NOTICE OF

2019 Annual Meeting of Shareholders and Management Proxy Circular

ANNUAL MEETING
WINNIPEG | 05.07.2019

AGI

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Letter from the Chair of the Board and President and Chief Executive Officer

March 21, 2019

Dear Fellow Shareholders,

It is our pleasure to invite you to attend the Annual Meeting of Shareholders to be held May 7, 2019.

We are very pleased to be hosting the Annual Meeting at the Winnipeg Art Gallery. Historically our annual meeting has often been held in Toronto, in order to be close to the majority of our shareholders. On occasion, the meeting has been held in Winnipeg so that we could include a higher number of our hard-working employees. We last held the AGM in Winnipeg in 2016 so employees could participate in the final AGM hosted by my predecessor as CEO, Gary Anderson. This year holding the meeting in Winnipeg seemed very appropriate as many more of our employees have recently become shareholders.

In 2018 we launched an employee share purchase plan and proudly welcomed many new shareholders that now come to work every day as owners of the business. Ownership speaks for itself and it fundamentally changes perspective in an important and positive way. By hosting our meeting in Winnipeg, we will be able to bring together many of these new employee shareholders, and key stakeholders, to review 2018 and discuss our outlook, our opportunities and challenges for the years ahead.

Following the formal portion of the meeting we will hear from several members of the AGI team to review the 2018 results, but more importantly, to highlight key strategic initiatives we are working on in pursuit of our 5-6-7 strategy.

Together with comprehensive governance, our execution on Strategy, People, and Capital Allocation will continue to drive growth, balance risk, and create a dynamic place for our people to work while we maximize value creation.

We encourage you to vote on the important items to be discussed this year and to attend in person if practical. We always appreciate every chance to meet and listen to the shareholders of AGI.

Thank you for your continued support and we look forward to seeing and hearing from you at this year's meeting.

Sincerely,

Tim Close
President & CEO

Bill Lambert
Chair of the Board of Directors

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Notice of 2019 Annual Meeting

To the Shareholders of
Ag Growth International Inc. ("**AGI**", the "**Company**", "**we**", "**our**" or "**us**"):

YOUR VOTE IS IMPORTANT

As a shareholder, it is very important that you read this material carefully and then vote your shares, either by proxy or in person, at the Meeting.

The information in this document is as at March 21, 2019, unless otherwise indicated.

All dollar amounts are in Canadian dollars unless otherwise indicated.

When
Tuesday, May 7, 2019, 10:00 a.m. (Central Time)

Where
Winnipeg Art Gallery

300 Memorial Boulevard, Winnipeg, Manitoba

2.1
Matters to be Covered

1. Receive the financial statements of the Company for the year ended December 31, 2018, including the auditors' report
2. Fix the number of Directors to be elected at the Meeting at eight and elect eight Directors of the Company
3. Appoint the auditors of the Company
4. Consider any other business that may properly come before the Meeting

Additional information relating to the matters to be brought before the Meeting is set out in the Management Proxy Circular (the "**Circular**") that accompanies this Notice.

The Directors have fixed the close of business on March 21, 2019 as the record date for determining Shareholders who are entitled to attend and vote at the Meeting.

2.2
You Have the Right to Vote

You are entitled to receive notice of and vote at the Meeting, or any adjournment, if you are a holder of common shares of the Company at the close of business on March 21, 2019.

You have the right to vote your shares on matters 2 and 3 listed in Item 2.1 and any other matters that may properly come before the Meeting or any adjournment.

2.3
Notice-and-Access

This year again we are using Notice-and-Access to deliver this Notice and the Circular to our non-registered shareholders. This means that the Notice and Circular are being posted online for non-registered shareholders to access, rather than being mailed out. Notice-and-Access substantially reduces our printing and mailing costs, and is environmentally friendly as it reduces paper and energy consumption.

Beneficial (non-registered) shareholders will still receive a voting instruction form in the mail so you can vote your shares but, instead of receiving a paper copy of this Notice and the Circular, you will receive a notice with information about how you can access the Notice and the Circular electronically and how to request a paper copy.

The Circular is available at www.envisionreports.com/AGGQ2019, on our company website at www.aggrowth.com/management-proxy-circular and on SEDAR at www.sedar.com.

You may request a paper copy of this Notice and the Circular, at no cost, up to one year from the date the Notice and Circular were filed on SEDAR.

2.4
Admission to the Meeting

You will need to register with Computershare Investor Services Inc., our transfer agent, prior to entering the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Steve Sommerfeld
Executive Vice President, Chief Financial Officer and Corporate Secretary

Winnipeg, MB
March 21, 2019

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How to Vote

REGISTERED Shareholders

You are a registered shareholder when your name appears on your share certificate. Your proxy form will indicate whether you are a registered shareholder.

OPTION 1
By Proxy (Proxy Form)

You may give your voting instructions 24 hours a day 7 days a week using one of the following methods:

INTERNET
Go to **www.investorvote.com** and follow the instructions

TELEPHONE
1-866-732-VOTE (8683) Toll Free
1-312-588-4290 International

MAIL
Return the completed proxy form in the prepaid envelope provided

Computershare Investor Services Inc. ("**Computershare**") must receive your proxy form or you must have voted online or by telephone prior to 10:00 a.m. (Central time) on May 3, 2019.

OPTION 2
In Person at the Meeting

You do not need to complete or return your proxy form. Register your attendance with a representative of Computershare before entering the Meeting. Voting in person at the Meeting will automatically cancel any proxy you completed and submitted earlier.

NON–REGISTERED
Shareholders

You are a non-registered shareholder when an intermediary (a bank, trust company, securities broker or other financial institution) holds your shares on your behalf. When you receive a voting instruction form, this tells you that you are a non-registered shareholder.

OPTION 1
By Proxy (Voting Instruction Form)

You may give your voting instructions 24 hours a day 7 days a week using one of the following methods:

INTERNET
Go to **www.proxyvote.com** and follow the instructions

TELEPHONE
1-800-474-7493 (English)
1-800-474-7501 (French)
1-800-454-8683 (United States)

If you vote by telephone, you cannot appoint anyone other than the directors of the Company named on your voting instruction form as your proxyholder.

MAIL
Return the completed voting instruction form in the prepaid envelope provided

Your intermediary must receive your voting instructions with sufficient time for your vote to be processed prior to 10:00 a.m. (Central time) on May 3, 2019. Please see your voting instruction form for further details as to the deadline for providing your voting instructions.

Alternatively, you may be a non-registered shareholder who will receive from your intermediary a voting instruction form that has been pre-authorized by your intermediary indicating the number of shares to be voted, which is to be completed, dated, signed and returned to Computershare by mail or fax.

OPTION 2
In Person at the Meeting

We do not have access to the names or holdings of our non-registered shareholders. That means you can only vote your shares in person at the Meeting if you have previously appointed yourself as the proxyholder for your shares by printing your name in the space provided on the voting instruction form and submitting it as directed on the form. See a representative of Computershare at the Meeting.

If you are unsure whether you are a registered or non-registered shareholder, please contact Computershare by telephone: 1-800-564-6253 (in Canada and the United States).

If you are an individual shareholder, you or your authorized attorney must sign the proxy or voting instruction form. If you are a corporation or other legal entity, an authorized officer or attorney must sign the proxy or voting instruction form.

3.1
How Your Shares Will Be Voted

You can choose to vote "For" or "Against" or "Withhold", depending on the matter to be voted on.

When you sign the proxy form or voting instruction form, unless you appoint another proxyholder, you authorize Bill Lambert or Tim Close, who are both directors of AGI (and President and CEO in case of Mr. Close), to vote your shares for you at the Meeting according to your instructions. If you return your proxy form or voting instruction form and do not tell us how you want to vote your shares, your vote will be counted:

- **FOR** fixing the number of directors to be elected at the Meeting at eight and electing the eight nominated Directors listed in this Circular
- **FOR** appointing Ernst & Young LLP, Charted Professional Accountants, as auditors of the Company

You may appoint another person to go to the Meeting and vote your shares for you. If you wish to do so, strike out the two names of the Directors and write the name of the person voting for you in the space provided. This person does not have to be a shareholder. He or she must be present at the Meeting to vote your shares. Your proxyholder will vote your shares as he or she sees fit on any amendments to the matters to be voted on and on any other matters that may properly come before the Meeting or any adjournment.

3.2
Changing Your Vote

You can change a vote you made by proxy by:

- voting again on the Internet or by telephone before 10:00 a.m. (Central time) on May 3, 2019
- (if you are a registered shareholder) completing a proxy form that is dated later than the proxy form you are changing, and mailing it as instructed on your proxy form so that it is received before 10:00 a.m. (Central time) on May 3, 2019
- (if you are a non-registered shareholder) contacting your intermediary

If you are a registered shareholder, you can also revoke a vote you made by proxy by sending a notice in writing from you or your authorized attorney to our Corporate Secretary so that it is received before 10:00 a.m. (Central time) on May 3, 2019, or by giving a notice in writing from you or your authorized attorney to the Chair of the Meeting, at the Meeting or any adjournment thereof.

3.3
Other Information

Computershare counts and tabulates the votes. It does this independently of AGI to ensure the votes of individual shareholders are confidential. Proxy forms or voting instruction forms are referred to us only when it is clear that a shareholder wants to communicate with management, the validity of the form is in question or the law requires it.

To assist you in making an informed decision, please read this Circular, which provides information on the Meeting, the nominated Directors, the proposed auditors, the Board's committees, our corporate governance practices, compensation of the directors ("**Directors**") and executive officers ("**Executive Officers**") of the Company, and our annual financial statements and the related Management's Discussion and Analysis ("**MD&A**") that outlines the financial condition and results of our operations for the year ended December 31, 2018. These materials can be accessed at www.envisionreports.com/AGGQ2018, on our company website at www.aggrowth.com/financial-reports or on SEDAR at www.sedar.com.

Proxy materials are sent to our registered shareholders through our transfer agent, Computershare. We do not send proxy-related materials directly to non-registered shareholders but use the services of Broadridge Investor Communications Solutions Canada ("**Broadridge**"), who acts on behalf of intermediaries to send proxy materials, and arrange for intermediaries to send proxy-related materials and voting instruction forms to objecting non-registered shareholders.

3.4
Solicitation of Proxies

This management proxy circular (the "**Circular**") is furnished in connection with the solicitation of proxies on behalf of the Board of Directors (the "**Board**" or "**Board of Directors**") of Ag Growth International Inc. (the "**Company**" or "**AGI**") for use at the Annual Meeting of Shareholders ("**Shareholders**") of the Company (the "**Meeting**") to be held on May 7, 2019 at the time and place and for the purposes set forth in the accompanying Notice of 2019 Annual Meeting. This solicitation of proxies is made on behalf of the Board by management of the Company. The cost of solicitation of proxies shall be borne by the Company.

3.5
Voting by Proxy

The form of proxy accompanying this Circular confers discretionary authority upon the proxy nominee with respect to any amendments or variations to the matters identified in the Notice of 2019 Annual Meeting and any other matters that may properly come before the Meeting. On any ballot with respect to any matter to be acted on, the Common

Shares ("**Common Shares**") of the Company represented by the proxy will be voted or withheld from voting in accordance with the instructions of the registered holders of such Common Shares as specified in the proxy, and if a Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Common Shares will be voted accordingly. **If a choice is not so specified with respect to any such matter, the Common Shares represented by a proxy given to the persons designated in the accompanying form of proxy are intended to be voted in favour of the resolutions referred to therein. A registered Shareholder has the right to appoint a person other than the persons designated in the accompanying form of proxy to attend and act for and on behalf of the Shareholder at the Meeting and may exercise such right by inserting the name in full of the desired person in the blank space provided in the accompanying form of proxy and striking out the names now designated**. Proxies must be delivered to the Company, c/o Proxy Department, Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, prior to 10:00 a.m. (Central time) on May 3, 2019.

The Board is not aware of any amendments to the matters to be presented for action at the Meeting or of any other matters to be presented for action at the Meeting.

Also see "How Your Shares Will be Voted" (Item 3.1)

3.6
Advice to Beneficial Shareholders

The information set forth in this section is important to Shareholders who do not hold Common Shares in their own name. If a Shareholder holds Common Shares through a broker, financial institution, trustee, nominee or other intermediary or otherwise (referred to in this section as a "**Beneficial Shareholder**"), the Shareholder should note that only proxies deposited by persons whose names appear on the records of the Company as registered holders of Common Shares will be recognized and acted upon at the Meeting.

Common Shares that are listed in an account statement provided to a Shareholder by a broker are probably not registered in the Shareholder's own name on the records of the Company. Such Common Shares are more likely to be registered in the name of the Shareholder's broker or an agent of that broker. In Canada, most such Common Shares are registered in the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by Shareholders in the United States may be registered in the name of Cede & Co., the nominee for the Depository Trust Company, which is the United States equivalent of CDS Clearing and Depository Services Inc. Common Shares held by brokers or other intermediaries on a Shareholder's behalf can only be voted (for or against resolutions) at the Beneficial Shareholder's direction. Without specific instructions, brokers and other intermediaries are prohibited from voting Common Shares for their clients. Beneficial Shareholders should ensure that instructions regarding the voting of their Common Shares are communicated to the appropriate person within the appropriate period.

Applicable regulatory policy in Canada requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Each broker or other intermediary has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should carefully follow these procedures and instructions to ensure that their Common Shares are voted at the Meeting. In some cases, the form of voting instruction form provided to a Beneficial Shareholder by or on behalf of the Beneficial Shareholder's broker or other intermediary is very similar, even identical, to the form of proxy being solicited by management. The purpose of the form of voting instruction form provided by or on behalf of a broker or other intermediary, however, is limited to instructing the registered holder (the broker or other intermediary, or an agent thereof, such as CDS & Co. or Cede & Co.) how to vote on the Beneficial Shareholder's behalf. Most brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge. Broadridge typically supplies voting instruction forms, mails these forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge or follow specified telephone or internet-based voting procedures. Broadridge then tabulates the results of all instructions received and provides appropriate instructions regarding the voting of Common Shares to be represented at the Meeting. If a Beneficial Shareholder receives a voting instruction form from Broadridge, the Beneficial Shareholder cannot use that form to vote the holder's Common Shares directly at the Meeting, but must instead return the voting instruction form to Broadridge or complete the telephone or internet-based voting procedures well in advance of the Meeting to have such Common Shares voted at the Meeting on the holder's behalf.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the Beneficial Shareholder's broker or other intermediary, the Beneficial Shareholder may attend at the Meeting as proxyholder for the registered holder and vote the Beneficial Shareholder's Common Shares in that capacity. If you wish to attend the Meeting and indirectly vote your own Common Shares, you must do so as proxyholder for the registered holder. To do this, a Beneficial Shareholder should enter the holder's own name in the blank space on the form of voting instruction form provided to the Beneficial Shareholder and return the document to the holder's broker or other intermediary (or the agent of such broker or other intermediary) in accordance with the instructions provided by such broker, intermediary or agent well in advance of the Meeting.

3.7
Revocability of Proxies

A registered Shareholder executing and delivering a proxy has the power to revoke it at any time prior to its exercise (a) by depositing an instrument in writing executed by the Shareholder (or by the Shareholder's attorney authorized in writing) (i) at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or an adjournment thereof, or (ii) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or (b) in any other manner permitted by law.

Also see "Changing Your Vote" (Item 3.2)

3.8
Notice-and-Access

The Company is using the "**Notice-and-Access**" system for the delivery of this Circular to Beneficial Shareholders, which reduces the cost and environmental impact of producing and distributing paper copies of the Circular. Under the Notice-and-Access system, Beneficial Shareholders will be provided a notice with information on how to access the Circular and the other Meeting materials electronically at the Company's website or through the System for Electronic Document Analysis and Retrieval (SEDAR).

3.9
Voting Shares and Principal Holders thereof

The Company is authorized to issue an unlimited number of Common Shares. As of the date hereof, there are 18,644,805 Common Shares issued and outstanding. Each Common Share entitles the holder of record on the record date to attend the Meeting and to one vote on a poll.

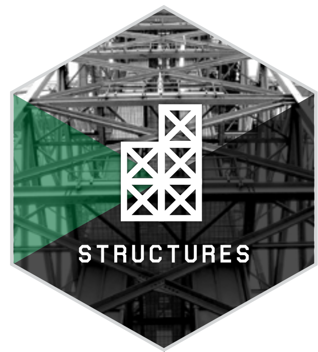
The record date for determination of the Shareholders entitled to attend and vote at the Meeting is the close of business on March 21, 2019. Other than with respect to the election of Directors, a simple majority of votes cast are required to approve all matters set forth in the accompanying Notice of 2019 Annual Meeting.

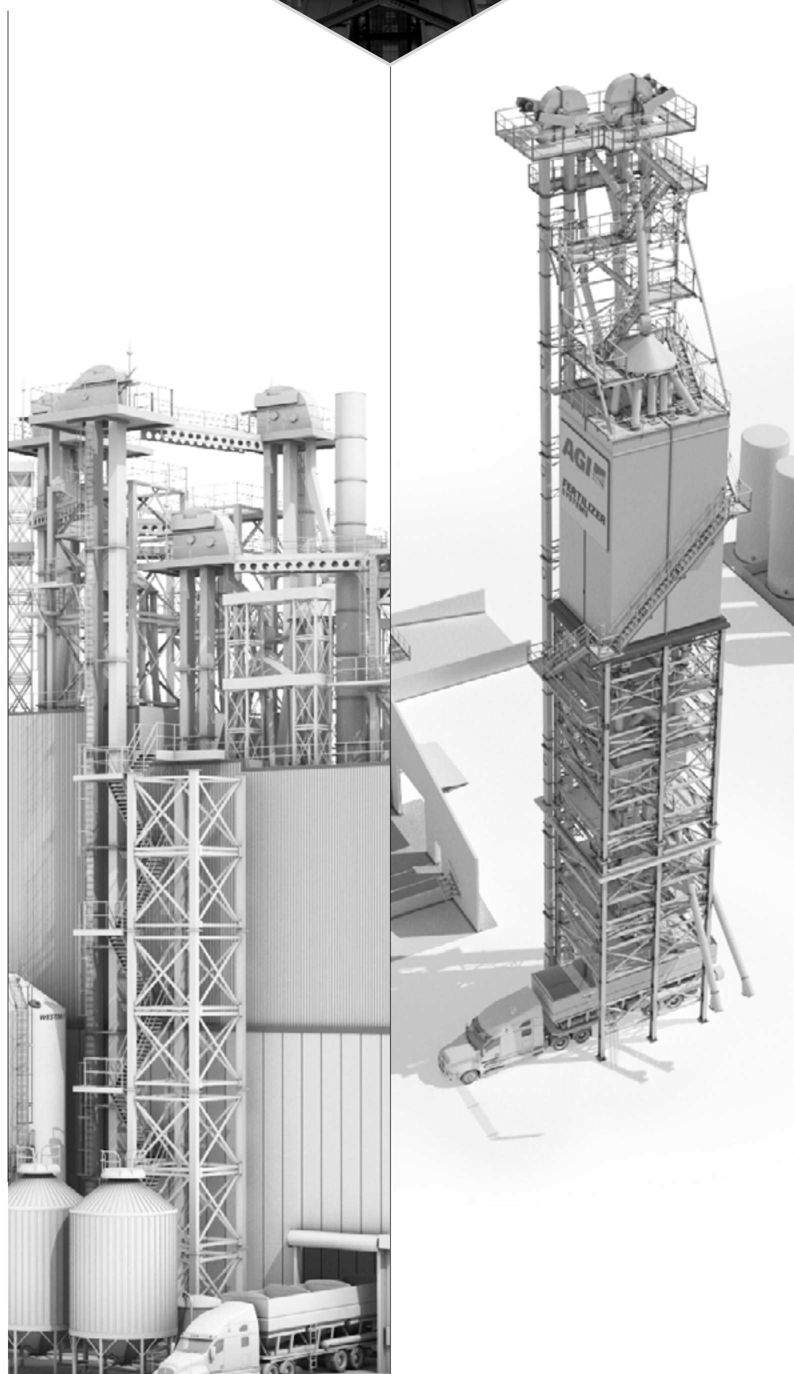
To the knowledge of the Directors and Executive Officers of the Company, no person or company beneficially owns, or exercises control or direction over, directly or indirectly, more than 10 per cent of the outstanding Common Shares.

