



AGI Insider Trading Policy

A. Introduction

Applicable securities laws, including the rules and policies of securities regulatory authorities and the Toronto Stock Exchange ("**Securities Laws**"), impose certain obligations upon public companies, such as Ag Growth International Inc. (the "**Company**"), to publicly disclose material information in order that the public will have the opportunity to decide whether to buy or sell securities on the basis of information equally available to all market participants. Accordingly, under Securities Laws persons who have knowledge of undisclosed material information relating to a public company, such as the Company, are prohibited from purchasing or selling shares or other securities of the public company or disclosing such undisclosed material information to others ("tipping") until it has been generally disclosed.

In order to assist directors, officers, employees and consultants (collectively, "**AGI Personnel**") of the Company and its subsidiaries (collectively, "**AGI**") in complying with Securities Laws, this Policy has been established to provide guidance on timing of insider trading and disclosure restrictions. This Policy, however, in no way reduces the personal obligations imposed by law on AGI Personnel. AGI Personnel remain personally responsible for compliance with the insider trading and tipping prohibitions of Securities Laws.

This Policy is not intended to discourage investment in the Company's securities. Rather, it is intended to highlight the obligations and the restrictions imposed on AGI Personnel by Securities Laws.

B. Scope

1. This Policy applies to all AGI Personnel. AGI Personnel are responsible for ensuring compliance by their families and other members of their families and other members of their households.
2. This Policy applies to any transactions involving any securities of the Company, including shares, convertible debentures, warrants, rights or awards under any equity-based compensation plan of the Company including performance or restricted awards under the Company's Equity Award Incentive Plan, and any other securities exchangeable or exercisable into shares or other securities of the Company, as well as exchange-traded options or other derivative securities that are not issued by the Company but are based on securities of the Company (collectively, "**Securities**").



3. This Policy applies not only to the Securities which you own, but also those over which you exercise control or direction (for example as a trustee or executor of an estate) and also to the Securities that are indirectly owned (for example by a corporation controlled by you) or over which you indirectly exercise control or direction.
4. This Policy applies not only during the course of your employment or other service to AGI, but also after the termination of such employment or service so long as you have undisclosed material information, until the material information has been generally disclosed or becomes or non-material.

Failure to follow this Policy could have significant implications for you including disciplinary action up to and including immediate dismissal.

Further, AGI Personnel who fail to comply with Securities Laws are exposed to civil liability to third parties, fines which may exceed the amount of the profit made or loss avoided in connection with any impugned trade, and/or imprisonment, in addition to general embarrassment and damage to their reputation. In addition, the Company's reputation may be damaged and it may be exposed to liability.

C. Restrictions on Trading and Disclosure

General Prohibitions:

All AGI Personnel are subject to the following general prohibitions:

1. AGI Personnel may not trade in Securities while in possession of undisclosed material information concerning the Company; and
2. Except in the "necessary course of AGI's business", AGI Personnel may not communicate undisclosed material information to any other person (including family members, securities analysts, individual investors and members of the investment community and news media) or use such information for any other purpose than to carry out their duties to the Company.

Certain Definitions:

Material information is any information relating to the business and affairs of the Company that would reasonably be expected to significantly affect the market price or value of any of the Securities or would reasonably be expected to affect the investment decisions of an investor. Examples of material information include but are not limited to: financial performance and significant changes in financial performance; projections and strategic plans; major corporate acquisitions and dispositions; significant changes to major assets and operations; changes in



ownership of securities that may affect the control of the Company; significant changes in senior management; significant litigation; changes in corporate structure, such as reorganizations; changes in capital structure; significant new debt or material events of default; public or private sale of additional securities; entering into or loss of significant contracts; major labour disputes or disputes with major contractors, customers or suppliers; and takeover bids and issuer bids.

Trading means all transactions, including purchases and sales, involving Securities.

Information is considered disclosed only after it has been generally disclosed by means of a broadly disseminated news release and trading has closed on the first full trading day following such news release. Trading is not made permissible merely because material information is reflected in rumours or other unofficial statements in the market. If you are unsure whether the information that you possess is material or undisclosed, the Chief Financial Officer should be consulted before trading in any Securities.

Specific Prohibitions:

In addition to the two general prohibitions set out above the following specific rules must also be observed by AGI Personnel:

1. AGI Personnel must not trade in Securities during the following periods (the "**Black-out Periods**"):
 - a. From January 15 until after trading has closed on the first full trading day following the issue of the Company's news release announcing its financial results for the fiscal year ended December 31; and
 - b. From fifteen days subsequent to the end of a fiscal quarter (March 31, June 30 and September 30) until after trading has closed on the first full trading day following the issue of Company's news release announcing its financial results for the respective quarter.

For example, if financial results are announced on a Wednesday prior to market opening, trading would be prohibited during Wednesday, being one trading day after the announcement.

2. If you have a pressing need to sell any Securities during the Black-out Periods or during a special trading blackout described below, the proposed transaction must first be cleared with the Chair of the Board of Directors of the Company in writing.
3. It is customary for the Company to circulate to certain AGI Personnel monthly financial results. If you are a recipient of such results, you will have to determine whether you are



in possession of undisclosed material information concerning the Company even if is not within a Black-out Period.

4. If you know that the Company is about to make a news release of material information, at any time, you must not trade from the time of such knowledge until after trading has closed on the first full trading day following the issue of the release.
5. Special trading blackouts may also be imposed from time to time as a result of special circumstances applicable to the Company. You will be notified in the event that a special trading blackout is imposed on you. You must not buy or sell Securities during a special blackout period.
6. You may not sell short the Securities or buy or sell a call or put in respect of a Security.
7. In order to avoid possible inadvertent conflict with this Policy, standing sell orders or standing purchase orders for Securities may not be left with a broker.
8. There is an exception to the prohibition against trading with undisclosed material information for purchases and sales made pursuant to participation in an automatic plan, such as through the Company's Dividend Reinvestment Plan, that was entered into before a person became aware of undisclosed material information. However, any changes, such as changes to participation levels or sales, initiated by a person with knowledge of undisclosed material information, will fall outside this narrow exception.
9. AGI Personnel may become aware of undisclosed material information regarding another public company as a result of AGI's activity with that other company (for example, AGI may be involved in a potential acquisition of, or a joint venture or other project with, another company). Information not material to AGI may be material to that other company. AGI Personnel may not trade in the shares or other securities of the other company with knowledge of undisclosed material information regarding the affairs of the other company, and, except in the necessary course of AGI's business, may not communicate such information to any other person.