



AGT FOOD AND INGREDIENTS INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON
JUNE 6, 2018**

-AND-

MANAGEMENT INFORMATION CIRCULAR

April 24, 2018

THIS NOTICE AND MANAGEMENT INFORMATION CIRCULAR ARE FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF AGT FOOD AND INGREDIENTS INC. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, JUNE 6, 2018 AT 1:00 P.M. (SASKATOON – SASKATCHEWAN TIME; 3:00 P.M. TORONTO TIME) IN "SALON E" AT TCU PLACE, 35 - 22ND STREET EAST, SASKATOON, SASKATCHEWAN S7K 0C8

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

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Common Shares**”) of AGT Food and Ingredients Inc. (“**AGT**”) will be held in "Salon E" at TCU Place, 35- 22nd Street East, Saskatoon, Saskatchewan S7K 0C8 on Wednesday, June 6, 2018 at 1:00 p.m. (Saskatoon - Saskatchewan time) for the following purposes:

- (a) to receive the audited financial statements of AGT as at and for the financial year ended December 31, 2017;
- (b) to elect the directors of AGT for the ensuing year;
- (c) to re-appoint KPMG LLP as the auditor of AGT and to authorize the directors of AGT to fix their remuneration;
- (d) to approve the termination of the Shareholder Rights Plan Agreement dated May 11, 2016 and to terminate all rights issued pursuant to such plan, as more particularly set forth in Appendix “D” to the accompanying management information circular; and
- (e) 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 April 23, 2018. This notice is accompanied by a form of proxy and a management information circular that provides particulars of the matters set out in this notice.

DATED at Regina, Saskatchewan, this 24th day of April, 2018.

ON BEHALF OF THE BOARD OF DIRECTORS:

(Signed) “*Murad Al-Katib*”

Murad Al-Katib
President and Chief Executive Officer

<p>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 TSX Trust Company, 100 Adelaide St West, Suite 301, Toronto ON M5H 4H1, Fax: (416) 361-0470, Attention: Proxy Department, so that it arrives no later than 1:00 p.m. (Saskatoon - Saskatchewan Time; 3:00 p.m. Toronto Time) on June 4, 2018, or 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding any reconvened meeting following any adjournment of the Meeting. 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 for your Common Shares to be represented at the Meeting.</p>
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**AGT FOOD AND INGREDIENTS INC.
MANAGEMENT INFORMATION CIRCULAR
SOLICITATION OF PROXIES**

This management information circular (“**Circular**”) is furnished in connection with the solicitation of proxies by the management (the “**Management**”) of AGT Food and Ingredients Inc. (“**AGT**” or the “**Company**”) to be used at the annual general and special meeting (the “**Meeting**”) of holders (each a “**Shareholder**”) of common shares of AGT (the “**Common Shares**”) to be held at 1:00 p.m. (Saskatoon - Saskatchewan Time) on Wednesday, June 6, 2018 in "Salon E" at TCU Place, 35 - 22nd Street East, Saskatoon, Saskatchewan S7K 0C8, and at any reconvened meeting following any adjournment thereof, for the purposes set forth in the Notice of Meeting. It is expected that such solicitation will be primarily by mail; however proxies may also be solicited by the Management by means of telephone, facsimile, e-mail or in person. The cost of the solicitation of proxies by the Management will be borne by AGT. Unless otherwise indicated, all information set forth herein is as at April 24, 2018.

These materials are being sent to both registered and non-registered holders of Common Shares. If you are a non-registered holder, and AGT or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares on your behalf.

APPOINTMENT, REVOCATION AND DEPOSIT OF PROXIES

The persons named in the enclosed form of proxy are currently directors of AGT. A Shareholder has the right to appoint any other person to represent him or her at the Meeting and may do so by inserting in the blank space provided in the said form of proxy the name of the person, who need not be a Shareholder, who he or she wishes to appoint, or by completing another form of proxy and, in either case, delivering the completed proxy to the office of TSX Trust Company, AGT’s registrar and transfer agent, at 100 Adelaide St West, Suite 301, Toronto ON M5H 4H1, Fax: (416) 361-0470, Attention: Proxy Department, not later than 1:00 p.m. (Saskatoon – Saskatchewan Time; 3:00 p.m. Toronto Time) on June 4, 2018, or 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding any reconvened meeting following any adjournment of the Meeting.

A Shareholder executing the enclosed form of proxy has the power to revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy given pursuant to this solicitation may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing and deposited either at the office of AGT’s registrar and transfer agent indicated above at any time up to 1:00 p.m. (Saskatoon – Saskatchewan Time; 3:00 p.m. Toronto Time) on June 4, 2018, or 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding any reconvened meeting following any adjournment of the Meeting, or by depositing it with the chairman of the Meeting prior to the commencement of the Meeting, or any reconvened meeting following any adjournment thereof, and upon either of such deposits the proxy is revoked.

If Common Shares are held in the name of a broker or nominee, the beneficial owner must provide voting instructions to AGT or to the broker or nominee in order for his or her Common Shares to be voted at the Meeting.

A Shareholder attending the Meeting has the right to vote in person and if he or she does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters

thereafter to be voted upon at the Meeting, or any reconvened meeting following any adjournment thereof.

MANNER OF VOTING AND EXERCISE OF DISCRETION BY PROXIES

Holders of Common Shares of record at the close of business on April 23, 2018 are entitled to vote their Common Shares at the Meeting on the basis of one vote for each Common Share held. AGT's By-Law 1 provides that two or more individuals present in person either holding personally or representing as proxies not less in aggregate than 10% of the votes attached to all outstanding Common Shares constitute a quorum for the Meeting.

The chairman of the Meeting may conduct a vote on any matter by a show of hands of the Shareholders and proxyholders present at the Meeting and entitled to vote thereat unless a poll is demanded. If a poll is demanded, it shall be taken in such manner as the chairman may direct and the result of a poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the chairman directs.

On a show of hands, every Shareholder who, being an individual is present in person or, being other than an individual, is present by proxy, shall have one vote. On a poll, every Shareholder who is present in person or is represented by proxy shall have one vote for each Common Share of which such Shareholder is the holder. If Common Shares are held jointly by two or more persons, any one of them present as aforesaid or represented by proxy at the Meeting may, in the absence of the other or others, vote thereon, but if more than one of them is present or represented by proxy, they shall vote together on the Common Shares jointly held.

Proxies appointing AGT's designated representative as the Shareholder's proxyholder will be voted on any ballot that may be called for, except where instructions are given with respect to a particular matter to be acted upon, in which case such proxies will be voted in accordance with such instructions. **If no instructions are given with respect to the particular matters to be acted upon, such proxies will be voted in favour of such matters.**

The form of proxy enclosed with this Circular confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and other matters that may properly come before the Meeting. As at the date hereof, neither the directors of AGT (the "Directors") nor the executive officers of AGT (the "Officers") know of any such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. **However, if other matters that are not known to the Directors or Officers should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the person voting the proxy.**

Unless otherwise noted, a simple majority (i.e. 50% plus one) of the votes cast either in person or by proxy is necessary to pass the matters specified in the Notice of Meeting. In the case of an equality of votes, the chairman of the Meeting shall not be entitled to a second or casting vote.

VOTING BY BENEFICIAL SHAREHOLDERS

The information in this section is of significant importance to Shareholders who do not hold their Common Shares in their own name. Only registered holders of Common Shares or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a "Non-Registered Shareholder") are registered either (i) in

the name of an intermediary (an “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Common Shares, or (ii) in the name of a depository (a “**Depository**”), of which the Intermediary is a participant, for example The Canadian Depository for Securities Limited. Intermediaries include, for example, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans.

In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, AGT distributes copies of the Notice of Meeting, the Circular and the form of proxy (collectively, the “**Meeting Materials**”) to Depositories and Intermediaries for onward distribution to Non-Registered Shareholders. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them.

Intermediaries and Depositories often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either (i) be given a form of proxy which has already been signed by the Intermediary or the Depository, which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise uncompleted, or (ii) more typically, be given an unsigned voting instruction form which must be properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or the Depository.

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder wish to attend and vote at the Meeting, or any reconvened meeting following any adjournment thereof, in person (or have another person attend and vote on their behalf), the Non-Registered Shareholder should strike out the persons named in the provided form of proxy and insert the Non-Registered Shareholder or such other person’s name in the blank space provided or, in the case of the voting instruction form, follow the corresponding instructions on the voting instruction form. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary or Depository, including those regarding when and where the form of proxy or voting instruction form is to be delivered and may be revoked.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

As at the date hereof, to the knowledge of the Directors and Officers, none of the Directors or Officers who have been a Director or Officer at any time since January 1, 2017, nor any proposed nominee for election as a Director, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

AGT is authorized to issue an unlimited number of Common Shares, the rights, privileges and restrictions attaching which are set out in AGT’s annual information form dated March 20, 2018. As at April 23, 2018 (the “**Record Date**”), there were 24,236,536 Common Shares issued and outstanding. Shareholders are entitled to vote their Common Shares at Shareholder meetings on the basis of one vote for each Common Share held.

As at April 24, 2018, the Carme Trust (the “**Trust**”) holds 3,312,601 Common Shares, representing approximately 13.7% of the issued and outstanding Common Shares and a family trust (the “**Family Trust**”) holds 200,000 Common Shares, representing approximately 0.83% of the issued and

outstanding Common Shares, each calculated on a non-diluted basis. Mr. Murad Al-Katib, the President and Chief Executive Officer (“CEO”) of AGT has voting control over the Common Shares held by the Trust by way of a voting instrument with the Trust administrator and is the bare trustee of the Family Trust. Mr. Al-Katib additionally owns or controls 549,474 Common Shares, representing approximately 2.3% of the issued and outstanding Common Shares calculated on a non-diluted basis. Collectively, the Common Shares Mr. Al-Katib owns and the Trust, the Family Trust and the other Common Share vehicles controlled by Mr. Al-Katib, represents approximately 16.8% of the issued and outstanding Common Shares, calculated on a non-diluted basis. To the knowledge of the Directors and Officers of AGT, no other person or other entity beneficially owns, directly or indirectly, or exercises control or direction over, in excess of 10% of the votes attaching to the outstanding Common Shares, except, based solely on information contained in early warning reports filed by Shareholders, for (i) Letko, Brosseau & Associates Inc., of Montreal, Quebec, which as of the Record Date beneficially owns, an aggregate of 4,258,000 Common Shares, or 17.6% of the current issued and outstanding shares of the Company, and (ii) Fairfax Financial Holdings Limited (“Fairfax”) of Toronto, Ontario, which as of the Record Date, holds, through certain of its subsidiaries, an aggregate of 183,700 Common Shares, or 0.76% of the current issued and outstanding Common Shares of the Company and 5,714,286 common share purchase warrants, each exercisable into one Common Share representing an aggregate of 5,714,286 Common Shares or 19.07% of the current issued and outstanding Common Shares of the Company.

NORMAL COURSE ISSUER BID

On March 23, 2018, the Company announced that it had received approval from the TSX to purchase for cancellation, through a normal course issuer bid (the “NCIB”), up to 1,610,697 Common Shares over a period of twelve months, commencing on March 28, 2018 and ending on March 27, 2019. The Company may purchase its Common Shares at prevailing market prices and by means of open market transactions through the facilities of the TSX. From time to time, when AGT does not possess material non-public information about itself or its securities, it may enter into a pre-defined plan with its broker to allow for the repurchase of Common Shares at times when AGT’s own internal trading blackout periods, insider trading rules or otherwise prohibit such purchases. Any such plans entered into with AGT’s broker will be adopted in accordance with applicable Canadian securities laws, the rules of the TSX and will be subject to the prior approval of the TSX.

In accordance with the applicable TSX rules, daily purchases under the NCIB will not exceed 20,673 Common Shares, which represents 25% of the average daily trading volume of its Common Shares for the six-month period ending on February 28, 2018, which was 82,692 Common Shares. The Company may make once per calendar week, a block purchase of Common Shares not owned, directly or indirectly, by insiders of the Company that exceeds the daily repurchase restriction. The NCIB commenced on March 28, 2018 and will remain in effect until the earlier of March 27, 2019 or the date on which the Company has purchased the maximum number of Common Shares permitted under the NCIB. Any Shareholder may obtain a copy of the notice for the NCIB (without charge) by contacting the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. FINANCIAL STATEMENTS

The audited consolidated financial statements of AGT for the year ended December 31, 2017, the auditor’s report on such financial statements, and management’s discussion & analysis (“MD&A”) for the year ended December 31, 2017 are posted on AGT’s website, www.agtfoods.com, and are

available under AGT's profile on the System for Electronic Data Analysis and Retrieval ("**SEDAR**") at www.sedar.com. Copies of AGT's annual and quarterly financial statements and MD&A may be obtained from AGT upon request (see "Additional Information").

2. ELECTION OF DIRECTORS

The term of office of each of the present Directors expires at the Meeting. The persons named below will be presented for election at the Meeting as the Management's nominees. All of the nominees are currently Directors, except for Mr. Geoffrey S. Belsher and Mr. Bradley P. Martin. Each Director elected will hold office until the close of business of the next annual meeting of Shareholders or until their successor is elected or appointed or unless their office is earlier vacated due to death, removal, resignation or ceasing to be duly qualified.

The following table sets forth, for each of the Director nominees, the individual's name, province and country of residence, as applicable, principal occupation and, if applicable, the date on which the individual was appointed as a Director of AGT or a trustee of Alliance Grain Traders Income Fund (the "**Fund**"), the predecessor of AGT, if applicable.