3.10
Quorum

The Company's by-laws provide that a quorum at the Meeting shall consist of not less than two persons present in person holding or representing by proxy not less than five percent (5%) of the Common Shares entitled to vote at the Meeting.

If a quorum is not present at the opening of the Meeting, the Shareholders present or represented may adjourn the Meeting to a fixed time and place but may not transact any other business.





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What The Meeting Will Cover

4.1
Fixing the Number of Directors to be Elected and Election of Directors

There are currently eight Directors, each of whose term of office expires at the Meeting. It is proposed that the number of Directors to be elected at the Meeting be set at eight.

Each of the persons whose name appears under “About the Nominated Directors” is currently a Director and is proposed to be nominated for election as a Director at the Meeting, to serve until the next annual meeting of Shareholders or until their successor is otherwise elected or appointed.

The Board of Directors unanimously recommends Shareholders vote **FOR** fixing the number of Directors to be elected at the Meeting at eight and **FOR** the election of each of the nominees named in the enclosed form of proxy.

Management does not contemplate that any of the nominees will be unable to serve as a Director, but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

See “About the Nominated Directors” (Item 5) for information regarding the eight Director nominees.

Majority Voting Policy

In accordance with the requirements of the Toronto Stock Exchange (the “**TSX**”), the Board has unanimously adopted a Majority Voting Policy as part of its commitment to corporate governance and to ensure the Directors have the confidence and support of our Shareholders.

Pursuant to such policy, in an uncontested meeting of Shareholders any Director nominee who does not receive at least a majority (50% +1) of the votes cast must immediately tender his or her resignation to the Board, absent exceptional circumstances. The Board will then review the matter and make a determination whether to accept or reject the resignation after considering all factors it deems relevant within 90 days of the applicable shareholders’ meeting, which decision will then promptly be disclosed to the public by news release, a copy of which shall be provided to the TSX. The Board shall accept the resignation absent exceptional circumstances. If the Board determines not to accept a resignation, the news release will fully state the reasons for that decision. The nominee will not participate in any Committee or Board deliberations on the resignation offer. The policy does not apply in circumstances involving contested Director elections.

4.2
Appointment of Auditors

It is proposed that Ernst & Young LLP, the present auditors of the Company, be reappointed as the auditors of the Company, to hold office until the termination of the next annual meeting of Shareholders, and that the Directors be authorized to fix the auditors’ remuneration as such. The Audit Committee has recommended to the Board and the Board has approved the nomination of Ernst & Young LLP for such reappointment. Ernst & Young LLP was first appointed as auditor in 2004 at the time of the initial public offering of the Company’s predecessor, Ag Growth Income Fund (the “**Fund**”).

See “Audit Committee – External Audit Service Fees” in the Company’s Annual Information Form for the year ended December 31, 2018 for information regarding the fees paid to Ernst & Young LLP in each of the last two fiscal years.

The Board of Directors unanimously recommends that the Shareholders vote **FOR** the appointment of Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Company. Unless instructed otherwise, the persons named in the enclosed form of proxy will vote **FOR** the appointment of Ernst & Young LLP as auditors until the next annual meeting of Shareholders, at remuneration to be determined by the Board of Directors.

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About the **Nominated Directors**

The following information concerning the respective nominees has been furnished by each nominee.

Gary Anderson

Manitoba, Canada

	Director Since[1]	Age	Status
President, Clean Seed Capital Group Ltd.	May 9, 2006	63	Not Independent

Current Board / Committee Membership	Board | EHS&S[6]
2018 Attendance	10/10 | NA
2018 Total Attendance	100%
Current Public Board Directorships	Clean Seed Capital Group Ltd. (2017 – Present)
2018 Annual Meeting Votes in Favour	8,217,925 (91.39%)
2018 Annual Meeting Votes Withheld	774,695 (8.61%)

COMMON SHARES	EQUITY AWARDS[2]	TOTAL
117,828	232	118,060

Key Skills • CEO / Senior Management • Strategy • Agri-Business

Gary is a co-founder of AGI and was its Chief Operating Officer from inception in 1996 to December 2010 at which time he became CEO until he retired at the end of 2015. He remains on the Board of Directors and previously provided advisory services through his company, Salthammer Inc. He entered the agricultural equipment manufacturing sector in 1978 with Fairford Steel Buildings of Moose Jaw, Saskatchewan. He served eight years on the executive of Agricultural Manufacturers of Canada ("AMC"), including Board Chair, and recently he served as the inaugural Chair of AMC's Manitoba Provincial Advisory Committee. He also served as a Director on the inaugural Board of the Grain Elevator and Processing Society Foundation, based in Minneapolis, Minnesota. In August 2017. Gary was appointed to the Board of Directors of Clean Seed Capital Group Ltd., a TSX Venture Exchange listed agricultural equipment company, and in 2018 was appointed President. In March 2019, Gary was inducted into the Manitoba Chapter of the Canadian Manufacturers & Exporters Hall of Fame. Gary holds a Bachelor of Commerce degree from the University of Saskatchewan.

Tim Close

Ontario, Canada

	Director Since	Age	Status
President & CEO, AGI	March 9, 2016	45	Not Independent

Current Board / Committee Membership	Board
2018 Attendance	10/10
2018 Total Attendance	100%
Current Public Board Directorships	None
2018 Annual Meeting Votes in Favour	8,694,757 (96.69%)
2018 Annual Meeting Votes Withheld	297,863 (3.31%)

COMMON SHARES	EQUITY AWARDS[2]	TOTAL
151,209	85,894	237,103

Key Skills • CEO / Senior Management • Agri-Business / Mergers & Acquisitions • Strategy

Tim has been the President and Chief Executive Officer of AGI since 2016. Tim joined AGI in 2012 as Vice-President, Strategic Development, and was promoted to President in March 2015. Tim is an experienced financial and corporate advisor with significant expertise related to Agri-business, business development, capital raising and, mergers and acquisitions. Tim spent time at Macquarie Capital Markets and GE Capital prior to joining AGI. Tim holds a Bachelor of Business from Wilfrid Laurier University and holds a Chartered Financial Analyst designation.

Anne De Greef-Safft

South Carolina, USA

Corporate Director	Director Since	Age	Status
	December 2018	56	Independent

Current Board / Committee Membership	Board | EHS&S(6) (Chair) | HRC(5)
2018 Attendance	1/1* | NA | NA
2018 Total Attendance	100%
Current Public Board Directorships	None
2018 Annual Meeting Votes in Favour	NA
2018 Annual Meeting Votes Withheld	NA

COMMON SHARES	EQUITY AWARDS(2)	TOTAL
NIL	272	272

Key Skills
- Global P&L Leadership
- M&A Integration & Talent Development
- Danaher Business System Expertise – Lean, Growth & Leadership Tools

*Joined the Board in December 2018

Since 2018, Anne has been a Strategic Consultant with Windjammer Capital Investors, a middle-market private equity firm, where she is a member of the Board of Directors of two of Windjammer's portfolio companies; she also provides strategic consulting advice to Windjammer as well as operational services to its portfolio companies. Prior to Windjammer, Anne was Group President of Standex International Corporation's (NYSE: SXI) Food Service Equipment business with operations in the U.S., Mexico and Europe. Before that, from 2002 to 2014, Anne held four successive positions at Danaher Corporation, a global science and technology innovator (NYSE: DHR), as President of increasingly complex operating companies with locations in the Americas, Europe, Australia and Asia. During her Danaher tenure, she leveraged the Danaher Business System to drive sustainable results, to develop talent, and to integrate several adjacent acquisitions. Before joining Danaher, she held various technical, marketing & sales management positions for manufacturing companies in both the U.S. and Europe. Anne received her MBA from Babson College in Wellesley, Massachusetts and her BSEE and MSEE degrees from the Catholic University of Louvain (KU Leuven) in Belgium.

Janet Giesselman

Colorado, USA

Corporate Director	Director Since	Age	Status
	March 14, 2013	64	Independent

Current Board / Committee Membership	Board | Audit(4) | HRC(5) (Chair) | CGC(3)
2018 Attendance	10/10 | 4/4 | 7/7 | 5/5
2018 Total Attendance	100% | 100% | 100% | 100%
Current Public Board Directorships	Omnova Solutions Inc. (2015 - Present) Twin Disc, Incorporated. (2015 - Present
2018 Annual Meeting Votes in Favour	8,938,178 (99.39%)
2018 Annual Meeting Votes Withheld	54,442 (0.61%)

COMMON SHARES	EQUITY AWARDS(2)	TOTAL
NIL	5,230	5,230

Key Skills
- Agri Business / International Businss
- Human Resources / Compensation
- Strategy

Janet is a corporate director at Omnova Solutions Inc. (a public Ohio based specialty chemicals and engineered surfaces company), where she serves as Chair of the Compensation Committee. She is also a director at Twin Disc, Incorporated (a public Wisconsin based marine and heavy duty, off highway power transmission equipment company), where she is Chair of the Compensation and Executive Development Committee and is also a member of both the Audit and Nominating and Governance committees. She is also a director of McCain Foods Limited (a private New Brunswick based frozen food, produce and transportation company) and serves as Chair of its Safety and Substainability Committee and as a member of its Audit and Compensation & Management committees. Janet has over 30 years of U.S. and international agriculture, energy and specialty and commodity chemicals industry experience, having led businesses in the United States, Europe, Latin America, the Middle East and Asia. From 2001 to 2010, Janet held numerous senior leadership positions with The Dow Chemical Company ("**Dow**") including President and General Manager of Dow Oil & Gas, Vice President, Dow AgroSciences, and Vice President, Dow Latex (Switzerland). Before joining Dow, Ms. Giesselman held various leadership positions in marketing and strategic planning with the Rohm & Haas Company, a specialty and performance materials company. Janet holds a B.Sc., Biology from Pennsylvania State University and a Masters in Plant Pathology from the University of Florida.

William (Bill) Lambert

Ontario, Canada

Corporate Director	**Director Since**[1]	**Age**	**Status**
	November 27, 2006	67	Independent

Current Board / Committee Membership	Board (Chair) | Audit[4]
2018 Attendance	10/10 | 4/4
2018 Total Attendance	100% | 100%
Current Public Board Directorships	None
2018 Annual Meeting Votes in Favour	8,949,650 (99.52%)
2018 Annual Meeting Votes Withheld	42,970 (0.48%)

COMMON SHARES	EQUITY AWARDS[2]	TOTAL
72,834	13,582	86,416

Key Skills • CEO / Senior Management • Accounting & Finance • Investment Banking / Mergers & Acquisition

Bill retired as a Special Partner of Birch Hill Equity Partners Management Inc. in 2010. He has over 22 years of experience in the private equity and merchant banking industries and ten years' experience in consulting engineering. From 1989 to 2005 he was a Managing Director at TD Capital and its successor Birch Hill. During this period, he was responsible for many of the firm's partnership investments. Bill holds an MBA from York University and a BS in Electrical Engineering from the Massachusetts Institute of Technology.

Bill Maslechko

Alberta, Canada

Partner, Burnet, Duckworth & Palmer LLP	**Director Since**[1]	**Age**	**Status**
	November 9, 2006	58	Independent

Current Board / Committee Membership	Board
2018 Attendance	10/10
2018 Total Attendance	100%
Current Public Board Directorships	Rogers Sugar Inc. (2006 - Present)
2018 Annual Meeting Votes in Favour	7,374,554 (82.01%)
2018 Annual Meeting Votes Withheld	1,618,066 (17.99%)

COMMON SHARES	EQUITY AWARDS[2]	TOTAL
NIL	26,756	26,756

Key Skills • Mergers & Acquisitions / Corporate Finance • Governance • Legal / Regulatory

Bill is a partner at Burnet, Duckworth & Palmer LLP with over 30 years of experience in securities and corporate law including capital markets, mergers and acquisitions, corporate governance, corporate strategy and shareholder activism and with extensive industry experience in the natural resources, manufacturing and agricultural sectors. Bill has served on numerous public and private company boards and currently also serves on the Board of Rogers Sugar Ltd. Bill holds a Bachelor of Laws degree from the University of Toronto.

Malcolm (Mac) Moore

Florida, USA

Executive Vice President - Operations and Chief Operating Officer, Twin Disc, Incorporated	Director Since	Age	Status
	March 14, 2013	68	Independent

Current Board / Committee Membership	Board | HRC(5) | EHS&S(6) | CGC(3) (Chair)
2018 Attendance	10/10 | 7/7 | NA | 5/5
2018 Total Attendance	100% | 100% | 100%
Current Public Board Directorships	None
2018 Annual Meeting Votes in Favour	8,936,789 (99.38%)
2018 Annual Meeting Votes Withheld	55,831 (0.62%)

COMMON SHARES	EQUITY AWARDS(2)	TOTAL
NIL	4,544	4,544

Key Skills • CEO / Senior Management • International Experience • Agri-Business Background

Mac is the Executive Vice President – Operations and Chief Operating Officer of Twin Disc, Incorporated (a public Wisconsin based marine and heavy duty, off highway power transmission equipment company) and is an experienced executive with over 35 years of diverse industry experience. Mac is the retired President and Chief Executive Officer of Gehl Company, a manufacturer and distributor of construction and agricultural equipment. In his 11 years with Gehl Company, Mac held a series of senior positions including President since 2003 and culminating with his appointment as Chief Executive Officer in 2009. Mac is also the former President and Chief Executive Officer of Digi-Star Investments LLC, a provider of specialized monitoring and electronic control systems for precision agriculture. Mac serves on the board of directors of FreightCar America, Inc. (a public Illinois based railroad car manufacturing company), where he is a member of the Compensation and Nominating and Governance committees. Mac holds a B.S., International Business, from American University and an M.B.A. from the J. L. Kellogg Graduate School of Management-Northwestern University.

David White

North Carolina, USA

Corporate Director & General Partner, First Call Services LLC	Director Since(1)	Age	Status
	November 27, 2006	66	Independent

Current Board / Committee Membership	Board | Audit(4) (Chair) | HRC(5) | CGC(3)
2018 Attendance	10/10 | 4/4 | 7/ 7 | 5/5
2018 Total Attendance	100% | 100% | 100% | 100%
Current Public Board Directorships	Art's Way Manufacturing Company Inc. (2016 - Present) Avicanna Inc.*
2018 Annual Meeting Votes in Favour	8,818,681 (98.06%)
2018 Annual Meeting Votes Withheld	174,551 (1.94%)

COMMON SHARES	EQUITY AWARDS(2)	TOTAL
2,507	9,098	11,605

Key Skills • Accounting / Finance • Strategy • Operations

Avicanna has filed a preliminary prospectus in Ontario and certain other provinces of Canada which has yet to become final.

David is currently the General Partner of First Call Services LLC, a private holding company and advisory firm. David has held a number of senior financial and operating positions with John Labatt Limited, Lawson Mardon Group Inc., and Laidlaw Inc., and most recently was Chief Executive Officer of TransCare Inc., a medical transportation company, and President and Chief Operating Officer of Student Transportation of America, formerly a TSX listed company. In 2018 he was appointed to the Board of Avicanna Inc., a Canadian biopharmaceutical corporation focused on plant-derived cannabinoid-based products, where he serves as Chair of its Audit Committee. David has been a Canadian Chartered Accountant since 1978. He holds a BA from the University of Western Ontario, an MBA from the University of Toronto and in 2013 received the ICD.D designation from the Institute of Corporate Directors.

Notes:

(1) Appointment date before June 3, 2009, is the date initially appointed a trustee of the Fund, the predecessor of the Company.
(2) All securities in the "Equity Awards" column are deferred grants of Common Shares ("**DSUs**") granted to the non-management Directors under the Company's Directors' Deferred Compensation Plan (see "Director Compensation" (Item 6)) except in the case of Mr. Close whose securities are Performance Awards and Restricted Awards granted pursuant to the Company's Equity Incentive Award Plan (see "Compensation of Our Named Executive Officers" (Item 8)). Based on the closing price of the Common Shares on the Toronto Stock Exchange on March 21, 2019, of $61.30, the total value of the Common Shares and DSUs (Performance Awards and Restricted Awards in the case of Mr. Close) held by the Directors is as follows: Mr. Anderson, $7,237,078; Mr. Close, $14,534,414; Ms De Greef-Safft, $16,674; Ms. Giesselman, $320,599; Mr. Lambert, $5,297,301; Mr. Maslechko, $1,640,143; Mr. Moore, $278,547; and Mr. White, $711,387.
(3) Member of the Corporate Governance Committee (the "**CGC Committee**"). Malcolm (Mac) Moore, Chair. All of the members of the Corporate Governance Committee are independent.
(4) Member of the Audit Committee (the "**Audit Committee**"). David White, Chair. All of the members of the Audit Committee are independent and financially literate. See "Audit Committee" in the Company's annual information form for the year ended December 31, 2018 for information regarding the Audit Committee, including the disclosure mandated by National Instrument 52-110 – Audit Committees and Form 52-110F1 – Audit Committee Information Required in an AIF, and for a copy of the Audit Committee's terms of reference.
(5) Member of the Compensation and Human Resources Committee (the "**HRC Committee**"). Janet Giesselman, Chair. All of the members of the HRC Committee are independent.
(6) Member of the Environmental, Health, Safety and Sustainability Committee (the "**EHS&S Committee**"). Anne De Greef-Safft, Chair. A majority of the members of the EHS&S Committee are independent.

See "Corporate Governance Practices" (Item 9) for additional information on the Board and its Committees

5.1
Cease Trade Orders, Bankruptcies, and Penalties

To the knowledge of the Company, none of the persons proposed for election as Directors: (a) are, as at the date hereof, or have been within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an "Order") that was issued while the person was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the company and which resulted from an event that occurred while that person was acting in such capacity; (b) are, as at the date hereof, or have been within 10 years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (c) have, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Prior to the conversion of the Fund to a corporate structure effective June 3, 2009 (the "**Conversion**") and the Company's acquisition of all of the outstanding trust units of the Fund, the Company was engaged in a different business and was subject to an order providing creditor protection under the *Companies' Creditors Arrangement Act* (Canada), which order was discharged in connection with the completion of the Conversion.

