

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Introduction

Employees (including all full-time, part-time and temporary employees) of Ag Growth International Inc. and its related entities (collectively, "**AGI**") represent AGI and are expected to act in a manner that will enhance its reputation for transparency, honesty, and integrity. This policy should be read in conjunction with AGI's Code of Business Ethics.

AGI is committed to complying with and conducting business in accordance with applicable anti-bribery and anti-corruption laws (the "**ABC Laws**"). AGI will abide by the *Corruption of Foreign Public Officials Act (Canada)* ("**CFPOA**"), the *Foreign Corrupt Practices Act (USA)* ("**FCPA**") and laws countering bribery and corruption in all of the jurisdictions in which AGI operates or conducts its business. This includes, and is not confined to, those countries where AGI has offices.

AGI must comply with all ABC Laws, which may affect our operations and activities in Canada, the United States and abroad, whether conducted directly or indirectly through third parties.

AGI expects its employees, directors, officers, and consultants, contractors, counsel, and agents retained by it (all of whom are referred to herein as a "**Covered Person**") to conduct themselves in dealings for and on behalf of Ag Growth in accordance with this Anti-Bribery and Anti-Corruption Policy (this "**Policy**"). AGI has a zero tolerance of bribery and corruption.

Purpose

This Policy provides a framework for (1) promoting effective compliance with the ABC Laws by AGI; (2) designating organizational responsibilities for compliance with the ABC Laws throughout AGI's business operations; and (3) encouraging a commitment to compliance with laws, transparency, and integrity in all business activities of AGI.

Scope

This Policy addresses anti-bribery and anti-corruption laws, regulations and other standards concerning bribery of, and improper activity involving, public officials and bribery and improper activity involving a non-government party, including but not limited to: (1) the FCPA, the CFPOA and the Bribery Act of the United Kingdom; (2) other relevant laws and regulations of any country where AGI conducts business, transactions, dealings, or operations; and (3) the principles described in the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions adopted by the Organization for Economic Co-operation and Development.

Policy

It is the policy of AGI that AGI and each Covered Person must comply with applicable ABC Laws. It is also the policy of AGI that neither AGI nor any Covered Person:

1. Has authority to engage in any activity inconsistent with, or a violation of, the ABC Laws, nor to authorize, direct, or condone such conduct by any Covered Person or designated Outside Party;
2. Shall demand or solicit, or be expected to provide, any bribe or other undue advantage; or
3. Shall use subcontracts, purchase orders, agreements, arrangements, or other vehicles as means of channeling payments to a Public Official or to a business associate or close family relative of a Public Official, known as "**Politically Exposed Persons**" or to any other person, firm or corporation referred to herein as a "**non-government party**".

Applicability

This Policy applies to each and every Covered Person on a world-wide basis.

It is the responsibility of each and every Covered Person retaining a consultant, contractor, counsel or agent on behalf of AGI to ensure that the retained party is aware of the requirements of this Policy and that they agree in writing to abide by it in their dealings with or on behalf of AGI.

Definitions

- **Anti-Bribery Prohibitions** – a Covered Person takes any action in furtherance of "bribe" to any government official or non-government party or from any party, with a corrupt motive, for the purpose of (a) influencing an official act or decision of that official or to affect a government act or decision; (b) inducing that official to do or omit to do any act in violation of a lawful duty; or (c) securing any improper advantage, in order to obtain, retain, or direct business to any person.
- **Bribe** – means to pay, give, promise, agree, offer, further, transfer, or authorize anything of value, or the receipt of same, which may include a payment (cash or in-kind), loan, kickback, gift, fee, commission, reward, contribution, donation, reimbursement of expense(s), reciprocal favor, job or educational opportunity, advantage, support, or any other benefit for prohibited purposes.
- **Government Official** – means any (a) person working for the government, or a government related entity, including but not limited to those employed or working for state owned or controlled enterprises, (b) political party or party official, (c) candidate for political office, or (d) any other person while "knowing that the payment or promise to pay will be passed on to one of the above".
- **Improper Activity** – includes giving or receiving a Bribe and could include circumstances even where (a) the benefit or thing of value sought is for someone other than the person or party making the bribe; (b) the business sought is not with a government; (c) the bribe is not successful, and no business is awarded or no benefit is obtained; (d) no competitive advantage is secured for AGI; or (e) the official or person receiving the bribe is not the government or administrative decision-maker for the benefit sought by AGI.

