together have a fair market value equal to at least 80% of the net balance in the Trust Account (excluding the amount of deferred underwriting discounts held and taxes payable on the income earned on the Trust Account) at the time of the signing an agreement to enter into a Business Combination. However, the Company will only complete a Business Combination if the post-Business Combination company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act of 1940. There is no assurance that the Company will be able to successfully effect a Business Combination. The Company will provide the public shareholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of the initial Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) without a shareholder vote by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a proposed Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The public shareholders will be entitled to redeem their Public Shares at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account calculated as of two business days prior to the consummation of the initial Business Combination, including interest earned on the funds held in the Trust Account (which interest shall be net of taxes payable), divided by the number of then outstanding Public Shares, subject to the limitations and on the conditions described herein. The amount in the Trust Account at December 31, 2022 was \$ 10.16 per Public Share. The Class A ordinary shares subject to redemption is recorded at a redemption value and classified as temporary equity, in accordance with Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity." In such case, the Company will proceed with a Business Combination if the Company has net tangible assets of at least \$ 5,000,001 upon such consummation of a Business Combination and, if the Company seeks shareholder approval, a majority of the issued and outstanding shares voted are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering (as amended and restated on November 9, 2022, the "Amended and Restated Memorandum and Articles of Association"), conduct the redemptions pursuant to the tender offer rules of the U. S. Securities and Exchange Commission ("SEC") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 5) and any Public Shares purchased during or after the Initial Public Offering in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination. The Company has only 21 months from the closing of the Initial Public Offering (the "Combination Period"), or May 13, 2023 (see discussion below), to complete the initial Business Combination. If the Company is unable to complete the initial Business Combination within the Combination Period, the Company will: (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account (which interest shall be net of taxes payable and up to \$ 100,000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public shareholders' rights as shareholders (including the right to receive further liquidating distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and the board of directors, liquidate and dissolve, subject, in each case, to the Company's obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable

law. The initial shareholders, Sponsor, officers and directors have agreed to (i) waive their redemption rights with respect to any Founder Shares and Public Shares they hold in connection with the completion of the initial Business Combination, (ii) waive their redemption rights with respect to any Founder Shares and Public Shares they hold in connection with a shareholder vote to approve an amendment to the Company's amended and restated memorandum and articles of association, and (iii) waive their rights to liquidating distributions from the Trust Account with respect to any Founder Shares they hold if the Company fails to complete the initial Business Combination within the Combination Period or any extended period of time that the Company may have to consummate the initial Business Combination as a result of an amendment to the Company's amended and restated memorandum and articles of association (although they will be entitled to liquidating distributions from the Trust Account with respect to any public shares they hold if the Company fails to complete the initial Business Combination within the Combination Period). The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or other similar agreement or Business Combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) \$ 10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if less than \$ 10.00 per Public Share due to reductions in the value of the assets in the Trust Account, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company's indemnity of the underwriter of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act. However, the Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsor's only assets are securities of the Company. Therefore, the Company cannot assure that the Sponsor would be able to satisfy those obligations. Proposed Business Combination On November 2, 2022, the Company entered into an Agreement and Plan of Merger (as amended by that certain First Amendment to Agreement and Plan of Merger, dated as of January 3, 2023, and as may be further amended, supplemented or otherwise modified from time to time, the "Merger Agreement"), by and among the Company, 10X AA Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("Merger Sub"), and African Agriculture, Inc., a Delaware corporation ("African Agriculture"). Concurrently with the execution of the Merger Agreement and on November 4, 2022, certain Initial Public Offering anchor investors of the Company (the "Initial 10X II Anchor Investors") entered into non-redemption agreements (the "Initial Non-Redemption Agreements") with the Company and the Sponsor. On November 8, 2022, an additional investor of the Company (together with the Initial 10X II Anchor Investors, the "10X II Investors") entered into a non-redemption agreement (together with the Initial Non-Redemption Agreements, the "Non-Redemption Agreements") with the Company and the Sponsor. Pursuant to the Non-Redemption Agreements, such 10X II Investors agreed for the benefit of the Company to (i) vote certain of the Company's ordinary shares now owned or acquired (the "Subject 10X II Equity Securities"), representing 3,705,743 ordinary shares of the Company in the aggregate, in favor of the proposal to amend the Company's organizational documents to extend the time the Company is permitted to close a Business Combination and (ii) not redeem the Subject 10X II Equity Securities in connection with such proposal. In connection with these commitments from the 10X II Investors, Sponsor has agreed to transfer to each 10X II Investor an amount of its Class B ordinary shares on or promptly after the consummation of the Business Combination. Standby Equity Purchase Agreement Concurrently with the execution of the AA Merger Agreement, the Company entered into the Standby Equity Purchase Agreement ("SEPA") with Yorkville, pursuant to which, subject to the consummation of the Business Combination, New African Agriculture has the option, but not the obligation, to issue, and Yorkville shall subscribe for, an aggregate amount of up to \$ 100 million of New African Agriculture Common Stock at the time of New African Agriculture's choosing during the term of the agreement, subject to certain limitations, including caps on issuance and subscriptions based on trading volumes. Each advance under the SEPA (an "Advance") may be for an aggregate amount of New African Agriculture Common Stock purchased at 96% of the Market Price during a one-day pricing period or 97% of the Market Price during a three-day pricing period elected by New African Agriculture. The "Market Price" is defined in the SEPA as the VWAP (as defined below) during the trading day, in the case of a one-day pricing period, or the lowest daily VWAP of the three consecutive trading days, in the case of a three-day pricing period, commencing on the trading day on which New African Agriculture submits an Advance notice to Yorkville. "VWAP" means, for any trading day, the daily volume weighted average price of New African Agriculture Common Stock for such date on Nasdaq as reported by Bloomberg L.P. during regular trading hours or such other period in the case of a one-day trading period. The SEPA will continue for a term of three years commencing from the sixth trading day following the closing of the Business Combination (the "SEPA Effective Date"). Pursuant to the SEPA, New African Agriculture will pay to Yorkville a commitment fee of \$ 1.0 million, which is to be paid on the SEPA Effective Date. New African Agriculture can elect to pay the commitment fee by issuing New African Agriculture Common Stock to Yorkville in an amount equal to the commitment fee divided by the average daily VWAP for the five consecutive trading days prior to the SEPA Effective Date. Forward Purchase Agreement Simultaneously with the execution of the Merger Agreement, the Company and African Agriculture entered into an OTC Equity Prepaid Forward Transaction (the "Forward Purchase Agreement") with Vellar Opportunity Fund SPV LLC- Series 8 ("Seller"), a client of Cohen & Company Financial Management, LLC ("Cohen"). Pursuant to the Forward Purchase Agreement, Seller intends, but is not obligated, to purchase through a broker in the open market (a) the Company's Class A ordinary shares, par value \$ 0.0001 per share (the "Shares"), after the date of the Company's redemption deadline from holders of Shares, including those who have elected to redeem Shares (such purchased Shares, the "Recycled Shares") pursuant to the redemption rights set forth in the Company's amended and restated memorandum and articles of association in connection with the Business Combination and (b) additional Shares in an issuance from the Company (such Shares, the "Additional Shares" and, together with the Recycled Shares, the "Subject Shares"). The aggregate total Subject Shares will be 4,000,000, subject to automatic reduction to equal the amount of the Company's ordinary shares outstanding as of the redemption deadline and subject to increase to up to 10,000,000 upon mutual agreement of the Company and Seller (the "Maximum Number of Shares"). Seller has agreed to waive any redemption rights with respect to any Subject Shares in connection with the Business Combination. Extension On November 9, 2022, the Shareholders approved, by special resolution, the proposal to amend and restate the Company's Amended and Restated

Memorandum and Articles of Association (as amended and restated, the “ Second A & R Charter ”), to extend the date by which the Company must (1) consummate an initial Business Combination, (2) cease its operations except for the purpose of winding up if it fails to complete such initial Business Combination, and (3) redeem all of the Class A ordinary shares included as part of the Units sold in the Company’s Initial Public Offering, from November 13, 2022 to May 13, 2023 (the “ Extension, ” and such proposal, the “ Extension Proposal ”). In connection with the Company’s solicitation of proxies in connection with the Extension Proposal, the Company was required to permit the public shareholders to redeem their Public Shares. Of the Public Shares outstanding with redemption rights, a total of 212 of the Company’s shareholders elected to redeem 15, 357, 970 Public Shares at a per share redemption price of \$ 10. 09. As a result of such redemptions, approximately \$ 154. 9 million was removed from the Trust Account to pay such holders, and approximately \$ 47. 3 million remained in the Trust Account as of December 31, 2022. Following the redemptions and as of December 31, 2022, the Company had 4, 642, 030 public shares, including the public shares underlying the Units outstanding, with redemption rights outstanding. Liquidity and Going Concern As of December 31, 2022, the Company had approximately \$ 37, 000 in cash and a working capital deficit of approximately \$ 10. 2 million. The Company’s liquidity needs prior to the consummation of the Initial Public Offering were satisfied through the payment of \$ 25, 000 from the Sponsor to cover certain expenses on behalf of the Company in exchange for issuance of Founder Shares (as defined in Note 6), and loan proceeds from the Sponsor of approximately \$ 87, 000 under the Note (as defined in Note 6). The Company fully repaid the amounts borrowed under the unsecured promissory note upon closing of the Initial Public Offering on August 13, 2021. Subsequent to the consummation of the Initial Public Offering, the Company’s liquidity has been satisfied through the net proceeds from the consummation of the Initial Public Offering and the Private Placement held outside of the Trust Account. In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, members of the Company’s founding team or any of their affiliates provided the Company with \$ 600, 000 in Working Capital Loans (as defined in Note 6) (of which up to \$ 1. 5 million may be converted at the lender’s option into warrants to purchase the Company’s Class A ordinary shares at an exercise price of \$ 11. 50 per share). In connection with the Company’s assessment of going concern considerations in accordance with FASB Accounting Standards Update (“ ASU ”) 2014- 15, “ Disclosures of Uncertainties about an Entity’s Ability to Continue as a Going Concern, ” management has determined that the liquidity condition and date for mandatory liquidation and subsequent dissolution raises substantial doubt about the Company’s ability to continue as a going concern. No adjustments have been made to the carrying amounts of assets or liabilities should the Company be required to liquidate after May 13, 2023. The consolidated financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern. The Company intends to complete an initial Business Combination before the mandatory liquidation date. Over this time period, the Company will be using the funds outside of the Trust Account for paying existing accounts payable, identifying and evaluating prospective initial Business Combination candidates, performing due diligence on prospective target businesses, paying for travel expenditures, selecting the target business to merge with or acquire, and structuring, negotiating and consummating an initial Business Combination. Risks and Uncertainties In February 2022, the Russian Federation commenced a military action against Ukraine. As a result of this action, various nations, including the United States, have instituted economic sanctions against the Russian Federation, Belarus and other territories and individuals. Further, the impact of this military action and related sanctions on the world economy are not determinable as of the date of these consolidated financial statements and the specific impact on the Company’s financial condition, results of operations, and cash flows is also not determinable as of the date of these consolidated financial statements. X- DefinitionThe entire disclosure for the nature of an entity’s business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 1- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=99393423&loc=d3e5967-108592](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 1- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=99393423&loc=d3e5967-108592)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 275- URI https://asc.fasb.org/topic&trid=2134479> Details Name: us-gaap_NatureOfOperations Namespace Prefix: us-gaap_ Data Type: dtr-types: textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_OrganizationandBusinessOperationsLineItems Namespace Prefix: vcxa_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationSignificant Accounting Policies 12 Months Ended Dec. 31, 2022 Accounting Policies [Abstract] Significant Accounting Policies Note 2- Significant Accounting Policies Basis of Presentation The accompanying consolidated financial statement is presented in U. S. dollars in conformity with accounting principles generally accepted in the United States of America (“ GAAP ”) and pursuant to the rules and regulations of the SEC. Principles of Consolidation The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation. Emerging Growth Company The Company is an “ emerging growth company, ” as defined in Section 2 (a) of the Securities Act of 1933, as amended (the “ Securities Act ”), as modified by the Jumpstart our Business Startups Act of 2012 (the “ JOBS Act ”), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non- emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth

company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's consolidated financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of these consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ from those estimates.

Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, regularly exceeds the Federal Deposit Insurance Corporation limit of \$ 250, 000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows. Cash and Cash Equivalents The Company considers all short- term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2022 and 2021.

Investments Held in Trust Account The Company's portfolio of investments is comprised of U. S. government securities, within the meaning set forth in Section 2 (a) (16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U. S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U. S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the consolidated balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities is included in gain on investments held in the Trust Account in the accompanying consolidated statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information.

Fair Value of Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under ASC 820, "Fair Value Measurements," approximates the carrying amounts represented in the balance sheet, primarily due to their short- term nature. Fair Value Measurements Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. GAAP establishes a three- tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers consist of: • Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets; • Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and • Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

Working Capital Loan — Related Party The Company accounts for its New Note (as defined below in Note 5) under ASC Topic 815, Derivatives and Hedging ("ASC 815"). Under ASC 815- 15- 25, the election can be made at the inception of a financial instrument to account for the instrument under the fair value option under ASC Topic 825, Financial Instruments ("ASC 825"). The primary reason for electing the fair value option is to provide better information on the financial liability amount given current market and economic conditions of the Company. As a result of applying the fair value option, the Company records each draw at fair value with a gain or loss recognized at issuance, and subsequent changes in fair value recorded as change in the fair value of convertible note — related party on the accompanying consolidated statements of operations. The fair value are classified on a combined basis with the loan in promissory note – related party in the accompanying consolidated balance sheets.

Derivative Financial Instruments The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and FASB ASC Topic 815, "Derivatives and Hedging" ("ASC 815"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re- assessed at the end of each reporting period. The Public Warrants and the Private Placement Warrants are classified in accordance with ASC 480 and ASC 815, which provides that the warrants are not precluded from equity classification. Equity- classified contracts were initially measured at fair value (or allocated value). Subsequent changes in fair value will not be recognized as long as the contracts continue to be classified in equity in accordance with ASC 480 and ASC 815. The Forward Purchase Agreement (defined in Note 1) is recognized as a derivative liability in accordance with ASC 815. Accordingly, the Company recognizes the instrument as an asset or liability at fair value and with changes in fair value recognized in the Company's consolidated statements of operations. The estimated fair value of the Forward Purchase Agreement is measured at fair value using a Monte Carlo simulation model.

Offering Costs Associated with the Initial Public Offering Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering. Offering costs are allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with Public Warrants are recognized net in equity. Offering costs associated with the Class A ordinary shares were charged against the carrying value of Class A ordinary shares upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non- current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value.

Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' equity. The Company's Class A ordinary shares feature certain redemption rights that are considered to be outside of the Company's control and subject to occurrence of uncertain future events. Accordingly, all outstanding Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' equity section of the Company's consolidated balance sheets. Under ASC 480, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of each reporting period. This method would view the end of the reporting period as if it were also the redemption date for the security. Immediately upon the closing of the Initial Public Offering, the Company recognized the accretion from initial book value to redemption amount value. The change in the carrying value of the redeemable Class A ordinary shares resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit. Net Income (Loss) per Ordinary Share The Company complies with accounting and disclosure requirements of FASB ASC Topic 260, "Earnings Per Share." The Company has two classes of shares, which are referred to as Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income (loss) per ordinary share is calculated by dividing the net income (loss) by the weighted average ordinary shares outstanding for the respective period. The calculation of diluted net income (loss) per ordinary shares does not consider the effect of the Public Warrants, the Private Placement Warrants and the Rights to purchase an aggregate of 20,000,000 Class A ordinary shares since their inclusion would be anti-dilutive under the treasury stock method. As a result, diluted net income (loss) per share is the same as basic net income (loss) per share for the year ended December 31, 2022 and for the period from February 10, 2021 (inception) through December 31, 2021. Accretion associated with the redeemable Class A ordinary shares is excluded from earnings per share as the redemption value approximates fair value. The following table presents a reconciliation of the numerator and denominator used to compute basic and diluted net income (loss) per share for each class of ordinary shares: For the Year Ended December 31, 2022 For the Period From February 10, 2021 (inception) Through December 31, 2021 Class A Class B Class A Class B Basic and diluted net loss per ordinary share: Numerator: Allocation of net loss \$ (6,396,522) \$ (2,283,159) \$ (893,718) \$ (646,476) Denominator: Basic and diluted weighted average ordinary shares outstanding 18,677,398 6,666,667 8,961,092 6,482,052 Basic and diluted net loss per ordinary share \$ (0.34) \$ (0.34) \$ (0.10) \$ (0.10) Income Taxes ASC Topic 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. There is currently no taxation imposed on income by the Government of the Cayman Islands. In accordance with Cayman federal income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's consolidated financial statement. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Recent Accounting Pronouncements In August 2020, the FASB issued Accounting Standards Update ("ASU") No. 2020-06, "Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging- Contracts in Entity's Own Equity (Subtopic 815-40)" ("ASU 2020-06"), which simplifies the accounting for convertible instruments. The guidance removes certain accounting models that separate the embedded conversion features from the host contract for convertible instruments. ASU 2020-06 allows for a modified or full retrospective method of transition. This update is effective for fiscal years beginning after January 1, 2024, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact this change will have on its consolidated financial statements. The Company's management does not believe that any other recently issued, but not yet effective, accounting standards updates, if currently adopted, would have a material effect on the Company's consolidated financial statements. X- ReferencesNo definition available. Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section 50- Paragraph 1- URI https://asc.fasb.org/extlink&oid=126899994&loc=d3e18726-107790Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- URI https://asc.fasb.org/topic&trid=2122369 Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: durationInitial Public Offering 12 Months Ended Dec. 31, 2022 Regulated Operations [Abstract] Initial Public Offering Note 3- Initial Public Offering On August 13, 2021, the Company consummated its Initial Public Offering of 20,000,000 Units at a purchase price of \$ 10.00 per Unit, generating gross proceeds of \$ 200,000,000. Of the 20,000,000 Units sold, 19,780,000 Units were purchased by qualified institutional buyers not affiliated with the Sponsor or any member of the management team (the "Anchor Investors"). Each Unit consists of one Class A ordinary share, and one-third of one redeemable warrant. Each whole warrant entitles the holder to purchase one Class A ordinary share at a price of \$ 11.50 per share, subject to adjustment (see Note 8). Each warrant will become exercisable 30 days after the completion of the initial Business Combination and will expire five years after the completion of the initial Business Combination, or earlier upon redemption or liquidation. X- DefinitionThe entire disclosure for public utilities. ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 980- URI https://asc.fasb.org/topic&trid=2156578 Details Name: us-gaap_PublicUtilitiesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: us-gaap_RegulatedOperationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationPrivate Placement 12 Months Ended Dec. 31, 2022 Private Placement [Abstract] Private Placement Note 4- Private Placement Simultaneously with the closing of the Initial Public Offering, the Sponsor and Cantor purchased an aggregate

of 655,000 Private Units, at a price of \$ 10.00 per Unit, for an aggregate purchase price of \$ 6,550,000, in a private placement. If the Company does not complete the initial Business Combination within the Combination Period, the Private Units will expire worthless. The Private Units, including the private placement shares and private placement warrants each underlying the Private Units are subject to the transfer restrictions. The Private Units have terms and provisions that are identical to those of the Units sold in the Initial Public Offering. X-ReferencesNo definition available. Details Name: vxca_PrivatePlacementAbstract Namespace Prefix: vxca_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX-ReferencesNo definition available. Details Name: vxca_PrivatePlacementTextBlock Namespace Prefix: vxca_ Data Type: dtr:textBlockItemType Balance Type: na Period Type: durationRelated Party Transactions 12 Months Ended Dec. 31, 2022 Related Party Transactions [Abstract] Related Party Transactions Note 5- Related Party Transactions Founder Shares In February 2021, the Sponsor paid \$ 25,000, or approximately \$ 0.003 per share, to cover certain of the offering and formation costs in exchange for an aggregate of 7,666,667 Class B ordinary shares, par value \$ 0.0001 per share, 1,000,000 of which were subject to forfeiture depending on the extent to which the underwriter's over-allotment option was exercised. The option expired on September 25, 2021, and subsequently, the Sponsor forfeited 1,000,000 Class B ordinary shares. Additionally, upon consummation of the Business Combination, the Sponsor agreed to transfer an aggregate of 1,334,339 Class B ordinary shares to the Anchor Investor for the same price originally paid for such shares. The Class B ordinary shares will automatically convert into Class A ordinary shares upon consummation of a Business Combination on a one-for-one basis, subject to certain adjustments, as described in Note 8. The Company determined that the fair value of these Class B ordinary shares was approximately \$ 10.0 million (or approximately \$ 7.50 per share) using a Monte Carlo simulation. The Company recognized the excess fair value of these Class B ordinary shares, over the price sold to the Anchor Investors, as an expense of the Initial Public Offering resulting in a charge against the carrying value of Class A ordinary shares subject to possible redemption. The initial shareholders and the Anchor Investors have agreed not to transfer, assign or sell any of their Class B ordinary shares until after, or concurrently with, the consummation of the initial Business Combination. Promissory Note- Related Party The Sponsor agreed to loan the Company up to \$ 300,000 to be used for a portion of the expenses of the IPO. These loans were non-interest bearing, unsecured and due at the earlier of December 31, 2021 or the closing of the IPO. The Company fully repaid the promissory note in the amount of \$ 87,369 upon the closing of IPO. As of December 31, 2022 and 2021, there was no outstanding balance under the promissory note. Subsequent to the repayment, the promissory note is no longer available to the Company. Working Capital Loans In order to finance transaction costs in connection with an intended initial Business Combination, the Sponsor or an affiliate of the Sponsor or certain of the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required (the "Working Capital Loans"). If the Company completes the initial Business Combination, the Company would repay the Working Capital Loans. In the event that the initial Business Combination does not close, the Company may use a portion of the working capital held outside the Trust Account to repay the Working Capital Loans but no proceeds from the Trust Account would be used to repay the Working Capital Loans. Up to \$ 1,500,000 of the Working Capital Loans may be convertible into units of the post Business Combination entity at a price of \$ 10.00 per unit at the option of the lender. The units would be identical to the Private Units. At December 31, 2022 and 2021, no such Working Capital Loans were outstanding. On November 14, 2022, the Sponsor agreed to loan the Company up to \$ 800,000 pursuant to a promissory note (as amended and restated on November 14, 2022, the "New Note"). The New Note is non-interest bearing, unsecured and due at the earlier of the consummation of the Company's initial business combination and the day prior to the date the Company must elect to liquidate and dissolve in accordance with the provisions of the Second A & R Charter. As of December 31, 2022 and 2021, the Company had \$ 600,000 and \$ 0 outstanding under the Working Capital Loans. Administrative Support Agreement The Company pays an affiliate of the Sponsor \$ 20,000 per month for office space and secretarial and administrative services. Upon the earlier of the Company's consummation of a Business Combination and its liquidation, the Company will cease paying these monthly fees. For the year ended December 31, 2022 and for the period from February 10, 2021 (inception) through December 31, 2021, the Company incurred and paid approximately \$ 240,000 and \$ 87,000 of administrative support expense, respectively. As of December 31, 2022 and 2021, there were no outstanding balances under this agreement. The executive officers and directors will be reimbursed for any out-of-pocket expenses incurred in connection with activities on the Company's behalf such as identifying potential target businesses and performing due diligence on suitable Business Combinations. The Company's audit committee will review on a quarterly basis all payments that were made by the Company to the officers or directors. For the year ended December 31, 2022 and 2021, the Company incurred approximately \$ 240,000 and \$ 3,500, respectively in such costs and there were no outstanding amounts as of December 31, 2022 and 2021, respectively, payable to the executive officers and directors as reflected in the accounts payable on the accompanying balance sheets. X-ReferencesNo definition available. Details Name: us-gaap_RelatedPartyTransactionsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX-DefinitionThe entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph \(d\)- URI https://asc.fasb.org/extlink&oid=6457730&loc=d3e39549-107864](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph (d)- URI https://asc.fasb.org/extlink&oid=6457730&loc=d3e39549-107864)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph \(b\)- URI https://asc.fasb.org/extlink&oid=6457730&loc=d3e39549-107864](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph (b)- URI https://asc.fasb.org/extlink&oid=6457730&loc=d3e39549-107864)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=6457730&loc=d3e39549-107864](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=6457730&loc=d3e39549-107864)Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- URI https://asc.fasb.org/topic&trid=2122745>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 6- URI https://asc.fasb.org/extlink&oid=6457730&loc=d3e39691-107864>Details Name: us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: durationCommitments and Contingencies 12 Months Ended Dec. 31, 2022 Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Note 6- Commitments and Contingencies Registration

Rights The holders of the Class B ordinary shares, private placement units, and warrants that may be issued upon conversion of Working Capital Loans (and any Class A ordinary shares and warrants issuable upon the exercise of the private placement units and units that may be issued upon conversion of Working Capital Loans and upon conversion of the Class B ordinary shares) are entitled to registration rights pursuant to a registration rights agreement dated August 10, 2021 requiring the Company to register such securities for resale (in the case of the Class B ordinary shares, only after conversion to Class A ordinary shares). The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain “piggy-back” registration rights with respect to registration statements filed subsequent to the completion of the initial Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements. Underwriting Agreement The Company granted the underwriter a 45-day option from the date of effectiveness to purchase up to an additional 3,000,000 Units at the Initial Public Offering price less the underwriting discounts and commissions. The option expired on September 25, 2021. The underwriter was entitled to an underwriting discount of approximately \$4.0 million, paid upon the closing of the Initial Public Offering. In addition, approximately \$7.0 million was recorded as payable to the underwriter for deferred underwriting commissions. The deferred fee will become payable to the underwriter from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement. Contingent Fee Arrangement On October 21, 2022 the Company entered into an arrangement with Canaccord Genuity LLC (“Canaccord”) to obtain financial advisory and equity capital market advisory services and to act as the Company’s placement agent in connection with raising capital with a specific target in its search for a Business Combination. Canaccord would be entitled to a capital markets advisory fee of \$1.0 million. In addition, Canaccord would also be entitled to a discretionary incentive fee of \$250,000. Per the arrangement, the capital markets advisory fee and discretionary incentive fee for these services is contingent upon the closing of a Business Combination and therefore are not included as liabilities on the accompanying consolidated balance sheets. Under the arrangement, the Company will also reimburse Canaccord for reasonable expenses. As of December 31, 2022, no expenses have been claimed. X-ReferencesNo definition available. Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX-DefinitionThe entire disclosure for commitments and contingencies. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-440-URI-https://asc.fasb.org/topic&trid=2144648>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-954-SubTopic-440-Section-50-Paragraph-1-Subparagraph-\(a\)-URI-https://asc.fasb.org/extlink&oid=6491277&loc=d3e6429-115629](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-954-SubTopic-440-Section-50-Paragraph-1-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=6491277&loc=d3e6429-115629)Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-450-URI-https://asc.fasb.org/topic&trid=2127136>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-440-SubTopic-10-Section-50-Paragraph-4-Subparagraph-\(c\)-URI-https://asc.fasb.org/extlink&oid=123406679&loc=d3e25336-109308](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-440-SubTopic-10-Section-50-Paragraph-4-Subparagraph-(c)-URI-https://asc.fasb.org/extlink&oid=123406679&loc=d3e25336-109308)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-440-SubTopic-10-Section-50-Paragraph-4-Subparagraph-\(a\)-URI-https://asc.fasb.org/extlink&oid=123406679&loc=d3e25336-109308](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-440-SubTopic-10-Section-50-Paragraph-4-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=123406679&loc=d3e25336-109308) Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: durationClass A Ordinary Shares Subject to Possible Redemption 12 Months Ended Dec. 31, 2022 Class A Ordinary Shares Subject to Possible Redemption [Abstract] Class A Ordinary Shares Subject to Possible Redemption Note 7- Class A Ordinary Shares Subject to Possible Redemption The Company’s Class A ordinary shares contain certain redemption rights that are considered to be outside of the Company’s control and subject to the occurrence of future events. The Company is authorized to issue 500,000,000 Class A ordinary shares with a par value of \$0.0001 per share. Holders of Company’s Class A ordinary shares are entitled to one vote for each share. As of December 31, 2021, there were 20,000,000 Class A ordinary shares outstanding which were subject to possible redemption. As of December 31, 2022, there were 4,642,030 Class A ordinary shares outstanding which were subject to possible redemption. The Class A ordinary shares subject to possible redemption reflected on the accompanying consolidated balance sheet is reconciled in the following table: Gross proceeds \$200,000,000 Less: Proceeds allocated to Public Warrants (4,733,334) Class A ordinary share issuance costs (22,021,556) Plus: Accretion of carrying value to redemption value 26,754,890 Class A ordinary share subject to possible redemption as of December 31, 2021 200,000,000 Redemption of Class A ordinary shares subject to possible redemption (154,906,130) Increase in redemption value of Class A ordinary shares subject to possible redemption 2,070,678 Class A ordinary share subject to possible redemption as of December 31, 2022 \$47,164,548 X-ReferencesNo definition available. Details Name: vcxa_ClassAOrdinarySharesSubjectToPossibleRedemptionTextBlock Namespace Prefix: vcxa_ Data Type: dtr:textBlockItemType Balance Type: na Period Type: durationX-ReferencesNo definition available. Details Name: vcxa_ClassAOrdinarySharesSubjectToPossibleRedemptionLineItems Namespace Prefix: vcxa_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationShareholders’ Deficit 12 Months Ended Dec. 31, 2022 Stockholders’ Equity Note [Abstract] Shareholders’ Deficit Note 8- Shareholders’ Deficit Preference Shares- The Company is authorized to issue a total of 1,000,000 preference shares at par value of \$0.0001 each. As of December 31, 2022 and 2021, there were no preference shares issued or outstanding. Class A Ordinary Shares- The Company is authorized to issue 500,000,000 Class A ordinary shares with a par value of \$0.0001 per share. Holders of the Company’s Class A ordinary shares are entitled to one vote for each share. As of December 31, 2022 and 2021, there were 655,000 Class A ordinary shares issued and outstanding, excluding 4,642,030 and 20,000,000 Class A shares subject to possible redemption and classified outside of permanent equity on the consolidated balance sheets, respectively. Class B Ordinary Shares- The Company is authorized to issue 50,000,000 Class B ordinary shares with a par value of \$0.0001 per share. As of December 31, 2022 and 2021, there were 6,666,667 Class B ordinary shares issued and outstanding (see Note 5). The Class B ordinary shares will automatically convert into Class A ordinary shares concurrently with the consummation of the initial Business Combination on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and subject to further adjustment as provided herein. In the case that additional Class A ordinary shares or equity-linked securities are issued or deemed issued in connection with the initial Business Combination in excess of the number of Class A ordinary shares or equity-linked securities issued in our Initial Public Offering, the number of Class A ordinary shares issuable upon conversion of all Class B ordinary