Name and Province and Country of Residence	Position with AGT	Trustee/Director/ Officer of the Fund/AGT Since	Number of Common Shares Beneficially Owned or Controlled or Directed (as at April 24, 2018)	Principal Occupation
Murad Al-Katib Regina, Saskatchewan, Canada	President, CEO and Director	August 1, 2007	4,062,075 ⁽¹⁾⁽²⁾	President and CEO of AGT and President and CEO, Alliance Pulse Processors
Hüseyin Arslan Mersin, Turkey	Executive Chairman and Director	January 31, 2008	Nil	Executive Chairman of AGT and President, Arbel Group
Howard N. Rosen ⁽³⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada	Vice- Chairman and Lead Independent Director	November 30, 2004	84,000 ⁽⁶⁾	Senior Managing Director, FTI Consulting
Marie-Lucie Morin ⁽⁴⁾⁽⁵⁾ Ontario, Canada	Director	June 15, 2016	335	Independent Consultant and Director
John Gardner ⁽³⁾⁽⁴⁾ Ontario, Canada	Director	June 28, 2011	27,950 ⁽⁷⁾	President and Director, Gardner Advisory Services Inc.
Drew Franklin ⁽³⁾⁽⁴⁾ Kuala Lumpur, Malaysia	Director	June 18, 2012	25,000	Vice President, General Manager ASEAN S.C. Johnson
Greg Stewart ⁽⁴⁾⁽⁵⁾ Saskatchewan, Canada	Director	June 15, 2016	5,475	Independent Consultant and Director
Geoffrey S. Belsher ⁽⁸⁾ Ontario, Canada	N/A ⁽⁸⁾	N/A ⁽⁸⁾	Nil	Private Investor and Director
Bradley P. Martin ⁽⁸⁾ Ontario, Canada	N/A ⁽⁸⁾	N/A ⁽⁸⁾	10,000	Vice President, Strategic Investments, Fairfax

Notes:

- (1) 379,104 Common Shares are held by Mr. Al-Katib directly, and 170,370 Common Shares are held by Al-Katib Consulting Inc., a corporation controlled by Mr. Al-Katib.
- (2) 3,312,601 Common Shares are held by the Trust, of which Mr. Al-Katib retains control by way of a voting instrument with the Trust administrator and 200,000 Common Shares are held by the Family Trust of which Mr. Al-Katib is the bare trustee.
- (3) Member of the Audit, Finance and Risk Committee.
- (4) Member of the Compensation and Human Resources Committee.
- (5) Member of the Corporate Governance and Nominating Committee.
- (6) 65,000 Common Shares are held by Mr. Rosen directly and 19,000 are held by Randy Rosen, Mr. Rosen's wife.
- (7) 11,284 Common Shares are held by Mr. Gardner directly, 13,416 Common Shares are held by Gardner Advisory Services Inc. and 3,250 Common Shares are held by Brenda Gardner, Mr. Gardner's wife.
- (8) First-time Director Nominee.

Each of the nominees for election as Directors listed above has been engaged for five years or more in his or her present principal occupation. Each of the nominees for election as Directors listed above has been engaged with AGT (with the exception of Mr. Stewart and Ms. Morin, who have been directors since June 2016 and Mr. Belsher and Mr. Martin who are Director nominees) and as set forth below.

Murad Al-Katib. Mr. Al-Katib founded Saskcan Pulse Trading Inc. (“**Saskcan**”) in 2001 with Mr. Arslan, and has led its expansion as a processor and seller of pulses and specialty crops as AGT’s President and CEO. After the amalgamation of Saskcan and the Fund’s then operating company, Agtech Processors Inc., in August 2007, Mr. Al-Katib joined the board of trustees of the Fund, and assumed the role of President and CEO of the Fund’s new amalgamated operating company, APP. In January 2008 he was appointed Chairman of the board of trustees of the Fund and on the conversion of the Fund from an open-ended unit trust to a dividend-paying corporation (the “**Conversion**”), he was appointed President and CEO and a director of AGT. Mr. Al-Katib completed a Masters from the Thunderbird School of Global Management in Arizona and a Bachelor of Commerce from the University of Saskatchewan, and then worked in international trade promotion for the Government of Saskatchewan. Mr. Al-Katib serves as Chair of the Government of Canada National Agri-Food Strategy Roundtable, on the Asia Pacific Foundation of Canada Board, and as the Economic Development Regina Board Chair. Past boards include the Canadian Special Crops Association (CSCA), Pulse Canada and a number of Canadian Government advisory boards and panels including serving as the Chair of the Advisory Board for Small and Medium Enterprise for the Canadian Minister of International Trade, as a panel member for the Government of Canada’s renewal of Canada’s Global Commerce Strategy and the Advisory Committee for the Review of the Canada Transportation Act for the Minister of Transport. Mr. Al-Katib has received a number of prestigious awards including the 2017 Saskatchewan Order of Merit, an Honorary Degree from the University of Regina recognizing his work as a humanitarian and entrepreneur, the 2017 “*Oslo Business for Peace*” Honouree, 2017 EY “*World Entrepreneur of the Year*” after being named Canada National and Prairie Region “*Entrepreneur of the Year*”, 2016 UN Association of Canada “*Global Citizen Laureate*”, PROFITGuide Magazine’s “*30 Most Fabulous Entrepreneurs of the Past 30 Years*” list, the Globe & Mail “*Canada’s Top 40 under 40*” and the Western Producer “*44 Innovators Who Shaped Prairie Agriculture*”. Mr. Al-Katib has also received the Queen’s Diamond Jubilee Medal, complementing his award of a Queen’s Saskatchewan Centennial Medal given in 2006 and was a recipient of the Senate of Canada 150th Anniversary Medal in 2018.

Hüseyin Arslan. Mr. Arslan, involved in the global pulses and staple foods business for over 30 years, has presided for the last 16 years as the President of AGT’s Arbel Group (as defined below) subsidiaries in Turkey, consisting of Arbel Bakliyat Hububat Sanayi ve Ticaret A.Ş. and Turkpulse Diş Ticaret A.Ş., (collectively referred to as the “**Arbel Group**”) In 2001, Mr. Arslan was one of the founding shareholders of Saskcan providing the nucleus for AGT, where he has served as a director or trustee since 2008 and Executive Chairman of the Board since 2009. He also serves as a director of AGT subsidiary, Durum Gıda Sanayi ve Ticaret A.Ş. (“**Durum**”), the producer of the Arbella pasta brand, as well as of certain companies owned by the Arslan Family in Turkey. Mr. Arslan holds a Bachelor of Science in Electronics Engineering from Middle East Technical University in Turkey and has over three decades of experience in the trading of agricultural and food products globally. In 2015, Mr. Arslan was selected as President of the Global Pulse Confederation (formerly referred to as the International Pulse Processors and Exporters Federation), the global pulse industry association after serving as Executive Vice-President since 2013, as well as serving as the President of the Mersin Trade Commodity Exchange Council. Mr. Arslan was the recipient of the Saskatchewan Distinguished Service Award in 2017.

Howard N. Rosen. Mr. Rosen is the senior managing director of FTI Consulting, a business and regulatory consulting firm. From April 2004 to March 2009, he was the managing director of LECG Canada, Ltd., also a business and regulatory consulting firm. Before that he was a principal of LRTS from May 1998 to April 2004, and a partner with Arthur Andersen from June 1992 to May 1998. He is a former director and member of the audit committee of The Medipattern Corporation, having resigned in February 2013. Mr. Rosen was also a director of Betacom Corp. from October 2002 to November 2003. Mr. Rosen holds a Bachelor of Business Administration degree from the York University Business School, and is a Chartered Professional Accountant, Chartered Business Valuator, Accredited Senior Appraiser, and Certified Fraud Examiner.

Marie-Lucie Morin, C.M., P.C. Ms. Morin served as Executive Director for Canada, Ireland, and the Caribbean at the World Bank from 2010 to 2013. Before joining the World Bank, Ms. Morin pursued a 30-year career in the Federal Public Service. She was appointed National Security Advisor to the Prime Minister and Associate Secretary to the Cabinet (2008 - 2010); previously served as Deputy Minister for International Trade and as Associate Deputy Minister of Foreign Affairs (2003 - 2008). During the earlier years of her career with the Department of Foreign Affairs and International Trade, Ms. Morin completed assignments in San Francisco, Jakarta, London, and Moscow. She was appointed Ambassador to the Kingdom of Norway with concurrent accreditation to the Republic of Iceland (1997 - 2001). Ms. Morin was awarded the Governor General's 125th Anniversary of the Confederation of Canada Medal, was named Chevalier de la Légion d'honneur in 2012 and became a member of the Order of Canada in 2016. Ms. Morin serves on corporate and not-for-profit boards; she was an advisor to the Canada Transportation Act Review panel which tabled its Report in December 2016. She is a member of the Security Intelligence Review Committee (SIRC). Ms. Morin, a lawyer, is a graduate of the Université de Sherbrooke and she was admitted to the Quebec Bar in 1980.

John Gardner. Mr. Gardner is an experienced CEO with a career spanning the retail food, food service and office furniture industries. Mr. Gardner is the President & CEO and Director of Gardner Advisory Services Inc.; a corporation providing general management and strategic planning consultation to smaller and medium sized corporations. In connection with this, Mr. Gardner is the President & CEO, and Director of Ergo Industrial Seating Systems Inc. Canada's foremost designer and manufacturer of ergonomic seating solutions for the office and healthcare environments. Other company board experience includes serving as the Executive Chairman of Genesis Worldwide Inc., a TSX and AIM listed company and as director of The Econo-Rack Group Inc., a Canadian private corporation. Mr. Gardner is a past President & CEO of Sysco Food Services of Toronto and a past President of Lumsden Brothers Ltd. and TRA Newfoundland Ltd., both of whom are subsidiaries of Sobeys Inc. A graduate of The Chartered Directors programme from McMaster University Mr. Gardner also holds an MBA from Memorial University of Newfoundland, is a member of the Institute of Chartered Professional Accountants of both Ontario and Newfoundland and was awarded a Fellowship of the Institute of Chartered Professional Accountants of Newfoundland.

Drew Franklin. Mr. Franklin has worked extensively in consumer packaged goods for over 30 years with some of the industry's top companies including Procter & Gamble, General Mills and S.C. Johnson. Currently, Mr. Franklin is Vice President and General Manager of ASEAN for S.C. Johnson; responsible for a market of 650 million consumers through 10 countries in Southeast Asia with full P&L responsibility. All general managers, country managers, marketing and sales teams report to Mr. Franklin as the company's senior officer in charge of the region. Prior to his current role, Mr. Franklin served as Global Vice President of the \$1.5 billion Home Storage (Ziploc) brand at the company's international headquarters in Racine, Wisconsin. Mr. Franklin was also President and General Manager of S.C. Johnson Canada from 2004-2007, where he was accountable to the board of directors while overseeing multiple factories and all functions, operations and P&L responsibility for the subsidiary. During this time, Mr. Franklin also served as Chairman of the Canadian Consumer

Specialty Products Association, the Corporations Sharing Responsibility Organization, while also sitting on the Food and Consumer Products Manufacturers Council and was chair of its policy committee. A graduate of the Sobey School of Business at Saint Mary's University in Halifax, Nova Scotia, Canada, Mr. Franklin has worked extensively in brand management, sales and general management roles throughout North America and the globe. He has served on company boards in Canada, Europe, South America, Asia and the United States. Mr. Franklin also sat on the Advisory Council for the MBA Brand and Product Management program at the University of Wisconsin in Madison. Prior to S.C. Johnson, Mr. Franklin oversaw key business units at General Mills Canada, and prior to that began his career at Procter and Gamble. He resides in Kuala Lumpur, Malaysia.

Greg Stewart. Mr. Stewart has been an independent consultant and corporate director since his retirement from Farm Credit Canada ("FCC"). Mr. Stewart is the past President and Chief Executive Officer at FCC. Mr. Stewart's career at FCC spanned 27 years, 16 years of which were in a senior leadership capacity, and his final seven years as the President and CEO. He retired from FCC in 2014. Mr. Stewart is a champion of risk management practices, and was instrumental in developing and maturing FCC's risk management profile. Under his leadership, FCC's national loan portfolio and income increased significantly. Among other high-performance initiatives to impact culture and accountability at FCC, Mr. Stewart led a multi-year multi-million dollar program to improve business processes and implement technological transformations. He also volunteers his time as a board member for Habitat for Humanity Canada, Food Banks Canada, and serves as a board member for the Bank of Canada. He holds a Chartered Director designation from the Directors College, and a Bachelor of Science (Agriculture) degree from the University of Manitoba.

Geoffrey S. Belsher. Mr. Belsher has over 30 years' experience as a senior business executive, investment banker and corporate lawyer. Since retiring from CIBC in late 2015, Mr. Belsher has focused on providing strategic advice to public and private clients and has made investments in a select number of earlier-stage companies. While at CIBC, Mr. Belsher served as a member of the Executive Committee of CIBC and was Co-Head of Wholesale Banking at CIBC where he was responsible for Corporate and Investment Banking. Prior to joining CIBC in 2009, Mr. Belsher had over 12 years of investment banking experience with major Canadian and global investment banks. During that time, he built businesses in Canada and the U.S. and advised on a number of significant domestic and cross-border transactions. Mr. Belsher practiced law as a partner with Blake, Cassels & Graydon LLP for several years before his career in investment banking. As a lawyer, Mr. Belsher specialized in corporate and securities law with a focus on mergers and acquisitions. Mr. Belsher holds an undergraduate degree from the University of Toronto and a law degree from Osgoode Hall Law School of York University.

