



## CODE OF BUSINESS ETHICS

Employees (including all full-time, part-time and temporary employees) of Ag Growth International Inc. and its related subsidiaries and divisions, (collectively “AGI” and each individually an “AGI entity”) represent AGI and are expected to act in a manner that will enhance its reputation for honesty, integrity and reliability.

Our Code of Business Ethics (this “Code”) is a statement of AGI’s business practices and applies to all directors, officers and employees of AGI. It is critical that each AGI employee read and understand this Code.

Consultants, contractors, dealers, distributors, and agents retained by AGI shall conduct themselves in accordance with this Code in their activities relating to AGI. It is the responsibility of the person retaining the consultant, contractor, dealer, distributor, or agent to ensure that they are aware of the requirements of this Code and agree to abide by it in their dealings with or on behalf of an AGI entity.

This Code will not give you an answer for every situation. In addition to adhering to this Code, you must also follow other applicable policies and procedures when conducting business on behalf of AGI. If you have questions, please seek additional guidance from your supervisor or manager, or a member of senior management of AGI, including its Senior Vice-President of Legal.

### **A. Compliance with Laws**

AGI will conduct its business in compliance with all applicable laws, regulations, and other legal requirements. We should be aware that our activities may be the subject of close public scrutiny, and therefore we must abide by the law and respect its intent in the best interests of AGI, our customers, suppliers, employees, and shareholders. AGI will not condone the activities of employees who achieve results through violation of the law.

### **B. Legal Compliance**

In the course of their job performance or otherwise serving AGI, employees must not engage in anti-competitive behaviour, such as agreements with competitors to allocate markets or customers, price fixing, price discrimination, tied selling or abuse of dominant position. We must deal fairly with all customers, suppliers and independent contractors purchasing or furnishing goods and services. We must make decisions to obtain services or source materials on the basis of objective criteria such as quality, reliability, technical excellence, price, delivery and service.

Customers and potential customers are entitled to receive accurate information regarding pricing, capabilities, or terms. False or misleading statements or representations to sell or market AGI products or capabilities are to be strictly avoided.

Most countries have antitrust laws that prohibit agreements among companies that fix prices, divide markets, limit production, or otherwise interfere with the competitive operation of the free marketplace.

Employees must uphold the integrity of AGI in other countries as diligently as they would in Canada. When conducting business in other countries, it is imperative that you be familiar with, and strictly adhere to, all applicable foreign and domestic laws and regulations and Canadian laws that apply to foreign operations. These laws include export control and licensing laws, economic sanctions, anti-boycott laws, and various laws regulating the transnational movement of technology, goods and services.

**Whenever any doubt exists as to the legality of any communication, action, arrangement or transaction, please contact the Legal Department immediately.**

### **C. Conflict of Interest**

We must ensure that no conflict exists between our personal interests and those of AGI. We must not place ourselves in positions that may be perceived as giving rise to a conflict. You are required to disclose or avoid any activity or interest that may be regarded as a possible conflict with the interests of AGI. Some examples of possible conflicts include:

- **Social Relationships** – You must disclose social relationships that could lead to a weakness, or a perceived weakness, in AGI’s system of internal controls.

- **Financial Interests** - Employees and their families (“families” means spouse or spouse equivalent, and children, if any, residing together) shall not own, control or direct a material financial interest in a customer, supplier, contractor, competitor, or in any business enterprise which does or seeks to do business with AGI without permission from their manager and a member of senior management.

- **Outside Business Activities** – You must not engage in any outside business or activity that is detrimental to AGI. Unless approved by your supervisor, you are expected to spend your full time and attention performing your job during normal business hours or as reasonably necessary to deal with the matter contracted.

- **Outside Directorships** – You must not serve as a director, officer, partner, consultant or in any other role in unaffiliated organizations, including not-for-profit organizations, if that activity is detrimental to AGI. Directorships in unaffiliated entities require the consent of your immediate supervisor or manager and of the Board of Directors in the case of a member of senior management.

- **Gifts and Entertainment** - In offering or accepting gifts (including tickets to sporting, recreational or other events) to or from a person or entity with which AGI does or seeks to do business, you must act in accordance with this Code and AGI’s *Gift and Entertainment Policy*. Generally, we must accept only personal gifts that would be considered common business courtesies and for which we would reasonably expect to give something similar in return in the normal course of business. We must refrain from giving or receiving gifts that are intended to influence, or could appear to influence, business decisions.

- **Payments to Government Officials and Others** – In all business dealings on behalf of AGI, you must act in accordance with this Code and AGI’s *Anti-Corruption Policy*. Generally, you must not make or offer to make any payment, gift or favour to any person (or anyone connected to that person) who is in a position of trust or public responsibility, such as government or corporate officials, with the intent to induce them to violate their duties or to obtain favourable treatment for AGI. The payment of bribes to foreign officials is explicitly prohibited by various international laws including the *Foreign Corrupt Practices Act* in the United States, the *Corruption of Foreign Public Officials Act* in Canada and the *Bribery Act* in the U.K. If you contravene these laws you can be subject to criminal sanctions, as well as subject to immediate dismissal.

