

POSITION DESCRIPTION FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

AGT FOOD AND INGREDIENTS INC.

1.0 Introduction

The board of directors (the “**Board**”) of AGT Food and Ingredients Inc. (“**AGT**”) has determined that AGT should adopt a formal position description for the President and Chief Executive Officer (the “**CEO**”) of AGT in accordance with the provisions of National Policy 58-201 - *Corporate Governance Guidelines*.

2.0 Appointment

The Board will appoint the CEO on such terms and conditions as the Board deems advisable. The appointment of the CEO will be evidenced by an employment agreement to be entered into between AGT and the CEO and approved by the Board.

3.0 Duties and Responsibilities

The CEO will be responsible for the performance and integration of all aspects of the business within the boundaries of prudence and ethics established by the Board and champion a corporate culture defined by the corporate values. The duties and responsibilities of the CEO, as they relate to the following matters, are as follows:

3.1 Leadership and Governance

- (a) provide overall leadership, vision and strategic direction for AGT that is consistent with its mission and goals;
- (b) provide direction for the planning and execution of core business activities of AGT;
- (c) provide direction for all operational functions of AGT contributing to the successful implementation of AGT’s strategic and business plan;
- (d) provide leadership, in conjunction with the Board, in raising the profile and business reach of AGT throughout the world;

3.2 Stakeholder Relations

- (a) ensure that AGT maintains a positive and visible profile as a key player in the processing of value added pulses, staple foods and ingredients for export and domestic markets and the supplying of retail packaged and canned foods to retail and food service sectors throughout the world and any other sector or industry in which AGT conducts business;
- (b) advance the commercial interests of AGT;
- (c) maintain positive relations between AGT, its suppliers, producers, clients and major stakeholders in all areas of business by providing high quality customer service;

- (d) represent AGT nationally and internationally, as needed, in establishing and maintaining effective linkages with national and international businesses, associations, governments and international development organizations;
- (e) manage and lead financial institutions liaison with AGT's lenders and shareholders to ensure that the interests of AGT are being protected at all times;

3.3 Strategic Planning

- (a) execute AGT's long term strategic plan;
- (b) on an annual basis, ensure the development and lead in the execution of AGT's strategic and business plan;

3.4 Business and Organizational Management

- (a) formulate and recommend to the Board operational policies for development of AGT consistent with the philosophy and long term goals of AGT;
- (b) effectively manage the operations of AGT, including establishment of adequate plans, budgets, procedures and controls to ensure proper execution of business activities;
- (c) provide the Board with full disclosure on all information and advice necessary to carry out its fiduciary duties, including progress reports on major projects and regular variance reporting relative to plan;
- (d) ensure that policies and practices meet all of AGT's legislative and legal requirements and protect the fiscal integrity and operations of AGT;
- (e) operate AGT in a sound and prudent manner that ensures the long term financial health of AGT;
- (f) negotiate and manage contractual arrangements with all partners;
- (g) develop, set and monitor performance standards and processes to provide all employees with performance reviews, coaching and development feedback on a regular basis;
- (h) ensure that all employees (paid staff, consultants, contract workers, etc.) conduct themselves and the business of AGT in a fashion consistent with its corporate values;
- (i) appoint and direct senior executives who report to the CEO and whose appointments are ratified by the Board;

3.5 Risk Management and Disclosure

- (a) on an annual basis, and more frequently as required, identify, and review with the Board, the principal business risks associated with AGT's business and design and implement appropriate systems and procedures to effectively monitor, manage and mitigate such risks;
- (b) ensure the accuracy, completeness, integrity and appropriate disclosure of AGT's financial statements and other financial information through appropriate policies and procedures;

- (c) establish and maintain AGT's disclosure controls and procedures through appropriate policies and procedures;
- (d) establish and maintain AGT's internal controls over financial reporting through appropriate policies and procedures;
- (e) ensure that AGT complies with all regulatory requirements for financial information, reporting, disclosure requirements and internal controls over financial reporting;
- (f) provide required regulatory certifications regarding the business and affairs of AGT;
- (g) develop and implement an effective communications policy and program designed to facilitate the implementation of AGT's strategic plan; and

3.6 *Other Duties*

- (a) carry out such other duties and responsibilities as the Board may request from time to time.

Dated: March 20, 2018

Approved by: The Board of Directors