

INDIVIDUAL DIRECTOR - TERMS OF REFERENCE

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

Each Director (i) shall act honestly and in good faith in the best interests of the Company and its shareholders and (ii) must exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, each Director shall have the following responsibilities:

1. Responsibilities of Corporate Stewardship

Each Director has the responsibility to:

- (a) advance the interests of the Company and the effectiveness of the Board by bringing his or her knowledge and experience to bear on the strategic and operational issues facing the Company;
- (b) provide constructive counsel to and oversight of the management of Ag Growth International Inc.
- (c) respect the confidentiality of information and matters pertaining to the Company;
- (d) maintain his or her independence, generally and as defined under applicable securities laws, and objectivity; and
- (e) be available as a resource to the Board.

2. Responsibilities of Integrity and Loyalty

Each Director has the responsibility to:

- (a) comply with the Company’s Code of Business Ethics;
- (b) disclose to the Secretary, prior to the beginning of his or her service on the Board, and thereafter as they arise, all actual and potential conflicts of interest; and

- (c) disclose to the Chair of the Board, in advance of any Board vote or discussion, if the Board or a committee of the Board is deliberating on a matter that may affect the Director's interests or relationships outside the Company and abstain from discussion and/or voting on such matter as determined to be appropriate.

3. Responsibilities of Diligence

Each Director has the responsibility to:

- (a) prepare for each Board and committee meeting by reading the reports, minutes and background materials provided for the meeting;
- (b) attend in person the annual meeting of the Company and attend all meetings of the Board and all meetings of committees of the Board of which the Director is a member, in person or by telephone, video conference, or other communication facilities that permit all persons participating in the meeting to communicate with each other; and
- (c) as necessary and appropriate, communicate with the Chair and with the President and Chief Executive Officer between meetings, including to provide advance notice of the Director's intention to introduce significant and previously unknown information at a Board meeting.

4. Responsibilities of Effective Communication

Each Director has the responsibility to:

- (a) participate fully and frankly in the deliberations and discussions of the Board;
- (b) encourage free and open discussion of the Company's affairs by the Board;
- (c) establish an effective, independent and respected presence and a collegial relationship with other Directors;
- (d) focus inquiries on issues related to strategy, policy, and results; and
- (e) respect the President and Chief Executive Officer's role as the chief spokesperson for the Company and participate in external communications only at the request of, with the approval of, and in coordination with, the Chair and the President and Chief Executive Officer.

5. Responsibilities of Committee Work

Each Director has the responsibility to:

- (a) participate on committees and become knowledgeable about the purpose and goals of each committee; and

- (b) understand the process of committee work, and the role of management and staff supporting the committee.

6. Responsibilities of Knowledge Acquisition

Each Director has the responsibility to:

- (a) become generally knowledgeable about the Company's business and its industry;
- (b) participate in Board orientation and education programs developed by the Company from time to time;
- (c) maintain an understanding of the regulatory, legislative, business, social and political environments within which the Company operates;
- (d) become acquainted with the senior officers and key management personnel; and
- (e) gain and update his or her knowledge about the Company's facilities and visit these facilities when appropriate.

7. Responsibilities of Personal and Professional Development

Each Director has the responsibility to enhance the competencies and qualities that led to the Director's election to the Board, including:

- (a) demonstrated integrity and high ethical standards and an established reputation for honesty and ethical conduct;
- (b) career experience, business knowledge, and sound judgment relevant to the Company's business purpose, financial responsibilities, and risk profile;
- (c) financial literacy or accreditation; and
- (d) experience and abilities that complement those of other Board members so as to enhance the Board's effectiveness and performance.

Dated: November, 2013