To the knowledge of the Company, none of the persons proposed for election as Directors nor any personal holding company owned or controlled by any of them (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed Director.

6

Director Compensation

In July 2017, the HRC Committee undertook a compensation benchmarking review for the non-management Directors based on the following reference group of companies, which is an updated comparator group from that established to assist in determining 2017 executive compensation:

NFI Group Inc.
Intertape Polymer Group Inc.
AGT Food and Ingredients Inc.
DIRTT Environmental Solutions Ltd.
Winpak Ltd.
Martinrea International Inc.
Badger Daylighting Ltd.
Exco Technologies Limited
Russel Metals Inc.
ATS Automation Tooling Systems Inc.
Rocky Mountain Dealerships Inc.

The following table sets forth the current annual compensation payable by the Company to its non-management Directors:

	Cash Component[1][2]	Minimum Common Share / DSU Requirement	Total
Annual Base Retainer	$50,000	$50,000[3]	$100,000
Additional Annual Base Retainer | Board Chair	$40,000	$40,000	$80,000
Additional Annual Base Retainer | Audit Chair	$15,000	$2,500	$17,500
Additional Annual Base Retainer | HRC Chair	$7,500	$5,000	$12,500
Additional Annual Base Retainer | CGC Chair	$7,500	$2,500	$10,000
Additional Annual Base Retainer | HSS Chair	$7,500	$2,500	$10,000
Per Meeting Fee	$1,500	—	$1,500
Per Meeting Travel Fee[4][5]	$1,500	—	$1,500

(1) Annual cash retainers and meeting fees for Directors who reside in the United States are paid in U.S. dollars.
(2) A Director may elect to receive all or a portion of his or her cash retainer in the form of additional deferred grants of Common Shares under the DDCP. See "Summary Description of Directors' Deferred Compensation Plan" (Item 6.6) for additional information on the DDCP.
(3) Except in the case of Mr. Anderson, whose minimum DDCP participation is $10,000 due to his existing significant holding of Common Shares.
(4) Paid to Directors (other than the Board Chair) who are required to travel to attend Board or Committee meetings held outside the Director's city of residence. The Board Chair receives this fee only if required to travel to attend Board or Committee meetings held outside his city of residence more than five times per year.
(5) Directors are also reimbursed for reasonable expenses incurred while traveling to / from Board or Committee meetings.

Tim Close, being an Officer of the Company, does not receive any compensation for serving as a Director.

6.1
Directors' Summary Compensation Table

The following table provides information regarding compensation paid to the non-management Directors of the Company for the year ending December 31, 2018.

	Remuneration in Year			
	Cash	Share-based Awards[1]	All Other Compensation[2]	Total
Gary Anderson	$135,000	$10,000	$274	$145,274
Anne De Greef-Safft	$Nil	$12,730	$Nil	$12,730
Janet Giesselman	$171,127[3]	$55,000	$10,939	$237,065
Bill Lambert	$82,500	$82,500	$30,120	$195,120
Bill Maslechko	$Nil	$146,500	$58,178	$204,678
Malcolm (Mac) Moore	$149,219[3]	$52,500	$9,390	$211,109
David White	$172,308[3]	$52,500	$20,316	$245,123

(1) Participation in the DDCP.
(2) Amounts in this column are cash payments made to the Directors in amounts equivalent to the dividends that would have been paid on the Common Shares underlying the deferred Common Shares granted to the Directors under the DDCP.
(3) Non-management Directors resident in the United States are paid their annual retainer, Chair and meeting fees in U.S. dollars, which amounts have been converted,into Canadian dollars for the purposes of the table at an exchange rate of approximately U.S.$1.00:CDN$1.29, being the weighted average exchange rate for the dates of payment of the fees.

6.2
Directors' Outstanding Share-Based Awards

The following table sets forth for each of the non-management Directors, all share-based awards outstanding as at December 31, 2018. The Company does not grant nor have any outstanding option-based awards.

	Number of Common Shares that have not vested under the DDCP	Market value of CommonmShares that have not vested[1]	Number of Common Shares that have vested but have not been issued	Market value of Common Shares that have vested but not been issued(1)
Gary Anderson	232	$10,858	NIL	NIL
Anne De Greef-Safft	272	$12,730	NIL	NIL
Janet Giesselman	2,744	$128,419	2,487	$116,392
Bill Lambert	4,823	$225,716	8,759	$409,921
Bill Maslechko	7,920	$370,656	18,838	$881,618
Malcolm (Mac) Moore	2,588	$121,118	1,957	$91,588
David White	2,590	$121,212	6,507	$304,528
Total	**21,169**	**$990,709**	**38,548**	**$1,804,047**

(1) Based on the closing price of the Common Shares on the Toronto Stock Exchange on December 31, 2018, of $46.80.

6.3
Directors' Incentive Plan Awards – Value Vested During the Year

The following table sets forth for each non-management Director the value of all share-based awards which vested during the year ended December 31, 2018. No option-based awards have been awarded or granted to non-management Directors and non-management Directors did not earn any non-equity incentive plan compensation during the year ended December 31, 2018.

	Share-based awards - value vested during the year(1)
Gary Anderson	NIL
Anne De Greef-Safft	NIL
Janet Giesselman	$64,530
Bill Lambert	$128,281
Bill Maslechko	$190,476
Malcolm (Mac) Moore	$53,247
David White	$55,414
Total	**$491,948**

(1) Based on the closing prices of the Common Shares on the Toronto Stock Exchange on the applicable vesting dates.

6.4
Director Share Ownership Guidelines

The Company maintains ownership guidelines for its non-management Directors to further align Director and Shareholder interests. The minimum share and / or share equivalents ownership guideline for the non-management Directors is three (3) times the Director's Annual Base Retainer. Non-management Directors have five years from the later of April 18, 2016, and the date of their election or appointment to the Board to accumulate the minimum number of shares and / or share equivalents.

The following table illustrates the ownership holdings of the non-management Directors as of March 21, 2019.

	Number of Common Shares held	Number of DSUs held	Value of Common Shares and DSUs(1)	Multiple of Annual Retainer Value Represents(2)
Gary Anderson	117,828	232	$7,237,078	72.37
Anne De Greef-Safft	NIL	272	$16,674	0.15
Janet Giesselman	NIL	5,230	$320,599	2.80
Bill Lambert	72,834	13,582	$5,297,301	52.97
Bill Maslechko	NIL	26,756	$1,640,143	16.40
Malcolm (Mac) Moore	NIL	4,544	$278,547	2.43
David White	2,507	9,098	$711,387	6.21

(1) Based on the closing price of the Common Shares on the Toronto Stock Exchange on March 21, 2019, of $61.30 (see "Summary Description of Directors' Deferred Compensation Plan" (Item 6.6)).
(2) Value of Common Shares and DSUs divided by the Director's annual base retainer, being $100,000 in the case of Directors resident in Canada and $114,500 in the case of Directors resident in the U.S. as the cash portion ($50,000) of their annual retainers is paid in U.S. dollars.

6.5
Directors' and Officers' Liability Insurance

The Company has purchased directors' and officers' liability insurance policies for the benefit of the Directors and Officers of the Company against liabilities, including legal costs, incurred by them in their capacity as Directors or Officers, subject to the terms and conditions of such policies. The aggregate amount of premiums related to the year ended December 31, 2018 incurred by the Company in respect of Directors and Officers as a group was approximately $125,319. The total limit of insurance purchased for all Directors and Officers was $40 million per loss and in the annual aggregate, with a $100,000 deductible amount on all claims with the exception of securities claims where the deductible is $150,000.

6.6
Summary Description of Directors' Deferred Compensation Plan

In 2012, the Company adopted with Shareholder approval a new Directors' Deferred Compensation Plan (as amended with Shareholder approval in 2016, the "**DDCP**"). The principal purpose of the DDCP is to encourage the ownership of Common Shares by non-management Directors. The DDCP provides that a minimum of $50,000 (and an additional $40,000, $5,000, $2,500 and $2,500 in the case of the Board Chair and the Chairs of the Compensation and Human Resources, Audit and Corporate Governance committees, respectively) of the annual remuneration of nonmanagement Directors be paid in Common Shares except with respect to Gary Anderson, for whom $10,000 of his annual Board remuneration is required to be paid in Common Shares due to his substantial existing equity position in the Company. A Director also has the right to elect to receive a greater amount of his or her remuneration in the form of a deferred grant of Common Shares. A Director is entitled to receive the Common Shares granted under the DDCP on the earlier of the third anniversary of the date of grant and the date the Director ceases to be a Director. All Common Shares to which a Director is entitled shall be issued to him or her immediately prior to a change of control as defined in the DDCP. A Director shall have no right to receive Common Shares granted to him or her that have not been issued on the date that is 10 years following the date of grant. The price to be used for determining the number of Common Shares to be granted is the weighted average trading price of the Common Shares on the TSX for the 10 trading days preceding the last day of the Company's financial quarter in respect of which the deferred Common Share grants are made.

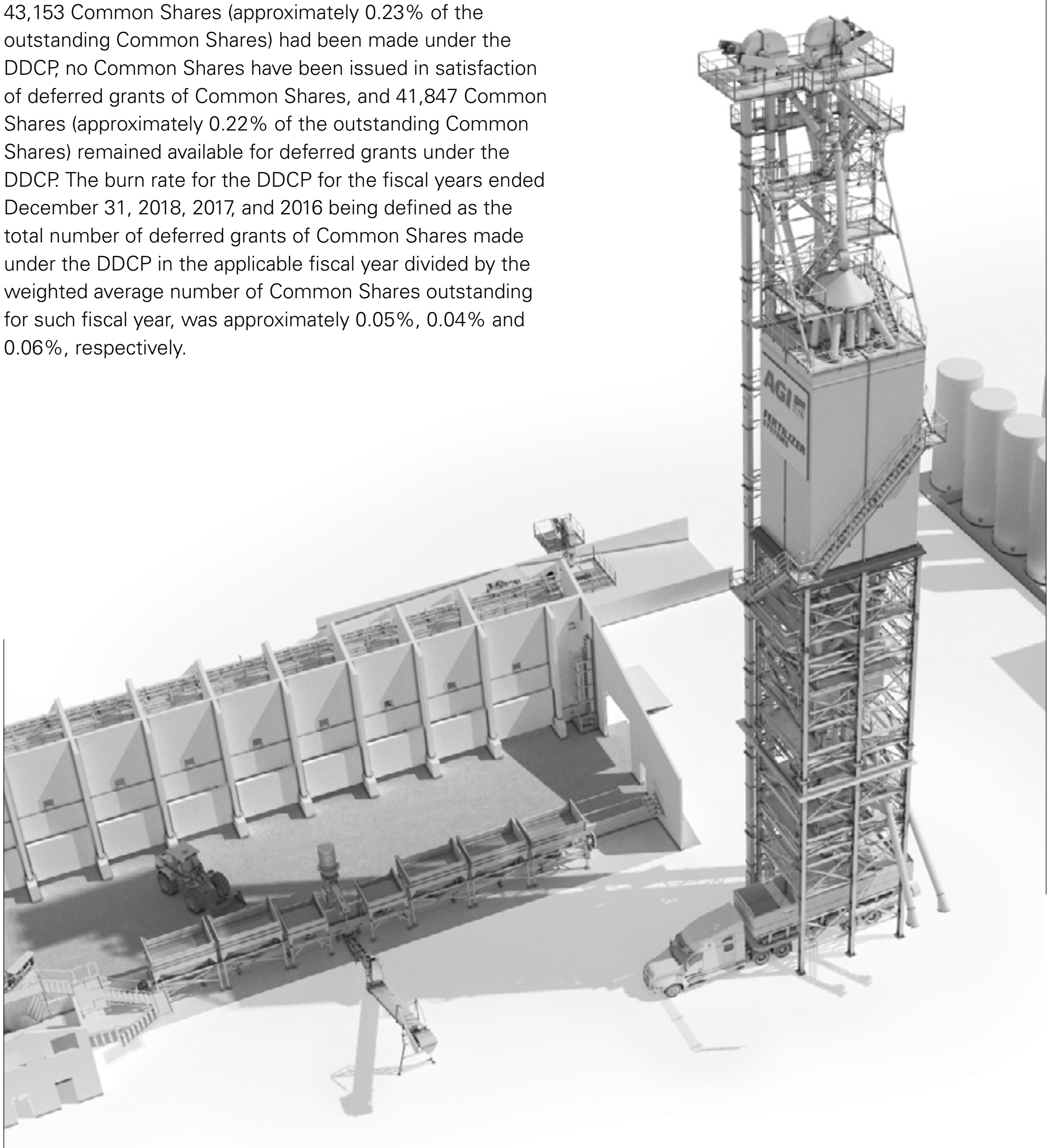
Pursuant to the DDCP, the number of Common Shares which are issuable pursuant to a deferred grant of Common Shares shall be increased on the second business day following each date on which a cash dividend or other distribution is paid to holders of Common Shares by an amount equal to the product of the number of the Common Shares which remain issuable and the fraction which has as its numerator the cash dividend or other distribution paid, expressed as an amount per Common Share and which has as its denominator the weighted average trading price of the Common Shares on the TSX for the 10 trading day period ending on the third trading day preceding the record date for such dividend or distribution.

Except for the right of a Director, with the consent of the Company, to assign the Director's right to receive Common Shares pursuant to the DDCP to an entity controlled by the Director or to a registered retirement savings plan or registered retirement income fund of the Director and for the right of the executor or administrator of the estate of a Director to exercise the Director's right to receive Common Shares pursuant to the DDCP following the death of the Director, no assignment, sale, transfer, pledge or charge of a right to receive Common Shares pursuant to the DDCP, whether voluntary, involuntary, by operation of law or otherwise, vests any interest or right in such right to receive Common Shares pursuant to the DDCP whatsoever in any assignee or transferee and, immediately upon any assignment, sale, transfer, pledge or charge or attempt to assign, sell, transfer, pledge or charge, such right to receive Common Shares pursuant to the DDCP shall terminate and be of no further force or effect.

The aggregate number of Common Shares issuable pursuant to the DDCP is 85,000 (approximately 0.46% of the outstanding Common Shares). The aggregate number of deferred grants of Common Shares made to any single Director may not exceed 5% of the issued and outstanding Common Shares. In addition: (i) the number of Common Shares issuable to insiders at any time, under all security based compensation arrangements of the Company, may not exceed 10% of the issued and outstanding Common Shares; and (ii) the number of Common Shares issued to insiders, within any one year period, under all security based compensation arrangements of the Company, may not exceed 10% of the issued and outstanding Common Shares. No fractional Common Shares may be issued under the DDCP and any entitlement to a fractional Common Share will be rounded down and no amount of money will be payable by the Company in respect of such fractional interest.

The DDCP and any deferred grant of Common Shares pursuant to the DDCP may, subject to any required approval of the TSX, be amended, modified or terminated by the Company without the approval of Shareholders. Any amendments to the DDCP are subject to the prior consent of any applicable regulatory bodies, including the TSX, if required. For greater certainty, the Company may amend the DDCP and any deferred grant of Common Shares thereunder, without shareholder approval, including, without limitation, amendments (a) of a "housekeeping" nature; (b) to change to the vesting provisions of any deferred grant of Common Shares; and (c) to change the termination or exercise provisions of any deferred grant of Common Shares which does not entail an extension beyond the original expiry date and provided that the period during which a deferred grant of Common Shares is exercisable does not exceed 10 years from the date the deferred grant of Common Shares was made. Notwithstanding the foregoing, the Company will not be entitled to amend the DDCP in respect of the following matters without shareholder approval: (i) increase the maximum number of Common Shares issuable pursuant to the DDCP; (ii) extend the term of any deferred grant of Common Shares; and (iii) amend the amending provision of the DDCP. Any amendment to the DDCP takes effect only with respect to deferred grants of Common Shares granted after the effective date of the amendment, provided that it may apply to any outstanding deferred grant of Common Shares with the mutual consent of the Company and the Director to whom such deferred grant of Common Shares has been made.

As at December 31, 2018, deferred grants in respect of 43,153 Common Shares (approximately 0.23% of the outstanding Common Shares) had been made under the DDCP, no Common Shares have been issued in satisfaction of deferred grants of Common Shares, and 41,847 Common Shares (approximately 0.22% of the outstanding Common Shares) remained available for deferred grants under the DDCP. The burn rate for the DDCP for the fiscal years ended December 31, 2018, 2017, and 2016 being defined as the total number of deferred grants of Common Shares made under the DDCP in the applicable fiscal year divided by the weighted average number of Common Shares outstanding for such fiscal year, was approximately 0.05%, 0.04% and 0.06%, respectively.



7

Compensation Discussion & Analysis

7.1
Introduction

This Compensation Discussion and Analysis describes our compensation strategy, the compensation programs provided to our Named Executive Officers ("**NEOs**") and the decision-making process followed in setting compensation levels for our NEOs during 2018. This discussion should be read in conjunction with the tables and related narratives in the section entitled "Compensation of Our Named Executive Officers" (Item 8). Our NEOs for the financial year ended December 31, 2018, being our Chief Executive Officer and Chief Financial Officer and our other three most highly compensated Executive Officers whose total compensation for the year exceeded $150,000, are:

- Tim Close, President and Chief Executive Officer
- Steve Sommerfeld, Executive Vice President and Chief Financial Officer
- David Postill, Vice President, Marketing
- Gurcan Kocdag, Vice President, Global Manufacturing
- Paul Brisebois, Vice President, Farm

The Board has ultimate responsibility for compensation matters at AGI. The Compensation and Human Resources Committee of the Board assists the Board in conducting a detailed review of proposed executive pay parameters and corporate policies related to compensation matters, and in providing oversight of the Company's overall compensation framework applicable to all employees. The mandate of the HRC Committee includes reviewing and making recommendations to the Board concerning the appointment of officers of the Company and the hiring, compensation, benefits and termination of senior officers and all other key employees of the Company. Each year, the Corporate Governance Committee assesses the skills, experience and credentials held by each HRC Committee member to ensure that the HRC Committee's members are fully qualified.

7.2
Composition of the Compensation and Human Resources Committee

The HRC Committee is comprised of Janet Giesselman (Chair), Malcom (Mac) Moore and David White, each of whom is independent within the meaning of section 1.4 of National Instrument 52-110 – Audit Committees. Each of these Directors has worked in leadership roles and has specific experience in compensation matters, with an appropriate mix of experience in corporate strategy, financial and accounting matters. Further details of each HRC Committee member's relevant experience are set out below.