Bradley P. Martin. Mr. Martin is currently Vice President, Strategic Investments of Fairfax Financial Holdings Limited. He has been an officer of Fairfax since 1998 and has served in various roles including Chief Operating Officer from 2006 to 2012. Before joining Fairfax in 1998, he was a partner with Torys LLP, a leading Canadian business law firm. Mr. Martin currently serves as Chairman of Resolute Forest Products Inc. (NYSE, TSX) and a director of Eurobank Ergasias S.A. (Athens Stock Exchange). He has served in the last five years on the boards of Bank of Ireland (London Stock Exchange), Ridley Inc. (TSX), Imvescor Restaurant Group Inc. (TSX) and The Brick Ltd. (TSX). Mr. Martin, a lawyer, is a graduate of University of Toronto Law School and has an undergraduate degree in economics from Harvard University.

The election of each of the nominees indicated above requires the approval by at least a majority of the votes cast thereon.

The board of directors of AGT (the “**Board**”) has adopted a majority voting policy relating to the election of Directors. See “Corporate Governance – The Board – Nomination of Directors”.

Unless a proxy specifies that the Common Shares it represents are to be withheld from voting in favour of the candidates proposed above, the proxies named in the accompanying form of proxy intend to vote in favour of each of the Director nominees proposed above.

3. RE-APPOINTMENT OF AUDITOR

At the Meeting, the Shareholders will be called upon to approve the re-appointment of KPMG LLP (“**KPMG**”) as auditor of AGT to hold office until the close of the next annual meeting of Shareholders, and to authorize the Directors to fix their remuneration. KPMG was first appointed as auditor of AGT on June 17, 2010.

The re-appointment of KPMG requires approval by at least a majority of the votes cast thereon.

Unless a proxy specifies that the Common Shares it represents are to be withheld from voting in favour of the matter proposed above, the proxies named in the accompanying form of proxy intend to vote in favour of the re-appointment of KPMG as auditor of AGT.

4. TERMINATION OF SHAREHOLDER RIGHTS PLAN AGREEMENT

Shareholders will be asked at the Meeting to consider and, if thought advisable, pass an ordinary resolution for approval to terminate the Company’s Rights Plan (as defined below).

On May 11, 2016, the Company entered into a shareholder rights plan agreement (the “**Rights Plan**”) with TSX Trust Company, as rights agent (the “**Rights Agent**”). The objective of the Rights Plan was to ensure, to the extent possible, the fair treatment of all shareholders in connection with any take-over bid for the securities of the Company and to provide the Board with sufficient time to evaluate unsolicited take-over bids and to explore and develop alternatives to maximize shareholder value. The Rights Plan is not intended to, and will not, prevent a take-over of the Company.

The Board is of the view that the Company’s current susceptibility as a take-over target is low and believes that the Rights Plan may discourage or prevent Shareholders from acquiring additional Common Shares from time to time, which could be, in certain circumstances, in the best interests of Company.

In addition, the Canadian Securities Administrators have adopted amendments and changes to the regime governing the conduct of takeover bids. Among these amendments, are provisions that require that all non-exempt take-over bids be open for shareholders to deposit their shares for a minimum duration of 105 days (rather than 35 days under the prior legislation), which the target board can shorten to as little as 35 days in certain cases. These terms are identical to the terms of the Rights Plan. As a result of the recent amendments and changes to the applicable legislation, the Company’s Board is of the view that maintaining the Rights Plan (which requires the Company to pay a monthly fee to the Rights Agent to maintain the Rights Plan) no longer serves the principal purpose for which it was adopted and, as such, has determined that it is in the best interests of the Company to terminate the Rights Plan.

Approval

The Rights Plan provides that the Company may, before the Separation Time (as such term is defined in, and which event has not yet been triggered under the terms of, the Rights Plan) amend, vary or rescind any of the provisions of the Rights Plan with the prior consent of the holders of a majority of

the votes cast by holders of Voting Shares (as such term is defined in the Rights Plan), other than any such holder who is an Offeror pursuant to a Take Over Bid that is not a Permitted Bid or a Competing Bid (as such terms are defined in the Rights Plan) with respect to all voting shares held by such person. As of the date of this Circular, the Company is not aware of any person who holds Voting Shares who would not be entitled to vote on the resolution to terminate the Rights Plan.

The Board has determined that it is advisable and in the best interests of the Company that the Rights Plan be terminated and, as such, has determined to terminate the Rights Plan.

The text of the proposed resolution to terminate the Rights Plan (the “**Rights Plan Resolution**”) is set out in the Appendix “D” to this Circular and requires approval by at least a majority of the votes cast thereon, and if such approval is not received, the Rights Plan and the rights issued pursuant to such plan cannot be terminated.

If the Rights Plan Resolution is approved, the Rights Plan will terminate and the Company will rely on the requirements of legislation in the event of a takeover bid.

Recommendation

The Board recommends that Shareholders vote in favour of the Rights Plan Resolution. All of the Directors have indicated that they intend to vote all of the Common Shares of the Company that they own, directly or indirectly, or over which they exercise control or direction, in favour of the Rights Plan Resolution.

Unless a proxy specifies that the Common Shares it represents are to be voted against the Rights Plan Resolution, the proxies named in the accompanying form of proxy intend to vote in favour of the Rights Plan Resolution.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

AGT’s compensation practices are designed to attract, retain and motivate highly qualified Officers, while at the same time promoting a greater alignment of interests between such Officers and the Shareholders. AGT’s compensation practices are intended to provide both immediate and long term rewards to the Officers that are consistent with individual performance and contribution to AGT’s objectives. In addition, AGT’s compensation practices are developed with a view to providing competitive compensation that is comparable to that offered by similarly positioned companies in the agri-food processing industry and similar sized public trading companies.

AGT’s compensation program is designed to reward the role of AGT’s current senior management team in executing AGT’s business strategy. Officers’ compensation components include base salary, an incentive bonus and long term incentives in the form of Options and RSUs (as defined below). Greater emphasis is placed on the incentive bonus and long-term incentive components as AGT believes that such incentives are more effective in aligning the interests of its Officers with the interests of AGT and the Shareholders.

The compensation of the Officers is set by the Board acting on the recommendations of the Compensation and Human Resources Committee (the “**Compensation Committee**”). The Compensation Committee is responsible for evaluating and making recommendations to the Board regarding the compensation of the Officers and the compensation plans, policies and programs of AGT and its Subsidiaries. The Compensation Committee is made up of all independent Directors and

has the sole discretion to award, increase or reduce the compensation of the Officers, subject to applicable law and regulatory guidelines. See also “Summary Compensation Table” below.

The Compensation Committee reviews AGT’s compensation practices from time to time as well as at least annually reviewing the base salary, fees, the incentive bonus, Options (as defined below), and RSUs (as defined below) provided to the Officers.

The compensation of the Directors is set by the Board acting on the recommendations of the Corporate Governance and Nominating Committee (the “**Governance Committee**”). The Governance Committee is responsible for evaluating and making recommendations to the Board regarding the compensation of the Directors and is made up of three independent Directors and has the sole discretion to award, increase or reduce the compensation of the Directors, subject to applicable law and regulatory guidelines. See also “Director Compensation - Summary Compensation Table” below.

Together with the Compensation Committee, the Governance Committee reviews AGT’s compensation practices from time to time as well as at least annually reviewing the Directors’ fees and DSUs (as defined below) provided to the Directors.

The Compensation Committee and the Governance Committee retain outside advisors, as needed, to verify that the compensation practices are reasonable, are achieving AGT’s compensation objectives, and are consistent with AGT’s market. The Compensation Committee considers the risks associated with AGT’s compensation policies and practices and has not identified any risks that are reasonably likely to have a material adverse effect on AGT. In addition, AGT has well defined risk management programs, multiple levels of internal controls and management information systems which help to alleviate any risk that any Officer or other employee at a principal business location might take inappropriate or excessive risks.

Base Salary

AGT pays its Officers a competitive base salary to provide a guaranteed income commensurate with the Officer’s position. In determining the base salary of an Officer, the Compensation Committee considers and generally places equal weight on (i) the particular responsibilities related to the position, (ii) salaries paid by comparable agri-businesses to their executives, (iii) the experience level of the Officer, and (iv) the Officer’s overall performance. AGT places less emphasis on base salaries, preferring instead to incentivize compensation through option-based awards and share-based awards. Base salary affects the other elements of compensation only in that incentive elements are typically based on specified percentages of base salary.

Incentive Bonus

From time to time, AGT may pay incentive bonuses to encourage its Officers to perform to the best of their abilities and to tie compensation to AGT’s success. If applicable, Officers receive incentive bonuses on an annual basis according to a formula based on a number of criteria including relative earnings performance versus budget, performance of AGT versus a peer group, achievement of certain other qualitative and quantitative measures, market share, market position, financial management, risk management and corporate infrastructure development. Bonuses are allocated on the same criteria as base salary, with a greater emphasis on the Officer’s performance during the year. Incentive bonuses are granted to provide current compensation to Officers when AGT performs well. For the 2017 financial year, no cash incentive bonuses were paid to the Officers of AGT, other than Mr. Brian Lever, Managing Director of AGT Foods Africa, who was paid a cash incentive bonus under a regional, discretionary compensation plan.

Incentive Option Plan

AGT has an incentive option plan (the “**Option Plan**”) to provide additional long-term incentives to the Directors, Officers and employees of AGT and/or of corporations owned or controlled by AGT (“**Subsidiaries**”). Options are granted based on the same criteria as base salary, with a greater emphasis on the Officer’s performance during the year. Options are granted to provide additional compensation to Officers when AGT performs well. This element of incentive compensation is not only designed to reward Officers for past-performance, but is also designed to provide increased incentive to continue to strive to improve AGT’s success. See “Equity Compensation Plan Information - Stock Option Plan” below for additional details.

Long-Term Incentive Plan

AGT has a long-term incentive plan (the “**LTIP**”) to provide additional long-term incentives to Directors, Officers and employees of AGT and its Subsidiaries. The LTIP is a key component of the Company’s retention program and an important element of the Company’s total market-based incentive compensation programs. Pursuant to the LTIP, participants are entitled to receive notional share awards or notional option awards, which are tied to the market price of the Common Shares and are therefore aligned with the interests of the Shareholders. AGT presently issues such awards in the form of restricted share units (“**RSU**”) and deferred share units (“**DSU**”), which are equity based awards and settled in cash and therefore non-dilutive to Shareholders. Officers, employees and Directors are eligible to receive RSUs while only non-executive Directors are eligible to receive DSUs.

RSUs

RSUs are a compensation mechanism designed to reward Officers and employees with increased incentive to continue to strive to improve AGT’s success by tying their cash payout of long term incentives to the share price at the time of the vesting and settlement of RSUs, unless the Board determines otherwise. The purpose is to align Officers’ and employees’ incentives to the creation of long term value for Shareholders as RSUs vest one, two and three years from the grant date.

Unless the Board determines otherwise, pursuant to the LTIP, the number of RSUs granted is determined by dividing the assessed dollar amount representing the respective RSU award by the volume weighted average closing market price of the Common Shares for the five (5) business days immediately prior to the grant date. Unless the Board determines otherwise, the RSUs vest at a rate of one-third on each of the first, second and third calendar occurrences of December 15 following the date of such grant and are settled on each respective vesting date.

For the 2017 RSU grants to Officers, the Board has approved the grant of RSUs to provide, in part, an incentive to Officers to deliver positive stock appreciation to AGT’s Common Shares over the longer term. To reflect this, 50% of the RSU grants (“**Current RSUs**”) to Officers will be determined by dividing the assessed dollar amount representing such Current RSU award by the volume weighted average closing market price of the Common Shares for the five (5) business days immediately prior to the grant date with such grants vesting at a rate of 25% on the second year anniversary of the grant date and 25% on the third anniversary of the grant date, and will be settled on each respective vesting date.

For the remaining 50% of the RSU grants, RSUs will be granted to Officers to incentivize them to increase total Shareholder return on the Common Shares by having such RSUs vest and, subject to the last sentence below, settle on each of April 15, 2020 and April 15, 2021 (each as to 50% of such RSUs) (“**Appreciation RSUs**”). Such Appreciation RSU grants will be determined by dividing the

assessed dollar amount representing such Appreciation RSU award by the volume weighted average closing market price of the Common Shares for the five (5) business days immediately prior to the grant date and multiplying the amount, which is the amount above such closing market price, by a factor of 2.5x. However, if any Officer who receives such Appreciation RSUs provides notice to the Company not later than March 31, 2020, such Officer may defer vesting and settlement of his or her Appreciation RSUs which would otherwise vest and settle on April 15, 2020, until April 15, 2021. For clarity, Officers only receive such incentive amounts which accrue above the closing market price used at the grant date of the Appreciation RSUs, multiplied by a factor of 2.5x.

DSUs

The timing and grant of DSUs granted to non-executive Directors is determined by the Board, upon recommendation by the Governance Committee. The number of DSUs granted is determined by dividing the assessed dollar amount representing the respective DSU award by the average closing market price of the Common Shares for the five (5) business days immediately prior to the grant date. Under the LTIP, each non-executive Director may elect to receive all or a portion of his or her annual Board retainer fee compensation in DSUs, not including any fees paid to such non-executive Director for attendance at meetings of the Board or committees thereof. DSUs vest immediately upon grant and are paid out only when the non-executive Director leaves the Board. Dividend equivalents are earned at the same rate as cash dividends paid on the Common Shares.

Process

Following the completion of the financial year, the President and CEO presents an evaluation of AGT's performance, compared to its objectives, to the Compensation Committee. The President and CEO also presents the recommended incentive bonus payments and Option, RSU and DSU grants for each of his direct reports to the Compensation Committee (other than with respect to his own compensation which is determined solely by the Compensation Committee). The Board, on the recommendation from the Compensation Committee, has final approval of the amounts paid to the President and CEO and his direct reports under such incentive plans.

