

INSIDER TRADING POLICY

1.0 Introduction

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

In order to assist directors, officers, employees and consultants (collectively, "**AGI Personnel**") of the Company and its subsidiaries (collectively, "**AGI**") in complying with Securities Laws, this Policy has been established to provide guidance on timing of insider trading and disclosure restrictions. This Policy also contains pre-clearance, "black-out" and other trading restrictions and provisions for maintaining the confidentiality of information in certain circumstances. This Policy, however, in no way reduces the personal obligations imposed by Securities Laws on AGI Personnel. AGI Personnel remain personally responsible for compliance with the insider trading and tipping prohibitions of Securities Laws.

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

2.0 Scope

1. This Policy applies to all AGI Personnel. AGI Personnel are responsible for ensuring compliance by their families and other members of their households.
2. This Policy applies to any transactions involving any securities of the Company, including shares, debt securities such as convertible or other debentures, warrants, rights or awards under any equity-based compensation plan of the Company including performance or restricted awards under the Company's Equity Incentive Award Plan, and any other securities exchangeable or exercisable into shares or other securities of the Company, as well as exchange-traded options or other derivative securities that are not issued by the Company but are based on securities of the Company (collectively, "**Securities**").
3. This Policy applies not only to the Securities which you own directly, but also those over which you exercise control or direction (for example in your capacity as a trustee or executor of an estate, or by exercising trading authority that you have over a registered or non-registered trading account of another person, such as a family member) and also to the Securities that are indirectly owned by you (for example by a corporation controlled by you or by a registered or non-registered trading account held by you) or over which you indirectly exercise control or direction .
4. This Policy applies not only during the course of your employment or other service to AGI, but also after the termination of such employment or service if you have undisclosed material information, and until the material information has been generally disclosed or becomes non-material.

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

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

3.0 Restrictions on Trading and Disclosure

3.1 General Prohibitions:

All AGI Personnel are subject to the following general prohibitions:

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

3.2 Certain Definitions:

Material information is any fact, including any change in the business, operations or capital of AGI, that would reasonably be expected to have a significant effect on the market price or value of any of the Securities. Information should be regarded as material if it would reasonably be expected to affect the investment decisions of an investor. If the information motivates you or affects your desire to purchase or sell Securities, it would probably have the same effect on other investors and therefore should be considered material. The following is a non-exhaustive list of examples of the types of events or information which may be material:

Changes in corporate structure:

- changes in share ownership that may affect control of the Company;
- major reorganizations, amalgamations or mergers;
- take-over bids, issuer bids or insider bids.

Changes in capital structure:

- the public or private sale of additional Securities;
- planned repurchases or redemptions of Securities;

- any share consolidation, share split, share exchange or stock dividend;
- changes in the Company's dividend payments or policies;
- the possible initiation of a proxy fight;
- material modifications to rights of security holders.

Changes in financial results:

- a significant increase or decrease in near-term earnings prospects;
- unexpected changes in the financial results for any periods;
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs;
- changes in the value or composition of AGI's assets;
- any material change in the Company's accounting policy.

Changes in business and operations:

- any development that materially affects AGI's resources, technology, products or markets;
- a significant change in capital investment plans or corporate objectives;
- major labour disputes or significant disputes with major contractors or suppliers;
- significant new contracts, products, patents, or services or significant losses of contracts or business;
- changes to the board of directors or executive management of the Company, including the departure of the Company's CEO, CFO, COO or president (or persons in equivalent positions);
- the commencement of, or developments in, material legal proceedings or regulatory matters;
- waivers of corporate ethics and conduct rules for officers, directors and other key employees;
- any notice that reliance on a prior audit is no longer permissible;
- de-listing of the Company's securities or their movement from one quotation system or exchange to another.

Acquisitions and dispositions:

- significant acquisitions or dispositions of assets, property or joint venture interests;
- acquisitions of other companies, including a take-over bid for, or merger with, another company.

Changes in credit arrangements:

- the borrowing or lending of a significant amount of money;
- any mortgaging or encumbering of AGI's assets;
- defaults under debt obligations, agreements to restructure debt or planned enforcement procedures by a bank or any other creditors;
- changes in rating agency decisions;
- significant new credit arrangements.