Janet Giesselman is a corporate director at Omnova Solutions Inc. (a public Ohio based specialty chemicals and engineered surfaces company), where she serves as Chair of the Compensation Committee. She is also a director at Twin Disc, Incorporated (a public Wisconsin based marine and heavy duty, off highway power transmission equipment company), where she is Chair of the Compensation and Executive Development Committee and is also a member of both the Audit and Nominating and Governance committees. She is also a director of McCain Foods Limited (a private New Brunswick based frozen food, produce and transportation company) and serves as Chair of its Safety and Sustainability Committee and as a member of its Audit and Compensation & Management committees. Janet has over 30 years of U.S. and international agriculture, energy and specialty and commodity chemicals industry experience, having led businesses in the United States, Europe, Latin America, the Middle East and Asia. From 2001 to 2010, Janet held numerous senior leadership positions with The Dow Chemical Company including President and General Manager of Dow Oil & Gas, Vice President, Dow AgroSciences, and Vice President, Dow Latex (Switzerland). Before joining Dow, Ms. Giesselman held various leadership positions in marketing and strategic planning with the Rohm & Haas Company, a specialty and performance materials company. Janet holds a B.Sc., Biology from Pennsylvania State University and a Masters in Plant Pathology from the University of Florida.

Anne De Greef-Safft is a Strategic Consultant with Windjammer Capital Investors, a middle-market private equity firm, since 2018, where she is a member of the board of directors of two of Windjammer's portfolio companies; she also provides strategic consulting advice to Windjammer as well as operational services to its portfolio companies. Prior to Windjammer, Anne was Group President of Standex International Corporation's (NYSE: SXI) Food Service Equipment business with operations in the U.S., Mexico and Europe. Before that, from 2002 to 2014, Anne held four successive positions at Danaher Corporation, a global science and technology innovator (NYSE: DHR), as President of increasingly complex operating companies with locations in the Americas, Europe, Australia and Asia. During her Danaher tenure, she leveraged the Danaher Business System to drive sustainable results, to develop talent, and to integrate several adjacent acquisitions. Before joining Danaher, she held various technical, marketing & sales management positions for manufacturing companies in both the U.S. and Europe. Anne received her MBA from Babson College in Wellesley, Massachusetts and her BSEE and MSEE degrees from the Catholic University of Louvain (KU Leuven) in Belgium.

Malcolm (Mac) Moore is currently the Executive Vice President - Operations and Chief Operating Officer of Twin Disc, Incorporated (a public Wisconsin based marine and heavy duty, off highway power transmission equipment company), and is an experienced executive with over 35 years of diverse industry experience. Mac is the retired President and Chief Executive Officer of Gehl Company, a manufacturer and distributor of construction and agricultural equipment. In his 11 years with Gehl Company, Mac held a series of senior positions including President since 2003 and culminating with his appointment as Chief Executive Officer in 2009. Mac is also the former President and Chief Executive Officer of Digi-Star Investments LLC, a provider of specialized monitoring and electronic control systems for precision agriculture. Mac serves on the board of directors of FreightCar America, Inc. (a public Illinois based railroad car manufacturing company), where he is a member of the Compensation and Nominating and Governance committees. Mac holds a B.S., International Business, from American University and an M.B.A. from the J. L. Kellogg Graduate School of Management-Northwestern University.

David White is a Corporate Director and currently the General Partner of First Call Services LLC, a private holding company and advisory firm. David has held a number of senior financial and operating positions with John Labatt Limited, Lawson Mardon Group Inc., and Laidlaw Inc., and most recently was Chief Executive Officer of TransCare Inc., a medical transportation company and President and Chief Operating Officer of Student Transportation of America, until 2018 a TSX-listed company. David is a member of the board of directors of Art's Way Manufacturing Company, Inc. (a public Iowa based diversified, international manufacturer and distributor of equipment serving agricultural, research and steel cutting needs), where he serves on the audit and compensation committees. In 2018 he was appointed to the board of directors of Avicanna Inc., a Canadian biopharmaceutical corporation focused on plant-derived cannabinoid-based products, where he serves as Chair of its Audit Committee.

David has been a Canadian Chartered Accountant since 1978, and holds a BA from the University of Western Ontario and an MBA from the University of Toronto. In 2013, David received the ICD.D designation from the Institute of Corporate Directors.

In addition to the HRC Committee's collective experience in compensation matters, HRC Committee members stay informed of developments and trends in compensation matters and applicable legal and regulatory requirements.

7.3
Independent Compensation Consultant - Executive Compensation-Related and Other Fees

In March 2016, the HRC Committee formally retained Hugessen Consulting Inc. ("**Hugessen**") to provide it with advice on the competitiveness and effectiveness of compensation programs for the Company's top Executive Officers. In 2018, Hugessen's services included providing the HRC Committee with: Hugessen's views on talent and compensation in the context of the Company's business; a review of the Company's proxy circular; results of executive pay benchmarking for the NEOs against comparator group companies; results of director compensation benchmarking; support with a review of the design of AGI's long-term incentive programs; and support with year-end pay decision making in respect of 2018. While the HRC Committee considered the information and recommendations provided by Hugessen, it ultimately relied upon its own judgement and experience in making compensation decisions.

Executive Compensation-Related Fees - The Company paid Hugessen approximately $86,284 and $100,341 in fees in the 2018 and 2017 financial years, respectively, for services related to determining compensation for the Company's Executive Officers.

All Other Fees - No non-executive compensation-related fees were paid to Hugessen in the 2018 or 2017 financial years.

7.4
Compensation Strategy

The Company's executive compensation program is composed of base salaries and benefits, short-term incentives in the form of cash bonuses under the short-term incentive plan (the "**STIP**"), and long-term incentives in the form of the grant of restricted share awards ("**Restricted Awards**") and performance share awards ("**Performance Awards**" and together with the Restricted Awards, "**Awards**") under the Company's Equity Incentive Award Plan ("**EIAP**") and participation in the Company's deferred profit sharing plan.

AGI believes in paying for performance. The Company's executive compensation program is designed to link compensation to the achievement of AGI's short and medium-term corporate objectives as well as the advancement of longer-term corporate strategies. The compensation strategy for the Company is intended to accomplish the following principal objectives:

- attract Executive Officers who have demonstrated superior leadership and management skills;
- retain the services of valued members of the senior leadership team;
- link the interests of the Executive Officers with those of Shareholders including by encouraging share ownership;
- motivate Executive Officers to achieve excellence within their respective areas of responsibility by rewarding performance;
- ensure that the compensation program is sufficiently flexible to adapt to unexpected developments; and
- mitigate excessive risk taking.

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. Fixed salary comprises a portion of the total cash compensation; however, annual cash bonus incentives and long-term share-based compensation generally represent compensation that is "at risk" and thus may or may not be paid to the respective Executive Officer depending on: (i) achievements of applicable targets including adjusted earnings before interest, taxes, depreciation and amortization ("**adjusted EBITDA**") levels; (ii) achievement of certain non-financial objectives; and (iii) market performance of the Common Shares.

7.5
Benchmarking Pay Comparator Group and Pay Positioning

The Company uses a pay comparator group in order to provide competitive market data to support decision making on pay levels and mix. The pay comparator group for 2018 was comprised of the following Canadian companies, all of which were sized within 1/3x to 3x the Company's total enterprise value or total assets at the time of initially developing the group. The peer selection process emphasized companies with a manufacturing business model and significant operations outside of Canada:

- NFI Group Inc.
- Winpak Ltd.
- Russel Metals Inc.
- Intertape Polymer Group Inc.
- Martinrea International Inc.
- ATS Automation Tooling Systems Inc.
- AGT Food and Ingredients Inc.
- Badger Daylighting Ltd.
- Rocky Mountain Dealerships Inc.
- DIRTT Environmental Solutions Ltd.
- Exco Technologies Limited

In identifying these comparator and reference groups, the HRC Committee acknowledges that no one company is entirely comparable with AGI in terms of size, scope, industry, complexity and products and services provided. The comparator group provides the HRC Committee and the Board relevant context during their decision-making regarding market compensation levels and practices.

The HRC Committee reviews comparator group benchmark data for external market context and considers pay comparator group medians as a point of reference, but does not target executive compensation to a fixed percentile relative to the pay comparator group.

7.6
Compensation Risk Assessment

As part of its oversight of the Company's compensation program, one of the HRC Committee's objectives is to ensure that the Company's compensation program provides Executive Officers with adequate incentives to achieve both short-term and long-term corporate objectives, without motivating them to take inappropriate or excessive risks. In order to minimize excessive risk-taking, the Company observes the following processes:

- AGI follows a formal process for making executive compensation decisions. After a comprehensive review by the HRC Committee, senior leadership team compensation recommendations are considered and must be approved by the full Board. No individual, or group of individuals, has undue influence on the determination of executive compensation.
- The HRC Committee retains an independent consultant to support its review of executive and director compensation levels, pay program design and governance programs.
- A significant portion of executive compensation is at-risk (not guaranteed) and is variable year-over-year.
- The financial performance objectives of the STIP and the Performance Awards are reviewed and approved by the HRC Committee and the Board, annually in the case of the STIP and at least every three years in the case of the Performance Awards.
- Achievement of financial targets and other goals under the STIP and Performance Awards are reviewed and approved by the HRC Committee and the Board prior to payout.
- The STIP consists of multiple performance objectives, thus lessening the focus on any one in particular.
- Short and long-term incentive payouts are capped for all participants.
- Awards under the EIAP have been designed such that: they

generally have a term of three years; the Performance Awards vest only upon achievement of annual and three-year cumulative financial targets; and Restricted Awards generally "cliff" vest after three years; therefore encouraging sustainable Common Share price appreciation and reducing the risk of actions which may only have short-term benefits.

- Commencing in 2019 Restricted Awards are granted on an annual basis, which will help to ensure that executives remain exposed to the long term risks of their decision making.
- All executives participate in the same compensation plans.
- All executives are expected to own shares or share equivalents representing at least one times their annual salary (three times in the case of the CEO).
- AGI has an anti-hedging policy which ensures that executives cannot participate in speculative activity related to our Common Shares to protect themselves against declines in share price.
- The Company has in place a formal recoupment or "clawback" policy that can require the return of bonus and other incentive compensation in the event of the restatement of the Company's financial statements due to material non-compliance with applicable financial reporting requirements.

The HRC Committee has not identified any significant areas of risk arising from the Company's compensation policies and practices that would be reasonably likely to have a material adverse effect on the Company.

Anti-Hedging Policy

The Company's trading policy prohibits Directors and Officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Common Shares held, directly or indirectly, by the director or officer, including short sales, puts and calls.

Share Ownership Guidelines

AGI maintains ownership guidelines for its executives to further align executive and shareholder interests. The minimum share and / or share equivalents ownership guideline for the CEO is three (3) times base salary, for executive and senior vice presidents is two (2) times base salary and for vice presidents is one (1) times base salary. Executives have five years from the later of April 18, 2016, and the date of their appointment to their executive position at AGI to accumulate the minimum number of shares and/or share equivalents.

The following table illustrates the ownership holdings of the NEOs as of March 21, 2019. Currently each of the NEOs satisfies AGI's share ownership guidelines.

Name	Number of Common Shares held	Number of Restricted Awards held	Value of Common Shares and Awards(1)	Multiple of Base Salary Value Represents(2)
Tim Close	151,209	32,642	$11,270,066	14.9
Steve Sommerfeld	72,982	16,000	$5,454,597	15.8
David Postill	4,060	6,833	$667,741	3.0
Gurcan Kocdag	20,651	5,733	$1,617,339	7.2
Paul Brisebois	21,786	5,233	$1,656,265	7.4

(1) Based on the closing price of the Common Shares on the Toronto Stock Exchange on March 21, 2019, of $61.30.
(2) Value of Common Shares and Restricted Awards divided by the NEO's 2018 base salary amount shown in the Summary Compensation Table.

Clawback Policy

In 2018 AGI implemented a formal recoupment or "clawback" policy on executive incentive compensation including, without limitation, bonuses under the STIP and Awards under the EIAP that may be awarded to our CEO, CFO, Senior Vice Presidents and Vice President, Legal when: (i) there is a restatement (a "**Restatement**") of the Company's financial statements due to AGI's material non-compliance with any applicable financial reporting requirement under securities laws; (ii) the executive received incentive compensation calculated on the achievement of those financial results; and (iii) the incentive compensation received would have been lower had the financial statements been properly reported. The policy provides that when there is a Restatement, the Board may, in its discretion, on the recommendation of the HRC Committee, require the executive to repay the amount of incentive compensation relating to the year(s) subject to the Restatement (or received upon exercise of payment of incentive compensation in or following the year(s) subject to the Restatement) that is in excess of the incentive compensation the executive would have received if the incentive compensation had been computed in accordance with the results as restated, calculated on an after-tax basis.

7.7
Base Salary and Benefits

Base salaries for each NEO for the financial year ended December 31,2018, were based on an assessment of factors such as current competitive market conditions, comparable compensation levels and the particular skills of the NEO, such as leadership ability, management effectiveness, and the experience, responsibility and proven or expected performance of the NEO.

Base salary and benefits for the CEO and the CFO are determined by the Board on the recommendation of the HRC Committee (having regard to the recommendations made by the CEO in the case of the CFO) and for the other NEOs are determined by the CEO, subject to the review and approval of the HRC Committee and the Board. Base salary and benefits are targeted to approximate comparable programs in other companies of comparable market capitalization and operations to the Company. The Board, the HRC Committee and the CEO have made use of both internal and third-party compensation studies to assist in their determination of the appropriate levels of compensation. Salaries and benefits are generally reviewed annually and adjustments are made when determined appropriate.

7.8
Short-Term Incentive Plan

The NEOs, together with other key employees, participate in the STIP that provides for annual cash bonus payments as a percentage of base salary. The STIP is intended to align the annual cash bonus payable to the NEOs with the Company's financial and operational performance and strategic objectives.

In 2018, the target STIP weighting established by the Board was as follows for each of the NEOs:

- 60% for the achievement of the following corporate financial objectives
  - adjusted EBITDA (30%);
  - working capital as a percentage of sales (15%);
  - free cash flow (15%); and
- 40% for the achievement of certain individual objectives, which are directed at the Company's strategic objectives and operational priorities. Individual objectives are determined by the HRC Committee relative to strategic initiatives assigned to each executive as well as other individual objectives.

The following table sets forth the 2018 corporate financial targets for the STIP and the results achieved.

STIP Financial Objective	20% Payout	Target 100% Payout	200% Payout	Result (% Achievement)
Adjusted EBITDA	$117,706,000	$147,132,000	$176,558,000	$146,187,000 (99%)
Working capital as a percentage of sales	—	17%	—	(100%)
Free cashflow	—	$91,807,000	—	$96,397,350 (105%)

The achievement of individual objectives for Mr. Close was determined at the discretion of the Board to be at the 100% level, while the achievement of the non-financial individual objectives for Messrs. Sommerfeld, Postill, Kocdag and Brisebois was determined at the discretion of the CEO (with the review and approval of the HRC Committee and the Board) to also be at the 100% level.

The following table sets out for the NEOs the STIP target as a percentage of salary, achievement level and payout for 2018.

NEO	Target % of Base Salary	STIP Achievement	STIP Payout
Tim Close	85%	100%	$641,750
Steve Sommerfeld	50%	100%	$172,545
David Postill	30%	100%	$67,500
Gurcan Kocdag	30%	100%	$67,500
Paul Brisebois	30%	100%	$67,500

(1) Adjusted EBITDA is a non-GAAP financial measures and is defined for these purposes as earnings before interest, income taxes, depreciation, amortization and foreign exchange gains or losses and also excluding the expense related to Awards under the EIAP, gains or losses on the sale of property, plant and equipment, M&A expenses (including (i) earn-out or delayed payments that under IFRS are treated as compensation expense, (ii) accretion of contingent consideration, and (iii) non-cash expenses related to the sale of inventory that acquisition accounting requires be recorded at a value higher than manufacturing cost) and non-cash impairment charges, plus certain additional adjustments including, among other things, for extraordinary, non-recurring and unusual items, as determined by the HRC Committee, such as EBITDA generated from acquisitions completed in 2018. The Company uses this measure in its financial decisions related to compensation as indicated above.

(2) Free cashflow is a non-GAAP financial measures and is defined for these purposes as adjusted EBITDA, as determined by the HRC Committee, less cash interest expense, cash taxes, maintenance capital expenditures and realized gains or loss on foreign exchange contracts. The Company uses this measure in its financial decisions related to compensation as indicated above.

7.9
Equity Incentive Award Plan

Individual key employees of the Company are chosen by the Board on the recommendation of the HRC Committee and the CEO to receive grants of Awards under the EIAP. In each case, individual allocations of Awards are determined based on a number of factors including each individual's position, level of responsibility, and overall Company, division and individual performance, as well as the individual's receipt in previous years of share-based compensation awards and the individual's existing shareholdings in the Company.

2013 Restricted Awards and 2016 Performance Awards

Designed to form part of their compensation for the next five years, an original grant of Restricted Awards was made to the NEOs (other than Mr. Postill, who was not then employed by the Company) and certain other employees in 2013 (the "**2013 Restricted Awards**"), with such Restricted Awards vesting as to one-third on each of January 1, 2016, 2017 and 2018.

In 2016, the NEOs (other than Mr. Postill, who was not then employed by the Company) and certain other employees received grants of Performance Awards (the "**2016 Performance Awards**"), which were designed to form part of the recipients' compensation for the three-year period ending in 2018. In 2018 in connection with the commencing of his employment Mr. Postill received a grant of 3,500 2016 Performance Awards that participated in the remainder of the term of the 2016 Performance Awards. The 2016 Performance Awards vested annually as to 20% in each of the three financial years ended December 31, 2016, 2017 and 2018 based on the level of the Company's adjusted EBITDA in each such year and as to 40% at the end of the three-year period ended December 31, 2018, based on the level of the Company's cumulative adjusted EBITDA for the three-year period. The potential Payout Multiplier ranges for the 2016 Performance Awards: (a) for the 2018 financial year were 20% for adjusted EBITDA of $105,659,000, 100% for adjusted EBITDA of $132,074,000, and 200% for adjusted EBITDA of $158,489,000, and (b) for the three-year period ended December 31, 2018, were 20% for adjusted EBITDA of $278,722,000, 100% for adjusted EBITDA of $348,402,000, and 200% for adjusted EBITDA of $418,083,000. Adjusted EBITDA for the 2018 performance period as determined by the HRC Committee was $153,294,000, resulting in a Payout

Multiplier of 116% on the vesting of the 2016 Performance Awards for the 2018 year, and for the three-year period ended December 31, 2018, cumulative adjusted EBITDA as determined by the HRC Committee was $387,636,000, resulting in a Payout Multiplier for the remaining 2016 Performance Awards of 111%.

With the vesting and expiry of the 2016 Performance Awards in 2018, each of the NEOs have received a grant of new Performance Awards in 2019, and as with the 2016 Performance Awards they are designed to form part of their compensation for the next three years and will vest annually as to 20% in each of the three financial years ended December 31, 2019, 2020 and 2021 based on the level of the Company's adjusted EBITDA in each such year and as to 40% at the end of the three-year period ended December 31, 2021, based on the level of the Company's cumulative adjusted EBITDA for the three-year period.

2018 Restricted Awards

With the vesting and expiry of the 2013 Restricted Awards in January 2018, each of the NEOs received a grant of new Restricted Awards in 2018 designed (other than in the case of Mr. Close) to form part of their compensation for the next three years, and vesting as to one-third on each of January 1, 2019, 2020 and 2021 in respect of the Restricted Awards granted to Messrs. Sommerfeld, Kocdag and Brisebois, and vesting as to the entire amount on January 1, 2021 in respect of the Restricted Awards granted to Messrs. Close and Postill.