Financial Instruments

Officers and Directors are prohibited from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such officers and Directors.

Officer Compensation and Incentive Plans Report

In November 2016, the Board, on the recommendation of the then constituted compensation committee, engaged Mercer (Canada) Limited ("**Mercer**") to prepare a report on AGT's Officer compensation and to conduct an analysis of AGT's short- and long-term incentive plans. Mercer completed a review of the compensation levels of the individuals who served in the capacity of President and CEO, Chief Financial Officer ("**CFO**"), Chief Operating Officer ("**COO**") and Executive Chairman of AGT relative to a comparator group. The 14 peer companies chosen for comparison were: Andersons Inc., Darling Ingredients Inc., Cott Corp., Hain Celestial Group Inc., Maple Leaf Foods Inc., Cal-Maine Foods Inc., Seneca Foods Corp., B&G Foods Inc., Premium Brands Hldgs Corp., Sunopta Inc., Lassonde Industries Inc-CL A., J & J Snack Foods Corp., High Liner Foods Inc., John B. Sanfilippo & Son Inc., (the "**comparator group**"). The comparator group was selected based on the following criteria: revenues that approximate one-third to three-times that

of AGT, market capitalization, enterprise value, EBITDA and assets similar to that of AGT, organizations with global operations and those in similar lines of business or with similar operations as AGT, including food product organizations that span multiple steps of the value chain, such as sourcing, processing, distribution and marketing.

Mercer compared the compensation of AGT's Officers against the comparator group and provided its findings in an executive compensation report dated February 2, 2017. Mercer's report on Officer compensation found that annual base salaries were generally aligned with the competitive market range. Mercer recommended that the then constituted compensation committee review the pay mix appropriate for each Officer to adjust base salary, and short and long-term incentives to better align with AGT's pay for performance philosophy and provided benchmarking data to assist in this exercise.

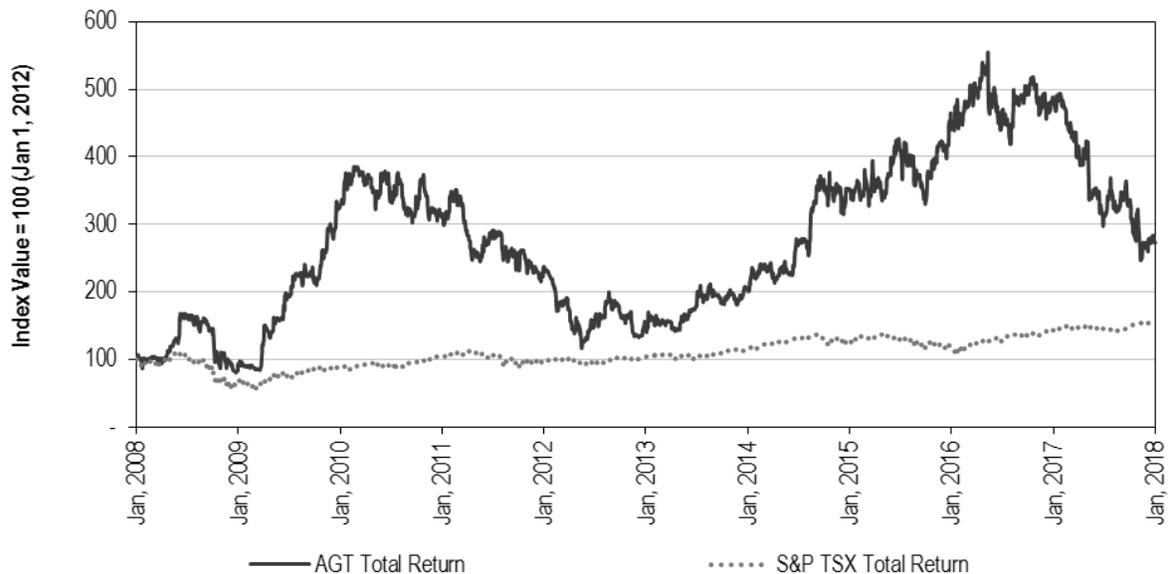
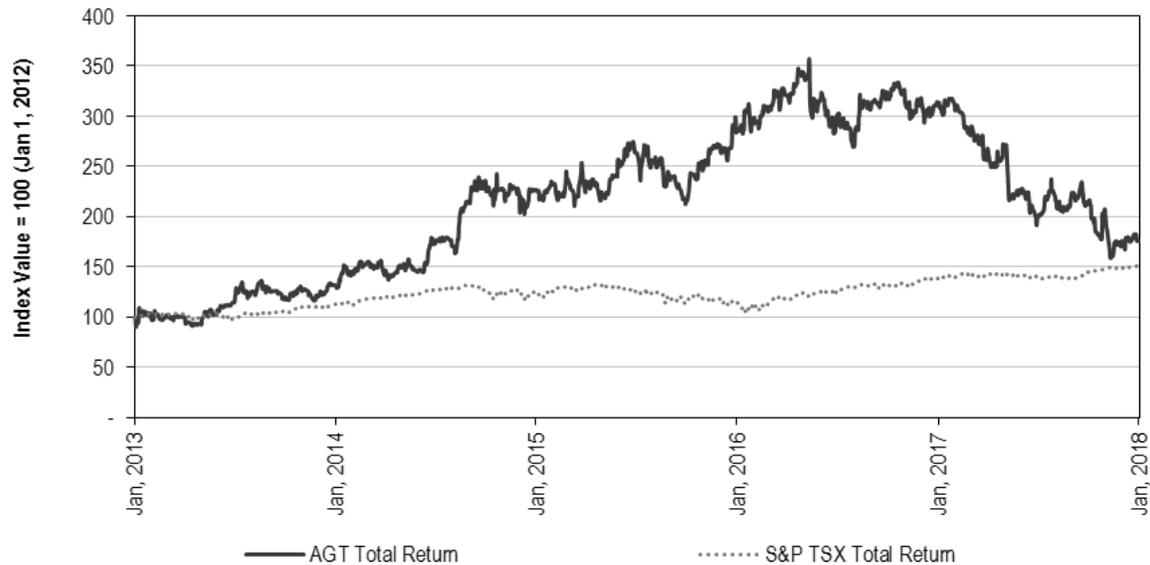
The report noted that the Officers' total cash compensation was generally between the 25th and 50th percentile and total direct compensation fell in market competitive ranges of the 25th percentile and the 65th percentile (data extrapolated to estimate the 65th percentile as some levels were between the 50th and 75th percentiles). The report recommended further analysis and potential compensation adjustments to position each Officer within the market competitive ranges relative to comparable positions in peer organizations and the adoption of formal target incentive levels for both the short and long-term incentive programs.

The Compensation Committee has considered the results of Mercer's work and plans to implement the following changes during fiscal 2018:

- Establish market competitive target short and long-term incentive programs for each Executive Officer;
- Align short-term performance measures with AGT's strategic plan and formalize threshold, target and maximum levels of achievement with quantifiable Key Performance Indicators ("KPIs") defined as Adjusted Earnings Per Share and Cash Flow From Operations adjusted for Capital Expenditures;
- Develop a performance share unit ("PSU") plan, and, in 2018, award 50% of AGT's Named Executive Officer's long-term incentive in PSUs which formalize threshold, target and maximum levels of achievement with quantifiable KPIs defined as Adjusted Earnings Per Share, Cash Flow From Operations adjusted for Capital Expenditure; and
- Adopt a clawback policy allowing AGT to recoup under certain circumstances incentive-based compensation paid to Executive Officers.

Performance Graphs

The following graphs compare AGT's cumulative total Shareholder (or, pre-Conversion, Unitholder) return to the S&P TSX Total Return Index, assuming reinvestment of dividends (or, pre-Conversion, distributions) and considering a \$100 investment on each of January 1, 2008 and January 1, 2013.



The trends shown by these graphs reflect the trends in AGT’s compensation paid to the President and CEO, the CFO and each of the three most highly compensated Officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, as at December 31, 2017 whose total compensation for the year was, individually, more than \$150,000 (the “**Named Executive Officers**” or “**NEOs**”) in that the NEOs salaries didn’t increase, with the exception of Mr. Lever who is Managing Director of AGT’s subsidiary, AGT Foods Africa. Mr. Lever is not an Officer of AGT and therefore his compensation is not determined through this process. Mr. Lever’s compensation is determined under a regional, discretionary compensation plan. Other than for Mr. Lever, total compensation for NEOs declined with share price depreciation.

Option-Based Awards and Share-Based Awards

The grant of option-based awards and share-based awards is determined as discussed above under “Incentive Option Plan” and “Long-Term Incentive Plan”. The principal factor that governs the granting and allocation of Options and RSUs is the expected contribution of the recipient to the success of AGT. Previous grants of Options are taken into account when considering new grants, because the Option Plan is subject to certain limits. See the summary of the Option Plan set out below under “Equity Compensation Plan Information - Stock Option Plan”.

Options and RSUs are granted by the Board on the recommendation of the Compensation Committee. The Compensation Committee is also responsible for reviewing the Option Plan and the LTIP and making recommendations for amendments, as applicable. The Board may make certain amendments to the LTIP and the Option Plan. Amendments to the Option Plan of a more substantial nature must however be approved by the Shareholders. Named Executive Officers who are also Directors have a role in amending the Option Plan and the LTIP to the extent that Board approval is required.

Equity Compensation Plan Information

Stock Option Plan

In 2009, AGT established the Option Plan. The Board, upon the recommendation of the then constituted compensation committee, approved the replacement of the Stock Option Plan 2009 with the Option Plan governing the issuance of options (“**Options**”), which was ratified by the Shareholders on June 17, 2010 and re-approved by Shareholders on June 27, 2013 and June 15, 2016, respectively, as is required by the policies of the TSX. The principal purposes of the Option Plan are to retain and attract qualified Directors, Officers, employees and service providers which AGT and its Subsidiaries require, to promote a proprietary interest in AGT, to provide an incentive element in compensation, and to promote the profitability of AGT. As at December 31, 2017 and April 24, 2018, the maximum number of Common Shares which may be reserved for issuance on the exercise of Options was 1,454,192 Common Shares, or six percent (6%) of the number of voting shares of AGT issued and outstanding from time to time (i.e. the Option Plan has a “rolling maximum” instead of a fixed maximum) and, the number of Options outstanding is nil and, as a result, there are currently 1,454,192 Options available for future grant, which represents six percent (6%) of the current issued and outstanding Common Shares.

In accordance with the rules of the TSX, the following table sets forth the annual burn rate, calculated in accordance with s. 613(d) of the TSX Company Manual, of each of our security-based compensation arrangements for the three most recently completed financial years:

	2017 Burn Rate⁽¹⁾	2016 Burn Rate⁽¹⁾	2015 Burn Rate⁽¹⁾
Option Plan	Nil ⁽²⁾	Nil ⁽²⁾	Nil ⁽²⁾

Notes:

- (1) The annual burn rate is expressed as a percentage and is calculated by dividing the number of securities granted under the specific plan during the applicable financial year by the weighted average number of securities outstanding for the applicable financial year.
- (2) No Options have been granted since 2012 and no Common Shares under the ESPP (as defined below) were issued from treasury during any of the 2015, 2016 and 2017 financial years.

Employee Share Purchase Plan

All full-time and part-time employees of AGT and its Subsidiaries are eligible to participate in the employee share purchase plan (the “**ESPP**”), subject to the discretion of AGT. Participants in the ESPP accumulate funds for the purchase of Common Shares through payroll deductions. Under the ESPP, together with any other security-based compensation arrangements of AGT, including the Option Plan, the aggregate number of Common Shares that may be issuable to insiders of AGT may not exceed 10% of the issued and outstanding Common Shares and the aggregate number of Common Shares issued to insiders of AGT within a one-year period cannot exceed 10% of the issued and outstanding Common Shares. As at December 31, 2017 and April 24, 2018, the maximum number of Common Shares which may be reserved for issuance under the ESPP is 969,461, or four percent (4%), of the number of issued and outstanding Common Shares from time to time (i.e. the ESPP has a “rolling maximum” instead of a fixed maximum).

A summary of the ESPP’s material terms is provided in Appendix “C” to this Circular.

Summary Compensation Table

The following table sets forth the aggregate remuneration paid or payable by AGT to the NEOs for the years ended December 31, 2015, 2016 and 2017.

NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$)	SHARE-BASED AWARDS ⁽¹⁾ (\$)	OPTION-BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		ALL OTHER COMP. (\$)	TOTAL COMP. (\$)
					Annual Incentive Plans ⁽²⁾	Long-term Incentive Plans		
Murad Al-Katib ⁽³⁾ President and CEO of AGT and President and CEO of APP	2017	850,000	1,350,000	-	-	-	110,500	2,310,500
	2016	850,000	1,350,000	-	607,500	-	109,875	2,917,375
	2015	850,000	1,350,000	-	675,000	-	108,000	2,983,000
Lori Ireland CFO of AGT	2017	335,000	336,000	-	-	-	35,175	706,175
	2016	335,000	336,000	-	227,000	-	34,215	932,215
	2015	335,000	336,000	-	252,000	-	32,296	955,296
Gaetan Bourassa COO of AGT	2017	450,000	750,000	-	-	-	58,500	1,258,500
	2016	450,000	750,000	-	337,500	-	58,500	1,596,000
	2015	450,000	750,000	-	375,000	-	57,563	1,632,563
Hüseyin Arslan ⁽⁴⁾ Executive Chairman of AGT and President of the Arbel Group	2017	550,000	850,000	-	-	-	25,000	1,425,000
	2016	550,000	850,000	-	337,500	-	25,000	1,762,500
	2015	550,000	850,000	-	375,000	-	25,000	1,800,000
Brian Lever ⁽⁵⁾ Managing Director of AGT Foods Africa	2017	241,405	-	-	152,174	-	31,383	424,962
	2016	212,576	-	-	112,108	-	27,635	352,319
	2015	220,457	-	-	122,901	-	28,659	372,017

Notes:

- (1) The grant date fair value of RSUs is calculated using a five day average of the closing market price of the Common Shares immediately prior to the grant date. See “Long-Term Incentive Plan” above for additional detail. The actual value realized will depend on the market price of the Common Shares at the time of vesting.
- (2) Incentive bonuses are accrued at year end and are paid in accordance with AGT’s policy on incentive bonuses.
- (3) The President and CEO is also a Director. The President and CEO is not compensated for his services as a Director.
- (4) The Executive Chairman is also a Director. The Executive Chairman is not compensated for his services as a Director.
- (5) Not an Officer of AGT.