- **Knowledge** – includes actual knowledge of corrupt activity, or circumstances where a person is aware of, but consciously disregards, a high probability that a bribe or offer will be made.
- **Outside Parties** – includes agents, consultants, representatives, distributors, subcontractors, partners or authorized service providers.
- **Politically Exposed Person or PEP** – dealings with an individual who is a close family relative to a Government Official, such as by blood or marriage.

Designation of Chief Compliance Officer

The President & Chief Executive Officer of AGI is responsible for appointing a Chief Compliance Officer to oversee and implement this Policy.

The Chief Compliance Officer shall be: (1) a senior official of AGI; (2) competent regarding anti-corruption compliance laws and regulations covered by this Policy; (3) familiar with AGI organizational operations and all aspects of the AGI Anti-Bribery and Anti-Corruption Compliance Program (the “**Compliance Program**”) standards and procedures; and (4) knowledgeable of government guidance documents and legal developments concerning anti-bribery and anti-corruption matters.

The Chief Compliance Officer is responsible for serving as the focal point for all compliance related questions and concerns of AGI covered by this Policy.

The Chief Compliance Officer oversees the development, implementation, and conduct of the Compliance Program, as well as communication of anti-corruption standards and procedures to Covered Persons, and any issues that arise respecting this Policy or any breach of any anti-bribery prohibitions by a Covered Person.

The Chief Compliance Officer may designate a deputy or deputies from time to time to assist with implementation of this Policy.

The designated Chief Compliance Officer is AGI's SVP Legal and General Counsel.

Covered Person Responsibilities

Each Covered Person is responsible for:

1. Complying with ABC Laws by not accepting, making, offering, promising, authorizing, assisting, or taking any other act in furtherance of a Bribe or Improper Activity;
2. Not making any contribution to any political party, political organization, candidate for public office, or elected public official on behalf of AGI or by using AGI funds or assets;
3. Maintaining accurate documentation and records of any and all transactions entered into by or on behalf of AGI;
4. Completing the appropriate level of compliance training as directed by the Chief Compliance Officer;
5. Reporting information to the Chief Compliance Officer and appropriate AGI organizational leadership as advisable by this Policy; and

6. Cooperating with any reviews conducted by AGI or any government entity concerning violations or suspected violations of this Policy.

AGI Business Unit Leaders

AGI management (including Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, and each divisional General Manager (collectively, “**AGI Management**”) or equivalent are responsible for fostering adherence to this Policy by:

1. Promoting awareness by each Covered Person of the importance of requirements and steps necessary to comply with ABC Laws, and the effect on AGI in the event of non-compliance;
2. Following procedures that discourage and detect bribery, corrupt practices, or any other Improper Activity;
3. Encouraging the appropriate level of training for a Covered Person under the direction of the Chief Compliance Officer to ensure compliance with this Policy and applicable ABC Laws; and
4. Cooperating with efforts to discipline a Covered Person for violations of this Policy and applicable ABC Laws.

AGI’s Anti-Bribery and Anti-Corruption Compliance Program

General

The President & Chief Executive Officer of AGI is responsible for authorizing in writing a program to be established and maintained by the Chief Compliance Officer for promoting compliance with ABC Laws.

The Chief Compliance Officer has the authority to report matters concerning this Policy or the Compliance Program directly to AGI’s Corporate Governance Committee / Audit Committee of the Board of Directors.

