



**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.