Narrative Discussion

The four elements of NEO compensation described above under “Compensation Discussion and Analysis” are disclosed in the table under salary, annual incentive plans, option-based awards and share-based award, respectively. In addition, the NEOs, with the exception of Mr. Lever, are entitled to an amount equal to eight percent (8%) of annual base salary, for contribution to an individual retirement plan.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth certain information, as of the end of AGT's most recently completed financial year, with respect to Common Shares authorized for issuance pursuant to AGT's equity compensation plans.

PLAN CATEGORY	NUMBER OF COMMON SHARES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS	NUMBER OF COMMON SHARES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS
Equity compensation plans approved by security holders	-	-	2,423,654
Equity compensation plans not approved by security holders	-	-	-
Total	-	-	2,423,654

Notes:

- (1) All of the Options outstanding were exercised in 2017.

Incentive Plan Awards

Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth all option-based and share-based awards granted to the NEOs and Directors that remain outstanding as of the end of the most recently completed financial year.

NAME	OPTION-BASED AWARDS				SHARE-BASED AWARDS		
	NUMBER OF SHARES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$)	NUMBER OF SHARES OR UNITS OF SHARES THAT HAVE NOT VESTED (#)	MARKET OR PAYOUT VALUE OF SHARE-BASED AWARDS THAT HAVE NOT VESTED (\$)	MARKET OR PAYOUT VALUE OF VESTED SHARE-BASED AWARDS NOT PAID OUT OR DISTRIBUTED (\$)
Murad Al-Katib President, CEO and Director	-	-	-	-	212,923	3,274,445	-
Lori Ireland CFO	-	-	-	-	52,994	814,973	-
Gaetan Bourassa COO	-	-	-	-	117,959	1,812,462	-
Hüseyin Arslan Executive Chairman and Director	-	-	-	-	134,063	2,061,688	-
Brian Lever Managing Director of AGT Foods Africa	-	-	-	-	-	-	-
Howard N. Rosen Director	-	-	-	-	997	20,080	111,671
Marie-Lucie Morin Director	-	-	-	-	-	-	20,655
John Gardner Director	-	-	-	-	521	10,497	61,505
Drew Franklin Director	-	-	-	-	272	5,476	32,098
Greg Stewart Director	-	-	-	-	-	-	21,766

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth all option-based and share-based awards granted to the NEOs and Directors that vested during the most recently completed financial year and the non-equity incentive plan compensation earned by the NEOs and Directors during such year.

NAME	OPTION-BASED AWARDS — VALUE VESTED DURING THE YEAR (\$)	SHARE-BASED AWARDS VALUE VESTED DURING THE YEAR (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION — VALUE EARNED DURING THE YEAR (\$)
Murad Al-Katib President, CEO and Director	-	608,183	-
Lori Ireland CFO	-	206,193	-
Gaetan Bourassa COO	-	411,110	-
Hüseyin Arslan Executive Chairman and Director	-	473,643	-
Brian Lever Managing Director of AGT Foods Africa	-	-	152,174
Howard N. Rosen Director	-	122,240	-
Marie-Lucie Morin Director	-	15,400	-
John Gardner Director	-	59,931	-
Drew Franklin Director	-	42,078	-
Greg Stewart Director	-	16,400	-

Narrative Discussion

During the 2017 financial year, 62,823 RSUs were granted to NEOs and were all settled. As well, during the 2017 financial year, 5,990 DSUs which were granted to Directors vested. Last, during the 2017 financial year, 8,334 Options were exercised on January 17, 2017 and 133,333 Options were exercised on March 21, 2017 and as of December 31, 2017, no NEOs or Directors held any Options. The values for 519,730 RSUs and 12,303 DSUs are disclosed in the options-based awards and share-based awards table above.

Director Compensation

The total compensation paid or payable to the Directors for the year ended December 31, 2017 was \$577,100. The following table shows the compensation paid or payable to each Director for the year ended December 31, 2017, except Mr. Al-Katib and Mr. Arslan. As noted under footnote 3 to the summary compensation table, Mr. Al-Katib is both the President and CEO and a Director. In addition, as noted under footnote 4 to the summary compensation table, Mr. Arslan is both an NEO and a Director. Mr. Al-Katib and Mr. Arslan are not compensated for their services as Directors.

Summary Compensation Table

NAME	FEES EARNED (\$)	SHARE-BASED AWARDS ⁽¹⁾ (\$)	OPTION-BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)	ALL OTHER COMP. (\$)	TOTAL COMP. (\$)
Howard Rosen Director	135,000	46,800	-	-	-	181,800
Marie-Lucie Morin Director	76,000	15,400	-	-	-	91,400
John Gardner Director	94,250	27,600	-	-	-	121,850
Drew Franklin Director	72,000	14,400	-	-	-	86,400
Greg Stewart Director	79,250	16,400	-	-	-	95,650

Notes:

- (1) The grant date fair value of RSUs and DSUs is calculated using a five day average of the closing market price of the Common Shares immediately prior to the grant date. See “Long-Term Incentive Plan” above for additional detail. The actual value realized will depend on the market price of the Common Shares at the time of vesting.

Narrative Discussion

The Directors are entitled to compensation for services rendered to AGT in their capacity as directors. The Lead Director (as defined below) is entitled to \$105,000 per year and the other Directors are entitled to \$60,000 per year. All Directors are entitled to an additional \$1,500 for each meeting of the Board (or any committee thereof) attended in person (\$750 for attendance by telephone). The chair of the Audit, Finance and Risk Committee (the “**Audit Committee**”) is entitled to an additional annual fee of \$20,000, the chair of the Compensation Committee is entitled to an additional annual fee of \$10,000 and the chair of the Governance Committee is entitled to an additional annual fee of \$5,000. The Directors are also entitled to be granted Options under the Option Plan, RSUs and DSUs under the LTIP and to be reimbursed for reasonable travel and other expenses properly incurred by them in attending meetings of the Board or any committee thereof.

Share Ownership Guidelines

On March 17, 2016, the Board adopted share ownership guidelines for the President and CEO, the Executive Chairman, the COO, the CFO and any employee specified by the Board (the “**Officer Share Ownership Guidelines**”) and share ownership guidelines for the non-executive Directors (the “**Director Share Ownership Guidelines**”), to align such participants’ interests with those of the Shareholders. Each of the participating Officers and the non-executive Directors are expected to achieve adherence to the Officer Share Ownership Guidelines or the Director Share Ownership Guidelines, as applicable, within five years from: (i) March 17, 2016; or (ii) upon becoming subject to the guidelines. Adherence to the Officer Share Ownership Guidelines and the Director Share Ownership Guidelines is determined annually on December 31 of each year with the value of each eligible security held being the greater of the closing trading price of the Common Shares on the TSX or the cost of acquisition of the eligible security to the holder.

Officer Share Ownership Guidelines

Under the Officer Share Ownership Guidelines, each participating Officer is required to own, directly or indirectly, such number of Common Shares and RSUs at the end of each financial year that have an

aggregate value equal to or greater than the multiple amount of their base salary, as set out beside the title of each participating Officer below:

TITLE	MULTIPLE OF BASE SALARY
President and CEO	5x
Executive Chairman	3x
COO	3x
CFO	2x

On December 31, 2017, the President and CEO, the Executive Chairman, the COO and the CFO would have met the eligible security thresholds described above.

Director Share Ownership Guidelines

Under the Director Share Ownership Guidelines, each non-executive Director is required to own, directly or indirectly, such number of Common Shares, RSUs and DSUs at the end of each financial year that have an aggregate value equal to or greater than three times the amount of their previous year annual board retainer (\$60,000 for 2016) (the “**non-executive director required ownership**”).

On December 31, 2017, each of the current non-executive Directors would have met the eligible security threshold described above, other than for Ms. Morin and Mr. Stewart, who joined the Board on June 15, 2016. Under the Director Share Ownership Guidelines, each non-executive director is expected to meet the non-executive director required ownership within five years of becoming a director.

Summary Change of Control Agreement

AGT has entered into change of control agreements (the “**Agreements**”) with each of the NEOs, other than Mr. Lever. The Agreements provide that in the event of a Change of Control (as defined in the Agreements) of AGT and an Involuntary Termination (as defined in the Agreements) of the employment of such NEO within two years of the date of the Change of Control or a voluntary resignation of employment within 120 days following the first anniversary of the date of a Change of Control, AGT shall pay to such NEO a lump sum equal to:

- an amount equal to a multiple of such NEOs annual base salary immediately prior to the date of the Change of Control;
- an amount equal to a multiple of such NEOs annual bonus and incentive compensation prior to the date of the Change of Control. Such amount shall be determined based on the average annual bonus, discretionary bonus and incentive compensation paid to such NEO during the two years prior to the calendar year in which the Change of Control occurs; and
- an amount equal to a multiple of the annual costs to AGT of all benefits provided to such NEO immediately prior to the date of the Change of Control.

The applicable multiple in respect of the President and CEO and the Executive Chairman is 2.5x, in respect of the COO is 2x, and in respect of the CFO is 1.5x.

The amounts of the severance payments that would have been made to each of such NEOs as at December 31, 2017 in the event of a termination following a Change of Control as described above would have been: Murad Al-Katib, \$6,459,375; Lori Ireland, \$1,234,950; Gaetan Bourassa, \$2,833,500; and Hüseyin Arslan, \$3,926,875.

The Agreements provide that such NEO shall not, either during his employment or for a period of eighteen months following the termination of his or her employment; (i) induce or attempt to induce any of the employees of AGT or any of its Subsidiaries to leave their employment and/or (ii) without the consent of AGT, which consent shall not be unreasonably withheld, contact or solicit any clients of AGT or any of its Subsidiaries for the purpose of selling to those customers any products or services which may be the same as or substantially similar to, or in any way competitive with, the products or services sold by AGT or any of its Subsidiaries at the time of such NEO's termination.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The following tables set out, as at April 24, 2018, the aggregate of all amounts owed to Company by Directors or NEOs.

AGGREGATE INDEBTEDNESS (\$)		
PURPOSE	TO THE COMPANY OR ITS SUBSIDIARIES	TO ANOTHER ENTITY
Share Purchases	\$705,434	None
Other	None	None

Name and Principal Position	Involvement of Company or Subsidiary	Largest Amount Outstanding During the Year Ended December 31, 2017	Amount Outstanding as at March 31, 2018	Financially Assisted Securities Purchases During the Year Ended December 31, 2017	Security for Indebtedness	Amount Forgiven During The Year Ended December 31, 2017
Security Purchase Programs⁽¹⁾						
Lori Ireland, CFO	Lender	-	\$170,733	16,667 Common Shares	40,000 Common Shares and Setoff	-
Howard Rosen, Vice-Chairman and Lead Independent Director	Lender	\$503,719	\$534,701	50,000 Common Shares	50,000 Common Shares and Setoff	-

Notes:

- (1) Loans to current Directors, Officers, employees and former Officers, Directors and employees of AGT (each, a “Participant”) with respect to the exercise of Options under the Option Plan are presented as net of amounts owing to a Participant in consideration of other compensation arrangement amounts owing to a Participant. Amounts owing to Participants under other compensation arrangements include RSU/DSU amounts that may fluctuate in value from period to period. As security for the payment and performance of a Participant's obligations in respect of such a loan, each such Participant is required to hold the common shares in a restricted and assigned account in favor of in connection with such loan, such assignment to remain in effect until the loan on the respective shares is extinguished. Each loan is non-interest bearing and is full recourse to the Participant, and, as such, each such Participant remains liable to AGT regardless of the value of Common Shares that are assigned in connection with their respective loan. Each such loan is due and payable on the date on which a Participant leaves the Company or the Board and until such loan has been repaid in full.

CORPORATE GOVERNANCE

As Shareholders are aware, a series of guidelines, rules, regulations, listing standards and legislation has been passed or adopted over the last several years to assist companies in establishing best practices and to address concerns about governance. These include National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) and National Policy 58-201 - *Corporate Governance Guidelines*.

At the meetings of the Board on January 31, 2018 and February 1, 2018, the Directors discussed and agreed to reconstitute the committees of the Board and committee members, as well as institute new charters for each of the committees. Formerly, the committees consisted of the audit committee, the compensation committee and the nominations committee. As of February 1, 2018, the committees consist of the Audit Committee, the Compensation Committee, and the Governance Committee. At the Company’s board meeting on March 20, 2018, each of the charters for the Audit Committee, the Compensation Committee, and the Governance Committee, were approved by the Directors and may be found on AGT’s website under the heading “Investor Relations – Investor Resources”.