shares will equal, in the aggregate, on an as-converted basis, 25 % of the total number of Class A ordinary shares outstanding after such conversion (after giving effect to any redemptions of Class A ordinary shares by public shareholders and not including the Class A ordinary shares underlying the Private Units), including the total number of Class A ordinary shares issued, or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any Class A ordinary shares or equity-linked securities or rights exercisable for or convertible into Class A ordinary shares issued, or to be issued, to any seller in the initial Business Combination and any Private Units issued to the Sponsor, officers or directors upon conversion of Working Capital Loans, provided that such conversion of founder shares will never occur on a less than one-for-one basis. Holders of record of the Class A ordinary shares and Class B ordinary shares are entitled to one vote for each share held on all matters to be voted on by shareholders. Warrants- As of December 31, 2022, there were 6,885,000 warrants (6,666,667 Public Warrants and 218,333 Private Warrants included in the Private Placement Units) outstanding. Each whole warrant entitles the holder to purchase one Class A ordinary share at a price of \$ 11.50 per share, subject to adjustments as described herein. In addition, if (x) the Company issues additional Class A ordinary shares or equity-linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than \$ 9.20 per Class A ordinary share (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the initial shareholders or their affiliates, without taking into account any founder shares or private placement shares held by the initial shareholders or such affiliates, as applicable, prior to such issuance), (the “ Newly Issued Price ”) (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of the initial Business Combination on the date of the consummation of the initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Class A ordinary shares during the 20 trading day period starting on the trading day after the day on which the Company consummates the initial Business Combination (such price, the “ Market Value ”) is below \$ 9.20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115 % of the higher of the Market Value and the Newly Issued Price, and the \$ 18.00 per share redemption trigger price described below will be adjusted (to the nearest cent) to be equal to 180 % of the higher of the Market Value and the Newly Issued Price. No warrants are currently outstanding. Each whole warrant entitles the holder to purchase one Class A ordinary share at a price of \$ 11.50 per share, subject to adjustments as described herein. In addition, if (x) the Company issues additional Class A ordinary shares or equity-linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than \$ 9.20 per Class A ordinary share (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the initial shareholders or their affiliates, without taking into account any founder shares or private placement shares held by the initial shareholders or such affiliates, as applicable, prior to such issuance), (the “ Newly Issued Price ”) (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of the initial Business Combination on the date of the consummation of the initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Class A ordinary shares during the 20 trading day period starting on the trading day after the day on which the Company consummates the initial Business Combination (such price, the “ Market Value ”) is below \$ 9.20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115 % of the higher of the Market Value and the Newly Issued Price, and the \$ 18.00 per share redemption trigger price described below will be adjusted (to the nearest cent) to be equal to 180 % of the higher of the Market Value and the Newly Issued Price. The warrants cannot be exercised until 30 days after the completion of the initial Business Combination, and will expire at five p. m., New York City time, five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. The Company will not be obligated to deliver any Class A ordinary shares pursuant to the exercise of a warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act with respect to the Class A ordinary shares underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company’s satisfying its obligations described below with respect to registration. No warrant will be exercisable and the Company will not be obligated to issue a Class A ordinary share upon exercise of a warrant unless the Class A ordinary share issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a warrant, the holder of such warrant will not be entitled to exercise such warrant and such warrant may have no value and expire worthless. In no event will the Company be required to net cash settle any warrant. In the event that a registration statement is not effective for the exercised warrants, the purchaser of a Unit containing such warrant will have paid the full purchase price for the Unit solely for the Class A ordinary share underlying such Unit. Once the warrants become exercisable, the Company may redeem the outstanding warrants for cash (except as described herein with respect to the private placement warrants): • in whole and not in part; • at a price of \$ 0.01 per warrant; • upon a minimum of 30 days’ prior written notice of redemption (the “ 30-day redemption period ”); and • if, and only if, the closing price of the Class A ordinary shares equals or exceeds \$ 18.00 per share (as adjusted for stock splits, stock capitalizations, reorganizations, recapitalizations and the like and for certain issuances of Class A ordinary shares and equity-linked securities for capital raising purposes in connection with the closing of the initial Business Combination) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. If the Company calls the warrants for redemption as described above, the management will have the option to require all holders that wish to exercise warrants to do so on a “ cashless basis. ” In determining whether to require all holders to exercise their warrants on a “ cashless basis, ” the management will consider, among other factors, the Company’s cash position, the number of warrants that are outstanding and the dilutive effect on the shareholders of issuing the maximum number of Class A ordinary shares issuable upon the exercise of the warrants. In such event, each holder would pay the exercise price by surrendering the warrants for that number of Class A ordinary shares equal to the quotient obtained by dividing (x) the product of the number of Class A ordinary shares underlying the warrants, multiplied by the excess of the “ fair market value ” of the Class A ordinary shares (defined below) over the exercise price of the warrants by (y) the fair market value. The “ fair market value ” will mean the average reported closing price of the Class A

ordinary shares for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants. The private placement warrants underlying the Private Units, as well as any warrants underlying additional Units the Company issues to the Sponsor, officers, directors, initial shareholders or their affiliates in payment of Working Capital Loans made to the Company, are identical to the Public Warrants. X- ReferencesNo definition available. Details Name: us-gaap_StockholdersEquityNoteAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for shareholders' equity comprised of portions attributable to the parent entity and noncontrolling interest, including other comprehensive income. Includes, but is not limited to, balances of common stock, preferred stock, additional paid-in capital, other capital and retained earnings, accumulated balance for each classification of other comprehensive income and amount of comprehensive income. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- URI https://asc.fasb.org/topic & trid = 2208762>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph \(b\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (b)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph \(c\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496171- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph (c)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496171- 112644)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph \(b\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496171- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph (b)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496171- 112644)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 3- 04\)- URI https://asc.fasb.org/extlink & oid = 120397183 & loc = d3e187085- 122770](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI https://asc.fasb.org/extlink & oid = 120397183 & loc = d3e187085- 122770)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph \(d\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496189- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph (d)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496189- 112644)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph \(g\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (g)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph \(a\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496189- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph (a)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496189- 112644)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph \(h\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (h)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph \(a\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496171- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph (a)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496171- 112644)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph \(b\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496189- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph (b)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496189- 112644)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 16- Subparagraph \(b\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496180- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 16- Subparagraph (b)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496180- 112644)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph \(i\)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (i)- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = SL123496158- 112644)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 4- 08 \(e\) \(1\)\)- URI https://asc.fasb.org/extlink & oid = 120395691 & loc = d3e23780- 122690](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (e) (1))- URI https://asc.fasb.org/extlink & oid = 120395691 & loc = d3e23780- 122690)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 50- Paragraph 6- Subparagraph \(a\)- URI https://asc.fasb.org/extlink & oid = 126731327 & loc = SL126733271- 114008](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 50- Paragraph 6- Subparagraph (a)- URI https://asc.fasb.org/extlink & oid = 126731327 & loc = SL126733271- 114008) Details Name: us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us-gaap_Data Type: dtr:textType textBlockItemType Balance Type: na Period Type: durationFair Value Measurements 12 Months Ended Dec. 31, 2022 Fair Value Measurements [Abstract] Fair Value Measurements Note 9- Fair Value Measurements The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2022 and 2021 and indicates the fair value hierarchy of the valuation techniques that the Company utilized to determine such fair value at each respective date. December 31, 2022 Description Quoted Prices in Active Markets (Level 1) Significant Other Observable Inputs (Level 2) Significant Other Unobservable Inputs (Level 3) Assets: Funds that invest in U. S. Treasury Securities \$ 47, 264, 548 \$- \$- Liabilities: Derivative liabilities- Forward Purchase Agreement \$- \$- \$ 331, 777 December 31, 2021 Description Quoted Prices in Active Markets (Level 1) Significant Other Observable Inputs (Level 2) Significant Other Unobservable Inputs (Level 3) Assets: Funds that invest in U. S. Treasury Securities \$ 200, 005, 484 \$- \$- Liabilities: Derivative liabilities- Forward Purchase Agreement \$- \$- \$- Transfers to / from Levels 1, 2, and 3 are recognized at the beginning of the reporting period. There were no transfers to / from Levels 1, 2, and 3 during the year ended December 31, 2022 and for the period from February 10, 2021 (inception) through December 31, 2021. Level 1 instruments include investments in mutual funds invested in government securities. The Company uses inputs such as actual trade data, benchmark yields, quoted market prices from dealers or brokers, and other similar sources to determine the fair value of its investments. The estimated fair value of the Forward Purchase Agreement was measured at fair value using a Monte Carlo simulation model, which was determined using Level 3 inputs. Inherent in a Monte Carlo simulation are assumptions related to expected stock- price volatility, expected life, risk- free interest rate and dividend yield. The Company estimates the volatility of its warrants based on implied volatility from the Company's traded warrants and from historical volatility of select peer company's shares that matches the expected remaining life of the warrants. The risk- free interest rate is based on the U. S. Treasury zero- coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates remaining at zero. Any changes in these assumptions can change the valuation significantly. The following table provides quantitative information

regarding Level 3 fair value measurements inputs at their measurement dates: At initial issuance date As of December 31, 2022 Expected redemption price \$ 10.33 \$ 10.48 Stock price \$ 10.04 \$ 9.89 Volatility 65.0 % 65.0 % Term (years) 3.50 5.67 Risk-free rate 4.49 % 4.18 % Cost of debt 14.8 % 12.4 % The change in the fair value of the forward purchase agreement assets and liabilities, measured with Level 3 inputs, for year ended December 31, 2022 is summarized as follows: Derivative liabilities at January 1, 2022 \$- Loss on entry into Forward Purchase Agreement 295,330 Change in fair value of derivative liabilities 36,447 Derivative liabilities at December 31, 2022 \$ 331,777 X- DefinitionThe entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information. ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB-Name Accounting Standards Codification-Topic 820-SubTopic 10-Section 50-Paragraph 2-URI https://asc.fasb.org/extlink&oid=126976982&loc=d3e19207-110258> Details Name: us-gaap_FairValueDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vxca_FairValueMeasurementsLineItems Namespace Prefix: vxca_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationSubsequent Events 12 Months Ended Dec. 31, 2022 Subsequent Events [Abstract] Subsequent Events Note 10- Subsequent Events The Company evaluated subsequent events and transactions that occurred up to the date consolidated financial statements were available to be issued. Based upon this review, the Company determined that, except for the below, there have been no events that have occurred that would require adjustments to the disclosures in the consolidated financial statements. Subsequent to December 31, 2022, the Company borrowed an additional \$ 200,000 under the New Note. As a result, as of the date of the financial statements, the Company had \$ 800,000 outstanding as promissory note-related party. X- ReferencesNo definition available. Details Name: us-gaap_SubsequentEventsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB-Name Accounting Standards Codification-Topic 855-URI https://asc.fasb.org/topic&trid=2122774> Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB-Name Accounting Standards Codification-Topic 855-SubTopic 10-Section 50-Paragraph 2-Subparagraph \(a\)-URI https://asc.fasb.org/extlink&oid=6842918&loc=SL6314017-165662](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB-Name Accounting Standards Codification-Topic 855-SubTopic 10-Section 50-Paragraph 2-Subparagraph (a)-URI https://asc.fasb.org/extlink&oid=6842918&loc=SL6314017-165662) Details Name: us-gaap_SubsequentEventsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationAccounting Policies, by Policy (Policies) 12 Months Ended Dec. 31, 2022 Accounting Policies [Abstract] Basis of Presentation Basis of Presentation The accompanying consolidated financial statement is presented in U. S. dollars in conformity with accounting principles generally accepted in the United States of America (“ GAAP ”) and pursuant to the rules and regulations of the SEC. Principles of Consolidation Principles of Consolidation The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation. Emerging Growth Company Emerging Growth Company The Company is an “ emerging growth company, ” as defined in Section 2 (a) of the Securities Act of 1933, as amended (the “ Securities Act ”), as modified by the Jumpstart our Business Startups Act of 2012 (the “ JOBS Act ”), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company’s consolidated financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates Use of Estimates The preparation of these consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and

liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ from those estimates.

Concentration of Credit Risk Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, regularly exceeds the Federal Deposit Insurance Corporation limit of \$ 250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents Cash and Cash Equivalents The Company considers all short- term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2022 and 2021.

Investments Held in Trust Account Investments Held in Trust Account The Company's portfolio of investments is comprised of U. S. government securities, within the meaning set forth in Section 2 (a) (16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U. S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U. S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the consolidated balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities is included in gain on investments held in the Trust Account in the accompanying consolidated statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information.

Fair Value of Financial Instruments Fair Value of Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under ASC 820, " Fair Value Measurements, " approximates the carrying amounts represented in the balance sheet, primarily due to their short- term nature.

Fair Value Measurements Fair Value Measurements Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. GAAP establishes a three- tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers consist of: • Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets; • Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and • Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

Derivative Financial Instruments Derivative Financial Instruments The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and FASB ASC Topic 815, " Derivatives and Hedging " (" ASC 815 "). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re- assessed at the end of each reporting period. The Public Warrants and the Private Placement Warrants are classified in accordance with ASC 480 and ASC 815, which provides that the warrants are not precluded from equity classification. Equity- classified contracts were initially measured at fair value (or allocated value). Subsequent changes in fair value will not be recognized as long as the contracts continue to be classified in equity in accordance with ASC 480 and ASC 815. The Forward Purchase Agreement (defined in Note 1) is recognized as a derivative liability in accordance with ASC 815. Accordingly, the Company recognizes the instrument as an asset or liability at fair value and with changes in fair value recognized in the Company's consolidated statements of operations. The estimated fair value of the Forward Purchase Agreement is measured at fair value using a Monte Carlo simulation model.

Offering Costs Associated with the Initial Public Offering Offering Costs Associated with the Initial Public Offering Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering. Offering costs are allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with Public Warrants are recognized net in equity. Offering costs associated with the Class A ordinary shares were charged against the carrying value of Class A ordinary shares upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non- current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption Class A Ordinary Shares Subject to Possible Redemption Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' equity. The Company's Class A ordinary shares feature certain redemption rights that are considered to be outside of the Company's control and subject to occurrence of uncertain future events. Accordingly, all outstanding Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' equity section of the Company's consolidated balance sheets. Under ASC 480, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of each reporting period. This method would view the end of the reporting period as if it were also the redemption date for the security. Immediately upon the closing of the Initial Public Offering, the Company recognized the accretion from initial book value to redemption amount value. The change in the carrying value of the

redeemable Class A ordinary shares resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit. Net Income (Loss) per Ordinary Share Net Income (Loss) per Ordinary Share The Company complies with accounting and disclosure requirements of FASB ASC Topic 260, "Earnings Per Share." The Company has two classes of shares, which are referred to as Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income (loss) per ordinary share is calculated by dividing the net income (loss) by the weighted average ordinary shares outstanding for the respective period. The calculation of diluted net income (loss) per ordinary shares does not consider the effect of the Public Warrants, the Private Placement Warrants and the Rights to purchase an aggregate of 20,000,000 Class A ordinary shares since their inclusion would be anti-dilutive under the treasury stock method. As a result, diluted net income (loss) per share is the same as basic net income (loss) per share for the year ended December 31, 2022 and for the period from February 10, 2021 (inception) through December 31, 2021. Accretion associated with the redeemable Class A ordinary shares is excluded from earnings per share as the redemption value approximates fair value. The following table presents a reconciliation of the numerator and denominator used to compute basic and diluted net income (loss) per share for each class of ordinary shares: For the Year Ended December 31, 2022 For the Period From February 10, 2021 (inception) Through December 31, 2021 Class A Class B Class A Class B Basic and diluted net loss per ordinary share:

Numerator: Allocation of net loss	\$ (6,396,522)	\$ (2,283,159)	\$ (893,718)	\$ (646,476)
Denominator: Basic and diluted weighted average ordinary shares outstanding	18,677,398	6,666,667	8,961,092	6,482,052
Basic and diluted net loss per ordinary share	\$ (0.34)	\$ (0.34)	\$ (0.10)	\$ (0.10)

Income Taxes Income Taxes ASC Topic 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. There is currently no taxation imposed on income by the Government of the Cayman Islands. In accordance with Cayman federal income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's consolidated financial statement. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Recent Accounting Pronouncements Recent Accounting Pronouncements In August 2020, the FASB issued Accounting Standards Update ("ASU") No. 2020-06, "Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging- Contracts in Entity's Own Equity (Subtopic 815-40)" ("ASU 2020-06"), which simplifies the accounting for convertible instruments. The guidance removes certain accounting models that separate the embedded conversion features from the host contract for convertible instruments. ASU 2020-06 allows for a modified or full retrospective method of transition. This update is effective for fiscal years beginning after January 1, 2024, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact this change will have on its consolidated financial statements. The Company's management does not believe that any other recently issued, but not yet effective, accounting standards updates, if currently adopted, would have a material effect on the Company's consolidated financial statements.