Commencing with the grants of Restricted Awards in 2019, the HRC Committee intends that future grants of Restricted Awards will generally "cliff" vest as to 100% at the end of their three-year term and that grants of Restricted Awards will generally be made on an annual basis rather than every three or five years as in the past. The HRC Committee believes that these changes will allow the long-term incentives component of the Company's compensation strategy to be more responsive to changes in the business, the senior leadership team, competitive factors and the performance of the business and the senior leadership team, and in addition will better ensure that executives remain exposed to the long term risks of their decision making by providing overlapping vesting periods over time for the Restricted Awards. As the Company transitions to annual grants and three year cliff vesting, certain NEOs were granted Restricted Awards in 2018 that continue to vest annually in order that their annual compensation will not change significantly during the transition period.

Additional Awards Granted to the CEO

Tim Close received additional grants of 2,842 Performance Awards (the "**2017 Performance Awards**") and 1,421 Restricted Awards in 2017 and 7,170 Performance Awards (the "**2018 Performance Awards**") and 3,585 Restricted Awards in 2018 in connection with overall compensation adjustments.

The Restricted Awards vest as to the entire amount on January 1, 2020 and 2021, respectively. The 2017 and 2018 Performance Awards vest annually as to 20% in the each of the three following financial years including the year of grant based on the level of the Company's adjusted EBITDA in each such year and as to 40% at the end of the three-year period based on the level of the Company's cumulative adjusted EBITDA for the three-year period. The potential Payout Multiplier ranges for each of the 2017 and 2018 Performance Awards that vest for the 2018 financial year were 20% for adjusted EBITDA of $105,659,000,100% for adjusted EBITDA of $132,074,000, and 200% for adjusted EBITDA of $158,489,000. Adjusted EBITDA for the 2018 performance period as determined by the HRC Committee was $153,294,000, resulting in a Payout Multiplier of 116% on the vesting of the 2017 Performance Awards and the 2018 Performance Awards for the 2018 year.

See "Compensation of Our Named Executive Officers-Summary Description of Equity Incentive Award Plan" (Item 8.6) for additional information on the EIAP and the Awards.

7.10
Deferred Profit Sharing Plan

The Company sponsors a group Registered Retirement Savings Plan (the "**Group RRSP**") and a group Deferred Profit Sharing Plan (the "**DPSP**"). Eligible employees may make voluntary contributions to the Group RRSP of up to 5% of the employee's base salary, which the Company matches with contributions to the DPSP. All NEOs are eligible to participate in the Group RRSP/DPSP. All Company contributions to the DPSP vest immediately and there are no restrictions on employee withdrawals.

7.11
Employee Share Purchase Plan

In 2018 the Company implemented an employee share purchase plan pursuant to which eligible employees may contribute a maximum of 3% of their base salary to purchase Common Shares. Participants receive a Company contribution equal to 25% of their contributions. The trustee under the plan acquires Common Shares at market price for the benefit of participants through the facilities of the TSX using monies contributed to the plan. Employees who receive grants of Performance Awards, which includes all of the NEOs, are not eligible to participate in the plan.

7.12
2018 CEO Compensation

Determination of Target Total Direct Compensation

The HRC Committee reviews compensation on a target total direct compensation or "**TDC**" basis. Target TDC consists of: (i) base salary, (ii) target STIP awards, and (iii) the annualized portion of Awards granted under the EIAP. For clarity, as described above, Awards under the EIAP are intended to form part of the executive's compensation over several years. Specifically, the annualization calculation divides the grant-date value of these Awards by the number of years the Awards were intended to cover in order to give a perspective on the intended annual value of the Awards. This helps normalize comparisons to market pay data, which is generally calculated and presented on an annualized basis.

2018 CEO Target Total Direct Compensation and Positioning

In 2018, in the normal course, the HRC Committee and the Board reviewed market pay levels and Mr. Close's performance in the CEO role in 2017. The Board was very satisfied with the CEO's performance in 2017 with strong corporate and individual performance results. With 2018 representing Mr. Close's third full year in the CEO role, and taking other relevant factors into account, the HRC Committee and the Board approved a 2018 target annualized TDC of $2.7 million for the CEO (this compares to target annualized TDC of $1.9 million in 2017). This target positioned his compensation, on a target TDC basis, near market median. In order to achieve this target TDC of $2.7 million, the HRC Committee (i) increased the CEO's base salary from $520,000 to $755,000, (ii) increased target STIP as a percent of base salary from 60% to 85%, and (iii) taking into account the annualized value of previous Awards and the top-up Awards delivered in 2017, deemed it appropriate to deliver additional "top-up" Awards with a grant-date fair value of $580,553 (delivered 1/3 through Restricted Awards and 2/3 through Performance Awards). For clarity, unlike the other Awards under the EIAP described in this Circular, which are intended to form part of the executive's compensation over several years, the "top-up" Awards granted to the CEO in 2017 and 2018 were intended to cover compensation for those years only. The table below illustrates the CEO's 2018 target TDC as contemplated by the Board, expressed on an annualized basis, relative to the reported compensation awarded in 2017 and 2018 as disclosed in the Summary Compensation Table.

Compensation Element	2017 Reported Compensation	2017 Target Total Direct Compensation (Annualized)	2018 Reported Compensation	2018 Target Total Direct Compensation (Annualized)
Salary(1)	$520,000	$520,000	$755,000	$755,000
STIP(2)	$312,000	$312,000	$641,750	$641,750
EIAP(3)	$222,671	$1,052,638	$573,672	$1,309,559 (4)
Total Direct Compensation	$1,054,671	$1,884,638	$1,970,422	$2,706,309

(1) Annual base salaries for 2017 and 2018.
(2) Target STIP was 60% of base salary for 2017, and 85% of base salary for 2018.
(3) Consists of annualized portions of EIAP Awards granted in 2013, 2014, 2015, 2016 and the "top-up" Awards granted in 2017
(4) Consists of annualized portions of EIAP Awards granted in 2014, 2015, 2016 and the "top-up" Awards granted in 2018.

As noted above, with the vesting and expiry of the 2016 Performance Awards in 2018, each of the NEOs including Mr. Close have received a grant of new Performance Awards in 2019, and as with the 2016 Performance Awards they are designed to form part of their compensation for the next three years and will vest annually as to 20% in each of the three financial years ended December 31, 2019, 2020 and 2021 based on the level of the Company's adjusted EBITDA in each such year and as to 40% at the end of the three-year period ended December 31, 2021, based on the level of the Company's cumulative adjusted EBITDA for the three-year period.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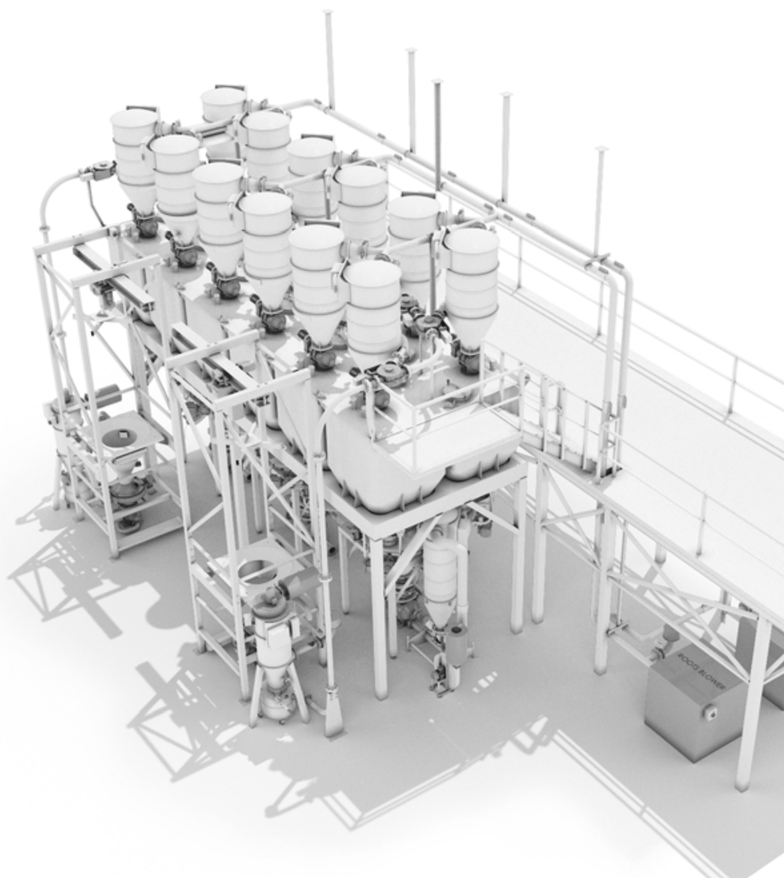
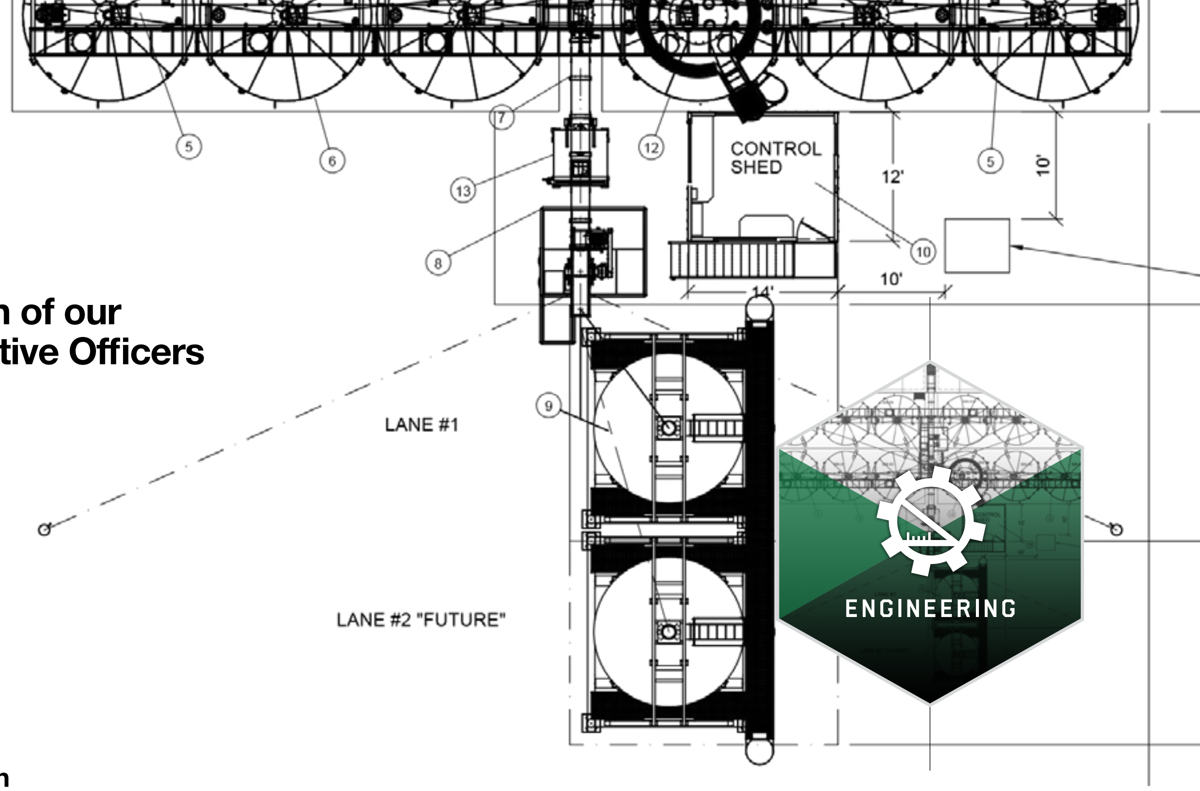


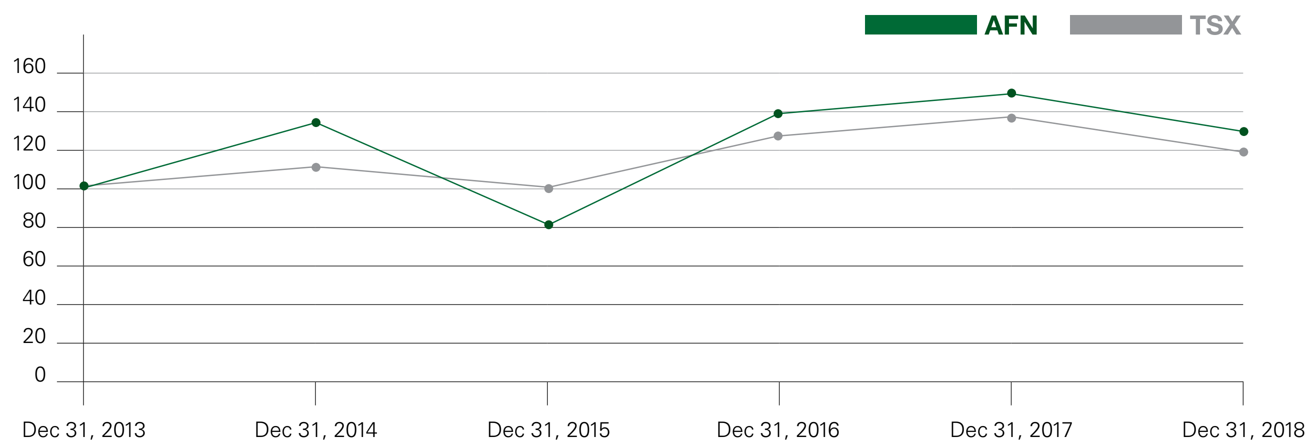


8

Compensation of our Named Executive Officers

8.1
Performance Graph

The following graph compares the cumulative total Shareholder return from an investment of $100 in Common Shares of the Company made at January 1, 2014 (and assuming all dividends are reinvested) with the cumulative total return of a similar investment in the group of issuers comprising the S&P/TSX Composite Index:



	Dec 31, 2013	Dec 31, 2014	Dec 31, 2015	Dec 31, 2016	Dec 31, 2017	Dec 31, 2018
AFN	100	133	83	139	147	135
TSX	100	111	101	123	134	122

During the period from January 1, 2014 to December 31, 2018, the total cumulative return on the Common Shares was approximately 35%, significantly outperforming the S&P/TSX Composite Index, which generated a total cumulative return of only approximately 22%. During the same period the average compensation of the NEOs declined by approximately 37%, due primarily to the grant in 2013 of Restricted Awards to the then NEOS. The grant date fair value of these awards was fully recognized in 2013 for compensation reporting purposes, significantly increasing reported NEO compensation in 2013 notwithstanding that these Awards did not vest until the third, fourth and fifth years following their grant and were designed to form part of the NEOs' compensation over the next five years. If the annualized fair value of the Awards granted in 2013 and 2018 is used (i.e., the grant-date fair value of the Awards recognized in 2013 and 2018, respectively, is divided by the number of years the Awards were intended to cover) in order to normalize the comparison between 2013 and 2018, the average normalized compensation of the NEOs increased by approximately 15% over the 2013 to 2018 period, which is less than the cumulative shareholder return of approximately 35%, and is reflective of the growth in the size and complexity of the Company over the period (e.g., Total Assets – 254%; Sales – 261%; Employees – 207%).

2018 Named Executive Officers

Tim Close
President & CEO

Steve Sommerfeld
Executive Vice President, and CFO

David Postill
Vice President, Marketing

Gurcan Kocdag
Vice President, Global Manufacturing

Paul Brisebois
Vice President, Farm

8.2
Summary Compensation Table

The following table sets out compensation related to the fiscal year ended December 31, 2018. Included are the President & Chief Executive Officer and the Chief Financial Officer of the Company and the other three most highly compensated Executive Officers, other than the Chief Executive Officer and Chief Financial Officer, that served as Executive Officers of AGI during the year ended December 31, 2018 and whose total compensation for the year exceeded $150,000.

					Non-equity Incentive Plan Compensation			
Name and Principal Position	Year	Salary	Share Based Awards[1]	Option Based Awards[2]	Annual Incentive Plans[3]	Long-term Incentive Plans	All Other Compensation[5]	Total Compensation
Tim Close President and CEO	2018	$755,000	$573,672	NIL	$641,750	—	$13,115	$1,983,537
	2017	$520,000	$222,671	NIL	$312,000	—	$13,005	$1,067,676
	2016	$422,500	$2,166,120	NIL	$245,492	—	NIL	$2,834,112
Steve Sommerfeld Executive Vice President and CFO	2018	$345,090	$880,110	NIL	$172,545	—	$13,195	$1,410,940
	2017	$342,538	NIL	NIL	$137,015	—	$13,195	$492,748
	2016	$340,450	$1,013,060	NIL	$164,843	—	$8,558	$1,526,911
David Postill[6] Vice President, Marketing	2018	$225,000	$400,050	NIL	$67,500	—	$11,250	$703,800
	2017	$28,978	NIL	NIL	$14,063	—	$1,449	$44,490
Gurcan Kocdag Vice President, Global Manufacturing	2018	$225,000	$266,700	NIL	$67,500	—	$11,250	$570,450
	2017	$255,000	NIL	NIL	$67,500	—	$11,250	$303,750
	2016	$225,000	NIL	NIL	$22,500	—	$11,250	$258,750
Paul Brisebois Vice President, Farm	2018	$225,000	$266,700	NIL	$67,500	—	$11,250	$570,450
	2017	$225,000	NIL	NIL	$67,500	—	$11,250	$303,750
	2016	$225,000	NIL	NIL	$22,500	—	$11,250	$258,750

(1) Amounts are based on the grant date fair value of the Restricted Awards and Performance Awards granted under the EIAP, which were calculated by multiplying the number of Awards granted to the applicable NEO by the closing price of the Common Shares on the Toronto Stock Exchange on the last trading day before the date that the number of Awards to be granted were determined, being: (i) $28.00 for the grants of 2016 Performance Awards made to Messrs. Close and Sommerfeld in 2016; (ii) $33.06 for the grants of Restricted Awards made to Messrs. Close and Sommerfeld in 2016 (other than in respect of 25,000 Restricted Awards granted to Mr. Close for which the closing price of the Common Shares on the last trading day prior to the date of grant was $28.00); (iii) $52.52 for the grant of Restricted Awards made to Mr. Close in 2017; (iv) $51.93 for the grant of Performance Awards made to Mr. Close in 2017; (v) $53.34 for the grant of Restricted Awards made to the NEOs in 2018; and (vi) $53.34 for the grant of Performance Awards made to Mr. Close in 2018. The grant date fair value presented in the above table in respect of the 2016 Performance Awards and the 25,000 Restricted Awards granted to Mr. Close differs from the fair value determined in accordance with IFRS 2 – Share Based Payment, which utilizes the closing Common Share trading price on the TSX on the grant date and which provides an accounting fair value of the 2016 Performance Awards as follows: Tim Close - $1,845,000; Steve Sommerfeld - $1,291,850; and the 25,000 Restricted Awards granted to Mr. Close in 2016 of $826,500. The actual value realized upon the vesting and payment in respect of such Awards may be greater or less than the grant date fair value indicated.

(2) The Company does not grant or have any outstanding option-based awards.

