

**AGT FOOD AND INGREDIENTS INC.  
NOTICE OF MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual meeting (the “**Meeting**”) of the holders of common shares (the “**Common Shares**”) of AGT Food and Ingredients Inc. (“**AGT**”) will be held in the Ottawa Boardroom at the offices of Stikeman Elliott LLP at 199 Bay Street, Commerce Court West, Suite 5300, Toronto, Ontario, M5L 1B9 on Thursday, June 18, 2015 at 9:30 a.m. (Toronto time) for the following purposes:

- (a) to receive the audited financial statements of AGT as at and for the financial year ended December 31, 2014;
- (b) to re-elect Murad Al-Katib, Hüseyin Arslan, Howard N. Rosen, John Gardner, and Drew Franklin as Directors of AGT;
- (c) to re-appoint KPMG LLP as the auditor of AGT; and
- (d) to transact such further and other business as may properly come before the Meeting, or any reconvened meeting following any adjournment thereof.

The record date for receiving this notice, to vote at the Meeting and for determining the registered and beneficial owners of Common Shares has been set at May 14, 2015. This notice is accompanied by a form of proxy and an information circular that provides particulars of the matters set out in this notice.

**DATED** at Regina, Saskatchewan, this 19<sup>th</sup> day of May, 2015.

**ON BEHALF OF THE BOARD OF DIRECTORS:**

(Signed) “Murad Al-Katib”

Murad Al-Katib  
President and Chief Executive Officer

Shareholders who are unable to attend the Meeting in person are requested to exercise their right to vote by completing, dating, signing and returning, in the envelope provided for that purpose, the enclosed form of proxy to TMX Equity Transfer Services at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, Fax: (416) 595-9593, Attention: Proxy Department, so that it arrives no later than 9:30 a.m. (Toronto time) <b>on June 16, 2015, or 48 hours preceding any reconvened meeting following any adjournment of the Meeting.</b> If you are able to attend the Meeting, sending your proxy will not prevent you from voting in person. If your Common Shares are held in the name of a broker or nominee, you must provide voting instructions to your broker or nominee <b>for your Common Shares to be represented at the Meeting.</b>
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