Working Capital Loan — Related Party [Policy Text Block] Working Capital Loan — Related Party The Company accounts for its New Note (as defined below in Note 5) under ASC Topic 815, Derivatives and Hedging ("ASC 815"). Under ASC 815-15-25, the election can be made at the inception of a financial instrument to account for the instrument under the fair value option under ASC Topic 825, Financial Instruments ("ASC 825"). The primary reason for electing the fair value option is to provide better information on the financial liability amount given current market and economic conditions of the Company. As a result of applying the fair value option, the Company records each draw at fair value with a gain or loss recognized at issuance, and subsequent changes in fair value recorded as change in the fair value of convertible note — related party on the accompanying consolidated statements of operations. The fair value are classified on a combined basis with the loan in promissory note – related party in the accompanying consolidated balance sheets.

X-ReferencesNo definition available. Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for the basis of presentation and significant accounting policies concepts. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-235-URI-https://asc.fasb.org/topic&trid=2122369> Details Name: us-gaap_BasisOfPresentationAndSignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-50-Paragraph-1-URI-https://asc.fasb.org/extlink&oid=126999549&loc=d3e4273-108586> Details Name: us-gaap_CashAndCashEquivalentsPolicyTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for credit risk. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-1-Subparagraph-\(d\)-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e5967-108592](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-1-Subparagraph-(d)-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e5967-108592)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-942-SubTopic-825-Section-50-Paragraph-1-URI-https://asc.fasb.org/extlink&oid=126941378&loc=d3e61044-112788> Details Name: us-gaap_ConcentrationRiskCreditRisk Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy regarding (1) the

principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-235-SubTopic-10-Section-50-Paragraph-4-Subparagraph> (a)- URI <https://asc.fasb.org/extlink&oid=126899994&loc=d3e18823-107790>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-810-SubTopic-10-Section-50-Paragraph-1> URI <https://asc.fasb.org/extlink&oid=109239629&loc=d3e5614-111684> Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for its derivative instruments and hedging activities. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-10-Section-50-Paragraph-2> URI <https://asc.fasb.org/extlink&oid=125515794&loc=d3e41620-113959>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-10-Section-50-Paragraph-4> URI <https://asc.fasb.org/extlink&oid=125515794&loc=d3e41638-113959>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-10-Section-50-Paragraph-1A> URI <https://asc.fasb.org/extlink&oid=125515794&loc=SL5579245-113959>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-10-Section-50-Paragraph-7> URI <https://asc.fasb.org/extlink&oid=125515794&loc=d3e41675-113959>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-235-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210-4-08-\(n\)\)](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-235-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210-4-08-(n))) URI <https://asc.fasb.org/extlink&oid=120395691&loc=d3e23780-122690>Reference 6: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-10-Section-50-Paragraph-1> URI <https://asc.fasb.org/extlink&oid=125515794&loc=SL5579240-113959> Details Name: us-gaap_DerivativesPolicyTextBlock Namespace Prefix: us-gaap_Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-1-Subparagraph> (c)- URI <https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-2> URI <https://asc.fasb.org/extlink&oid=124432515&loc=d3e3630-109257> Details Name: us-gaap_EarningsPerSharePolicyTextBlock Namespace Prefix: us-gaap_Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities. ReferencesNo definition available. Details Name: us-gaap_FairValueMeasurementPolicyTextBlock Namespace Prefix: us-gaap_Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for determining the fair value of financial instruments. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-60-Paragraph-1> URI <https://asc.fasb.org/extlink&oid=7493716&loc=d3e21868-110260>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-825-SubTopic-10-Section-50-Paragraph-1> URI <https://asc.fasb.org/extlink&oid=123594938&loc=d3e13279-108611> Details Name: us-gaap_FairValueOffFinancialInstrumentsPolicyTextBlock Namespace Prefix: us-gaap_Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements. ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-740-SubTopic-10-Section-45-Paragraph-25> URI <https://asc.fasb.org/extlink&oid=123427490&loc=d3e32247-109318>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-740-SubTopic-10-Section-50-Paragraph-20> URI <https://asc.fasb.org/extlink&oid=121826272&loc=d3e32847-109319>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-740-SubTopic-10-Section-50-Paragraph-19> URI <https://asc.fasb.org/extlink&oid=121826272&loc=d3e32840-109319>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-220-SubTopic-10-Section-50-Paragraph-1> URI <https://asc.fasb.org/extlink&oid=124431353&loc=SL116659661-227067>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-740-SubTopic-10-Section-50-Paragraph-9> URI <https://asc.fasb.org/extlink&oid=121826272&loc=d3e32639-109319>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-740-SubTopic-10-Section-45-Paragraph-28> URI <https://asc.fasb.org/extlink&oid=123427490&loc=d3e32280-109318>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-740-SubTopic-10-Section-50-Paragraph-17-Subparagraph> (b)- URI <https://asc.fasb.org/extlink&oid=121826272&loc=d3e32809-109319> Details Name: us-gaap_IncomeTaxPolicyTextBlock Namespace Prefix: us-gaap_Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for investment in financial asset. ReferencesReference 1: <http://www.xbrl.org/2009/role/>

commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 04 (3) (b))- URI <https://asc.fasb.org/extlink&oid=120400993&loc=SL114874131-224263>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-323-SubTopic-10-Section-50-Paragraph-3-Subparagraph-\(a\)-\(2\)-URI-https://asc.fasb.org/extlink&oid=114001798&loc=d3e33918-111571](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-323-SubTopic-10-Section-50-Paragraph-3-Subparagraph-(a)-(2)-URI-https://asc.fasb.org/extlink&oid=114001798&loc=d3e33918-111571) Details Name: us- gaap_ InvestmentPolicyTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity' s financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. ReferencesNo definition available. Details Name: us- gaap_ NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for recognition of changes in redemption value of mandatorily redeemable shares. Provides the period over which changes in redemption value are accreted, usually from the issuance date (or from the date that it becomes probable that the security will become redeemable, if later) to the earliest redemption date of the security. ReferencesNo definition available. Details Name: us- gaap_ SharesSubjectToMandatoryRedemptionChangesInRedemptionValuePolicyTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-12-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e6191-108592>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-11-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e6161-108592>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-9-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e6143-108592>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-1-Subparagraph-\(b\)-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e5967-108592](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-1-Subparagraph-(b)-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e5967-108592)Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-4-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e6061-108592>Reference 6: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-8-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e6132-108592>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-1-Subparagraph-\(c\)-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e5967-108592](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-275-SubTopic-10-Section-50-Paragraph-1-Subparagraph-(c)-URI-https://asc.fasb.org/extlink&oid=99393423&loc=d3e5967-108592) Details Name: us- gaap_ UseOfEstimates Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ EmergingGrowthCompanyPolicyTextBlock Namespace Prefix: vcxa_ Data Type: dtr: textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ OfferingCostsAssociatedWithTheInitialPublicOfferingPolicyTextBlock Namespace Prefix: vcxa_ Data Type: dtr: textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ WorkingCapitalLoanRelatedPartyPolicyTextBlock Namespace Prefix: vcxa_ Data Type: dtr: textBlockItemType Balance Type: na Period Type: durationSignificant Accounting Policies (Tables) 12 Months Ended Dec. 31, 2022 Accounting Policies [Abstract] Schedule of basic and diluted net income (loss) per common share For the Year Ended December 31, 2022 For the Period From February 10, 2021 (inception) Through December 31, 2021 Class A Class B Class A Class B Basic and diluted net loss per ordinary share: Numerator: Allocation of net loss \$ (6, 396, 522) \$ (2, 283, 159) \$ (893, 718) \$ (646, 476) Denominator: Basic and diluted weighted average ordinary shares outstanding 18, 677, 398 6, 666, 667 8, 961, 092 6, 482, 052 Basic and diluted net loss per ordinary share \$ (0. 34) \$ (0. 34) \$ (0. 10) \$ (0. 10) X- ReferencesNo definition available. Details Name: us- gaap_ AccountingPoliciesAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionTabular disclosure of an entity' s basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per- share computations for income from continuing operations. ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-1-Subparagraph-\(a\)-URI-https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-1-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257) Details Name: us- gaap_ ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationClass A Ordinary Shares Subject to Possible Redemption (Tables) 12 Months Ended Dec. 31, 2022 Schedule of the Class A Ordinary Shares Subject to Possible Redemption Reflected on the Accompanying Unaudited Condensed Consolidated Balance Sheet [Abstract] Schedule of the class A ordinary shares subject to possible redemption reflected on the accompanying unaudited condensed consolidated balance sheetGross proceeds \$ 200, 000, 000 Less: Proceeds allocated to Public Warrants (4, 733, 334) Class A ordinary share issuance costs (22, 021, 556) Plus: Accretion of carrying value to redemption value 26, 754, 890 Class A ordinary share subject to possible redemption as of December 31, 2021 200, 000, 000 Redemption of Class A ordinary shares subject to possible redemption (154, 906, 130) Increase in redemption value of Class A ordinary shares subject to possible redemption 2, 070, 678 Class A ordinary share subject to possible redemption as of December 31, 2022 \$ 47, 164, 548 X- DefinitionTabular disclosure of the nature and terms of the financial instruments and the rights and obligations embodied in those instruments, information about settlement alternatives, if any, in the contract and identification of the entity that controls the settlement alternatives including: a. The amount that would be paid, or the number of shares that would be issued and their fair value, determined under the conditions specified in the contract if the settlement were to occur at the reporting date b. How changes in the fair value of the issuer' s equity shares would affect those settlement amounts (for example, " the issuer is obligated to issue an additional x shares or pay an additional y dollars in cash for each \$ 1 decrease in the fair value of one share") c. The maximum amount that the issuer could be required to pay to redeem the instrument by physical settlement, if applicable d. The maximum number of shares that could be required to be issued, if applicable e. That a contract does not limit the amount that the issuer could be required to pay or the number of shares that the issuer could be

required to issue, if applicable f. For a forward contract or an option indexed to the issuer's equity shares, the forward price or option strike price, the number of issuer's shares to which the contract is indexed, and the settlement date or dates of the contract, as applicable. g. The components of the liability that would otherwise be related to shareholders' interest and other comprehensive income (if any) subject to the redemption feature (for example, par value and other paid in amounts of mandatorily redeemable instruments are disclosed separately from the amount of retained earnings or accumulated deficit).

ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-45-Paragraph-2A-URI> <https://asc.fasb.org/extlink&oid=118255708&loc=SL5909891-110878>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-50-Paragraph-1-URI> <https://asc.fasb.org/extlink&oid=109262807&loc=d3e22026-110879>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-50-Paragraph-2-URI> <https://asc.fasb.org/extlink&oid=109262807&loc=d3e22047-110879> Details Name: us-gaap_SharesSubjectToMandatoryRedemptionDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ClassAOrdinarySharesSubjectToPossibleRedemptionTablesLineItems Namespace Prefix: vcxa_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationFair Value Measurements (Tables) 12 Months Ended Dec. 31, 2022 Schedule of Assets that are Measured at Fair Value on a Recurring Basis [Abstract] Schedule of assets that are measured at fair value on a recurring basisDescription Quoted Prices in Active Markets (Level 1) Significant Other Observable Inputs (Level 2) Significant Other Unobservable Inputs (Level 3) Assets: Funds that invest in U. S. Treasury Securities \$ 47, 264, 548 \$- \$- Liabilities: Derivative liabilities- Forward Purchase Agreement \$- \$- \$ 331, 777 Description Quoted Prices in Active Markets (Level 1) Significant Other Observable Inputs (Level 2) Significant Other Unobservable Inputs (Level 3) Assets: Funds that invest in U. S. Treasury Securities \$ 200, 005, 484 \$- \$- Liabilities: Derivative liabilities- Forward Purchase Agreement \$- \$- \$- Schedule of quantitative information regarding Level 3 fair value measurements At initial issuance date As of December 31, 2022 Expected redemption price \$ 10. 33 \$ 10. 48 Stock price \$ 10. 04 \$ 9. 89 Volatility 65. 0 % 65. 0 % Term (years) 3. 50 5. 67 Risk-free rate 4. 49 % 4. 18 % Cost of debt 14. 8 % 12. 4 % Schedule of change in the fair value of the forward purchase agreement assets and liabilitiesDerivative liabilities at January 1, 2022 \$- Loss on entry into Forward Purchase Agreement 295, 330 Change in fair value of derivative liabilities 36, 447 Derivative liabilities at December 31, 2022 \$ 331, 777 X- DefinitionTabular disclosure of input and valuation technique used to measure fair value and change in valuation approach and technique for each separate class of asset and liability measured on recurring and nonrecurring basis. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-50-Paragraph-2-Subparagraph-\(bbb\)-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-50-Paragraph-2-Subparagraph-(bbb)-URI) <https://asc.fasb.org/extlink&oid=126976982&loc=d3e19207-110258> Details Name: us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionTabular disclosure of assets, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, by class that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-50-Paragraph-2-Subparagraph-\(b\)-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-50-Paragraph-2-Subparagraph-(b)-URI) <https://asc.fasb.org/extlink&oid=126976982&loc=d3e19207-110258>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-50-Paragraph-2-Subparagraph-\(a\)-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-50-Paragraph-2-Subparagraph-(a)-URI) <https://asc.fasb.org/extlink&oid=126976982&loc=d3e19207-110258> Details Name: us-gaap_FairValueAssetsMeasuredOnRecurringBasisTextBlock Namespace Prefix: us-gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionTabular disclosure of derivative liabilities at fair value. ReferencesNo definition available. Details Name: us-gaap_ScheduleOfDerivativeLiabilitiesAtFairValueTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_FairValueMeasurementsTablesLineItems Namespace Prefix: vcxa_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationOrganization and Business Operations (Details)- USD (\$) 1 Months Ended 11 Months Ended 12 Months EndedNov. 09, 2022 Aug. 13, 2021 Aug. 17, 2021 Dec. 31, 2021 Dec. 31, 2022Organization and Business Operations (Details) [Line Items] Shares consummated (in Shares) 19, 780, 000 Shares issued price per unit (in Dollars per share) \$ 10 \$ 9. 2Consummation initial public offering \$ 200, 000, 000 Offering costs \$ 21, 700, 000 Deferred underwriting commission 7, 000, 000 Generating proceeds 6, 550, 000 Overfunded by sponsor \$ 200, 000, 000 \$ 12, 515 Term of Restricted Investments 185 years Percentage of obligation to redeem public shares 100. 00 % Closing of the initial public offering 21 months Percentage of fair market value equal to at least of the net balance 80. 00 % Public per share (in Dollars per share) \$ 10Net tangible assets \$ 5, 000, 001Interest to pay dissolution expenses \$ 100, 000Ordinary shares of the company in aggregate (in Shares) 3, 705, 743Aggregate amount \$ 100, 000, 000Market price percentage 96. 00 % Commitment fee \$ 1, 000, 000Aggregate total subject shares (in Shares) 4, 000, 000Maximum number of shares (in Shares) 10, 000, 000Net Shares Reclassified to Mandatorily Redeemable Capital Stock. Shares (in Shares) 15, 357, 970 Redemption price per share (in Dollars per share) \$ 10. 09 Trust account \$ 154, 900, 000 200, 005, 484 \$ 47, 264, 548Public shares (in Shares) 4, 642, 030Cash and working capital \$ 37, 000Working capital 10, 200, 000Consummation of the initial public offering 25, 000Loan proceeds from the sponsor 87, 000Working capital loans \$ 0 600, 000Converted at the lender's option into warrants \$ 1, 500, 000Exercise price per share (in Dollars per share) \$ 11. 5Business Combination [Member] Organization and Business Operations (Details) [Line Items] Percentage of outstanding voting securities 50. 00 % Public per share (in Dollars per share) \$ 10. 16Minimum [Member] Organization and Business Operations (Details) [Line Items] Public per share (in Dollars per share) IPO [Member] Organization and Business Operations (Details) [Line Items] Shares consummated (in Shares) 20, 000, 000 Shares issued price per unit (in Dollars per share) \$ 10 Consummation initial public offering \$ 200, 000, 000 Private Placement [Member] Organization and Business Operations (Details) [Line Items]