(3) Represents amounts paid under the Company's STIP. See "Compensation Discussion & Analysis – Short-Term Incentive Plan" (Item 7.8).

(4) Represents matching contributions made by the Company for each of the NEOs under the Deferred Profit Sharing Plan or, in the case of Mr. Close, the matching contribution made by the Company to his registered retirement savings plan. See "Compensation Discussion & Analysis – Deferred Profit Sharing Plan" (Item 7.10).

(5) Other perquisites and personal benefits of the NEO aggregate less than $50,000 or 10% of the NEO's total salary.

(6) Mr. Postill's employment with Ag Growth began in October 2017.

8.3
Outstanding Share-Based Awards

The following table sets forth for each NEO all share-based awards outstanding as at December 31, 2018. The Company does not grant or have any outstanding option-based awards.

	Share Based Awards	
	Equity Incentive Award Plan	
	Number of Common Shares that have not vested	Market value of Common Shares that have not vested(1)
Tim Close	72,449	$3,390,613
Steve Sommerfeld	37,500	$1,755,000
David Postill	11,000	$514,800
Gurcan Kocdag	14,000	$655,200
Paul Brisebois	14,000	$655,200

(1) Based on the closing price of the Common Shares on the Toronto Stock Exchange on December 31, 2018 (being the last trading day of 2018), of $46.80 and assuming a Payout Multiplier of 100% in the case of Common Shares underlying unvested Performance Award

8.4
Incentive Plan Awards – Value Vested or Earned During The Year

The following table sets forth for each NEO the value of share-based awards which vested during the year ended December 31, 2018 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2018. The Company does not grant or have any outstanding option-based awards

	Value Vested or Earned During the Year	
	Share-based awards(1)	Non-equity incentive plan compensation(2)
Tim Close	$1,162,226	$641,750
Steve Sommerfeld	$928,550	$172,545
David Postill	—	$67,500
Gurcan Kocdag	$336,082	$67,500
Paul Brisebois	$336,082	$67,500

(1) Represents Common Shares issued upon the vesting of Awards granted under the EIAP that vested in 2018 based on the closing price of the Common Shares on the Toronto Stock Exchange on the vesting date of $53.06.
(2) Annual cash bonus payments earned under the STIP.

8.5
Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets out information in respect of securities authorized for issuance under the Company's equity compensation plans as at December 31, 2018.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	338,910(1)	N/A	466,208(2)
Equity compensation plans not approved by securityholders	NIL	N/A	NIL
Total	338,910	**N/A**	466,208

(1) As at December 31, 2018, 295,757 Common Shares were reserved for issuance pursuant to outstanding Awards granted under the EIAP and 43,153 Common Shares were reserved for issuance pursuant to outstanding grants under the DDCP.

(2) Includes: (i) 41,847 Common Shares remaining available for issuance under the DDCP: and (ii) 424,361 Common Shares remaining available for issuance under the EIAP.

8.6
Summary Description of Equity Incentive Award Plan

The principal purposes of the Equity Incentive Award Plan, which was originally approved by Shareholders in 2012 and amended with the approval of Shareholders in 2016 and 2018, are: (i) to retain and attract qualified officers, employees and consultants of the Company and its affiliates ("**Service Providers**") that the Company and its affiliates require; (ii) to promote a proprietary interest in the Company by such Service Providers and to encourage such persons to remain in the employ or service of the Company and its affiliates and put forth maximum efforts for the success of the business of the Company and its affiliates; and (iii) to focus management of the Company and its affiliates on operating and financial performance and the growth and profitability of the Company.

Incentive-based compensation such as the EIAP is an integral component of compensation for the NEOs and other senior management. The attraction and retention of qualified senior management has been identified as one of the key risks to the Company's long-term strategic growth plan. The EIAP is intended to maintain the Company's competitiveness to facilitate the achievement of its long-term goals. In addition, this incentive-based compensation is intended to reward senior management for meeting certain pre-defined operational and financial goals which have been identified for increasing long-term total shareholder return.

Under the terms of the EIAP, any Service Provider may be granted Restricted Awards or Performance Awards. In determining the Service Providers to whom Awards may be granted ("**Grantees**"), the number of Common Shares underlying each Award, the number of Awards granted and the allocation of the Awards between Restricted Awards and Performance Awards, the HRC Committee or other committee (including the Board) appointed by the Board to administer the EIAP (the "**Committee**") may take into account such factors as it shall determine in its sole discretion, including any one or more of the following factors:

(a) compensation data for comparable benchmark positions among the Company's peer comparison group or among other comparison groups;

(b) the duties, responsibilities, position and seniority of the Grantee;

(c) corporate performance measures for the applicable period compared with internally established performance measures approved by the Committee and/or similar performance measures of members of the Company's peer comparison group or among other comparison groups for such period;

(d) the individual contributions and potential contributions of the Grantee to the success of the Company;

(e) any bonus payments paid or to be paid to the Grantee in respect of his or her individual contributions and potential contributions to the success of the Company; and

(f) the fair market value or current market price of the Common Shares at the time of such Award.

Restricted Awards and Performance Awards

The Company may grant Restricted Awards and Performance Awards that, at the option of the Company, either: (a) entitle the holder on vesting to be issued the number of Common Shares designated in the Restricted Award or Performance Award, as applicable; or (b) entitle the holder on vesting to receive an amount equal to the value of the Restricted Award or Performance Award, as applicable, (being an amount equal to the number of Awards multiplied by the fair market value of the Common Shares), which amount will in the sole and absolute discretion of the Company (and without the consent of the grantee), be settled in (i) cash, (ii) Common Shares acquired by the Company on the Toronto Stock Exchange, (iii) Common Shares issued from the treasury of the Company, or (iv) any combination of the foregoing. In the case of Performance Awards, the number of Common Shares issuable or the value of the Award, as applicable, is multiplied by a Payout Multiplier. The Payout Multiplier is determined by the Committee based on an assessment of the achievement of pre-defined corporate performance measures in respect of the applicable period as determined by the Committee. The Payout Multiplier may not be less than 0% or more than 200%.

See "Compensation Discussion & Analysis - Equity Incentive Award Plan" (Item 7.9) for information on the principal terms of the Restricted Awards and Performance Awards granted to the NEOs.

Dividend Equivalents

At the discretion of the Board, the EIAP provides for cumulative adjustments to the number of Common Shares to be issued pursuant to Awards on each date that dividends are paid on the Common Shares by an amount equal to a fraction having as its numerator the amount of the dividend per Common Share and having as its denominator the price, expressed as an amount per Common Share, paid by participants in the Company's Dividend Reinvestment Plan, if any, to reinvest their dividends in additional Common Shares on the applicable dividend payment date, provided that if the Company has suspended the operation of such plan or does not have such a plan, then the reinvestment price shall be equal to the fair market value of the Common Shares on the trading day immediately preceding the dividend payment date. Under the EIAP, in the case of a non-cash dividend, including Common Shares or other securities or property, the Committee will, in its sole discretion and subject to the approval of the TSX, determine whether or not such non-cash dividend will be provided to the Grantee and, if so provided, the form in which it shall be provided.

Limitation on Common Shares Reserved and Burn Rate

The EIAP provides that the maximum number of Common Shares reserved for issuance from time to time pursuant to Awards shall not exceed 1,215,000 Common Shares (approximately 6.53% of the outstanding Common Shares). As at December 31, 2018, 494,882 Common Shares (approximately 2.65% of the outstanding Common Shares) had been issued pursuant to Awards granted under the EIAP, 295,757 Common Shares (approximately 1.59% of the outstanding Common Shares) remained issuable pursuant to outstanding Awards, and 424,361 Common Shares (approximately 2.28% of the outstanding Common Shares) remained available for issuance pursuant to new grants of Awards. The burn rate for the EIAP for the fiscal years ended December 31, 2018, 2017 and 2016, being defined as the total number of Awards granted in the applicable fiscal year divided by the weighted average number of Common Shares outstanding for such fiscal year, was approximately 0.42%, 0.28% and 2.05%, respectively.

Limitations on Awards

The aggregate number of Awards granted to any single Service Provider shall not exceed 5% of the issued and outstanding Common Shares, calculated on an undiluted basis. In addition: (i) the number of Common Shares issuable to insiders at any time, under all security based compensation arrangements of the Company, shall not exceed 10% of the issued and outstanding Common Shares; and (ii) the number of Common Shares issued to insiders, within any one year period, under all security based compensation arrangements of the Company, shall not exceed 10% of the issued and outstanding Common Shares. Awards may not be granted to non-management Directors.

Black-out Periods

If a Grantee is prohibited from trading in securities of the Company as a result of the imposition by the Company of a trading blackout (a "**Blackout Period**") and the issue or payment date of the Common Shares underlying an Award held by such Grantee falls within the Blackout Period, then the issue or payment date of such Common Shares shall be extended to the date that is ten business days following the end of such Blackout Period; provided that if the expiry date of the Awards would occur as a result of such extension, the Awards will be settled on the expiry date in cash rather than Common Shares.

Change of Control

In the event of a Change of Control of the Company (as defined in the EIAP), unless otherwise determined by the Committee, the issue date(s) applicable to the Awards will be accelerated such that the Common Shares to be issued pursuant to such Awards will be issued immediately prior to the date upon which the Change of Control is completed and the Payout Multiplier applicable to any Performance Awards shall be determined by the Committee.

Early Termination Events

Pursuant to the EIAP, unless otherwise determined by the Committee or unless otherwise provided in an Award Agreement pertaining to a particular Award or any written employment or consulting agreement governing a Grantee's role as a Service Provider, the following provisions shall apply in the event that a Grantee ceases to be a Service Provider:

(a) **Death** - If a Grantee ceases to be a Service Provider as a result of the Grantee's death, the issue date for all the Common Shares awarded to such Grantee under any outstanding Awards shall be accelerated to the cessation date, provided that the President and Chief Executive Officer of the Company in the case of a Grantee who is not an Officer, and the Committee in all other cases, taking into consideration the performance of such Grantee and the performance of the Company since the date of grant of the Award(s), may determine in its sole discretion the Payout Multiplier to be applied to any Performance Awards held by the Grantee.

(b) **Termination for Cause** - If a Grantee ceases to be a Service Provider as a result of termination for cause, effective as of the cessation date all outstanding Awards, whether Restricted Awards or Performance Awards, shall be immediately terminated and all rights to receive Common Shares thereunder shall be forfeited by the Grantee.

(c) **Voluntary Resignation** - If a Grantee ceases to be a Service Provider as a result of a voluntary resignation, effective as of the day that is fourteen (14) days after the cessation date, all outstanding Awards of such Grantee, whether Restricted Awards or Performance Awards, shall be terminated and all rights to receive Common Shares thereunder shall be forfeited by the Grantee.

(d) **Other Termination** - If a Grantee ceases to be a Service Provider for any reason other than as provided for in (a), (b) and (c) above, effective as of the date that is thirty (30) days after the cessation date and notwithstanding any other severance entitlements or entitlement to notice or compensation in lieu thereof, all outstanding Awards of such Grantee, whether Restricted Awards or Performance Awards, shall be terminated and all rights to receive Common Shares thereunder shall be forfeited by the Grantee.

Assignment

Except in the case of death, the right to receive Common Shares pursuant to an Award granted to a Service Provider may only be exercised by such Service Provider personally. Except as otherwise provided in the EIAP, no assignment, sale, transfer, pledge or charge of an Award, whether voluntary, involuntary, by operation of law or otherwise, vests any interest or right in such Award whatsoever in any assignee or transferee and, immediately upon any assignment, sale, transfer, pledge or charge or attempt to assign, sell, transfer, pledge or charge, such Award shall terminate and be of no further force or effect.

Rights as a Shareholder

Until the Common Shares granted pursuant to any Award have been issued in accordance with the terms of the EIAP, the Grantee to whom such Award has been made shall not possess any incidents of ownership of such Common Shares including, for greater certainty and without limitation, the right to receive dividends on such Common Shares and the right to exercise voting rights in respect of such Common Shares. Such Grantee shall only be considered a shareholder in respect of such Common Shares when such issuance has been entered upon the records of the duly authorized transfer agent of the Company.

Amendment and Termination of Plan

The EIAP and any Awards granted pursuant thereto may, subject to any required approval of the TSX, be amended, modified or terminated by the Board without the approval of Shareholders. Without limitation of the foregoing, such amendments include, without limitation:

(a) amendments of a "housekeeping nature";

(b) amending Awards under the EIAP, including with respect to the expiry date (provided that the term of the Award does not exceed ten years from the date the Award is granted and that such Award is not held by an insider), vesting period, and effect of termination of a Grantee's employment or cessation of the Grantee's service;

(c) accelerating vesting; or

(d) amendments necessary to comply with applicable law or the requirements of any stock exchange on which the Common Shares are listed.

Notwithstanding the foregoing, the EIAP or any Award may not be amended without shareholder approval to: (a) increase the number of Common Shares reserved for issuance pursuant to Awards in excess of the limit currently prescribed; (b) extend the vesting date of any Awards beyond the latest vesting date specified in the applicable Award agreement (other than as permitted by the terms and conditions of the EIAP); (c) permit a grantee to transfer Awards to a new beneficial holder other than for estate settlement purposes; (d) reduce the limitations on the number of Awards that may be granted to any one individual or to the insiders of the Company or to permit grants of Awards to non-management directors; and (e) modify or delete any of (a) through (d) above including, without limitation, to permit grants of Awards to non-management Directors.

8.8
Termination and Change of Control Benefits

Employment Agreements

Each NEO has an employment agreement that governs the terms and conditions of the NEO's employment including base salary and other elements of total compensation.

The NEOs' employment agreements include noncompetition and non-solicitation provisions (24 months in the case of the CEO and the CFO and 18 months in the case of the other NEOs) as well as intellectual property and nondisclosure covenants.

Termination by the Company for Just Cause

The Company may terminate its employment agreement with any of the NEOs at any time for just cause and is then obligated to pay such Executive's salary (and accrued and unused vacation and reimbursable expenses) through to the termination date.

Termination by the Company without Just Cause

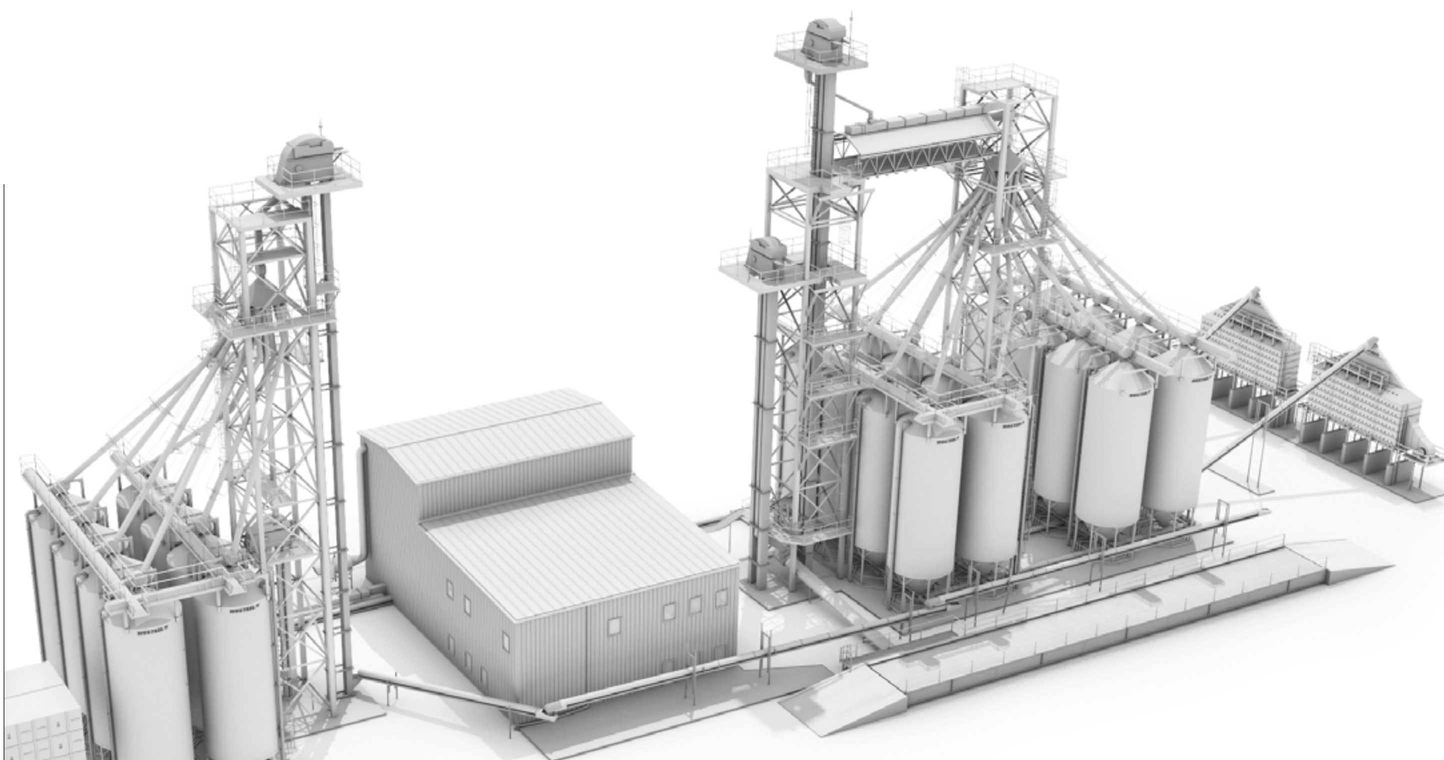
The Company may also terminate its employment agreement with any of the NEOs at any time for any reason other than just cause and is then obligated to pay to the Executive (a) such Executive's salary (and accrued and unused vacation and reimbursable expenses) through to the termination date, (b) at the Company's sole discretion, a pro-rated STIP or bonus payment for services rendered up to and including the termination date, (c) an amount equal to two (2) times the Executive's annual base salary and bonus in the case of the CEO and the CFO and one (1.0) times the executive's annual base salary and average bonus for the three prior years in the case of Messrs. Postill, Kocdag and Brisebois, (d) an amount equal to 10% of the amount payable to the Executive in item (c) in respect of the Executive's salary for loss of other benefits and perquisites, and (e) in the case of the CEO and CFO, (i) if the full term of the performance or restricted awards granted to the executive under the EIAP has expired in the calendar year immediately preceding the calendar year in which the termination date occurs, and (ii) the Company has not on or prior to the termination date granted the Executive performance or restricted awards, as applicable, (or other awards under the EIAP) for the next following award term under the EIAP, an amount (the "**Incentive Plan Amount**") equal to the fair market value as at the termination date of (A) that number of Common Shares equal to two-thirds (2/3s) of the total number of performance and restricted awards that vested in the Executive under the EIAP in the three calendar years immediately preceding the termination year, less (B) the total number of performance and restricted awards that will vest in the Executive under the EIAP on or following the termination date.

Resignation by the Executive

The Executive may resign from the Executive's employment on 30 days advance notice and in such event the Company is obligated to pay such Executive's salary (and accrued and unused vacation and reimbursable expenses) through to the termination date.