The Board

Independence of the Board

Five of the seven current members of the Board are independent within the meaning of NI 58-101, being Mr. Rosen, Mr. Gardner, Mr. Franklin, Mr. Stewart and Ms. Morin. Mr. Al-Katib is not independent, as he is an officer of each of AGT and a number of AGT’s Subsidiaries. Mr. Arslan is not independent, as he is an officer of each of AGT, the Arbel Group and Durum.

As the Executive Chairman is not an independent director, the Board has appointed Mr. Rosen as lead director (the “**Lead Director**”). The primary responsibility of the Lead Director is to ensure that the Board approaches its responsibilities in a manner that allows the Board to function independently of Management. The Lead Director is to: (i) serve as liaison between the non-executive Directors and the President and CEO and the Executive Chairman; (ii) serve as a contact person to facilitate communications by AGT’s employees and Shareholders with the non-executive Directors; (iii) in consultation with the President and CEO and the Executive Chairman, establish the agenda and schedule for each Board meeting; (iv) consult with the other non-executive Directors for suggestions as to matters to be included on the agenda for any Board meeting; (v) consult with the President and CEO and the Executive Chairman in recommending for approval to the full Board a schedule of dates for the regular meetings of the Board; (vi) advise the Executive Chairman as to the sense of the independent Directors as to the quality, quantity and timeliness of the flow of information from AGT that is necessary for the Board to effectively and responsibly perform its duties; (vii) potentially direct that specific material be provided to Directors; (viii) develop, with input from the other independent Directors, the agenda for, and serve as chair of, the executive sessions of the independent Directors; (ix) ensure that the independent Directors meet regularly; (x) following each meeting of the independent Directors, discuss with the President and CEO and the Executive Chairman, to the extent appropriate, matters addressed in or arising from the executive session; (xi) together with the Compensation Committee and the Board, evaluate the performances of the President and CEO and Executive Chairman annually and meet with the President and CEO and the Executive Chairman to discuss such evaluations; (xii) review and address Directors conflict of interest issues as they arise; and (xiii) undertake such additional responsibilities as may be determined from time to time by the independent Directors.

In addition, to help ensure that the Board functions independently of Management, the independent Directors hold regularly scheduled meetings, including meetings that follow Board meetings, at which members of Management are not present. Additionally, the Board has three committees which are comprised of, the Audit Committee, the Compensation Committee and the Governance Committee, each of which is composed entirely of independent Directors. The compensation of the Officers and certain employees of AGT and its Subsidiaries is considered in the absence of Management by the Compensation Committee of the Board at least once a year.

Directorships with Other Reporting Issuers

None of the current Directors hold directorships with other reporting issuers, other than Ms. Morin, who is a member of the board of directors of Chorus Aviation Inc. and Stantec Inc. Of the Director nominees, Mr. Martin is Chairman of Resolute Forest Products Inc. and Eurobank Ergasias S.A.

Board Attendance

During the 2017 financial year, the Board held seven regular meetings and seven other meetings to discuss specific matters related to AGT; the formerly constituted audit committee held four meetings, the formerly constituted compensation committee held one meeting and the formerly constituted nominations committee held one meeting, in each case, in addition to matters that were approved by written resolutions. All meetings of the Board were attended by all members, except for one meeting that Mr. Franklin was not able to attend and one meeting Mr. Gardner was not able to attend. All meetings of each of the formerly constituted audit committee, compensation committee and nominations committee during this period were attended by all members.

Board Mandate

The Board has adopted a board mandate, the text of which is attached as Appendix “A” to this Circular.

Position Descriptions

The Board has developed written position descriptions for the Executive Chairman, the Lead Director and the chair of each of the Audit Committee, the Compensation Committee and the Governance Committee. The Board has also established a written charter for each of the Board, the Audit Committee, the Compensation Committee and the Governance Committee, which sets out their respective duties and responsibilities.

The Board has developed and maintains a written position description for the President and CEO (within the context of the requirements imposed by the *Business Corporations Act* (Ontario) and AGT’s by-laws), which includes the limits on Management’s responsibilities.

Orientation and Continuing Education

The Board is responsible for establishing formal orientation, development and education programs and materials for new Directors. New Directors are briefed on their responsibilities by counsel to AGT and are introduced to the business of AGT through meetings with senior employees and tours of the business operations, so that they have a clear understanding of such business operations. New Directors receive an orientation binder containing relevant historical material to assist them in learning about AGT. In addition, the Board receives relevant articles and reports regarding the agri-food processing industry and AGT’s particular business, strategy and governance.

Ethical Business Conduct

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations, providing guidance to Management to help them recognize and deal with ethical issues, promoting a culture of open communication, honesty and accountability and ensuring awareness of disciplinary action for violations of ethical business conduct. In connection with the Board's commitment to ensuring the ethical operation of AGT's business, AGT and its Subsidiaries have adopted a formal code of business conduct and ethics (the "**Code**"). A copy of the Code is publicly available under AGT's profile on SEDAR or on AGT's website at www.agtfoods.com or by request to the Director, Corporate Affairs and Investor Relations.

AGT monitors compliance with the Code through reports of Management to the Board and requires that all Directors, Officers and designated employees provide an annual certification of compliance with the Code. Directors are required to notify Management in writing of the existence of any personal or professional relationships which may create a conflict of interest with AGT or with a customer, supplier or other outside party. In addition, Directors are required to disclose to the Board any material interest in any proposed transaction or agreement to be entered into by AGT which is subject to Board approval.

Nomination of Directors

The Governance Committee identifies and nominates for approval of the Board, candidates to fill Board vacancies as and when they arise after giving full consideration of the current structure, size and composition of the Board, taking into account the challenges and opportunities facing AGT and what skills and expertise are needed on the Board in the future. The Governance Committee is composed entirely of independent Directors being, Ms. Morin serving as chair, Mr. Rosen and Mr. Stewart. In addition to identifying and nominating candidates for the Board, the Governance Committee has responsibility for: (a) corporate governance matters, including (i) recommending to the Board, annually, approval of a mandate for the Board, charters for each of the Board's standing committees, and position descriptions for the chairs of the Board and each of its committees and for the Chief Executive Officer, (ii) recommending to the Board, annually, approval of a code of ethics and business conduct for the Company and its subsidiaries, (iii) annually, (A) recommending to the Board a process for obtaining confirmations from each director and officer of the Company and its subsidiaries of their compliance with such code of ethics and business conduct, and (B) reviewing the systems and processes employed by the Company to identify and manage potential conflicts of interest, (iv) recommending to the Board, annually, approval of guidelines respecting trading in the Company's securities by directors, officers and employees of the Company and its subsidiaries, (v) recommending to the Board, annually, approval of a process for assessing the effectiveness of the Board and its directors, oversee the assessment process approved by the Board and provide recommendations to the Board arising from the feedback obtained through this process, (vi) recommending to the Board, as required, amendments to the Company's by-laws that may be necessary or advisable, (vii) recommending to the Board, as required, the approval of practices and policies that are reasonably expected to enhance the effectiveness of the Board and the Company's approach to corporate governance, and review those practices and policies in light of developments in the area of corporate governance, and (viii) assessing and providing a recommendation to the Board in relation to any shareholder proposals submitted to the Company for inclusion in the Company's proxy circular; (b) director nomination and compensation matters, including (i) reviewing, annually, the diversity of the Board's membership and the skills and experience possessed by the directors, and advise the Board in relation to any skills, experience or other characteristics that should be sought in new candidates that may be nominated by the Board for election as directors and recommending to the Board, annually, approval of a diversity policy for the Board, (ii) reviewing annually, the Board's

approach to renewing its membership, and recommend to the Board any policies that may be advisable in this regard, (iii) recommending to the Board (A) the individuals to be nominated for election or re-election as directors, and (B) in the event of unexpected vacancies on the Board, individuals for appointment as directors to fill those vacancies, (iv) approving, as required, individuals for appointment as directors of any of the subsidiaries of the Company where such individuals are not employees of the Company or any of its subsidiaries, and (v) annually reviewing the appropriateness and adequacy of, and if appropriate, recommend changes to the Board in relation to (A) the form and amount of compensation paid to directors, (B) the orientation offered to new directors, (C) continuing education opportunities available to directors, and (D) professional advice available to directors to enable them to fulfill their duties.

The Governance Committee meets on an as-needed basis, with at least three meetings per year. In 2017, the formerly constituted nominations committee met on two occasions, which was the minimum required number of meetings under the former charter.

The Board has adopted a majority voting policy relating to the election of Directors. Pursuant to this policy, any nominee for Director who, in an uncontested election, receives a greater number of Shareholder votes withheld than number of Shareholder votes in favour will promptly submit his or her resignation to the Board for consideration following the meeting. Such proposed resignations will be considered by Directors other than the individual who submitted a resignation and such Directors may choose to accept or reject the resignation. The Directors' decision to accept or reject such resignation may be based on any stated reasons including, among other things, the length of service and the qualifications of the nominee, the nominee's contributions to AGT, the effect such resignation may have on AGT's ability to comply with any applicable governance rules and policies and the dynamics and composition of the Board. AGT will issue a press release within 90 days following the date of the meeting disclosing if the Directors accepted or rejected the resignation. If the proposed resignation is rejected, the reasons therefor will also be included in the press release. In the event the proposed resignation is accepted, the Board may: (i) leave the resultant vacancy unfilled until the next annual general meeting; (ii) fill the vacancy through the appointment of a new nominee whom the Board considers to merit the confidence of Shareholders; or (iii) call a special meeting of Shareholders at which one or more nominees will be presented to fill the vacant positions.

Compensation

The Compensation Committee assists the Board in the discharge of its responsibilities with respect to matters relating to human resources and compensation, including equity compensation, and to establish a plan of continuity and development of senior management. The Compensation Committee is composed entirely of independent Directors being, Mr. Stewart serving as chair, Mr. Rosen, Mr. Gardner, Mr. Franklin and Ms. Morin. The Compensation Committee has responsibility for evaluating and making recommendations to the Board regarding the compensation of the Officers and certain of the officers of AGT's Subsidiaries. In addition, the Compensation Committee reviews and makes recommendations with respect to AGT's compensation plans, policies and programs (including incentive compensation plans). Each of the independent Directors has extensive business experience in public and private corporations and has held senior management positions with responsibility for the management of large numbers of professional staff and development and implementation of compensation practices and policies. For additional details, see the biographies under "Election of Directors".

The Compensation Committee meets on an as-needed basis, with at least three meetings per year to consider executive compensation. In 2017, the formerly constituted compensation committee met on one occasion, which was the minimum required number of meetings under the former charter. For

further information regarding the process by which the Compensation Committee and the Board determine the compensation of the Directors and the Officers, see “Executive Compensation”.

In late 2016, the formerly constituted compensation committee retained Mercer to assist in a review of AGT’s compensation practices. The comparative data provided by Mercer was considered by the Compensation Committee and certain compensation adjustments have been made in light of Mercer’s recommendation. See “Executive Compensation – Compensation Discussion and Analysis – Officer Compensation and Incentive Plans Report”. Mercer has not provided any services to AGT, or to its affiliated or subsidiary entities, or to any of its Directors or Officers, other than or in addition to the compensation services disclosed above. The Board or the Compensation Committee would have to pre-approve any other services Mercer, or any of its affiliates, provided to AGT at the request of Management.

Mercer was paid fees for preparing and presenting its reports to the former compensation committee in 2016. For the two most recently completed financial years, Mercer was paid the following fees:

YEAR	EXECUTIVE COMPENSATION RELATED FEES	ALL OTHER FEES
2017	-	-
2016	\$46,127 ⁽¹⁾	-

Notes:

(1) Fees paid in 2017 for services provided in 2016.

Assessment

The formal process for evaluating the effectiveness and contribution of the Board and the individual Directors is contained in the charter for the Governance Committee. As well, the Board satisfies itself as to effective performance by informal discussion both by the full Board at Board meetings and by the independent Directors at meetings of the independent Directors. Assessment with respect to the effectiveness and contribution of the Audit, Compensation and Governance Committees takes into consideration the charters of such Committees.

Director Term Limits and Other Mechanisms of Board Renewal

The Board has not adopted director term limits or other mechanisms of Board renewal because:

- (a) AGT has found that having long standing Directors does not negatively impact Board effectiveness, and instead contributes to boardroom dynamics such that AGT has for many years had a consistently high performing Board;
- (b) the imposition of director term limits on a board implicitly discounts the value of experience and continuity amongst Directors and runs the risk of excluding experienced and potentially valuable Directors as a result of an arbitrary determination;
- (c) it is important to retain Directors who hold significant investments in AGT such that their interests are aligned with the interests of Shareholders;
- (d) it is important to ensure that Directors with significant and unique business experience in AGT’s industry be retained;

- (e) Directors with the level of understanding of AGT's business, history and culture acquired through long service on the Board provide additional value; and
- (f) term limits have the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into AGT and its operations and thereby may provide an increasing contribution to the Board as a whole.

Consideration of Gender in Director Nominations and Executive Appointments

As at the date hereof, one Director on AGT's Board is female representing 14% of AGT's Board and one of AGT's Officers is female, representing 25% of AGT's Officers.

AGT has not adopted formal targets regarding the number of women to be elected to the Board or to be appointed to executive officer positions and AGT does not have written policies regarding the identification and nomination of female director candidates for election to the Board. The Governance Committee does not specifically consider the level of representation of women on the Board when seeking candidates for nomination and AGT does not specifically consider the level of representation of women in executive officer positions when making executive officer appointments.