Shares issued price per unit (in Dollars per share) \$ 10Shares consummated (in Shares) 655, 000Generating proceeds \$ 6, 600, 000Class A Ordinary Shares [Member] Organization and Business Operations (Details) | Line Items | Shares issued price per unit (in Dollars per share) \$ 0. 0001Class A ordinary shares, par value (in Dollars per share) \$ 0. 0001 0. 0001Redemption price per share (in Dollars per share) \$ 10 \$ 10. 16X- DefinitionThe total amount of cash and securities held by third party trustees pursuant to terms of debt instruments or other agreements as of the date of each statement of financial position presented, which can be used by the trustee only to pay the noncurrent portion of specified obligations. ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 4- 08 \(b\)\)- URI https://asc.fasb.org/extlink&oid=120395691&loc=d3e23780-122690](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (b))- URI https://asc.fasb.org/extlink&oid=120395691&loc=d3e23780-122690) Details Name: us- gaap_ AssetsHeldInTrust Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionAmount of total capital as defined by regulatory framework. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 505- Section 50- Paragraph 1- Subparagraph \(c\) \(1\)- URI https://asc.fasb.org/extlink&oid=117337116&loc=SL5958568-112826](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 505- Section 50- Paragraph 1- Subparagraph (c) (1)- URI https://asc.fasb.org/extlink&oid=117337116&loc=SL5958568-112826) Details Name: us- gaap_ Capital Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionValue of capital units or capital shares. This element is relevant to issuers of face- amount certificates and registered investment companies. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 210- Section S99- Paragraph 1- Subparagraph \(SX 210. 6- 04. 16 \(a\)\)- URI https://asc.fasb.org/extlink&oid=120401414&loc=d3e603758-122996](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 6- 04. 16 (a))- URI https://asc.fasb.org/extlink&oid=120401414&loc=d3e603758-122996) Details Name: us- gaap_ CapitalUnits Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionExercise price per share or per unit of warrants or rights outstanding. ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 3- URI https://asc.fasb.org/extlink&oid=126973232&loc=d3e21475-112644> Details Name: us- gaap_ ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionFace amount or stated value per share of common stock. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(29\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us- gaap_ CommonStockParOrStatedValuePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionSpecific incremental costs directly attributable to a proposed or actual offering of securities which are deferred at the end of the reporting period. ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 340- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SAB Topic 5. A\)- URI https://asc.fasb.org/extlink&oid=122040515&loc=d3e105025-122735](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 340- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SAB Topic 5. A)- URI https://asc.fasb.org/extlink&oid=122040515&loc=d3e105025-122735) Details Name: us- gaap_ DeferredOfferingCosts Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionThe percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph \(a\) \(1\)- URI https://asc.fasb.org/extlink&oid=114001798&loc=d3e33918-111571](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (a) (1)- URI https://asc.fasb.org/extlink&oid=114001798&loc=d3e33918-111571) Details Name: us- gaap_ EquityMethodInvestmentOwnershipPercentage Namespace Prefix: us- gaap_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: instantX- DefinitionNet number of shares reclassified to mandatorily redeemable capital stock. ReferencesNo definition available. Details Name: us- gaap_ NetSharesReclassifiedToMandatorilyRedeemableCapitalStockShares Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionMinimum amount of other commitment not otherwise specified in the taxonomy. Excludes commitments explicitly modeled in the taxonomy, including but not limited to, long- term and short- term purchase commitments, recorded and unrecorded purchase obligations, supply commitments, registration payment arrangements, leases, debt, product warranties, guarantees, environmental remediation obligations, and pensions. ReferencesNo definition available. Details Name: us- gaap_ OtherCommitment Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAmount after accumulated amortization of finite- lived and indefinite- lived intangible assets classified as other. ReferencesNo definition available. Details Name: us- gaap_ OtherIntangibleAssetsNet Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionThe number of units sold in a public offering of each class of partners' capital account. Units represent shares of ownership of the general, limited, and preferred partners. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 3- 04\)- URI https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770) Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 5- Subparagraph \(SAB Topic 4. F\)- URI https://asc.fasb.org/extlink&oid=120397183&loc=d3e187171-122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 5- Subparagraph (SAB Topic 4. F)- URI https://asc.fasb.org/extlink&oid=120397183&loc=d3e187171-122770) Details Name: us- gaap_ PartnersCapitalAccountUnitsSoldInPublicOffering Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionThe cash outflow associated with the repurchase of amount received from entity' s first offering of stock to the public. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 15- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3291-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 15- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3291-108585) Details Name: us- gaap_ PaymentsForRepurchaseOfInitialPublicOffering Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe cash inflow associated with the amount received from entity' s first offering of stock to the public. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585) Details Name: us- gaap_ ProceedsFromIssuanceInitialPublicOffering Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow associated with the amount received from entity' s raising of capital via private rather than public placement. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef->

Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI <https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585> Details Name: us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionCash received from principal payments made on loans related to operating activities. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 25- Subparagraph \(c\)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3536-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-25-Subparagraph-(c)-URI-https://asc.fasb.org/extlink&oid=126954810&loc=d3e3536-108585) Details Name: us-gaap_ProceedsFromLoans Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionPurchase price of common stock expressed as a percentage of its fair value. ReferencesNo definition available. Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardPurchasePriceOfCommonStockPercent Namespace Prefix: us-gaap_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: durationX- DefinitionPer share or per unit amount of equity securities issued. ReferencesNo definition available. Details Name: us-gaap_SharesIssuedPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe maximum number of shares that the issuer could be required to issue to redeem the instrument, if applicable. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 480- SubTopic 10- Section 50- Paragraph 2- Subparagraph \(d\)- URI https://asc.fasb.org/extlink&oid=109262807&loc=d3e22047-110879](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-50-Paragraph-2-Subparagraph-(d)-URI-https://asc.fasb.org/extlink&oid=109262807&loc=d3e22047-110879) Details Name: us-gaap_SharesSubjectToMandatoryRedemptionSettlementTermsMaximumNumberOfShares Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionThe number of shares that would be issued, determined under the conditions specified in the contract, if the settlement were to occur at the reporting date. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 480- SubTopic 10- Section 50- Paragraph 2- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=109262807&loc=d3e22047-110879](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-50-Paragraph-2-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=109262807&loc=d3e22047-110879) Details Name: us-gaap_SharesSubjectToMandatoryRedemptionSettlementTermsNumberOfShares Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionNumber of shares issued in lieu of cash for services contributed to the entity. Number of shares includes, but is not limited to, shares issued for services contributed by vendors and founders. ReferencesNo definition available. Details Name: us-gaap_StockIssuedDuringPeriodSharesIssuedForServices Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionNumber of new stock issued during the period. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(29\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02-(29))-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI https://asc.fasb.org/extlink&oid=126973232&loc=d3e21463-112644](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-2-URI-https://asc.fasb.org/extlink&oid=126973232&loc=d3e21463-112644)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 3- 04\)- URI https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.3-04)-URI-https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(28\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02-(28))-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionAmount to be paid per share that is classified as temporary equity by entity upon redemption. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 480- SubTopic 10- Section S99- Paragraph 1- URI https://asc.fasb.org/extlink&oid=122040564&loc=d3e177068-122764](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-S99-Paragraph-1-URI-https://asc.fasb.org/extlink&oid=122040564&loc=d3e177068-122764)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(27\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(27)-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_TemporaryEquityRedemptionPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionAn aggregate of different elements that are put together in sections to make a whole collection, i. e., “Aggregate vs Total”. Total, on the other hand, is created by the addition of smaller amounts to add up to a complete amount. ReferencesNo definition available. Details Name: vcxa_AggregateAmount Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_CommonStockCommittedShares Namespace Prefix: vcxa_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- ReferencesNo definition available. Details Name: vcxa_ConversionIntoWarrants Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe amount of deferred underwriting commission. ReferencesNo definition available. Details Name: vcxa_DeferredUnderwritingCommission Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe amount of interest to pay dissolution expenses. ReferencesNo definition available. Details Name: vcxa_InterestToPayDissolutionExpenses Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_OrganizationandBusinessOperationsDetailsLineItems Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionPercentage Of The FairValue Of Assets In Trust Account

Of Target Company Net Of Deferred Underwriting Commissions And Taxes. ReferencesNo definition available. Details Name: vcxa_PercentageOfTheFairValueOfAssetsInTrustAccountOfTargetCompanyNetOfDeferredUnderWritingCommissionsAndTaxes Namespace Prefix: vcxa_ Data Type: dtr: percentItemType Balance Type: na Period Type: durationX- DefinitionPercentage of the public shareholding to be redeemed in case the business combination is not consummated. ReferencesNo definition available. Details Name: vcxa_PercentageOfThePublicShareHoldingToBeRedeemedInCaseTheBusinessCombinationIsNotConsummated Namespace Prefix: vcxa_ Data Type: dtr: percentItemType Balance Type: na Period Type: durationX- DefinitionPeriod within which redemption of public shares happened in case business combination not completed from the closing of IPO. ReferencesNo definition available. Details Name: vcxa_PeriodWithinWhichRedemptionOfPublicSharesHappenedInCaseBusinessCombinationNotCompletedFromTheClosingOfIpo Namespace Prefix: vcxa_ Data Type: xbrli: durationItemType Balance Type: na Period Type: durationX- DefinitionPublic per share of reductions. ReferencesNo definition available. Details Name: vcxa_PublicPerShareOfReductions Namespace Prefix: vcxa_ Data Type: dtr: perShareItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_RepaymentOfMoneyToTheRelatedPartyDueOnAccountOfExcessFundingReceived Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionTerm of restricted investments. ReferencesNo definition available. Details Name: vcxa_TermOfRestrictedInvestments Namespace Prefix: vcxa_ Data Type: xbrli: durationItemType Balance Type: na Period Type: durationX- DefinitionThe amount of working capital. ReferencesNo definition available. Details Name: vcxa_WorkingCapital Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- Details Name: srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis = vcxa_BusinessCombinationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: srt_RangeAxis = srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidarySaleOfStockAxis = us-gaap_IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidarySaleOfStockAxis = us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_StatementClassOfStockAxis = us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: Significant Accounting Policies (Details) 12 Months EndedDec. 31, 2022 USD (\$) sharesAccounting Policies [Abstract] Federal depository insurance corporation | \$ \$ 250, 000Aggregate purchase | shares 20, 000, 000X- ReferencesNo definition available. Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of expense for Federal Deposit Insurance Corporation (FDIC) insurance. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic942-SubTopic220-SectionS99-Paragraph1-Subparagraph\(SX210.9-04.14\)-URIhttps://asc.fasb.org/extlink&oid=120399700&loc=SL114874048-224260](http://fasb.org/us-gaap/role/ref/legacyRef-PublisherFASB-NameAccountingStandardsCodification-Topic942-SubTopic220-SectionS99-Paragraph1-Subparagraph(SX210.9-04.14)-URIhttps://asc.fasb.org/extlink&oid=120399700&loc=SL114874048-224260) Details Name: us-gaap_FederalDepositInsuranceCorporationPremiumExpense Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe aggregate amount of purchase shares. ReferencesNo definition available. Details Name: vcxa_AggregatePurchaseShares Namespace Prefix: vcxa_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationSignificant Accounting Policies (Details)- Schedule of basic and diluted net income (loss) per common share- USD (\$) 11 Months Ended 12 Months EndedDec. 31, 2021 Dec. 31, 2022Class A Numerator: Allocation of net loss \$ (893, 718) \$ (6, 396, 522) Denominator: Basic and diluted weighted average ordinary shares outstanding 8, 961, 092 18, 677, 398Basic and diluted net loss per ordinary share \$ (0. 1) \$ (0. 34) Class B Numerator: Allocation of net loss \$ (646, 476) \$ (2, 283, 159) Denominator: Basic and diluted weighted average ordinary shares outstanding 6, 482, 052 6, 666, 667Basic and diluted net loss per ordinary share \$ (0. 1) \$ (0. 34) X- DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic815-SubTopic40-Section65-Paragraph1-Subparagraph\(e\)\(4\)-URIhttps://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic815-SubTopic40-Section65-Paragraph1-Subparagraph(e)(4)-URIhttps://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph3-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22583-107794>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph11-Subparagraph\(b\)-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph11-Subparagraph(b)-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794)Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic260-SubTopic10-Section45-Paragraph10-URIhttps://asc.fasb.org/extlink&oid=126958026&loc=d3e1448-109256>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph4-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22595-107794>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph11-Subparagraph\(a\)-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph11-Subparagraph(a)-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic260-SubTopic10-Section45-Paragraph7-URIhttps://asc.fasb.org/extlink&oid=126958026&loc=d3e1337-109256>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic815-SubTopic40-Section65-Paragraph1-Subparagraph\(f\)-URIhttps://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic815-SubTopic40-Section65-Paragraph1-Subparagraph(f)-URIhttps://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011)Reference 9: <http://www.xbrl.org/2003/role/exampleRef-PublisherFASB-NameAccountingStandardsCodification-Topic260-SubTopic10-Section55-Paragraph52-URIhttps://asc.fasb.org/extlink&oid=128363288&loc=d3e4984-109258>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic944-SubTopic220-SectionS99-Paragraph1-Subparagraph\(SX210.7-04\(23\)\)-URIhttps://asc.fasb.org/extlink&oid=120400993&loc=SL114874131-224263](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic944-SubTopic220-SectionS99-Paragraph1-Subparagraph(SX210.7-04(23))-URIhttps://asc.fasb.org/extlink&oid=120400993&loc=SL114874131-224263)Reference 11: <http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic260-SubTopic10-Section55-Paragraph15-URIhttps://asc.fasb.org/extlink&oid=128363288&loc=d3e3842-109258>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph7-Subparagraph\(a\)-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22644-107794](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic250-SubTopic10-Section50-Paragraph7-Subparagraph(a)-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22644-107794)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic260-SubTopic10-Section50-Paragraph1-Subparagraph\(a\)-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22644-107794](http://www.xbrl.org/2003/role/disclosureRef-PublisherFASB-NameAccountingStandardsCodification-Topic260-SubTopic10-Section50-Paragraph1-Subparagraph(a)-URIhttps://asc.fasb.org/extlink&oid=124431687&loc=d3e22644-107794)