As directed by the Chief Compliance Officer, AGI Management is responsible for implementing this Program and thereby:

1. Assuring that no payments are made by, to, or from AGI or any Covered Person, or accepted by AGI or any Covered Person, in violation of this Policy or applicable ABC Laws, and that relevant payments are properly authorized;
2. Evaluating direct and indirect dealings with Government Officials and any non-government party, as well as conducting anti-bribery and anti-corruption risk assessments when warranted, whether with regard to Government Officials, Outside Parties, or business venture partners;
3. Reviewing, and where reasonable and lawful approving:
 - a. The furnishing of business entertainment, gifts, favors, or other benefits to Government Officials and any non-government party;
 - b. Any payment for or reimbursement of travel or travel-related expenses related to Government Officials and any non-government party;
 - c. The making of facilitation payments to Government Officials and any non-government party; or
 - d. The donation of any charitable contribution or scholarship, whether cash or in-kind, to Government Officials or any non-government party;



- e. The hiring or retention of current or former Government Officials or PEP or close associates of Government Officials, or
 - f. Requests by host country governments or Government Officials for support from AGI, where AGI's operations are remote or country government resources in the region are limited.
4. Resolving concerns about whether certain activities may be considered "red flags" indicating bribes, corrupt payments, or any other Improper Activity;
 5. Ensuring that appropriate due diligence is implemented concerning AGI's retention and oversight of Outside Parties, and that remuneration for such Outside Parties is reasonable and legitimate;
 6. Using appropriate anti-corruption safeguards in AGI's contracts with Outside Parties, which may include representations, warranties, covenants, audit rights, and termination rights, depending on the circumstances;
 7. Preventing the delegation of substantial discretionary authority to Outside Parties known (or as to whom through due diligence it should be known) to have or may have the propensity to engage in illegal, corrupt, or any other Improper Activity;
 8. Ensuring the maintenance of fair and accurate books, records, and accounts;
 9. Following accounting and auditing practices that prevent the establishment of "off the books" or secret accounts, or the creation of records or documents which do not properly and fairly record the transactions to which they relate; and
 10. Identifying and obtaining compliance certifications from appropriate Covered Persons; and assuring that all required documentation is secured and maintained consistent with custodial responsibilities or organizational obligations.

Training

Each Covered Person is required periodically to participate in training covering compliance with this Policy and AGI's standards and procedures, as directed and scheduled by the Chief Compliance Officer.

Internal Reporting Mechanism

A Covered Person must promptly report any suspected or actual violation of this Policy by informing the Chief Compliance Officer or AGI Management. The Chief Compliance Officer is responsible for monitoring the implementation of actions to address or correct any problem internally reported as a violation of or vulnerability associated with this Policy. Alternatively, if you wish to remain anonymous, you may report a concern utilizing the course of action stipulated in AGI's Whistleblower Policy. AGI utilizes a third-party service provider, Whistleblower Security Inc., and their secure application, "Integrity Counts", to facilitate the reporting of concerns. The multiple languages in which AGI operates globally are supported. The web address is: <https://app.integritycounts.ca/org/AGI>.

The Chief Compliance Officer must promptly notify the President & Chief Executive Officer and Corporate Governance Committee / Audit Committee of the Board of Directors of violations or suspected violations of applicable ABC Laws.

The Chief Compliance Officer also is responsible for overseeing efforts to address, correct, or remediate any problem identified as a compliance violation or vulnerability.

Internal Compliance Reviews, Monitoring, and Audits

The Chief Compliance Officer oversees the performance of periodic internal reviews, informal monitoring, and audits, whether internal or external, to promote compliance ABC Laws and this Policy.

Violations

Violations of ABC Laws can result in substantial civil or criminal penalties both for AGI and responsible individuals. Such penalties would have serious consequences for AGI's operations and reputation. A Covered Person who violates laws and regulations covered by this Policy shall be subject to internal discipline, up to and including termination.

Record-Keeping & Document Retention

The U.S. Securities Exchange Commission investigates and enforces civil cases against persons subject to its jurisdiction involving non-compliance with the FCPA's record-keeping and internal accounting control requirements. AGI is not directly subject to the accounting and record-keeping requirements of the FCPA because AGI is not an issuer in the United States of America. Nonetheless, AGI has books and records policies and procedures. AGI expects Covered Persons to follow them and thereby comply with the spirit of the FCPA's accounting and record-keeping requirements.

Accurate and complete records must be maintained to demonstrate adherence to this Policy. All document processing payments, attachments to justify payment requests, classification of payments, authorizations, and certifications subject to this Policy must be capable of being retrieved at least for five (5) years.