In considering individuals as potential Directors, the Governance Committee is focused on finding the most qualified persons available, regardless of gender, with skills and experience that will complement the Board and assist it in providing strong stewardship for AGT. When considering individuals for senior management positions, AGT is similarly focused on seeking the most qualified individuals, regardless of gender, with skills and experience that will be of greatest benefit to AGT. This approach is believed to be in the best interests of AGT and its stakeholders.

DIRECTORS AND OFFICERS INSURANCE

Insurance for Directors and Officers was renewed on October 31, 2017. The amount of the annual premium paid by AGT was US\$60,561; no amount was payable by the Directors or Officers in respect of such insurance. The insurance policy is subject to a US\$20,000,000 limit, both per claim and in the aggregate. A US\$50,000 deductible applies to each claim by AGT on its own behalf and on behalf of each Director and Officer insured for indemnity.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No Director, Officer or other person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding voting securities of AGT, or any associate or affiliate of any such person, has had any material interest in any transaction or proposed transaction of AGT since January 1, 2017, which has materially affected or is reasonably expected to materially affect AGT or any of its Subsidiaries.

AUDITOR, TRANSFER AGENT AND REGISTRAR

KPMG LLP, chartered accountants, is the auditor of AGT and has been nominated for re-appointment to hold office until the next annual general meeting of Shareholders and at such remuneration as may be fixed by the Board.

The transfer agent and registrar for the Common Shares is TSX Trust Company at its principal office in Toronto, Ontario.

ADDITIONAL INFORMATION

Additional information relating to AGT is on SEDAR at www.sedar.com. Financial information is provided in AGT's comparative financial statements and MD&A for the financial year ended December 31, 2017, which is posted on AGT's website, www.agtfoods.com and under AGT's profile on SEDAR. Shareholders may request, and receive free of charge, copies of such financial statements and MD&A by sending a request to AGT's transfer agent, TSX Trust Company, 100 Adelaide St West, Suite 301, Toronto ON M5H 4H1, Fax: (416) 361-0470.

Audit Committee

The Audit Committee is governed by a written charter that sets out its mandate and its duties and responsibilities. A copy of the charter and the disclosure required by National Instrument 52-110 – *Audit Committees* are contained in the Company's Annual Information Form ("AIF") for the year ended December 31, 2017, as schedule A thereto and under the heading "Audit, Finance and Risk Committee", respectively. The Company's AIF is available under the Company's profile on SEDAR at www.sedar.com.

APPROVAL

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

DATED the 24th day of April, 2018.

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "*Murad Al-Katib*"

Murad Al-Katib
President and Chief Executive Officer

APPENDIX “A”

MANDATE OF THE BOARD OF DIRECTORS AGT FOOD AND INGREDIENTS INC.

1.0 Introduction

The board of directors (the “**Board**”) of AGT Food and Ingredients Inc. (“**AGT**”) is elected by the shareholders of AGT (the “**Shareholders**”) and is responsible for the stewardship of AGT. The purpose of this mandate is to describe the principal duties and responsibilities of the Board as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

2.0 Composition

The Board will be comprised of a majority of independent directors. The definition of independence is as provided by applicable law and stock exchange listing standards. No director will be considered independent unless the director has no “material relationship” (as such term is defined in National Instrument 52-110 - *Audit Committees* of the Canadian Securities Administrators) with AGT, either directly or indirectly as a partner, shareholder or officer of an organization that has a relationship with AGT.

The same person may hold the offices of Chairman of the Board (the “**Chairman**”) and Chief Executive Officer (the “**CEO**”) of AGT or the offices may be held by different people. If held by two persons, the Chairman may be a member of the management team of AGT (“**Management**”) or may be a person who is not an officer or employee of AGT. Where the Chairman is not independent, the independent directors will select one of their members to be appointed lead director of the Board for such term as the independent directors may determine.

To help ensure that the Board functions independently of Management, the independent directors will hold regularly scheduled meetings, including meetings that follow Board meetings, at which members of Management are not present. In addition, the Board currently has three committees: the Audit, Finance and Risk Committee, the Compensation and Human Resources Committee and the Corporate Governance and Nominating Committee, each of which is composed entirely of independent directors.

The Board may, from time to time, engage consultants or members of Management who are not directors of AGT and these persons may attend meetings or portions of meetings as invited guests of the Board. Otherwise, the Board will consist only of directors and a corporate secretary (the “**Corporate Secretary**”), appointed by the Board, may attend meetings of the Board.

3.0 Operation

The role of the Board is to represent the Shareholders, enhance and maximize shareholder value and conduct the business and affairs of AGT ethically and in accordance with the highest standards of corporate governance. The Board operates by delegating certain of its authorities to Management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs, including selecting the Chairman, nominating candidates for election to the Board, constituting committees of the full Board and determining director compensation. Subject to the articles of incorporation and the *Business Corporations Act* (Ontario), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

The full Board considers all major decisions of AGT, except that certain analysis and work of the Board will be performed by standing committees empowered to act on behalf of the Board. In addition to the Audit, Finance and Risk Committee, the Compensation and Human Resources Committee and the Corporate Governance and Nominating Committee, the Board has the authority to appoint other standing committees to steward certain other matters (each, a “Committee”). Each Committee must have a charter that has been approved by the Board.

Each Committee shall operate according to terms of reference or a charter approved by the Board and outlining its duties and responsibilities and the limits of authority delegated to it by the Board. The Board shall review and reassess the adequacy of the terms of reference of each Committee on a regular basis and, with respect to the Audit, Finance and Risk Committee, at least once a year.

The Chairman shall annually propose the leadership and membership of each Committee. In preparing recommendations, the Chairman will take into account the preferences, skills and experience of each director. Committee chairs and members are appointed by the Board at the first Board meeting after the annual meeting of the Shareholders or as needed to fill vacancies during the year.

Meetings of the Board will be held at least quarterly, with additional meetings to be held depending on the state of AGT’s affairs and in light of opportunities or risks which AGT faces. Directors are expected to attend all Board and Committee meetings, although it is understood that conflicts may occasionally arise that prevent a director from attending a meeting. Attendance at meetings in person is preferred, but attendance by teleconference is permitted. In addition, separate, regularly scheduled meetings of the independent directors of the Board will be held at which members of Management are not present.

In advance of each regular Board and Committee meeting and, to the extent feasible, each special meeting, information and presentation materials relating to matters to be addressed at the meeting will be distributed to each director. It is expected that each director will review presentation materials in advance of a meeting.

The Chairman presides at all meetings of the Board and the Shareholders. Minutes of each meeting shall be prepared by the Corporate Secretary. The CEO, if he or she is not a director, shall be available to attend all meetings of the Board or the Committees upon invitation by the Board or any such Committee. Management, and such other staff as appropriate to provide information to the Board, shall attend meetings at the invitation of the Board. Following each meeting, the Corporate Secretary will promptly report to the Board by way of providing draft copies of the minutes of the meeting. Supporting schedules and information reviewed by the Board at any meeting shall be available for examination by any director upon request to the CEO.

4.0 Responsibilities

The Board will delegate to the CEO and Management authority over the day-to-day management of the business and affairs of AGT. This delegation of authority may be subject to specified financial limits and any transactions or arrangements in excess of general authority guidelines will be reviewed by and subject to the prior approval of the Board.

The Board is responsible under law to supervise the management of the business and affairs of AGT. In broad terms, the stewardship of AGT involves the Board in strategic planning, risk identification, management and mitigation, senior management determination and succession planning, communication planning and internal control integrity.

5.0 Specific Duties

Without limiting the foregoing, the Board shall have the following duties and responsibilities:

(1) Legal Requirements

- (a) the Board has the oversight responsibility for meeting AGT's legal requirements and for approving and maintaining AGT's documents and records;
- (b) the Board has the statutory responsibility to:
 - (i) manage the business and affairs of AGT;
 - (ii) act honestly and in good faith with a view to the best interests of AGT;
 - (iii) exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and
 - (iv) act in accordance with its obligations contained in the *Business Corporations Act* (Ontario) and the regulations thereto, AGT's articles of incorporation and other relevant legislation and regulations.
- (c) the Board has the statutory responsibility for considering the following matters as a full Board, which in law may not be delegated to Management or a Committee:
 - (i) any submission to the Shareholders of a question or matter requiring the approval of the Shareholders;
 - (ii) the filing of a vacancy among the directors;
 - (iii) the issuance of securities;
 - (iv) the declaration of dividends;
 - (v) the purchase, redemption or any other form of acquisition of shares issued by AGT;
 - (vi) the payment of a commission to any person in consideration of his/her purchasing or agreeing to purchase shares of AGT from AGT or from any other person, or procuring or agreeing to procure purchases for any such shares;
 - (vii) the approval of management information circulars and proxy statements;
 - (viii) the approval of any take-over bid circular or director's circular; and
 - (ix) the approval of financial statements of AGT.

(2) Strategic Planning Process and Risk Management

The Board will adopt a strategic planning process to establish objectives and goals for AGT's business and will review, approve and modify, as appropriate, the strategies proposed by Management to achieve such objectives and goals. The Board will review and approve, at least on an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of AGT's business and affairs.

The Board, in conjunction with Management, shall be responsible to identify the principal risks of AGT's business and oversee Management's implementation of appropriate systems to seek to effectively monitor, manage and mitigate the impact of such risks. It is the responsibility of Management to ensure that the Board and the Committees are kept well informed of changing risks. The principle mechanisms through which the Board reviews risks are through the execution of the duties of the Committees and through the strategic planning process. It is important that the Board understands and supports the key risk decisions of Management.

(3) *Appointment, Training and Monitoring Senior Management*

The Board has the responsibility to:

- (a) establish a description of the responsibilities of the CEO and other members of Management;
- (b) appoint the CEO, monitor and assess the CEO's performance and determine the CEO's compensation;
- (c) provide advice and counsel in the execution of the CEO's duties;
- (d) approve the appointment and remuneration of the other members of Management; and
- (e) establish provisions for the training and development of Management and for the orderly succession of Management.

(4) *Reporting and Communication*

The Board has the responsibility to:

- (a) ensure compliance with AGT's reporting obligations, including that the financial performance of AGT is properly reported to the Shareholders, other security holders and regulators on a timely and regular basis;
- (b) recommend to the Shareholders a firm of chartered accountants to be appointed as auditors;
- (c) ensure that the financial results of AGT are reported fairly and in accordance with generally accepted accounting principles;
- (d) ensure the timely reporting of any change in the business, operations or capital of AGT that would reasonably be expected to have a significant effect on the market price or value of the common shares;
- (e) establish a process for direct communications with the Shareholders and stakeholders through appropriate directors;
- (f) ensure that a policy is in place to enable AGT to communicate effectively with the Shareholders and the public generally; and
- (g) report annually to the shareholders on its stewardship of the affairs of AGT for the preceding year.

(5) *Monitoring and Acting*

The Board has the responsibility to:

- (a) establish policies and processes for AGT to operate at all times within applicable laws and regulations to the highest ethical and moral standards;
- (b) ensure that Management has, and implements, procedures to comply with, and to monitor compliance with, significant policies and procedures by which AGT is operated;
- (c) ensure that Management establishes appropriate programs and policies for the health and safety of AGT's employees in the workplace;
- (d) monitor. AGT's progress towards its goals and objectives and revise and alter its direction through Management in response to changing circumstances;
- (e) take action when performance falls short of its goals and objectives or when other special circumstances warrant or when changing circumstances in the business environment create risks or opportunities for AGT;
- (f) approve annual (or more frequent as the Board feels to be prudent from time to time) operating and capital budgets and review and consider amendments or departures proposed by Management from established strategy, capital and operating budget or matters of policy which diverge from the ordinary course of business that may significantly impact the value of or opportunities available to AGT; and
- (g) implement internal control and information systems and monitor the effectiveness of same so as to allow the Board to conclude that Management is changing its responsibilities with a high degree of integrity and effectiveness. The confidence of the Board in the ability and integrity of Management is the paramount control mechanism.

(6) *Governance*

The Board has the responsibility to:

- (a) develop a position description for the Chairman and such other position descriptions as the Board deems appropriate; and
- (b) facilitate the continuity, effectiveness and independence of the Board by, among other things:
 - (i) appointing from amongst the directors, each Committee;
 - (ii) defining the mandate, including both responsibilities and delegated authorities, of each Committee;
 - (iii) establishing a system to enable any director to engage an outside advisor at the expense of AGT;
 - (iv) ensuring that processes are in place and are utilized to assess the effectiveness of the Chairman, the Board as a whole, each director, each Committee and its chair;

- (v) reviewing annually the composition of the Board and the Committees and assessing director performances on an ongoing basis, and proposing new members to the Board; and
- (vi) reviewing annually the adequacy and form of the compensation of the directors.

6.0 New Director Orientation and Continuing Education

New directors will be briefed on their responsibilities by counsel to AGT and are introduced to the business of AGT through meetings with the Chairman, the chair of each Committee and senior employees. New directors will also conduct tours of the business operations to ensure that they have a clear understanding of such business operations. New directors will receive an orientation binder containing relevant historical material to assist them in learning about AGT, including written information about the duties and obligations of directors and the business and operations of AGT, documents from recent Board meetings and opportunities for meetings and discussions with Management and other directors.

The directors may participate in continuing education activities, as the need may arise, with respect to the business of AGT as well as with respect to legislative changes relevant to AGT. In addition, the Board will receive relevant articles and reports regarding AGT's particular business, strategy and governance.