org / extlink & oid = 124432515 & loc = d3e3550- 109257Reference 14: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph \(SX 210. 5- 03 \(25\)\)- URI https://asc.fasb.org/extlink & oid = 126953954 & loc = SL114868664- 224227](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SX 210. 5- 03 (25))- URI https://asc.fasb.org/extlink&oid=126953954&loc=SL114868664-224227)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 2- URI https://asc.fasb.org/extlink & oid = 126958026 & loc = d3e1252- 109256](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 2- URI https://asc.fasb.org/extlink&oid=126958026&loc=d3e1252-109256)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 220- Section S99- Paragraph 1- Subparagraph \(SX 210. 9- 04 \(27\)\)- URI https://asc.fasb.org/extlink&oid=120399700&loc=SL114874048-224260](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 60B- Subparagraph (d)- URI https://asc.fasb.org/extlink&oid=126958026&loc=SL5780133-109256)Details Name: us- gaap_EarningsPerShareBasic Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItem Type Balance Type: na Period Type: durationX- DefinitionThe portion of net income or loss attributable to temporary equity interest. ReferencesNo definition available. Details Name: us- gaap_TemporaryEquityNetIncome Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThis element represents the weighted average total number of shares issued throughout the period including the first (beginning balance outstanding) and last (ending balance outstanding) day of the period before considering any reductions (for instance, shares held in treasury) to arrive at the weighted average number of shares outstanding. Weighted average relates to the portion of time within a reporting period that common shares have been issued and outstanding to the total time in that period. Such concept is used in determining the weighted average number of shares outstanding for purposes of calculating earnings per share (basic). ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 10- URI https://asc.fasb.org/extlink & oid = 126958026 & loc = d3e1448- 109256](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 10- URI https://asc.fasb.org/extlink&oid=126958026&loc=d3e1448-109256)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 13- URI https://asc.fasb.org/extlink & oid = 126958026 & loc = d3e2646- 109256](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 13- URI https://asc.fasb.org/extlink&oid=126958026&loc=d3e2646-109256)Details Name: us- gaap_WeightedAverageNumberOfSharesIssuedBasic Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_DenominatorAbstract Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_numeratorAbstract Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Significant Accounting Policies (Details)- Schedule of basic and diluted net income (loss) per common share (Parentheticals)- \$ / shares 11 Months Ended 12 Months EndedDec. 31, 2021 Dec. 31, 2022Class A Significant Accounting Policies (Details)- Schedule of basic and diluted net income (loss) per common share (Parentheticals) [Line Items] Diluted weighted average ordinary shares outstanding 8, 961, 092 18, 677, 398Diluted net loss per ordinary share \$ (0. 10) \$ (0. 34) Class B Significant Accounting Policies (Details)- Schedule of basic and diluted net income (loss) per common share (Parentheticals) [Line Items] Diluted weighted average ordinary shares outstanding 6, 482, 052 6, 666, 667Diluted net loss per ordinary share \$ (0. 10) \$ (0. 34) X- DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. ReferencesReference 1: [http://www.xbrl.org/2003/role/exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 55- Paragraph 52- URI https://asc.fasb.org/extlink & oid = 128363288 & loc = d3e4984- 109258](http://www.xbrl.org/2003/role/exampleRef-Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 55- Paragraph 52- URI https://asc.fasb.org/extlink&oid=128363288&loc=d3e4984-109258)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 7- Subparagraph \(a\)- URI https://asc.fasb.org/extlink & oid = 124431687 & loc = d3e22644- 107794](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 7- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=124431687&loc=d3e22644-107794)Reference 3: 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Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 4- URI https://asc.fasb.org/extlink&oid=124431687&loc=d3e22595-107794](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph (b)- URI https://asc.fasb.org/extlink&oid=124431687&loc=d3e22694-107794)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 3- URI https://asc.fasb.org/extlink & oid = 124431687 & loc = d3e22583- 107794](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 3- URI https://asc.fasb.org/extlink&oid=124431687&loc=d3e22583-107794)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph \(f\)- URI https://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 60B- Subparagraph (d)- URI https://asc.fasb.org/extlink&oid=126958026&loc=SL5780133-109256)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 220- Section S99- Paragraph 1- Subparagraph \(SX 210. 9- 04 \(27\)\)- URI https://asc.fasb.org/extlink & oid = 120399700 & loc = SL114874048- 224260](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 9- 04 (27))- URI https://asc.fasb.org/extlink&oid=120399700&loc=SL114874048-224260)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 50- Paragraph 11- Subparagraph \(a\)- URI https://asc.fasb.org/extlink & oid = 124432515 & loc = d3e3550- 109257](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 50- Paragraph 11- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph \(SX 210. 7- 04 \(23\)\)- URI https://asc.fasb.org/extlink & oid = 120400993 & loc = SL114874131- 224263](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 04 (23))- URI https://asc.fasb.org/extlink&oid=120400993&loc=SL114874131-224263)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name 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role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 7- URI [https://asc.fasb.org/extlink & oid = 126958026 & loc = d3e1337-109256](https://asc.fasb.org/extlink&oid=126958026&loc=d3e1337-109256)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph \(e\) \(4\)- URI https://asc.fasb.org/extlink & oid = 126732423 & loc = SL123482106-238011](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-40-Section-65-Paragraph-1-Subparagraph-(e)-(4)-URI-https://asc.fasb.org/extlink&oid=126732423&loc=SL123482106-238011)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph \(SX 210. 5- 03 \(25\)\)- URI https://asc.fasb.org/extlink & oid = 126953954 & loc = SL114868664-224227](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-220-SubTopic-10-Section-S99-Paragraph-2-Subparagraph-(SX-210-5-03-(25))-URI-https://asc.fasb.org/extlink&oid=126953954&loc=SL114868664-224227) Details Name: us- gaap_ EarningsPerShareDiluted Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: durationX- DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 50- Paragraph 1- Subparagraph \(a\)- URI https://asc.fasb.org/extlink & oid = 124432515 & loc = d3e3550-109257](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-50-Paragraph-1-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 16- URI https://asc.fasb.org/extlink & oid = 126958026 & loc = d3e1505-109256](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-260-SubTopic-10-Section-45-Paragraph-16-URI-https://asc.fasb.org/extlink&oid=126958026&loc=d3e1505-109256) Details Name: us- gaap_ WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ SignificantAccountingPoliciesDetailsScheduleofbasicanddilutednetincome losspercommonshareParenteticalsLineItems Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_ StatementClassOfStockAxis = us- gaap_ CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_ StatementClassOfStockAxis = us- gaap_ CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Initial Public Offering (Details)- USD (\$) 12 Months EndedAug. 13, 2021 Dec. 31, 2022Initial Public Offering (Details) [Line Items] Stock shares issued during the period new issues shares 19, 780, 000 Shares issued price per share \$ 10 \$ 9. 2Generating gross proceeds \$ 200, 000, 000 Sale of units \$ 20, 000, 000 Class of warrants or rights exercise price \$ 11. 5Class of warrants period after which they can be exercised from the consummation of business combination 30 yearsClass of warrants or rights term 5 yearsIPO [Member] Initial Public Offering (Details) [Line Items] Stock shares issued during the period new issues shares 20, 000, 000 Shares issued price per share \$ 10 X- DefinitionExercise price per share or per unit of warrants or rights outstanding. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 3- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = d3e21475-112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-3-URI-https://asc.fasb.org/extlink&oid=126973232&loc=d3e21475-112644) Details Name: us- gaap_ ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionTotal change in each class of partners' capital accounts during the year due to the sale of units. All partners include general, limited and preferred partners. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 3- 04\)- URI https://asc.fasb.org/extlink & oid = 120397183 & loc = d3e187085-122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210-3-04)-URI-https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 5- Subparagraph \(SAB Topic 4. F\)- URI https://asc.fasb.org/extlink & oid = 120397183 & loc = d3e187171-122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-S99-Paragraph-5-Subparagraph-(SAB-Topic-4-F)-URI-https://asc.fasb.org/extlink&oid=120397183&loc=d3e187171-122770) Details Name: us- gaap_ PartnersCapitalAccountSaleOfUnits Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionPer share or per unit amount of equity securities issued. ReferencesNo definition available. Details Name: us- gaap_ SharesIssuedPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionNumber of new stock issued during the period. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(29\)\)- URI https://asc.fasb.org/extlink & oid = 120391452 & loc = d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210-5-02-(29))-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = d3e21463-112644](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-2-URI-https://asc.fasb.org/extlink&oid=126973232&loc=d3e21463-112644)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 3- 04\)- URI https://asc.fasb.org/extlink & oid = 120397183 & loc = d3e187085-122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210-3-04)-URI-https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(28\)\)- URI https://asc.fasb.org/extlink & oid = 120391452 & loc = d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210-5-02-(28))-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us- gaap_ StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionPeriod between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 820- SubTopic 10- Section 50- Paragraph 2- Subparagraph \(bbb\) \(2\)- URI https://asc.fasb.org/extlink & oid = 126976982 & loc = d3e19207-110258](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-50-Paragraph-2-Subparagraph-(bbb)-(2)-URI-https://asc.fasb.org/extlink&oid=126976982&loc=d3e19207-110258) Details Name: us- gaap_ WarrantsAndRightsOutstandingTerm Namespace Prefix: us- gaap_ Data Type: xbrli: durationItemType Balance Type: na Period Type: instantX- DefinitionClass of warrants period after which they can be exercised from the consummation of business combination. ReferencesNo definition available. Details Name: vcxa_ ClassOfWarrantsPeriodAfterWhichTheyCanBeExercisedFromTheConsummationOfBusinessCombination Namespace Prefix: vcxa_ Data Type: xbrli: durationItemType Balance Type: na Period Type: durationX- DefinitionGenerating gross proceeds. ReferencesNo definition available. Details Name: vcxa_ GeneratingGrossProceeds Namespace Prefix: vcxa_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ InitialPublicOfferingDetailsLineItems Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_ SubsidiarySaleOfStockAxis = us- gaap_ IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: Private Placement (Details)- Private Placement [Member] 12 Months EndedDec. 31, 2022 USD (\$) \$ / shares sharesPrivate Placement (Details) [Line Items] Purchased aggregate of share | shares 655, 000Price per unit | \$ / shares \$

10Aggregate purchase price | \$ \$ 6, 550, 000X- DefinitionThis element represents the aggregate cost of investments accounted for under the equity method of accounting. **References**Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02.12\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02.12)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) **Details Name:** us-gaap_EquityMethodInvestmentAggregateCost **Namespace Prefix:** us-gaap_ **Data Type:** xbrli:monetaryItemType **Balance Type:** debit **Period Type:** instantX- **Definition**The number of shares issued or sold by the subsidiary or equity method investee per stock transaction. **References**No definition available. **Details Name:** us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction **Namespace Prefix:** us-gaap_ **Data Type:** xbrli:sharesItemType **Balance Type:** na **Period Type:** durationX- **Definition**Per share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. **References**No definition available. **Details Name:** us-gaap_SaleOfStockPricePerShare **Namespace Prefix:** us-gaap_ **Data Type:** dtr-types:perShareItemType **Balance Type:** na **Period Type:** instantX- **References**No definition available. **Details Name:** vcxa_PrivatePlacementDetailsLineItems **Namespace Prefix:** vcxa_ **Data Type:** xbrli:stringItemType **Balance Type:** na **Period Type:** durationX- **Details Name:** us-gaap_SubsidarySaleOfStockAxis = us-gaap_PrivatePlacementMember **Namespace Prefix:** Data **Type:** na **Balance Type:** Period **Type:** Related Party Transactions (Details)- USD (\$) 1 Months Ended 11 Months Ended 12 Months Ended Nov. 14, 2022 Feb. 28, 2021 Dec. 31, 2021 Dec. 31, 2022 **Related Party Transactions (Details) | Line Items | Sponsor loan \$ 300, 000Promissory note 87, 369Working capital loans \$ 1, 500, 000Price per share (in Dollars per share) \$ 10Working capital loans \$ 0 \$ 600, 000Office space and secretarial and administrative services 20, 000Administrative support expense 87, 000 240, 000Interest incurred \$ 240, 000 \$ 3, 500Sponsor | Member | Related Party Transactions (Details) | Line Items | Promissory note \$ 800, 000 Class B Ordinary Shares | Member | Related Party Transactions (Details) | Line Items | Sponsor paid \$ 25, 000 Shares issued price per share (in Dollars per share) \$ 0. 003 Aggregate shares (in Shares) 7, 666, 667 Ordinary shares, par value (in Dollars per share) \$ 0. 0001 Shares subject to forfeiture (in Shares) 1, 000, 000 Sponsor forfeited shares (in Shares) 1, 000, 000 Transfer of aggregate shares (in Shares) 1, 334, 339 Fair value of shares \$ 10, 000, 000 Fair value per share (in Dollars per share) \$ 7. 5 X- **Definition**Amount of total capital as defined by regulatory framework. **References**Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic942-SubTopic505-Section50-Paragraph1-Subparagraph\(c\)\(1\)-URIhttps://asc.fasb.org/extlink&oid=117337116&loc=SL5958568-112826](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic942-SubTopic505-Section50-Paragraph1-Subparagraph(c)(1)-URIhttps://asc.fasb.org/extlink&oid=117337116&loc=SL5958568-112826) **Details Name:** us-gaap_Capital **Namespace Prefix:** us-gaap_ **Data Type:** xbrli:monetaryItemType **Balance Type:** credit **Period Type:** instantX- **Definition**Face amount per share of no-par value common stock. **References**Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph\(SX210.5-02\(29\)\)-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic210-SubTopic10-SectionS99-Paragraph1-Subparagraph(SX210.5-02(29))-URIhttps://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) **Details Name:** us-gaap_CommonStockNoParValue **Namespace Prefix:** us-gaap_ **Data Type:** dtr-types:perShareItemType **Balance Type:** na **Period Type:** instantX- **Definition**The price per share of the conversion feature embedded in the debt instrument. **References**Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic470-SubTopic20-Section50-Paragraph5-Subparagraph\(b\)-URIhttps://asc.fasb.org/extlink&oid=123466204&loc=SL6031898-161870](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic470-SubTopic20-Section50-Paragraph5-Subparagraph(b)-URIhttps://asc.fasb.org/extlink&oid=123466204&loc=SL6031898-161870) **Reference 2:** [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic470-SubTopic20-Section50-Paragraph1B-Subparagraph\(c\)-URIhttps://asc.fasb.org/extlink&oid=123466505&loc=SL123495323-112611](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic470-SubTopic20-Section50-Paragraph1B-Subparagraph(c)-URIhttps://asc.fasb.org/extlink&oid=123466505&loc=SL123495323-112611) **Details Name:** us-gaap_DebtInstrumentConvertibleConversionPrice1 **Namespace Prefix:** us-gaap_ **Data Type:** dtr-types:perShareItemType **Balance Type:** na **Period Type:** instantX- **Definition**Face (par) amount of debt instrument at time of issuance. **References**Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic470-SubTopic20-Section50-Paragraph1B-Subparagraph\(a\)-URIhttps://asc.fasb.org/extlink&oid=123466505&loc=SL123495323-112611](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic470-SubTopic20-Section50-Paragraph1B-Subparagraph(a)-URIhttps://asc.fasb.org/extlink&oid=123466505&loc=SL123495323-112611) **Reference 2:** <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic835-SubTopic30-Section45-Paragraph2-URIhttps://asc.fasb.org/extlink&oid=124435984&loc=d3e28551-108399> **Reference 3:** <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic835-SubTopic30-Section55-Paragraph8-URIhttps://asc.fasb.org/extlink&oid=114775985&loc=d3e28878-108400> **Reference 4:** <http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic835-SubTopic30-Section50-Paragraph1-URIhttps://asc.fasb.org/extlink&oid=124429444&loc=SL124452920-239629> **Reference 5:** <http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-NameAccountingStandardsCodification-Topic470-SubTopic20-Section55-Paragraph69C-URIhttps://asc.fasb.org/extlink&oid=123466577&loc=SL123495737-112612> **Reference 6:** <http://www.xbrl.org/2003/role/exampleRef-Publisher-FASB-NameAccountingStandardsCodification-Topic470-SubTopic20-Section55-Paragraph69B-URIhttps://asc.fasb.org/extlink&oid=123466577&loc=SL123495735-112612> **Details Name:** us-gaap_DebtInstrumentFaceAmount **Namespace Prefix:** us-gaap_ **Data Type:** xbrli:monetaryItemType **Balance Type:** credit **Period Type:** instantX- **Definition**Number of excess stock shares of an entity that have been sold or granted to shareholders. **References**No definition available. **Details Name:** us-gaap_ExcessStockSharesIssued **Namespace Prefix:** us-gaap_ **Data Type:** xbrli:sharesItemType **Balance Type:** na **Period Type:** instantX- **Definition**Total interest costs incurred during the period and either capitalized or charged against earnings. **References**Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic835-SubTopic20-Section50-Paragraph1-Subparagraph\(b\)-URIhttps://asc.fasb.org/extlink&oid=6450988&loc=d3e26243-108391](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-NameAccountingStandardsCodification-Topic835-SubTopic20-Section50-Paragraph1-Subparagraph(b)-URIhttps://asc.fasb.org/extlink&oid=6450988&loc=d3e26243-108391) **Details Name:** us-gaap_InterestCostsIncurred **Namespace Prefix:** us-gaap_ **Data Type:** xbrli:monetaryItemType **Balance Type:** debit **Period Type:** durationX- **Definition**Amount of selling, general, and administrative expenses, and other expenses, related to investments in real estate partnerships. **References**No definition available. **Details Name:** us-gaap_OtherExpenseFromRealEstatePartnershipOperations **Namespace Prefix:** us-gaap_ **Data Type:** xbrli:monetaryItemType **Balance Type:** debit **Period Type:** durationX- **Definition**The cash outflow for the payment of a long-term borrowing made from a related party where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension trusts, and so forth. **Alternate caption:** Payments for Advances from Affiliates. **References**Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic230-SubTopic10-Section45-Paragraph15-Subparagraph\(b\)-URIhttps://asc.fasb.org/extlink&oid=126954810&loc=d3e3291-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-NameAccountingStandardsCodification-Topic230-SubTopic10-Section45-Paragraph15-Subparagraph(b)-URIhttps://asc.fasb.org/extlink&oid=126954810&loc=d3e3291-108585) **Details Name:** us-gaap_RepaymentsOfRelatedPartyDebt **Namespace Prefix:****