- **Government and Community Relations** - AGI’s financial support to political organizations requires the express approval of the President and Chief Executive Officer of AGI. Employees engaging in personal political activities must do so in their own right and not on behalf of AGI. Corporate donations to charities made on behalf of AGI shall be within approved budgets. Responses to any media enquiries must be made in accordance with AGI’s *Media Policy and Guidelines*.

### **D. Confidential Information and Insider Trading**

- **Confidential Information** - In the course of employment, we may have access to information that is non-public, confidential, privileged, or of value to competitors of AGI or that may be damaging to AGI if improperly disclosed. We may also have access to the confidential information of companies with which

AGI does business. As such you must act in accordance with this Code. Generally, we must protect the confidentiality of information concerning AGI and its business activities as well as that of companies having business dealings with AGI. You must not discuss or pass on such information to anyone other than other employees, or external professionals or consultants engaged by AGI who need to know, and you must not use such information for personal benefit or against the interests of AGI. Employees who leave AGI have an ongoing obligation to keep such information confidential. Confidential information includes reports, analyses, intellectual property, computer software, confidential corporate information (such as financial projections and details of proposed projects), confidential information obtained, prepared or developed by employees or contractors relating to AGI's business and all confidential information received from third parties with whom AGI transacts business.

- **Insider Trading** - Insider trading occurs when you know material non-public information about AGI or any entity with which AGI has a business relationship, and you trade that entity's securities, such as stocks or bonds, or tell others about the information before it is made public. Such insider trading, or "tipping" others to similarly trade, is both illegal and unethical. Circumstances suggesting the possibility of insider trading can result in an investigation by a stock exchange or by governmental authorities. Such an investigation could damage AGI's brand and reputation and result in liabilities or penalties, including criminal charges and fines against the individual employee. "Material" refers to information that could affect the price of the security or information that an investor could consider important in deciding whether or not to buy or sell that entity's stock or securities. Examples of material non-public information include, but are not limited to, plans to issue securities, sharp changes in earnings patterns, changes in material contracts, changes in key management employees and mergers and acquisitions. We must scrupulously avoid using, sharing or disclosing material non-public information about AGI or any entity with which AGI does business. You must follow the requirements of this Code and of AGI's *Disclosure Policy and Insider Trading Policy*. If in doubt, seek guidance from your manager or a member of senior management.

- **Information Privacy** – In addition to information about AGI and companies with which we do business, some employees may have access to personal information about co-workers, vendors, suppliers, and customers. This information must be kept confidential and communicated only to those who need it to perform their job.

## **E. Protection and Proper Use of Corporate Assets and Opportunities**

We are responsible for protecting AGI's assets, including establishing and maintaining appropriate internal controls to safeguard its assets against loss from unauthorized or improper use or disposition. AGI's resources include company time, materials, supplies, equipment, information, electronic mail and computer systems. These resources are generally only to be used for business purposes. Limited personal use of these assets is allowed. However, since excessive personal use can be costly and impact profitability, we are expected to use good judgment. We must use AGI's assets and resources responsibly and for legitimate business purposes.

- **Reporting Integrity** - AGI adheres to the highest ethical standards in its financial and non-financial reporting and follows all applicable securities laws, rules and regulations regarding financial and non-financial reporting. It is critical to the reputation of AGI that information provided to management and the public is accurate, complete, and timely. Misstating information can carry serious criminal and civil fines and penalties for AGI and personal criminal liability for employees. We must maintain books, accounts and records according to IFRS and record transactions in a timely manner. We must not manipulate financial accounts, records or reports and we must not take any action or cause anyone else to take any action to influence, coerce, manipulate, or mislead auditors for the purpose of rendering financial statements misleading. You should talk to someone in management immediately if you are subject to pressure or threats to use questionable accounting techniques, manage earnings or manipulate results in any way. Fraud, or the potential for fraud, compromises the integrity of our financial reporting system and the safety of our assets, both physical and intellectual. If you become aware of fraud in any amount, or suspect fraud or become aware of allegations of fraud committed by anyone that could result in a material misstatement in financial statements, it should be promptly reported to your manager. The AGI Audit Committee reviews concerns regarding questionable accounting, internal financial controls (including internal accounting controls) and

auditing matters and has established a procedure to allow for confidential, anonymous submission of concerns by employees (see Section I below). All such concerns will be investigated, and the Audit Committee will receive a summary of such reported concerns together with a synopsis of AGI's assessment of and resolution of each concern.

