

AG GROWTH INTERNATIONAL INC.

CHAIR OF A COMMITTEE - TERMS OF REFERENCE

These terms of reference shall apply to the members of a committee of the Board of Directors (the “Board”) of Ag Growth International Inc. (the “Company”).

Appointment of Committee Chair

1. Appointment

The Chair of each Committee shall be appointed annually by the Board.

2. Qualifications of a Committee Chair

Each Committee Chair shall be a duly elected member of the Board and independent as determined pursuant to applicable securities law, rules and the requirements of any applicable stock exchange.

Procedures

3. Vacancy

Where a vacancy occurs at any time in the position of a Committee Chair, it shall be filled by the Board. The Board may remove and replace a Committee Chair at any time.

Duties

4. Duties

The Chair of a Committee shall lead and oversee the Committee to ensure it fulfills its mandate as set out in its terms of reference. In particular, the Chair shall:

- (a) organize the Committee to function independently of management;
- (b) ensure that the Committee has an opportunity to meet without members of management present at regular intervals;
- (c) determine, in consultation with the Committee and management, the time and places of the meetings of the Committee;
- (d) manage the affairs of the Committee, including ensuring that the Committee is organized properly, functions effectively and meets its obligations and responsibilities;

- (e) co-ordinate with management and the secretary to the Committee to ensure that matters to be considered by the Committee are properly presented and given the appropriate opportunity for discussion;
- (f) provide advice and counsel to the President and Chief Executive Officer and other senior members of management in the areas covered by the Committee's mandate;
- (g) preside as chair of each meeting of the Committee; and
- (h) communicate with all members of the Committee to co-ordinate their input, ensure their accountability and provide for the effectiveness of the Committee.

Dated: November, 2013