us-gaap_Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. ReferencesNo definition available. Details Name: us-gaap_SaleOfStockPricePerShare Namespace Prefix: us-gaap_Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionNumber of shares (or other type of equity) forfeited during the period. ReferencesNo definition available. Details Name: us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensationForfeited Namespace Prefix: us-gaap_Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionValue of shares of stock issued attributable to transactions classified as other. ReferencesNo definition available. Details Name: us-gaap_StockIssuedDuringPeriodValueOther Namespace Prefix: us-gaap_Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionValue of stock issued to shareholders as a dividend during the period. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 3- 04\)- URI https://asc.fasb.org/extlink & oid = 120397183 & loc = d3e187085- 122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI https://asc.fasb.org/extlink & oid = 120397183 & loc = d3e187085- 122770)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02. 29- 31\)- URI https://asc.fasb.org/extlink & oid = 120391452 & loc = d3e13212- 122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 29- 31)- URI https://asc.fasb.org/extlink & oid = 120391452 & loc = d3e13212- 122682)Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI https://asc.fasb.org/extlink & oid = 126973232 & loc = d3e21463- 112644>Details Name: us-gaap_StockIssuedDuringPeriodValueStockDividend Namespace Prefix: us-gaap_Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionCommon Stock Shares Subject To Forfeiture ReferencesNo definition available. Details Name: vcxa_CommonStockSharesSubjectToForfeiture Namespace Prefix: vcxa_Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionLoans Convertible Into Equity Warrants. ReferencesNo definition available. Details Name: vcxa_LoansConvertibleIntoEquityWarrants Namespace Prefix: vcxa_Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionNumber of shares to be transferred amongst the related parties interse upon consummation of business combination. ReferencesNo definition available. Details Name: vcxa_NumberOfSharesToBeTransferredAmongstRelatedParties Namespace Prefix: vcxa_Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionRelated party transaction expenses payable per month for office space secretarial and administrative services. ReferencesNo definition available. Details Name: vcxa_RelatedPartyTransactionExpensesPayablePerMonthForOfficeSpaceSecretarialAndAdministrativeServices Namespace Prefix: vcxa_Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_RelatedPartyTransactionsDetailsLineItems Namespace Prefix: vcxa_Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionShare based compensation by share based options granted fair value per share. ReferencesNo definition available. Details Name: vcxa_ShareBasedCompensationByShareBasedOptionsGrantedFairValuePerShare Namespace Prefix: vcxa_Data Type: dtr: perShareItemType Balance Type: na Period Type: durationX- Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis = vcxa_SponsorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_StatementClassOfStockAxis = us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Commitments and Contingencies (Details)- USD (\$) 1 Months Ended 12 Months EndedOct. 21, 2022 Dec. 31, 2022Commitments and Contingencies Disclosure [Abstract] Underwriters option days 45 daysAdditional units of underwriting discounts and commissions (in Shares) 3, 000, 000Option expired date Sep. 25, 2021Underwriting discount paid \$ 4, 000, 000Deferred underwriting commissions payable \$ 7, 000, 000Advisory fee \$ 1, 000, 000 Incentive fee \$ 250, 000 X- ReferencesNo definition available. Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of expense for incentive rights held by the managing member or general partner, of limited liability company (LLC) or limited partnership (LP). ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- URI https://asc.fasb.org/extlink & oid = 6457730 & loc = d3e39549- 107864>Details Name: us-gaap_IncentiveFeeExpense Namespace Prefix: us-gaap_Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionCosts incurred during the period, such as those relating to general administration and policy maintenance that do not vary with and are not primarily related to the acquisition or renewal of insurance contracts. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph \(SX 210. 7- 04. 7\)- URI https://asc.fasb.org/extlink & oid = 120400993 & loc = SL114874131- 224263](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 04. 7)- URI https://asc.fasb.org/extlink & oid = 120400993 & loc = SL114874131- 224263)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 720- Section 25- Paragraph 2- URI https://asc.fasb.org/extlink & oid = 35755714 & loc = d3e28434- 158551>Details Name: us-gaap_OtherUnderwritingExpense Namespace Prefix: us-gaap_Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionCash paid for expenses incurred during underwriting activities (the process to review insurance applications, evaluate risks, accept or reject applications, and determine the premiums to be charged) for insurance companies. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 25- Subparagraph \(g\)- URI https://asc.fasb.org/extlink & oid = 126954810 & loc = d3e3536- 108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 25- Subparagraph (g)- URI https://asc.fasb.org/extlink & oid = 126954810 & loc = d3e3536- 108585)Details Name: us-gaap_PaymentsForUnderwritingExpense Namespace Prefix: us-gaap_Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionA fee charged for services from professionals such as doctors, lawyers and accountants. The term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 220- Section S99- Paragraph 1- Subparagraph \(SX 210. 6- 07. 2 \(a\), \(b\), \(c\), \(d\)\)- URI https://asc.fasb.org/extlink & oid = 120401555 & loc = SL114874292- 224272](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 6- 07. 2 (a), (b), (c), (d))- URI https://asc.fasb.org/extlink & oid = 120401555 & loc = SL114874292- 224272)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 220- Section 45- Paragraph 3- Subparagraph \(k\)- URI https://asc.fasb.org/extlink & oid = 124433917 & loc = SL114874205- 224268](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 220- Section 45- Paragraph 3- Subparagraph (k)- URI https://asc.fasb.org/extlink & oid = 124433917 & loc = SL114874205- 224268)Details Name: us-gaap_ProfessionalFees Namespace Prefix: us-gaap_Data Type: xbrli: monetaryItemType Balance Type: debit Period

Type: durationX- DefinitionAdditional units of underwriting discounts and commissions. ReferencesNo definition available. Details Name: vcxa_AdditionalUnitsOfUnderwritingDiscountsAndCommissions Namespace Prefix: vcxa_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionOption expired date. ReferencesNo definition available. Details Name: vcxa_OptionExpiredDate Namespace Prefix: vcxa_ Data Type: xbrli: dateItemType Balance Type: na Period Type: durationX- DefinitionUnderwriters option days. ReferencesNo definition available. Details Name: vcxa_UnderwritersOptionDays Namespace Prefix: vcxa_ Data Type: xbrli: durationItemType Balance Type: na Period Type: durationClass A Ordinary Shares Subject to Possible Redemption (Details)- Class A Ordinary Shares [Member]- \$ / shares 12 Months EndedDec. 31, 2022 Dec. 31, 2021Class A Ordinary Shares Subject to Possible Redemption (Details) [Line Items] Ordinary shares, authorized 500, 000, 000 Price per share (in Dollars per share) \$ 0. 0001 Voting rights Class A ordinary shares are entitled to one vote for each share. Ordinary shares outstanding 4, 642, 030 20, 000, 000X- DefinitionDescription of voting rights of common stock. Includes eligibility to vote and votes per share owned. Include also, if any, unusual voting rights. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 3- URI https://asc.fasb.org/extlink&oid=126973232&loc=d3e21475-112644> Details Name: us-gaap_CommonStockVotingRights Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionMaximum number of excess stock shares permitted to be issued. ReferencesNo definition available. Details Name: us-gaap_ExcessStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionPer share or per unit amount of equity securities issued. ReferencesNo definition available. Details Name: us-gaap_SharesIssuedPricePerShare Namespace Prefix: us-gaap_ Data Type: dt- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(27\) \(b\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (27) (b))- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_TemporaryEquitySharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- ReferencesNo definition available. Details Name: vcxa_ClassAOrdinarySharesSubjecttoPossibleRedemptionDetailsLineItems Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- Details Name: us-gaap_StatementClassOfStockAxis = us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: Class A Ordinary Shares Subject to Possible Redemption (Details)- Schedule of the class A ordinary shares subject to possible redemption reflected on the accompanying unaudited condensed consolidated balance sheet- USD (\$) 11 Months Ended 12 Months EndedDec. 31, 2021 Dec. 31, 2022Schedule of the class A ordinary shares subject to possible redemption reflected on the accompanying unaudited condensed consolidated balance sheet [Abstract] Gross proceeds \$ 200, 000, 000 Less: Proceeds allocated to Public Warrants (4, 733, 334) Class A ordinary share issuance costs (22, 021, 556) Plus: Accretion of carrying value to redemption value 26, 754, 890 Class A ordinary share subject to possible redemption \$ 200, 000, 000 Redemption of Class A ordinary shares subject to possible redemption (154, 906, 130) Increase in redemption value of Class A ordinary shares subject to possible redemption 2, 070, 678Class A ordinary share subject to possible redemption \$ 47, 164, 548X- DefinitionThe cash inflow associated with the amount received from entity's first offering of stock to the public. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585) Details Name: us-gaap_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow from the additional capital contribution to the entity. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585) Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow from issuance of rights to purchase common shares at predetermined price (usually issued together with corporate debt). ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph \(a\)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI https://asc.fasb.org/extlink&oid=126954810&loc=d3e3255-108585) Details Name: us-gaap_ProceedsFromIssuanceOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: us-gaap_SharesSubjectToMandatoryRedemptionBySettlementTermsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionValue of accretion of temporary equity to its redemption value during the period. ReferencesNo definition available. Details Name: us-gaap_TemporaryEquityAccretionToRedemptionValue Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionAmount of decrease to net income for accretion of temporary equity to its redemption value to derive net income apportioned to common stockholders. ReferencesNo definition available. Details Name: us-gaap_TemporaryEquityAccretionToRedemptionValueAdjustment Namespace Prefix: us-gaap_ Data Type: xbrli:

monetaryItemType Balance Type: debit Period Type: durationX- DefinitionAggregate amount of redemption requirements for each class or type of redeemable stock classified as temporary equity for each of the five years following the latest balance sheet date. The redemption requirement does not constitute an unconditional obligation that will be settled in a variable number of shares constituting a monetary value predominantly indexed to (a) a fixed monetary amount known at inception, (b) an amount inversely correlated with the residual value of the entity, or (c) an amount determined by reference to something other than the fair value of issuer's stock. Does not include mandatorily redeemable stock. The exception is if redemption is required upon liquidation or termination of the reporting entity. ReferencesNo definition available. Details Name: us-gaap_TemporaryEquityAggregateAmountOfRedemptionRequirement Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAmount of increase (decrease) in temporary equity from changes classified as other. ReferencesNo definition available. Details Name: us-gaap_TemporaryEquityOtherChanges Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_LessAbstract Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_PlusAbstract Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationShareholders' Deficit (Details)- USD (\$) 12 Months EndedDec. 31, 2022 Dec. 31, 2021 Aug. 13, 2021Shareholders' Deficit (Details) | Line Items | Preferred stock shares authorized 1,000,000 1,000,000 Preferred stock, par value (in Dollars per share) \$ 0.0001 \$ 0.0001 Shares subject to possible redemption (in Dollars) \$ 47,164,548 \$ 200,000,000 Exercise price per share (in Dollars per share) \$ 11.5 Issue price per share (in Dollars per share) \$ 9.2 \$ 10Total equity proceeds 60.00 % Price per share (in Dollars per share) \$ 11.5 Market value issued percentage 115.00 % Redemption trigger price (in Dollars per share) \$ 18 Market value and newly issued price percentage 180.00 % Price per share (in Dollars per share) \$ 9.2 Description of warrants • in whole and not in part; • at a price of \$ 0.01 per warrant; • upon a minimum of 30 days' prior written notice of redemption (the "30-day redemption period"); and • if, and only if, the closing price of the Class A ordinary shares equals or exceeds \$ 18.00 per share (as adjusted for stock splits, stock capitalizations, reorganizations, recapitalizations and the like and for certain issuances of Class A ordinary shares and equity-linked securities for capital raising purposes in connection with the closing of the initial Business Combination) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. Warrants | Member | Shareholders' Deficit (Details) | Line Items | Warrant outstanding 6,885,000 Exercise price per share (in Dollars per share) \$ 11.5 Issue price per share (in Dollars per share) \$ 9.2 Total equity proceeds 60.00 % Price per share (in Dollars per share) \$ 9.2 Market value issued percentage 115.00 % Redemption trigger price (in Dollars per share) \$ 18 Market value and newly issued price percentage 180.00 % Public Warrants | Member | Shareholders' Deficit (Details) | Line Items | Warrant outstanding 6,666,667 Private Warrants | Member | Shareholders' Deficit (Details) | Line Items | Warrant outstanding 218,333 Issue price per share (in Dollars per share) \$ 10 Class A Ordinary Shares | Member | Shareholders' Deficit (Details) | Line Items | Ordinary shares, authorized 500,000,000 Ordinary shares, par value (in Dollars per share) \$ 0.0001 \$ 0.0001 Common stock, shares voting rights Class A ordinary shares are entitled to one vote for each share. Ordinary shares, issued 655,000 655,000 Ordinary shares, outstanding 655,000 655,000 Ordinary shares issued 4,642,030 4,642,030 Shares subject to possible redemption (in Dollars) \$ 20,000,000 \$ 20,000,000 Percentage of common stock 25.00 % Issue price per share (in Dollars per share) \$ 0.0001 Class A Ordinary Shares | Member | Common Stock | Member | Shareholders' Deficit (Details) | Line Items | Common stock, shares voting rights one Class B Ordinary Shares | Member | Shareholders' Deficit (Details) | Line Items | Ordinary shares, authorized 50,000,000 Ordinary shares, par value (in Dollars per share) \$ 0.0001 \$ 0.0001 Ordinary shares, issued 6,666,667 6,666,667 Ordinary shares, outstanding 6,666,667 6,666,667 Class B Ordinary Shares | Member | Common Stock | Member | Shareholders' Deficit (Details) | Line Items | Common stock, shares voting rights one X- DefinitionExercise price per share or per unit of warrants or rights outstanding. ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 3- URI https://asc.fasb.org/extlink&oid=126973232&loc=d3e21475-112644> Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types: perShareItemType Balance Type: na Period Type: instantX- DefinitionNumber of warrants or rights outstanding. ReferencesNo definition available. Details Name: us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionDescription of reason for issuing warrant or right. ReferencesNo definition available. Details Name: us-gaap_ClassOfWarrantOrRightReasonForIssuingToNonemployees Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionFace amount or stated value per share of common stock. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(29\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types: perShareItemType Balance Type: na Period Type: instantX- DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(29\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI https://asc.fasb.org/extlink&oid=126973232&loc=d3e21463-112644> Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SX 210. 5- 02 \(29\)\)- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period

