



AG GROWTH INTERNATIONAL INC.
CHAIR OF THE BOARD
TERMS OF REFERENCE

These terms of reference shall apply to the Chair of the Board of Directors (the “Board”) of Ag Growth International Inc. (the “Company”). References to “management” and specific officer titles shall refer to the management and officers of Ag Growth International Inc.

APPOINTMENT OF CHAIR

1. APPOINTMENT

The Chair shall be appointed annually by the Board and shall have such skills and abilities appropriate to the appointment of Chair as shall be determined by the Board.

2. QUALIFICATIONS OF THE BOARD CHAIR

The Chair shall be a duly elected member of the Board and shall be independent as defined under applicable securities laws, rules and regulations and the requirements of any applicable stock exchange.

PROCEDURES

3. VACANCY

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

4. OUTSIDE CONSULTANTS OR ADVISORS

The Chair, when he or she considers it necessary or desirable, may retain, at the Company's expense, outside consultants or advisors to advise the Chair or the Board independently on any matter. The Chair shall have the authority to retain and terminate any such consultants or advisors, including authority to review the fees and other retention terms of such persons.

DUTIES

5. DUTIES

The Chair is accountable to the Board and shall have the duties of a member of the Board as set out in applicable law and in the Company's bylaws. The Chair is responsible for the management, development and effective performance of the Board and leads the Board to ensure that it fulfills its duties as required by law and as set out in the Terms of Reference for the Board. In particular, the Chair shall:

- a) organize the Board to function independently of management;
- b) promote ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance;
- c) ensure the Board has the opportunity to meet without members of management present on a regular basis;
- d) determine, in consultation with the Board and management, the time and places of the meetings of the Board and of the annual general meeting;
- e) manage the affairs of the Board, including ensuring that the Board is organized properly, functions effectively and meets its obligations and responsibilities;
- f) co-ordinate with management and the Secretary of the Board to ensure that matters to be considered by the Board are properly presented and given the appropriate opportunity for discussion;
- g) provide advice, counsel and mentorship to other members of the Board, the President and Chief Executive Officer and other senior members of management;
- h) preside as chair of each meeting of the Board;
- i) preside as chair of each meeting of the unitholders of the Company;
- j) communicate with all members of the Board to co-ordinate their input, ensure their accountability and provide for the effectiveness of the Board and its committees as well as to keep members up to date on all major developments concerning the Company; and
- k) ensure the Company, and where appropriate the Board, is adequately represented at official functions and meetings with major unitholder groups, other stakeholders, financial analysts, media and the investment community.