- **Use of Internet and Email** - We are all responsible for information security. We must be aware of information security processes and policies and take steps to reduce the risk of security breaches. We must follow all policies and procedures related to the protection of information and information resources, including network access and appropriate use of the Internet and e-mail and in particular AGI's ***Internet, E-mail, Social Media and Computer Usage Policy***. We must not let personal use of information system technologies interfere with business activities or incur unnecessary cost and we must not use AGI's computer resources to view, retrieve or send messages or material that are pornographic, violent, hate-related, bigoted, racist or otherwise offensive or illegal.

- **Records Retention** – Accurate and reliable records are necessary to meet AGI's legal and financial obligations. Our integrity can be seriously questioned if records are not retained for the appropriate length of time or are not disposed of properly. Failure to retain records for the required amount of time places us at risk for possible penalties, fines and other sanctions. It could also put AGI at a serious disadvantage in litigation proceedings. We must manage our business records in accordance with AGI's ***Corporate Records Retention Plan*** and all other applicable procedures and not knowingly destroy, alter, or falsify records in order to impede any pending or potential internal, civil or governmental investigation or proceeding.

- **Intellectual Property** - Reproducing, distributing, or altering any intellectual property subject to copyright, whether owned by AGI or licensed from a third party, without the permission of the copyright owner is an unauthorized use and constitutes illegal copyright infringement. Inventions, discoveries, and copyright material, made or developed by employees in the course of, and relating to, their employment with AGI, are the property of AGI unless a written release is obtained or covered by contract. All employees are required, if requested, to sign a confidentiality and invention assignment agreement. In protecting AGI's resources, AGI reserves the right to periodically monitor access and contents of AGI's computer systems and networks. You should not assume you have any right to privacy of electronic data residing on AGI's computer resources.

## **F. Health and Safety**

AGI is committed to providing a safe and healthy workplace. We must comply with all applicable health and safety laws, regulations, permits and other requirements, follow work instructions and procedures on health and safety laws, regulations and risk management, and apply our training to protect others, and ourselves. We must promptly report all, health and safety incidents to our supervisor or other appropriate people. All AGI employees must report to work fit to perform their duties and be free of the effects of alcohol or drugs while at work.

## **Environment**

AGI strives to protect the environment with standards and programs that meet or exceed industry standards and applicable government codes, standards and regulations in all jurisdictions in which it does business. We must comply with all applicable environmental laws, regulations, permits and other requirements, and follow work instructions and procedures on environmental laws, regulations and risk management.

## **G. Employment Practices**

AGI is committed to a workplace environment where employees are treated with dignity, fairness and respect. We all have the right to work in an atmosphere that provides equal employment opportunities and is free of discriminatory practices and harassment.

- **Discrimination** - No one shall refuse to employ or continue to employ, nor discriminate against any person with regard to employment, term or condition of employment, based on race, national or ethnic

origin, colour, religion, age, gender, sexual orientation, marital status, family status, disability, political beliefs or a conviction for which a pardon has been granted. There will be no retaliation against a person who, in good faith, makes a complaint of discrimination, reports suspected unethical conduct, violations of laws, regulations, or company policies, or participates in an investigation.

- **Harassment** - Any form of harassment or any other conduct that interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment will not be tolerated. Harassment covers a wide range of conduct, from direct requests of a sexual nature to situations where offensive behavior (for example, insults, offensive jokes or slurs or offensive material in the workplace) results in a hostile work environment. We must do our part to ensure a safe and secure workplace in which employees can perform their duties without fear of harassment. Reports of harassment will be promptly and thoroughly investigated in as confidential a manner as possible. AGI will take immediate and appropriate action if harassment is determined to have occurred.

## **H. Compliance**

We must comply with all aspects of this Code and support others in doing so. In the event of a violation of this Code, company policies and procedures or any of the laws that govern AGI's business, AGI will take immediate and appropriate action up to and including termination of employment, claims for reimbursement of losses or damages and reference to criminal authorities.

## **I. How to raise a concern**

You are obligated to promptly report any problems or concerns or any potential or actual violation of the Code. The first action should be to raise the problem with your supervisor. If that is not possible for some reason or if taking it to your supervisor does not resolve the matter, it is your responsibility to take it up the chain of management or to e-mail the Chair of the Audit Committee, David White, at [dwhite@firstcall-services.com](mailto:dwhite@firstcall-services.com).

Managers and supervisors who receive reports of a possible violation of this Code must take immediate action and seek advice from a member of senior management on an appropriate course of action.

## **J. Retaliation is prohibited**

**AGI will not retaliate against anyone who reports suspected unethical conduct, breach of this Code or any AGI policy or any violations of laws or regulations. This means that no AGI entity will terminate, demote, transfer to an undesirable assignment or otherwise discriminate against any person for calling attention to suspected illegal or unethical acts. This includes anyone giving information in relation to an investigation. However, AGI reserves the right to discipline anyone who knowingly makes a false accusation or provides false information to AGI.**