Type: instantX- DefinitionDescription of voting rights of common stock. Includes eligibility to vote and votes per share owned. Include also, if any, unusual voting rights. ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-3-URI-https://asc.fasb.org/extlink&oid=126973232&loc=d3e21475-112644> Details Name: us-gaap_CommonStockVotingRights Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- DefinitionNumber of common units issued of limited liability company (LLC). ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.3-04\)-URI-https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.3-04)-URI-https://asc.fasb.org/extlink&oid=120397183&loc=d3e187085-122770) Details Name: us-gaap_CommonUnitIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instantX- DefinitionPrice of the entity's common stock which would be required to be attained for the conversion feature embedded in the debt instrument to become effective. ReferencesNo definition available. Details Name: us-gaap_DebtInstrumentConvertibleStockPriceTrigger Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: durationX- DefinitionMaximum number of excess stock shares permitted to be issued. ReferencesNo definition available. Details Name: us-gaap_ExcessStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instantX- DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(28\)\)-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(28))-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-13-Subparagraph-\(a\)-URI-https://asc.fasb.org/extlink&oid=126973232&loc=SL123496158-112644](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-505-SubTopic-10-Section-50-Paragraph-13-Subparagraph-(a)-URI-https://asc.fasb.org/extlink&oid=126973232&loc=SL123496158-112644) Details Name: us-gaap_PREFERREDStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instantX- DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-\(SX-210.5-02\(28\)\)-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-210-SubTopic-10-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(28))-URI-https://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682) Details Name: us-gaap_PREFERREDStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instantX- DefinitionPrice of a single share of a number of saleable stocks of a company. ReferencesNo definition available. Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instantX- DefinitionPer share or per unit amount of equity securities issued. ReferencesNo definition available. Details Name: us-gaap_SharesIssuedPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instantX- DefinitionCarrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-\(SX-210.13-01\(a\)\(4\)\(i\)\)-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-(SX-210.13-01(a)(4)(i))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756) Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-\(SX-210.13-01\(a\)\(5\)\)-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-(SX-210.13-01(a)(5))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756) Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-\(SX-210.13-01\(a\)\(4\)\(iv\)\)-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1A-Subparagraph-(SX-210.13-01(a)(4)(iv))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442526-122756) Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-\(SX-210.13-02\(a\)\(5\)\)-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(5))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756) Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-\(SX-210.13-02\(a\)\(4\)\(i\)\)-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(4)(i))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756) Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-\(SX-210.13-02\(a\)\(4\)\(iv\)\)-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-470-SubTopic-10-Section-S99-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(4)(iv))-URI-https://asc.fasb.org/extlink&oid=126975872&loc=SL124442552-122756) Details Name: us-gaap_TemporaryEquityCarryingAmountAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instantX- DefinitionExercise price of warrants percentage. ReferencesNo definition available. Details Name: vcxa_ExercisePriceOfWarrantsPercentage Namespace Prefix: vcxa_ Data Type: dtr:percentItemType Balance Type: na Period Type: instantX- DefinitionExercise price per share. ReferencesNo definition available. Details Name: vcxa_ExercisePricePerShare Namespace Prefix: vcxa_ Data Type: dtr:perShareItemType Balance Type: na Period Type: durationX- DefinitionPercentage of cash flows for consummating business combination. ReferencesNo definition available. Details Name: vcxa_PercentageOfCashFlowsForConsummatingBusinessCombination Namespace Prefix: vcxa_ Data Type: dtr:percentItemType Balance Type: na Period Type: durationX- DefinitionPercentage of common stock shares outstanding. ReferencesNo definition available. Details Name: vcxa_PercentageOfCommonStockSharesOutstanding Namespace Prefix: vcxa_ Data Type: dtr:percentItemType Balance Type: na Period Type: durationX- DefinitionSelling price and subtract the initial purchase price. The result is the gain or loss. Take the gain or loss from the investment and divide it by the original amount or purchase price of the investment. ReferencesNo definition available. Details Name: vcxa_SharePricePercentage Namespace Prefix: vcxa_ Data Type: dtr:percentItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ShareholdersDeficitDetailsLineItems Namespace Prefix: vcxa_ Data Type: xbrli:stringItemType Balance Type: na Period Type: durationX- Details Name: us-gaap_SubsidarySaleOfStockAxis = vcxa_WarrantsMember Namespace

Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_ SubsidiarySaleOfStockAxis =
vcxa_PublicWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-
gaap_ SubsidiarySaleOfStockAxis = us- gaap_ PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period
Type: X- Details Name: us- gaap_ StatementClassOfStockAxis = us- gaap_ CommonClassAMember Namespace Prefix: Data
Type: na Balance Type: Period Type: X- Details Name: us- gaap_ StatementEquityComponentsAxis = us-
gaap_ CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-
gaap_ StatementClassOfStockAxis = us- gaap_ CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period
Type: Fair Value Measurements (Details)- Schedule of assets that are measured at fair value on a recurring basis- USD (\$) 11
Months Ended 12 Months EndedDec. 31, 2021 Dec. 31, 2022Level 1 [Member] Assets: Funds that invest in U. S. Treasury
Securities \$ 200, 005, 484 \$ 47, 264, 548Liabilities: Derivative liabilities- Forward Purchase Agreement Level 2 [Member] Assets:
Funds that invest in U. S. Treasury Securities Liabilities: Derivative liabilities- Forward Purchase Agreement Level 3 [Member]
Assets: Funds that invest in U. S. Treasury Securities Liabilities: Derivative liabilities- Forward Purchase Agreement \$ 331,
777X- DefinitionThe amount of cash, securities, or other assets held by a third- party trustee pursuant to the terms of an
agreement which assets are available to be used by beneficiaries to that agreement only within the specific terms thereof and
which agreement is expected to terminate within one year of the balance sheet date (or operating cycle, if longer) at which time
the assets held- in- trust will be released or forfeited. ReferencesReference 1: [http://www.xbrl.org/2009/role/
commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99-
Paragraph 1- Subparagraph \(SX 210. 4- 08 \(b\)\)- URI https://asc.fasb.org/extlink&oid=120395691&loc=d3e23780-122690](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (b))- URI https://asc.fasb.org/extlink&oid=120395691&loc=d3e23780-122690)
Details Name: us- gaap_ AssetsHeldInTrustCurrent Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance
Type: debit Period Type: instantX- DefinitionAmount of purchases of financial instrument classified as a derivative asset
(liability) after deduction of derivative liability (asset), measured using unobservable inputs that reflect the entity' s own
assumption about the assumptions market participants would use in pricing. ReferencesReference 1: [http://fasb.org/us-gaap/
role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 820- SubTopic 10- Section 50-
Paragraph 3- Subparagraph \(b\)- URI https://asc.fasb.org/extlink&oid=126976982&loc=d3e19279-110258](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 820- SubTopic 10- Section 50- Paragraph 3- Subparagraph (b)- URI https://asc.fasb.org/extlink&oid=126976982&loc=d3e19279-110258)Reference 2:
[http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 820-
SubTopic 10- Section 50- Paragraph 2- Subparagraph \(c\) \(2\)- URI https://asc.fasb.org/extlink&oid=126976982&loc=
d3e19207-110258](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB- Name Accounting Standards Codification- Topic 820- SubTopic 10- Section 50- Paragraph 2- Subparagraph (c) (2)- URI https://asc.fasb.org/extlink&oid=126976982&loc=d3e19207-110258) Details Name: us-
gaap_ FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisUnobservableInputsReconciliationPurchases Namespace
Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition
available. Details Name: us- gaap_ LiabilitiesAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance
Type: na Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ AssetsAbstract0 Namespace Prefix:
vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- Details Name: us-
gaap_ FairValueByFairValueHierarchyLevelAxis = us- gaap_ FairValueInputsLevel1Member Namespace Prefix: Data Type: na
Balance Type: Period Type: X- Details Name: us- gaap_ FairValueByFairValueHierarchyLevelAxis = us-
gaap_ FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-
gaap_ FairValueByFairValueHierarchyLevelAxis = us- gaap_ FairValueInputsLevel3Member Namespace Prefix: Data Type: na
Balance Type: Period Type: Fair Value Measurements (Details)- Schedule of quantitative information regarding Level 3 fair
value measurements- Level 3 fair value measurements [Member]- \$ / shares 11 Months Ended 12 Months EndedDec. 31, 2021
Dec. 31, 2022Fair Value Measurement Inputs and Valuation Techniques [Line Items] Expected redemption price (in Dollars per
share) \$ 10. 33 \$ 10. 48Stock price (in Dollars per share) \$ 10. 04 \$ 9. 89Volatility 65. 00 % 65. 00 % Term (years) 3 years 6
months 5 years 8 months 1 dayRisk- free rate 4. 49 % 4. 18 % Cost of debt 14. 80 % 12. 40 % X- DefinitionPercentage of the
difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the
domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to amortization.
ReferencesReference 1: [http://www.xbrl.org/2009/role/
commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section 50- Paragraph 12- URI https://asc.fasb.org/extlink&oid=121826272&loc=
d3e32687-109319](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section 50- Paragraph 12- URI https://asc.fasb.org/extlink&oid=121826272&loc=d3e32687-109319)Reference 2: [http://www.xbrl.org/2009/role/
commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section S99- Paragraph 1- Subparagraph \(SAB Topic 6. I. Fact. 4\)- URI https://
asc.fasb.org/extlink&oid=122134291&loc=d3e330036-122817](http://www.xbrl.org/2009/role/commonPracticeRef-Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SAB Topic 6. I. Fact. 4)- URI https://asc.fasb.org/extlink&oid=122134291&loc=d3e330036-122817) Details Name: us-
gaap_ EffectiveIncomeTaxRateReconciliationNondeductibleExpenseAmortization Namespace Prefix: us- gaap_ Data Type: dtr-
types: percentItemType Balance Type: na Period Type: durationX- DefinitionLine items represent financial concepts included in
a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes
to the table. ReferencesNo definition available. Details Name: us-
gaap_ FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesLineItems Namespace
Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAgreed- upon price for
the exchange of the underlying asset relating to the share- based payment award. ReferencesNo definition available. Details
Name: us- gaap_ ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExercisePrice
Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe
estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be
defined as a probability- weighted measure of the dispersion of returns about the mean. The volatility of a share price is the
standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the
standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period.
ReferencesReference 1: [http://www.xbrl.org/2003/role/
disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 718- SubTopic 10- Section 50- Paragraph 2- Subparagraph \(f\) \(2\) \(ii\)- URI https://asc.fasb.org/extlink&
oid=128089324&loc=d3e5070-113901](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 718- SubTopic 10- Section 50- Paragraph 2- Subparagraph (f) (2) (ii)- URI https://asc.fasb.org/extlink&oid=128089324&loc=d3e5070-113901) Details Name: us-
gaap_ ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate
Namespace Prefix: us- gaap_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: durationX- DefinitionThe
risk- free interest rate assumption that is used in valuing an option on its own shares. ReferencesReference 1: [http://www.xbrl.org/2003/role/
disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 718- SubTopic 10- Section 50- Paragraph 2- Subparagraph \(f\) \(2\) \(ii\)- URI https://asc.fasb.org/extlink&
oid=128089324&loc=d3e5070-113901](http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB- Name Accounting Standards Codification- Topic 718- SubTopic 10- Section 50- Paragraph 2- Subparagraph (f) (2) (ii)- URI https://asc.fasb.org/extlink&oid=128089324&loc=d3e5070-113901)

org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 718- SubTopic 10- Section 50- Paragraph 2- Subparagraph (f) (2) (iv)- URI <https://asc.fasb.org/extlink&oid=128089324&loc=d3e5070-113901> Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: durationX- DefinitionPrice of a single share of a number of saleable stocks of a company. ReferencesNo definition available. Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 718- SubTopic 10- Section 50- Paragraph 2- Subparagraph \(f\) \(2\) \(i\)- URI https://asc.fasb.org/extlink&oid=128089324&loc=d3e5070-113901](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-718-SubTopic-10-Section-50-Paragraph-2-Subparagraph-(f)-(2)-(i)-URI-https://asc.fasb.org/extlink&oid=128089324&loc=d3e5070-113901) Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli: durationItemType Balance Type: na Period Type: durationX- Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis = us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: Fair Value Measurements (Details)- Schedule of change in the fair value of the forward purchase agreement assets and liabilities 12 Months EndedDec. 31, 2022 USD (\$) Schedule Of Change In The Fair Value Of The Forward Purchase Agreement Assets And Liabilities Abstract Derivative liabilities at January 1, 2022 Derivative liabilities 331, 777Loss on entry into Forward Purchase Agreement 295, 330Change in fair value of derivative liabilities \$ 36, 447X- DefinitionFair values as of the balance sheet date of the net amount of all assets and liabilities resulting from contracts that meet the criteria of being accounted for as derivative instruments. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 10- Section 45- Paragraph 5- URI https://asc.fasb.org/extlink&oid=126966630&loc=d3e41228-113958](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-815-SubTopic-10-Section-45-Paragraph-5-URI-https://asc.fasb.org/extlink&oid=126966630&loc=d3e41228-113958) Details Name: us-gaap_DerivativeAssetsLiabilitiesAtFairValueNet Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionAmount of increase (decrease) of financial instrument classified as an asset measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 820- SubTopic 10- Section 50- Paragraph 2- Subparagraph \(c\)- URI https://asc.fasb.org/extlink&oid=126976982&loc=d3e19207-110258](http://fasb.org/us-gaap/role/ref/legacyRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-820-SubTopic-10-Section-50-Paragraph-2-Subparagraph-(c)-URI-https://asc.fasb.org/extlink&oid=126976982&loc=d3e19207-110258) Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisAssetPeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: na Period Type: durationX- DefinitionAmount of increase from purchase of security purchased under agreement to resell. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 326- SubTopic 20- Section 50- Paragraph 11- Subparagraph \(h\)- URI https://asc.fasb.org/extlink&oid=124255953&loc=SL82919244-210447](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-326-SubTopic-20-Section-50-Paragraph-11-Subparagraph-(h)-URI-https://asc.fasb.org/extlink&oid=124255953&loc=SL82919244-210447) Details Name: us-gaap_SecuritiesPurchasedUnderAgreementsToResellIncrease Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: vcxa_ScheduleOfChangeInTheFairValueOfTheForwardPurchaseAgreementAssetsAndLiabilitiesAbstract Namespace Prefix: vcxa_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationSubsequent Events (Details) 12 Months EndedDec. 31, 2022 USD (\$) Subsequent Events [Abstract] Additional borrowed \$ 200, 000Outstanding promissory note-related party \$ 800, 000X- DefinitionPurchases during the period (excluding transactions that are eliminated in consolidated or combined financial statements) with related party. ReferencesNo definition available. Details Name: us-gaap_RelatedPartyTransactionPurchasesFromRelatedParty Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionAmount of increase in security borrowed from entering into new transaction. ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 326- SubTopic 20- Section 50- Paragraph 11- Subparagraph \(h\)- URI https://asc.fasb.org/extlink&oid=124255953&loc=SL82919244-210447](http://www.xbrl.org/2003/role/disclosureRef-Publisher-FASB-Name-Accounting-Standards-Codification-Topic-326-SubTopic-20-Section-50-Paragraph-11-Subparagraph-(h)-URI-https://asc.fasb.org/extlink&oid=124255953&loc=SL82919244-210447) Details Name: us-gaap_SecuritiesBorrowedIncrease Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: us-gaap_SubsequentEventsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: duration