Resignation by the Executive for Good Reason Following a Change of Control

In the case of the CEO and the CFO, in the event of a change of control (as described below), and within 12 months of the change of control, there is an event or series of events that constitute good reason (as described below), the Executive may, for a period of 60 days following the event or series of events that constitute good reason, elect to terminate the Executive's employment upon 30 days advance notice. In such event, the Company is obligated to pay to the Executive the amount described above under "Termination by the Company



without Just Cause" as would be payable to the Executive if the Executive was terminated by the Company without just cause.

"**good reason**" is generally defined as the occurrence of (i) a material adverse change in the Executive's position, duties or responsibilities, (ii) the Executive being prevented from carrying out their duties and responsibilities, (iii) a reduction of the Executive's salary, benefits or any other form of remuneration or any material adverse change in the basis upon which the Executive's salary, benefits or any form of remuneration payable is determined, or (iv) the change in the location of the head office of the Company more than 200 km from its present location and / or requiring the Executive to change the current arrangement of commuting to the head office from his current residence, unless the head office is relocated to within 200k m from their current residence.

A "**change of control**" is generally defined as (i) a transaction that results in a person or group of persons acting jointly or in concert, owning or controlling, more than 50% of the outstanding Common Shares, (ii) the sale of all or substantially all of the assets of the Company (other than pursuant to an internal reorganization), (iii) incumbent directors (which includes successor Directors recommended or appointed by the Board) no longer constituting a majority of the Board; or (vi) any determination by the Board that a change of control has occurred; unless in any case a majority of the Board determines that a change of control was not intended to occur in the circumstances

Death

In the event of the Executive's death, the Company is obligated to pay the Executive's salary (and accrued and unused vacation and reimbursable expenses) through to them date of death.

EIAP

Each of the NEOs has been granted Performance Awards and Restricted Awards under the EIAP.

Performance Awards

Unvested Performance Awards granted to an NEO under the EIAP:

(a) in the event of termination for cause or resignation without good reason, terminate and are forfeited;

(b) in the event of death, termination without cause or resignation for good reason, vest on a proportionate basis with the number of unvested Performance Awards that vest being equal to the product of (i) the number of unvested Performance Awards; multiplied by (ii) a fraction (not exceeding one), (A) the numerator of which is the number of days from the date of grant to the date of death, termination or resignation, plus 365, and (B) the denominator of which is 1,095, with (I) Performance Awards for any performance period(s) completed prior to the date of death, termination or resignation vesting based on the adjusted EBITDA achievement level for the completed performance period(s), and (II) any remaining Performance Awards vesting at the "Target" percentage of 100%; and

(c) the event of a change of control, fully vest, with (i) Performance Awards for any performance period(s) completed prior to the change of control vesting based on the adjusted EBITDA achievement level for such completed performance period(s), and (ii) any remaining Performance Awards vesting at the greater of (A) the "Target" percentage of 100%, and (B) the applicable percentage(s) for the level of Adjusted EBITDA that would be achieved during the uncompleted performance period(s) assuming that the level of Adjusted EBITDA for the abbreviated performance period(s) was achieved over the remaining term of such performance periods

Restricted Awards

Unvested Restricted Awards granted to an NEO under the EIAP,

(a) in the event of termination for cause or resignation without good reason, terminate and are forfeited;

(b) in the event of death, termination without cause or resignation for good reason, vest on a proportionate basis, with the number of unvested Restricted Awards that vest being equal to the product of (i) the number of unvested Restricted Awards; multiplied by (ii) a fraction (not exceeding one), (A) the numerator of which is the number of days from the grant date of the Restricted Awards to the date of termination or resignation, plus 365, and (B) the denominator of which is 1,096; an

(c) In the cases of Messrs. Close and Sommerfeld in the event of a change of control, vest on a proportionate basis, with the number of unvested Restricted Awards that vest being equal to the product of (i) the number of unvested Restricted Awards; multiplied by (ii) a fraction (not exceeding one), (A) the numerator of which is the number of days from the grant date of the Restricted Awards to the date of the change of control, plus 365, (548 in the case of Restricted Awards granted to Mr. Close prior to 2018) and (B) the denominator of which is 1,096 (1,826 in the case of Restricted Awards granted to Mr. Close prior to 2018), and provided that any unvested Restricted Awards fully vest if the NEO is terminated without cause or resigns for good reason in connection with the change of control. In the cases of Messrs. Postill, Kocdag and Brisebois, none of their Restricted Awards vest in connection with a change of control.

The following table provides details regarding the estimated incremental payments by the Company to each of the NEOs in the following circumstances: (i) termination without cause, (ii) resignation for good reason, (iii) a change of control, (iv) resignation for good reason following a change of control, and (v) death, in each case assuming a triggering event occurred on December 31, 2018. No incremental payments are due on termination for just cause or resignation without good reason (including retirement).

	Triggering Event(1)	Severance Payment(2)	Vesting of Performance and/or Restricted Awards(3)	Total
Tim Close	Termination Without Cause	2,944,500	4,297,633	7,242,133
	Resignation for Good Reason	—	4,297,633	4,297,633
	Change of Control	—	4,420,387	4,420,387
	Termination Without Cause or Resignation for Good Reason Following a Change of Control	2,944,500	4,615,882	7,560,382
	Death	—	4,297,633	4,297,633
Steve Sommerfeld	Termination Without Cause	1,104,288	2,308,731	3,413,019
	Resignation for Good Reason	—	2,308,731	2,308,731
	Change of Control	—	2,308,731	2,308,731
	Termination Without Cause or Resignation for Good Reason Following a Change of Control	1,104,288	2,566,836	3,671,124
	Death	—	2,308,731	2,308,731
David Postill	Termination Without Cause	315,000	497,482	812,482
	Resignation for Good Reason	—	497,482	497,482
	Change of Control	—	273,756	273,756
	Termination Without Cause or Resignation for Good Reason Following a Change of Control	—	273,756	273,756
	Death	—	497,482	497,482
Gurcan Kocdag	Termination Without Cause	315,000	428,138	743,138
	Resignation for Good Reason	—	428,138	428,138
	Change of Control	—	273,756	273,756
	Termination Without Cause or Resignation for Good Reason Following a Change of Control	—	273,756	273,756
	Death	—	428,138	428,138
Paul Brisebois	Termination Without Cause	315,000	928,970	1,243,970
	Resignation for Good Reason	—	928,970	928,970
	Change of Control	—	761,184	761,184
	Termination Without Cause or Resignation for Good Reason Following a Change of Control	—	761,184	761,184
	Death	—	928,970	928,970

(1) "Good Reason" does not include voluntary retirement.
(2) See "Termination By the Company Without Just Cause" for description of how "Severance Payment" is calculated.
(3) Based on the closing price of the Common Shares on the Toronto Stock Exchange on December 31, 2018 (being the last trading day of 2018), of $46.80, and includes an amount equivalent to the dividends that would have been paid on the Common Shares underlying the NEO's Performance Awards and Restricted Awards.


PROJECT
MANAGEMENT

9

Corporate Governance Practices

The Board is responsible for managing or supervising the management of the business and affairs of the Company in accordance with the requirements of the *Canada Business Corporations Act.*

9.1
Board of Directors

A. Disclose the identity of Directors who are independent.

Anne De Greef-Safft, Janet Giesselman, Bill Lambert, Bill Maslechko, Mac Moore and David White.

B. Disclose the identity of Directors who are not independent, and describe the basis for that determination.

Gary Anderson is not independent because he provided consulting services to the Company within the three previous years and received more than $75,000 in direct compensation in a 12 month period in respect of such service.

Tim Close is not independent because he is the President and Chief Executive Officer of the Company.

C. Disclose whether or not a majority of Directors are independent. If a majority of Directors are not independent, describe what the Board of Directors (the Board) does to facilitate its exercise of independent judgement in carrying out its responsibilities.

The majority of Directors (6 of 8) are independent.

D. If a Director is presently a Director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the Director and the other issuer.

Gary Anderson – Clean Seed Capital Group Ltd.

Janet Giesselman –

Omnova Solutions Inc.
Twin Disc,
Incorporated.

Bill Maslechko – Rogers Sugar Inc.

Mac Moore – FreightCar America, Inc.

David White – Art's Way Manufacturing Company, Inc.

E. Disclose whether or not the independent Directors hold regularly scheduled meetings at which members of management are not in attendance. If the independent Directors hold such meetings, disclose the number of meetings held during the preceding 12 months. If the independent Directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent Directors.

In 2018, the independent Directors and Gary Anderson met without management at the end of all regularly scheduled board meetings – 10 in total.

F. Disclose whether or not the Chair of the Board is an independent Director. If the Board has a Chair or lead Director who is an independent Director, disclose the identity of the independent Chair or lead Director, and describe his or her role and responsibilities. If the Board has neither a Chair that is independent nor a lead Director that is independent, describe what the Board does to provide leadership for its independent Directors.

The Chair of the Board is Bill Lambert, an independent Director. See Item 9.3(a) below.

G. Disclose the attendance record of each Director for all Board meetings held since the beginning of the issuer's most recently completed financial year.

See "About the Nominated Directors"(Item 5).

9.2
Board Mandate - Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.

The terms of reference for the Board are attached as "Schedule A" to this Circular.

9.3
Position Descriptions

A. Disclose whether or not the Board has developed written position descriptions for the Chair and the Chair of each Board Committee. If the Board has not developed written position descriptions for the Chair and / or the chair of each Board Committee, briefly describe how the Board delineates the role and responsibilities of each such position.

Written position descriptions have been developed for the Chair and the Chair of each Board Committee.

The Chair is accountable to the Board and has the duties of a member of the Board as set out in applicable law and in the Company's by-laws. 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.

The Committee Chairs are responsible to lead and oversee the applicable Committee to ensure it fulfills its mandate as set out in its terms of reference.

B. Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description. Briefly describe how the board delineates the role and responsibilities of the CEO.

The Board and CEO have developed a written position description for the CEO. The primary responsibility of the CEO is to lead the Company in meeting its short-term operational and long-term strategic goals. While the Board is responsible to supervise management as to the business, the CEO is responsible for the executive leadership and operational management of the Company.

9.4
Orientation and Continuing Education

A. Briefly describe what measures the Board takes to orient new Directors regarding:

i. the role of the Board, its Committees and its Directors, and

The Board Chair and the CEO meet with each new Director to provide orientation with respect to the structure of the Board and its Committees.

ii. the nature and operation of the issuer's business.

The Board Chair and the CEO meet with each new Director to provide orientation with respect to the operation of the Company.

B. Briefly describe what measures, if any, the Board takes to provide continuing education for its Directors. If the Board does not provide continuing education, describe how the board ensures that its Directors maintain the skill and knowledge necessary for them to meet their obligations as Directors.

The Senior Management team makes regular presentations to the Board on matters with significant impact on the Company's business and on relevant legal developments as they arise. Board meetings are periodically held at Company manufacturing facilities to provide the Directors the opportunity to see the Company's operations. Board members are encouraged to attend agricultural trade shows. Prior to each regularly scheduled meeting, the Board meets informally to discuss current events and issues facing the Company.

9.5
Ethical Business Conduct

A. Disclose whether or not the Board has adopted a written code for its Directors, Officers and employees.

The Board has adopted a written code for its Directors, Officers, and employees.

If the Board has adopted a written code:

i. disclose how an interested party may obtain a copy of the written code;

A copy of the written code has been filed on www.sedar.com and on the Company's website at www.aggrowth.com.

ii. describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board ensures compliance with its code;

The Code of Business Ethics is reviewed annually by the Corporate Governance Committee. The Code is disseminated to all employees and certain employees will be required to certify that they have read and understand the Code. In addition, the Company has advised employees that violations of the Code can be reported to the Chair of the Audit Committee and has provided contact information for the Chair. Any violations would be communicated to the Audit Committee.

iii. provide a cross-reference to any material change report(s) filed within the preceding 12 months that pertains to any conduct of a Director or Executive Officer that constitutes a departure from the code.

Not applicable.

B. Describe any steps the board takes to ensure Directors exercise independent judgment in considering transactions and agreements in respect of which a Director or Executive Officer has a material interest.

Directors are required to disclose any actual or potential conflicts of interest. Directors that have an interest in a matter coming before the Board declare that interest and abstain from voting on the matter. In addition, the Directors are able to request in-camera sessions to discuss such matters without the presence of the interested Director or Executive Officer and, if necessary, the Board is able to convene a Special Committee composed of disinterested Directors to consider the applicable issue. The Board is also able to engage outside advisors at the Company's expense to assist Directors in discharging their responsibility to exercise independent judgment.

C. Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.

The Board has approved the Code of Business Ethics, a Whistleblower Policy, a Disclosure Policy and an Insider Trading Policy. These policies have been disseminated throughout the organization and certain employees are required to certify their receipt and understanding of the Code of Business Ethics and the Insider Trading Policy. Management clearly demonstrates ethical behavior and sets the tone from the top for a culture of ethical business conduct.

9.6 Nomination of Directors

A. Describe the process by which the Board identifies new candidates for Board nomination.

The Board, on the recommendation of the Corporate Governance Committee, considers the skills and attributes that would be required of a new Director. Current Directors and Senior Management are requested to advise both the Chair of the Board and of the Corporate Governance Committee of potential candidates and the Corporate Governance Committee may also retain the services of external "search" firms to provide professional assistance in identifying suitable candidates. Once candidates are identified, the Chair of the Board and of the Corporate Governance Committee, alone or with other Directors, interviews the individuals and the Corporate Governance Committee is provided with the results of the interviews. The Corporate Governance Committee considers the reports together with the resumes of the candidates and the requirements of the Board and makes a recommendation on a candidate to the Board for its approval.

B. Disclose whether or not the Board has a Nominating Committee composed entirely of independent Directors. If the Board does not have a Nominating Committee composed entirely of independent Directors, describe what steps the Board takes to encourage an objective nomination process.

The Board has a Nominating Committee, the Corporate Governance Committee ("**CGC**"), which is comprised entirely of independent Directors.

C. If the Board has a Nominating Committee, describe the responsibilities, powers and operation of the Nominating Committee.

The Corporate Governance Committee shall:

- identify and review with the Board the appropriate skills and characteristics required of Board members, taking into consideration the Board's short-term needs and long-term succession plans;
- develop and update a long-term plan for the Board's composition that takes into consideration the characteristics of independence, age, skills, experience, diversity and availability of service of its members, as well as the opportunities, risks, and strategic direction of the Company;
- in consultation with the Board Chair, identify and recommend to the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board;
- identify and recommend to the Board individual Directors to serve as members and Chairs of Board Committees;
- review, monitor and make recommendations regarding the initial orientation and education of new Board members, and the ongoing education of Directors;
- upon a significant change in a Board member's principal occupation or upon a member assuming any significant outside commitments, review the continued Board membership of such individual; and
- establish criteria for, and implement, an evaluation process for the Board, the Board Chair, each Committee of the Board, and individual Directors in order to assess the effectiveness of the Board as a whole, the Board Chair, each committee of the Board, and the contribution of individual Directors.

9.7 Compensation

A. Describe the process by which the Board determines the compensation for your Company's Directors and Officers.

Compensation for Directors and Officers is mandated to the Compensation and Human Resources Committee (the "**HRC Committee**"). The HRC Committee reviews and makes recommendations to the Board with respect to the compensation of the Company's Directors and Officers to ensure that the compensation is appropriate and adequately reflects their responsibilities.

B. Disclose whether or not the Board has a Compensation Committee composed entirely of independent Directors. If the Board does not have a Compensation Committee composed entirely of independent Directors, describe what steps the Board takes to ensure an objective process for determining such compensation.

The Board has a Compensation Committee, the HRC Committee, composed entirely of independent Directors.

C. If the Board has a Compensation Committee, describe the responsibilities, powers and operation of the Compensation Committee.

Director Compensation

The HRC Committee shall review and make recommendations to the Board with respect to the compensation of the Company's Directors to ensure that the compensation is appropriate and adequately reflects their responsibilities.

Compensation Guidelines and Agreements

The HRC Committee shall review and recommend to the Board a comprehensive statement of compensation philosophy, strategy, and principles for the Company's Senior Management and administer the executive compensation and benefits program in accordance with the statement approved by the Board. The statement shall take into account all applicable laws, rules and guidelines regarding executive compensation and accountability. The HRC Committee shall also be responsible for reviewing and recommending to the Board certain matters relating to all employees, including annual salary and incentive policies and programs, and material new benefit programs, or material changes to existing benefit programs.

Chief Executive Officer Evaluation and Compensation

The HRC Committee shall review and approve the use of corporate goals and objectives relevant to the total compensation package of Chief Executive Officer, recommend a performance evaluation process for the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of these goals and objectives and using this process, and determine and approve, and recommend to the Board for approval, the Chief Executive Officer's compensation level based on this evaluation.

In determining the long-term incentive component of the compensation of the Chief Executive Officer, the HRC Committee shall consider such factors as it determines appropriate in the circumstances.

Other Executive Compensation and Oversight

In consultation with the Chief Executive Officer, the HRC Committee shall oversee the evaluation of the Company's Senior Management (including Executive Officers) other than the Chief Executive Officer and shall make recommendations to the Board with respect to the total compensation package for the Senior Management other than the Chief Executive Officer.

Equity Compensation Review

The HRC Committee shall review periodically, and make recommendations to the Board regarding, incentive compensation or equity plans, programs or similar arrangements that the Company establishes for, or makes available to its employees and consultants, including the designation of the employees and consultants who may participate, the share and option availability and the administration of share purchases.

In addition, the HRC Committee shall review periodically the extent to which these forms of compensation are meeting their intended objectives, and shall make recommendations to the Board regarding modifications that will more accurately relate such compensation to employee performance.

Management Resources and Plans for Executive Development

The HRC Committee shall review existing management resources and plans, including recruitment, training and evaluations, to ensure that qualified personnel will be available for succession to senior management positions at the Company. The HRC Committee shall also periodically discuss with the Chief Executive Officer his or her views as to a successor for the position of Chief Executive Officer. The HRC Committee shall report on this matter to the Board at least once a year.

Retirement Matters

The HRC Committee shall:

- review and recommend for approval by the Board any material changes in the Company's retirement plans;
- where appropriate, give direction concerning retirement program matters to the management committee that supervises the Company's retirement programs; and
- where appropriate, receive reports from management on any retirement program matters that may be of concern to the Board and report to the Board on such matters.

Pension Plans

The HRC Committee shall:

- receive periodic reports from management on compliance with applicable pension legislation;
- review and evaluate recommendations from management on the appointment and termination of service providers respecting the pension plans; and
- approve material changes to the pension plans.

HRC Committee Report

The HRC Committee shall review and approve the Statement of Executive Compensation (including the Compensation Discussion and Analysis) required to be included in the Company's Management Information Circular for its Annual General Meeting of shareholders by applicable securities laws, rules and regulations.

D. If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in

determining compensation for any of the issuer's Directors and Officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.

See "Compensation Discussion & Analysis – Independent Compensation Consultant – Executive Compensation-Related and Other Fees" (Item 7.3).

9.8
Other Board Committee

If the Board has standing Committees other than the Audit, Compensation and Nominating Committees, identify the Committees and describe their function.