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

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

3.3 Specific Prohibitions

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

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

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

2. Without limitation of Section 3.4 below, if you have a pressing need to sell any Securities during the Black-out Periods or during a special trading blackout described below, the proposed transaction must first be cleared with the General Counsel of the Company in writing.
3. It is customary for the Company to circulate to certain AGI Personnel monthly financial results. If you are a recipient of such results, you will have to determine whether you are in possession of undisclosed material information concerning the Company even if it is not within a Black-out Period.
4. If you know that the Company is about to make a news release of material information, at any time, you must not trade from the time of such knowledge until after trading has closed on the first full trading day following the issue of the release.
5. Special trading blackouts may also be imposed from time to time as a result of special circumstances applicable to the Company. You will be notified in the event that a special trading blackout is imposed on you. You must not buy or sell Securities during a special blackout period, or otherwise engage in the activities described in Section 3.1.
6. You may not sell short the Securities, engage in transactions in derivatives of Securities (such as buying or selling a call or put in respect of a Security), monetize an equity award (such as awards granted under the Equity Incentive Award Plan), or engage in any other hedging or equity monetization transactions where your economic interest and risk exposure in Securities are changed (such as collars or forward sales contracts).
7. In order to avoid possible inadvertent conflict with this Policy, standing sell orders or standing purchase orders for Securities may not be left with a broker.

8. There is an exception to the prohibition against trading with undisclosed material information for purchases and sales made pursuant to participation in an automatic plan, such as through the Company's Employee Share Purchase Plan, that was entered into before a person became aware of undisclosed material information. However, any changes, such as changes to participation levels or sales, initiated by a person with knowledge of undisclosed material information, will fall outside this narrow exception.
9. AGI Personnel may become aware of undisclosed material information regarding another public company as a result of AGI's activity with that other company (for example, AGI may be involved in a potential acquisition of, or a joint venture or other project with, another company). Information not material to AGI may be material to that other company. AGI Personnel may not trade in the shares or other securities of the other company with knowledge of undisclosed material information regarding the affairs of the other company (or recommend or encourage another person or company to do so), and, except in the necessary course of AGI's business, may not communicate such information to any other person.

3.4 Pre-Clearance

In order to assist in preventing even the appearance of an improper insider trade, all proposed transactions in Securities by directors and officers of the Company must be pre-cleared with the Company's General Counsel.

Persons subject to the pre-clearance restriction should contact the General Counsel at least two business days (or such shorter period as the General Counsel may determine) in advance and may not effect any transaction subject to the pre-clearance request unless given clearance to do so. Any pre-clearance request that has been granted will be valid only for three business days following the approval date unless terminated earlier by the General Counsel. If a transaction for which pre-clearance has been granted is not effected within such period, the transaction must be pre-cleared again.

To the extent that a material event or development affecting the Company remains non-public, persons subject to the pre-clearance requirement will not be given permission to effect transactions in Securities. Such persons may not be informed of the reason they may not trade. Any person that is made aware of the reason for an event-specific prohibition on trading shall not disclose the reason for the prohibition to third parties and should avoid disclosing the existence of the prohibition.

Trades in the following types of securities do not require approval and are exempt from the pre-clearance requirement:

- purchases under the Company's Employee Share Purchase Plan;
- purchases under a dividend reinvestment program (DRIP);
- open-end and closed-end mutual funds;
- exchange-traded funds;
- index funds;
- trades done in a blind trust (i.e., a trust in which a director or officer is a beneficiary but for which he or she does not receive any reporting and has no knowledge regarding investments); and
- transactions that are non-volitional in nature such as mergers, recapitalizations, distributions-in-kind or similar transactions.

4.0 Insider Reporting

In addition to the obligations described above, certain insiders who meet the definition of “reporting insiders” are subject to additional reporting obligations. The Company’s General Counsel is available to assist reporting insiders in completing and filing the required insider reports through the System for Electronic Disclosure by Insiders (SEDI) website. Any reporting insiders who file their own reports are asked to promptly provide a copy of those reports to the Company’s General Counsel so that the Company’s records may be updated. Reporting insiders are reminded that they remain personally responsible for ensuring that their insider reports are completed and filed in accordance with the requirements of applicable securities laws.

5.0 Introduction/Revision History

Introduction Date: November 2015
Last Review Date: January 1, 2026