The Board has a Health, Safety and Sustainability Commitee comprised of Ms. De Greef-Safft (Chair) and Messrs. Anderson and Moore.

The mandate of the Health, Safety and Sustatinability Committee is to:

- periodically review and recommend to the Board for approval significant policies, programs, systems and procedures with respect to environmental, health and safety matters affecting the Company; oversee the implementation of, and, as appropriate, recommend to the Board changes to, such policies, programs, systems and procedures; and monitor the Company's compliance with such policies, programs, systems and procedures;
- receive and review regular environmental, health and safety performance summaries prepared by management including with respect to significant incidents and/or compliance issues, and any other outstanding performance issues;
- review actions taken by the Company with respect to significant environmental, health and safety incidents and/or compliance matters and any performance issues;
- review the sufficiency of resources available for carrying out the actions and activities recommended by the Committee with respect to environmental, health and safety matters;
- review the status of any remediation projects and any significant legal and regulatory developments respecting environmental, health and safety matters which may have a significant impact on the Company's operations;
- review the risks related to environmental, health and safety matters;
- review the annual or longer term objectives and strategy to improve environmental, health and safety matters;
- review periodically with management the environmental, health and safety emergency response planning processes;
- in the event of the occurrence of a material environmental, health or safety incident, which occurrence is required to be reported to regulatory authorities, receive and review as soon as reasonably practicable, a report from management detailing the nature of the incident and describing the remedial action being taken;
- receive and review, from time to time, reports from the Company's senior legal officer on any material civil or criminal proceedings involving the Company which relate to environmental, health and safety matters;
- oversee the Company's policies relating to sustainability and the Company's progress toward achieving its sustainability goals; and
- report to the Board on environmental, health and safety and sustainability policies and significant activities of the Company relating to environmental, health and safety and sustainability matters, and on the state of compliance by the Company with applicable law and adherence to the relevant policies of the Company.

9.9
Assessments

Disclose whether or not the Board, its Committees and individual Directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that it, its committees, and individual Directors are performing effectively.

The Board is regularly assessed with respect to its effectiveness and contribution. Directors receive a questionnaire on a periodic basis and upon completion return the questionnaire to independent counsel who compiles the results and reviews them with the Chair of the Corporate Governance Committee. The Corporate Governance Committee considers the results of the assessment and a report is made to the Board.

9.10
Director Term Limits and Other Mechanisms of Board Renewal

Disclose whether or not the issuer has adopted term limits for the Directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of Board renewal. If the issuer has not adopted director term limits or other mechanisms of Board renewal, disclose why it has not done so.

The Company has a retirement policy for Directors pursuant to which the Directors must retire by age 70, except where otherwise agreed by the Board, but does not otherwise impose term limits on Directors. The Corporate Governance

Committee and the Board are of the view that term limits are an arbitrary mechanism that may force valued Directors, who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole, off of the Board solely because of length of service, thus depriving the Company of their knowledge, skills, qualifications and contributions.

As an alternative to Director term limits and to foster Board renewal, the Corporate Governance Committee annually assesses the effectiveness of the Board, its Committees and individual Directors in determining whether to recommend Directors for re-election. In these reviews, consideration is given to each Director's level of engagement and participation in Board activities and his or her ability to continue to make a meaningful contribution to the Board. The Corporate Governance Committee and the Board believe this flexible approach allows the Board to consider each Director individually as well as the Board composition generally to determine if the appropriate balance is being achieved. See item 9.9 above, "Assessments", for more information on the annual assessment process.

The Board most recently added Ms. De Greef-Safft as a Director in December 2018 following a comprehensive search for candidates conducted by the Corporate Governance Committee with the assistance of an external search firm. Mr. Close was added as a Director in March 2016 in conjunction with his appointment as CEO of the Company and the Board also added two new Directors in 2013 following a comprehensive search for candidates conducted by the Corporate Governance Committee with the assistance of an external search firm.

9.11
Policies Regarding the Representation of Women on the Board of Directors

A. Disclose whether the issuer has adopted a written policy relating to the identification and nomination of Women Directors. If the issuer has not adopted such a policy, disclose why it has not done so.

Yes, Company has adopted a written policy relating to the identification and nomination of women Directors.

B. If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy: (i) a short summary of its objectives and key provisions, (ii) the measures taken to ensure that the policy has been effectively implemented, (iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and (iv) whether and, if so, how the Board or its nominating committee measures the effectiveness of the policy.

In furtherance of Board diversity, AGI aspires to maintain a Board composition in which at least 25% of the Directors are women. Currently, two of the Company's eight Directors (25%) are women.

AGI will periodically assess the expertise, experience, skills and backgrounds of its Directors in light of the needs of the Board, including the extent to which the composition of the Board reflects a diverse mix of knowledge, experience, skills and backgrounds, including an appropriate number of women directors.

Any search firm engaged to assist the Board or a committee of the Board in identifying candidates for appointment to the Board will be directed to include diverse candidates generally, and multiple women candidates in particular.

Annually, the Board or the Corporate Governance Committee of the Board will review the Board diversity policy and assess its effectiveness in promoting a diverse Board, which includes an appropriate number of women directors.

9.12
Consideration of the Representation of Women in the Director Identification and Selection Processs

Disclose whether and, if so, how the Board or nominating Committee considers the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board. If the issuer does not consider the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board, disclose the issuer's reasons for not doing so.

The Corporate Governance Committee considers, among other things, the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board. The Corporate Governance Committee believes that having a diverse Board, including gender diversity, enhances Board effectiveness, and as such diversity is among many factors that the Governance Committee considers when evaluating the composition of the Board.

Two of the Company's eight Directors (25%) are women.

See Item 9.11 above, "Policies Regarding the Representation of Women on the Board of Directors".

9.13
Consideration Given to the Representation of Women in Executive Officer Appointments

Disclose whether and, if so, how the issuer considers the level of representation of women in Executive Officer Positions when making Executive Officer appointments. If the issuer does not consider the level of representation of women in Executive Officer positions when making

Executive Officer appointments, disclose the issuer's reasons for not doing so.

The Company considers, among other things, the level of representation of women in Executive Officer positions when making executive officer appointments. The Company believes that having diversity in its Executive Officers, including gender diversity, enhances management effectiveness, and as such diversity is among many factors that the Company considers when evaluating the composition of its Executive Officers. As reflected in Company policies, the Company is committed to a workplace environment where employees are treated with dignity, fairness and respect, that provides equal employment opportunities and is free of discriminatory practices and harassment including on the basis of gender, race, national or ethnic origin, colour, religion, age, sexual orientation, marital status, family status, disability, political beliefs or a conviction for which a pardon has been granted.

9.14

Issuer's Targets Regarding the Representation of Women on the Board of Directors and in Executive Officer Positions

A. For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's Board or in Executive Officer positions of the issuer by a specific date.

B. Disclose whether the issuer has adopted a target regarding women on the issuer's Board. If the issuer has not adopted a target, disclose why it has not done so.

The Company has adopted a target of women on the Board respresenting 25% of the Directors.

C. Disclose whether the issuer has adopted a target regarding women in Executive Officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.

The Company has not adopted a target regarding women in Executive Officer positions of the Company. The Company considers diversity, including gender diversity, when making Executive Officer appointments as described in section 13 above.

D. If the issuer has adopted a target referred to in either (b) or (c), disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.

The Company has achieved its target of women on the Board representing 25% of the Directors.

9.15

Number of Women on the Board of Directors and in Executive Officer Positions

A. Disclose the number and proportion (in percentage terms) of Directors on the issuer's board who are women.

Two of eight or approximately 25% as at December 31, 2018.

B. Disclose the number and proportion (in percentage terms) of Executive Officers of the issuer, including all major subsidiaries of the issuer, who are women.

None as at December 31, 2018.

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Additional Information

10.1
Indebtedness of Directors and Executive Officers

Aggregate Indebtedness

Other than "routine indebtedness", there is no indebtedness outstanding on the date hereof owed to (i) the Company or any of its subsidiaries, or (ii) another entity where that indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, by any present or former Directors, executive officers and employees, as applicable, of the Company or its subsidiaries.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

Since the commencement of the Company's most recently completed financial year, there has been no indebtedness (other than routine indebtedness) owed to (i) the Company or any of its subsidiaries, or (ii) another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, by any individual who is, or at any time during the Company's most recently completed financial year was, a Director or executive officer of the Company, each proposed nominee for election as a Director, and each associate of any such Director, executive officer or proposed Director.

10.2
Interest of Informed Persons in Material Transaction

No "informed person" or proposed Director of the Company, nor any associate or affiliate of any informed person or proposed Director, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

10.3
Interest of Certain Persons or Companies in Matters to be Acted Upon

The Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any Director or nominee for Director, or executive officer of the Company or anyone who has held office as such since the beginning of the Company's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of Directors.

10.4
Particulars of Other Matters to be Acted Upon

The Board of Directors knows of no matters to come before the Meeting other than those referred to in the Notice of 2019 Annual Meeting accompanying this Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons designated in the accompanying form of proxy to vote the same in accordance with their best judgment of such matters.

10.5
Shareholder Proposals for 2020 Annual Meeting

Any shareholder's proposal that meets the provisions of the *Canada Business Corporations Act* and is intended to be presented at the 2020 Annual Meeting of Shareholders, must be received by the Company no later than December 23, 2019.

10.6
Additional Information

Additional information relating to the Company may be found on SEDAR at www.sedar.com and on the Company's website at www.aggrowth.com. Financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the Company's most recently completed financial year. A copy of the Company's financial statements and management's discussion and analysis is available upon written request to the Corporate Secretary, 198 Commerce Drive, Winnipeg, MB R3P 0Z6.

DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board.

Steve Sommerfeld
Executive Vice President, Chief Financial Officer

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Schedule A – Board of Directors Terms of Reference

1 Introduction

The Board of Directors (the "Board") of Ag Growth International Inc. ("AGI" or the "Corporation") is responsible for managing or supervising the management of the business and affairs of the Corporation. Management is responsible for the day-to-day conduct of the business and affairs of the Corporation within the strategic direction approved by the Board. The Board's fundamental objective is to enhance and preserve long-term shareholder value. The Board also considers the legitimate interests of the Corporation's other stakeholders such as employees, customers and communities.

2 Underlying Principles

The following are the principles underlying the corporate governance policies established by the Board:

(a) Representation – The Board represents the Corporation and its shareholders, whose best interests must be paramount at all times.

(b) Diversity – Directors are elected by the shareholders to bring special expertise and diverse points of view to Board deliberations.

(c) Independence – In order to promote objectivity, the Board will be constituted with a majority of independent Directors, as defined by applicable securities laws, rules and regulations and the rules of applicable stock exchanges. The Board will establish processes and guidelines to address the potential for conflicts of interest, including the separation of the role of Chair from that of the Chief Executive Officer.

(d) Alignment of Interests – The Board will adopt policies that promote equity ownership by Board members. Currently, independent directors participate in the Corporation's Director's Deferred Compensation Plan whereby a minimum of 20% of their remuneration is payable in Common Shares of the Corporation.

3 Organization and Procedure

The Board has responsibility for managing its own affairs including (i) planning its composition and size; (ii) selecting its Chair; (iii) nominating candidates for election to the Board; (iv) appointing committees; (v) determining Director compensation; and (vi) assessing the effectiveness of the Board, Committees and Directors in fulfilling their responsibilities.

The Board operates by delegating certain of its authority to management and by reserving certain powers to itself. Subject to the Corporation's articles and by-laws and applicable law, the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

(a) Number of Directors

The Board has determined the appropriate size for the Board to be between 3 and 10 members.

(b) Retirement

Directors must retire by age 70 except where otherwise agreed by the Board. Directors who retire from or otherwise change their concurrent position responsibilities do not necessarily need to retire from the Board. However, the Board should, through the Corporate Governance Committee, review the appropriateness of continued Board membership.

(c) Independence from Management

The Board must be able to function independently of management of the Corporation and will meet regularly without management present.

(d) Meetings

The Board will meet at least four times per year. Directors will receive meeting materials on a timely basis in advance of meetings. Presentations on specific subjects at Board meetings will only briefly summarize the material sent to Directors so that discussion can be focused on issues relevant to the material. The Chair is encouraged to invite individuals with insight into issues under discussion to participate in Board meetings.

4
Specific Duties

The Board's principal duties and responsibilities fall into a number of categories that are outlined below.

Policies, Procedures and Compliance

The Board has the responsibility to:

(a) supervise management of the business and affairs of the Corporation; (ii) act honestly and in good faith with a view to the best interests of the Corporation; (iii) exercise the care, diligence and skill that reasonable, prudent people would exercise in comparable circumstances; and (iv) act in accordance with its obligations contained in the articles and by-laws of the Corporation and the Canada Business Corporations Act;

(b) oversee management in ensuring that legal requirements applicable to the Corporation are met and documents and records are properly prepared, approved and maintained;

(c) oversee management in ensuring that the Corporation operates at all times within applicable laws and regulations and to acceptable ethical standards; and

(d) approve and monitor compliance with significant policies and procedures by which the Corporation operates

Monitoring and Acting

The Board has the responsibility to:

(a) review the Corporation's objectives and goals and the strategies by which the Corporation proposes to achieve such goals;

(b) review progress made towards the achievement of objectives and goals established in strategic plans;

(c) monitor the Corporation's progress towards its goals and objectives and to revise and alter their direction in response to changing circumstances;

(d) take action when performance falls short of its goals and objectives or when other special circumstances warrant;

(e) oversee management in ensuring that the Corporation has implemented adequate internal control and management information systems;

(f) approve payment of dividends by the Corporation, if any; and

(g) identify material risks faced by the Corporation and take all reasonable steps to ensure that appropriate systems are implemented to manage those risks.

Reporting and Communication

The Board has the responsibility to:

(a) adopt a communication or Disclosure Policy for the Corporation and ensure that the Corporation has in place effective communication processes with shareholders and other stakeholders (including measures to enable stakeholders to communicate with the independent Directors of the Board) and with financial, regulatory and other institutions and agencies;

(b) approve the content of the Corporation's major communications to shareholders and the investing public, including the Annual Report, the Management Proxy Circular, the Annual Information Form, any prospectuses that may be issued, and any significant information respecting the Corporation contained in any documents incorporated by reference in any such prospectuses;

(c) oversee management in ensuring that the financial results of the Corporation are properly reported to shareholders, other security holders and regulators in accordance with applicable requirements;

(d) oversee management in ensuring the reporting in accordance with applicable requirements of any other material developments in respect of the Corporation; and

(e) report annually to shareholders on its stewardship of the affairs of the Corporation for the preceding year in accordance with applicable requirements.

Strategy and Plans

The Board has the responsibility to:

(a) at least annually, participate with management in the development of, and ultimately approve, the strategic objectives of the Corporation, taking into account, among other things, the opportunities and risks of the business of the Corporation;

b) approve the annual business plans that implement the strategic objectives;

(c) approve annual capital and operating budgets;

(d) approve the entering into, or withdrawing from, lines of business that are, or are likely to be, material to the Corporation;

(e) approve financial and operating objectives used in determining compensation if they are different from the strategic, capital or operating plans referred to above;

(f) approve material divestitures and acquisitions;

(g) monitor the Corporation's progress towards its strategic objectives, and revise and alter its direction through management in light of changing circumstances;

(h) conduct periodic reviews of human, technological and capital resources required to implement the Corporation's strategy and the regulatory, cultural or governmental constraints on the business; and

(i) review recent developments that may affect the Corporation's strategies, and receive advice from management on emerging trends and issues.

Financial and Corporate Issues

The Board has the responsibility to:

(a) take reasonable steps to ensure the integrity and effectiveness of the Corporation's internal control and management information systems, including the evaluation and assessment of information provided by management and others about the integrity and effectiveness of the Corporation's internal control and management information systems;

(b) review operating and financial performance relative to budgets and objectives;

(c) approve the financial statements and notes;

(d) declare dividends, if any;

(e) approve financings, changes in authorized capital, issue and repurchase of shares, and issue of debt securities;

(f) approve banking resolutions and significant changes in banking relationships;

(g) approve significant contracts, transactions, and other arrangements or commitments that may be expected to have a material impact on the Corporation; and

(h) approve the commencement or settlement of litigation that may be expected to have a material impact on the Corporation.

Business and Risk Management

The Board has the responsibility to:

(a) oversee management in identifying the principal risks of the Corporation's businesses and implementing appropriate systems to manage these risks;

(b) review coverage, deductibles and key issues regarding corporate insurance policies;

(c) receive reports from management on matters relating to, among others, ethical conduct, environmental management, and employee health and safety; and

(d) understand the principal risks associated with the Corporation's businesses and consider the balance between risk and returns.

Management and Human Resources

The Board has the responsibility to:

a) appoint the Chief Executive Officer and provide advice and counsel to the Chief Executive Officer in the execution of the Chief Executive Officer's duties;

(b) evaluate the Chief Executive Officer's performance at least annually against agreed upon written objectives and determine and approve the Chief Executive Officer's compensation level based on this evaluation, taking into account the views and recommendations of the Compensation and Human Resources Committee;

(c) approve a comprehensive statement of compensation philosophy, strategy, and principles for the Corporation's senior management;

(d) satisfy itself as to the integrity of the Chief Executive Officer and other senior officers and satisfy itself that the Chief Executive Officer and other senior officers are creating a culture of integrity throughout the Corporation;

(e) approve certain decisions relating to senior management, including the:

(i) appointment and discharge of senior officers;

(ii) compensation and benefits for senior officers;

(iii) acceptance by the Chief Executive Officer of any outside directorships on public companies (other than non-profit organizations) or any significant public service commitments; and

(iv) employment, consulting, retirement and severance agreements, and other special arrangements proposed for senior officers;

(f) ensure that appropriate succession planning and management development programs are in place, including:

(i) approving the succession plan for the Chief Executive Officer;

(ii) in the case of other senior officers, ensuring that plans are in place for management succession and development; and

(iii) ensuring that criteria and processes for recognition, promotion, training, development, and appointment of senior management are consistent with the future leadership requirements of the Corporation;

g) create opportunities to become acquainted with employees within the Corporation who have the potential to become members of senior management, including presentations to the Board by these employees, visits to their workplace, or interaction with them at social occasions; and

(h) approve certain matters relating to all employees, including incentive policies / programs for employees.

5
Outside Consultants or Advisors

At the Corporation's expense, the Board may retain, when it considers it necessary or desirable, outside consultants or advisors to advise the Board independently on any matter. The Board will have the sole authority to retain and terminate any such consultants or advisors, including sole authority to review a consultant's or advisor's fees and other retention terms.

6
Standards of Liability

Nothing contained in these terms of reference is intended to expand applicable standards of liability under statutory, regulatory or other legal requirements for the Board. The purposes and responsibilities outlined in these terms of reference are meant to serve as guidelines rather than inflexible rules and, subject to applicable law and the articles and by-laws of the Corporation, the Board may adopt such additional procedures and standards, as it deems necessary from time to time to fulfill its responsibilities.

7
Review of Board Terms of Reference

The Board will assess the adequacy of these terms of reference and its calendar annually and will make any changes deemed necessary or appropriate.

AGI