7.0 Conflicts of Interest

- (a) directors have a duty to act honestly and in good faith with a view to the best interests of AGT and to exercise the care, diligence and skill a reasonably prudent person would exercise in comparable circumstances;
- (b) each director serves in his or her personal capacity and not as an employee, agent or representative of any other corporation, organization or institution, even if the director is employed by a shareholder or any other entity which does business with AGT. In providing direction to AGT, directors acknowledge that the wellbeing of AGT is their sole concern. Any director must not be affected in his or her deliberations and decision making by any relationship with any outside person or party, including any specific shareholder no matter which one and no matter what the relationship between the director and that shareholder. Directors shall not allow personal interests to conflict with their duties to AGT and shall avoid and refrain from involvement in situations of conflicts of interest;
- (c) a director shall disclose promptly any circumstances such as an office, property, a duty or an interest, which might create a conflict or perceived conflict with that director's duty to AGT;
- (d) a director shall disclose promptly any interest that director may have in an existing or proposed contract or transaction of or with AGT;
- (e) the disclosures contemplated in paragraph (b) and (c) above shall be immediate if the perception of a possible conflict of interest arises during a meeting of the Board or any Committee. If the perception of a possible conflict arises at another time, then the disclosure shall occur by email to the other directors immediately upon realization of the conflict situation and then confirmed at the first Board and/or Committee meeting after the director becomes aware of the potential conflict of interest that is attended by the conflicted director;

- (f) a director's disclosure to the Board or a Committee shall contain the full nature and extent of that director's interest either in writing or by having the interest entered in the minutes of the meeting;
- (g) a director with a conflict of interest, or who may be perceived as being in a conflict of interest with respect to AGT, shall abstain from discussion and voting by the Board or any Committee on any motion to recommend or approve the subject matter of such conflict unless the matter relates primarily to the director's remuneration or benefits. If the conflict of interest is obvious and direct, the director shall withdraw while the item is being considered;
- (h) without limiting the generality of "conflict of interest", it shall be deemed a conflict of interest if a director, a director's relative or a member of the director's household is involved, has a director or indirect financial interest in, or obligations to, or a party to a proposed or existing contract or transaction with AGT;
- (i) directors shall not use information obtained as a result of acting as a director for personal benefit or for the benefit of others;
- (j) any director shall not use or provide to AGT any information known by the director through a relationship with a third party that the director is not legally able to use or provide; and
- (k) directors shall maintain the confidentiality of all information and records obtained as a result of acting as a director.

8.0 Corporate Policies

The Board will adopt and periodically review policies and procedures designed to ensure that AGT, the directors, officers and employees comply with all applicable laws, rules and regulations and conduct AGT's business ethically and with honesty and integrity.

9.0 Mandate Review

This Mandate shall be reviewed and approved by the Board each year after the annual meeting of the Shareholders.

10.0 General

The Board may perform any other activities consistent with this mandate, AGT's articles of incorporation and any governing laws of AGT.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of AGT or other liability whatsoever.

Dated: March 20, 2018

Approved by: Board of Directors

APPENDIX “B”

SUMMARY OF STOCK OPTION PLAN

Administration

The Board administers the Option Plan, but administration may be delegated to one or more Directors or to a committee of the Board. The Board has the authority to determine, among other things, the persons to whom Options are granted, the number, exercise price, term and vesting schedule (if any) of such Options.

Eligible Optionees

The persons eligible to receive Options under the Option Plan (the “**Optionees**”) are any Directors, Officers and employees of AGT and its Subsidiaries and persons or companies who provide services to AGT or its Subsidiaries on an ongoing basis, or have provided or are expected to provide a service or services to AGT or its Subsidiaries (“**Consultants**”), including individuals employed by a person or company providing services to AGT or its Subsidiaries (“**Management Company Employees**”) which are required for the ongoing successful operation of the business enterprise of AGT (collectively, “**Eligible Participants**”). Options may also be granted to a company (an “**Eligible Holding Company**”, and, all Eligible Holding Companies, together with Eligible Participants, “**Eligible Optionees**”) which is wholly-owned by an Eligible Participant (an “**Eligible Holding Company Shareholder**”), if such Eligible Holding Company and Eligible Holding Company Shareholder undertake in writing in favour of AGT not to effect or permit any direct or indirect transfer of ownership of securities of such Eligible Holding Company, nor to issue further securities in such Eligible Holding Company to any other individual or entity other than the Eligible Holding Company Shareholder, so long as any Options granted to such Eligible Holding Company remain outstanding, in each case without the prior written consent of AGT.

Common Shares Reservable

The maximum number of Common Shares which may be reserved for issuance on the exercise of Options is six percent (6%) of the number of voting shares of AGT issued and outstanding from time to time (i.e. the Option Plan has a “rolling maximum” instead of a fixed maximum). As a result, should AGT issue additional Common Shares in the future, the number of Common Shares issuable under the Option Plan will increase accordingly. The Option Plan is considered an “evergreen” plan, since the Common Shares issued pursuant to the Option Plan will increase as the number of issued and outstanding Common Shares increases. In the event of the exercise, expiry or termination of an Option governed by the Option Plan, the Common Shares reserved for issuance pursuant to such expired or terminated Option shall become available for the grant of other Options.

Limits

The aggregate number of Options: (i) issued to insiders of AGT within any one year period, and (ii) issuable to insiders of AGT, at any time, under the Option Plan and any other security based compensation arrangements, shall not exceed 10% (on a non-diluted basis) of the total number of voting shares of AGT issued and outstanding from time to time, respectively. Any Options granted to an Eligible Holding Company shall be included in the calculation of the Options held by an Eligible Holding Company Shareholder of such Eligible Holding Company. Subject to certain adjustments, the number of Common Shares reserved for issuance to Eligible Optionees from time to time pursuant

to Options governed by the Option Plan shall not exceed six percent (6%) of the total number of voting shares of AGT issued and outstanding from time to time.

Exercise Price

The exercise price of each Option shall be determined in the sole discretion of the Board at the time of the granting of the Option, provided that the Exercise Price shall not be lower than the volume weighted average trading price of the Common Shares on the TSX, or such other stock exchange where the majority of the trading volume and value of the Common Shares occurs, for the five TSX trading days immediately preceding the grant date of the Option (the “**Grant Date**”), calculated by dividing the total value by the total volume of Common Shares traded for such five TSX trading day period (excluding internal crosses and other special terms trades excluded by the TSX from their calculation of volume weighted average trading price for such period).

Vesting

All Options granted pursuant to the Option Plan shall vest at such time as the Board, in its sole discretion, may determine on or prior to the Grant Date and specify in the relevant Option Agreement (as defined in the Option Plan), if applicable, provided, however, that if the Board does not so determine and specify, then such Options shall vest as to equal thirds on each of the first, second and third anniversaries of the Grant Date.

Term

All Options shall be for a term and have an expiry date that is determined in the sole discretion of the Board at the time of the granting of the Options, provided that no Option shall have a term exceeding 10 years. In the event that the Board does not determine the term and expiry date for an Option on or prior to the Grant Date, then such Option shall have a term of five years.

Expiry on Termination

All outstanding Options shall immediately terminate and become null, void and of no effect on the expiry date of such Options. Moreover, if an Eligible Participant or an Eligible Holding Company Shareholder ceases to be eligible to receive Options under the Option Plan, such Eligible Participant or Eligible Holding Company Shareholder’s Options (to the extent that they have vested at the time of termination) will be exercisable until the earlier of the Options’ expiration date and (i) one year from the date of retirement, (ii) 90 days from the date the Eligible Participant or Eligible Holding Company Shareholder ceases to be actually and actively employed on voluntary resignation or termination without cause, or (iii) immediately on the date the Eligible Participant or Eligible Holding Company Shareholder, as applicable, is given notice of termination for cause, after which time the Options will terminate and be of no further force and effect. In the event that the Eligible Participant or Eligible Holding Company Shareholder should die, such Eligible Participant or Eligible Holding Company Shareholder’s heirs or administrators, as applicable, may exercise any portion of the outstanding vested Options prior to the earlier of the expiry date of such Options and one year from the Eligible Participant or Eligible Holding Company Shareholder’s death.

Adjustment

The Board may make such adjustment in the Option Plan and in the Options granted under the Option Plan as the Board may in its sole discretion deem appropriate to prevent dilution or enlargement of the rights granted to, or available for, holders of Options in the event (i) of any change in the

Common Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise, (ii) of any distribution of Common Shares or securities exchangeable for or convertible into Common Shares to holders of Common Shares (other than such distribution issued at the option of Shareholders in lieu of substantially equivalent cash distributions), (iii) that any rights are granted to holders of Common Shares to purchase Common Shares at prices greater than 15% below the prevailing market price (as determined by the Board), or (iv) that as a result of any recapitalization, merger, consolidation or otherwise the Common Shares are converted into or exchangeable for any other securities.

Change of Control

In the event of an actual or potential Change of Control (as defined in the Option Plan), the Board may, in its sole discretion without the necessity or requirement for the agreement of any Eligible Optionee: (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any outstanding Options; (ii) permit the conditional exercise of any Option, on such terms and conditions as it sees fit; (iii) otherwise amend or modify the terms and conditions of the Options, including for greater certainty so as to permit Eligible Optionees to exercise Options on a “cashless” basis, to assist the Eligible Optionees to tender the underlying Common Shares to, or participate in, the actual or potential Change of Control or to obtain the advantage of holding the underlying Common Shares during such Change of Control; and (iv) terminate, following the successful completion of such Change of Control, on such terms and conditions as it sees fit, the Options not exercised prior to the successful completion of such Change of Control.

Black-Out

Subject to certain provisions of the Option Plan, if the term of any Option (other than an Option held by an Eligible Participant or an Eligible Holding Company Shareholder in circumstances when such Eligible Participant or an Eligible Holding Company Shareholder’s employment with AGT or a Subsidiary, as applicable, has been terminated for cause) expires during or on the day immediately following the end of a period during which trading in securities of AGT has been prohibited by the Board, including but not limited to any automatic “black-out period” imposed by the policies of the Board in force from time to time (each, a “**Black-Out Period**”), the term of such Option shall automatically be extended for a fixed period ending on the expiry of five TSX trading days after the end of the Black-Out Period.

Amendment

Except as set out below, the Board may make any amendments in its sole discretion, subject to the ongoing requirements of applicable law and the rules of the TSX, including, without limitation: (i) of a “housekeeping” nature; (ii) reducing the number of Common Shares reserved from time to time for issuance under Options granted under the Option Plan, or issuable upon the exercise of any Option; (iii) extend the term of any previously granted Option, whether vested or unvested, including in connection with the retirement, voluntary resignation or termination, termination for cause, or death of an Eligible Participant or an Eligible Holding Company Shareholder, or in any other circumstances from time to time, provided any such extension shall not provide for a term in excess of ten years from the original Grant Date; (iv) accelerate the vesting of any previously granted unvested Option; (v) increase the exercise price of any Option; (vi) cancel any Option; (vii) add or amend terms relating to the provision of financial assistance to Eligible Optionees or resulting in Eligible Optionees receiving any securities of AGT while no cash consideration is received by AGT, including pursuant to a cashless exercise feature; (viii) add a deferred or restricted share unit or any other provision which results in Eligible Optionees receiving securities of AGT or rights thereto while no

cash consideration is received by AGT; (ix) amendments in respect of the persons eligible to participate in the Option Plan; (x) as are necessary for the purpose of complying with any changes in any applicable law, rule, regulation or policy of any securities regulatory authority, stock exchange or other governmental entity having jurisdiction over AGT; and (xi) amendments to correct or rectify any ambiguity, defective provision, error or omission in the Option Plan, without the approval of the Shareholders. Shareholder approval will be required for: (i) any increase in the fixed maximum percentage of securities which may be reserved for issuance under the Option Plan; (ii) a reduction in the exercise price of any Option benefitting an insider of AGT or an amendment to Section 5 "Exercise Price" of the Option Plan; (iii) an extension of the term of any Option granted to an insider of AGT; (iv) any other amendment for which any applicable law or rules of the TSX or other stock exchange upon which the Common Shares are listed or quoted require approval by the Shareholders; (v) any amendment to the insider participation limit; and (vi) a change to the amendment provisions of the Option Plan.

During the last fiscal year no amendments to the Option Plan have been approved.

No Transfer

All Options granted under the Option Plan are non-assignable, provided that an Eligible Optionee may, with the prior written approval of AGT, assign Options held by him or her, subject to the terms and conditions upon which the Option is granted, to a registered retirement savings plan or registered retirement income fund with respect to which such Eligible Optionee is, during his or her lifetime, the sole beneficiary thereof. Any purported assignment or transfer of Options in contravention of the foregoing shall not be recognized by AGT and shall result in the immediate expiry and termination of any such Options and any rights relating thereto.

APPENDIX “C”

SUMMARY OF EMPLOYEE SHARE PURCHASE PLAN

All full-time and part-time employees of AGT and its Subsidiaries are eligible to participate in the employee share purchase plan (the “**ESPP**”), subject to the discretion of AGT. Participants in the ESPP (“**Participants**”) accumulate funds for the purchase of Common Shares through payroll deductions. A Participant may elect to contribute an amount during each regular payroll period of not less than one percent (1%) of the Participant’s pro rata base salary for the payroll period and not more than (i) in the case of Participants other than managers who have signed an employment agreement, \$200 and (ii) in the case of Participants that are managers and who have signed an employment agreement, 10% of the Participant’s pro rata base salary for the payroll period (a “**Participant Contribution**”). On the last day of each fiscal quarter of AGT (a “**Purchase Date**”), all Participant Contributions received since the last Purchase Date and any dividends paid on Common Shares in a Participant’s account will be used to purchase Common Shares.

For every two Common Shares purchased on each Purchase Date on behalf of a Participant, AGT will award to such Participant one notional Common Share (a “**Matching Share Award**”). Matching Share Awards will vest at such time as the Board may determine, provided that the default vesting provisions of Matching Share Awards shall be quarterly beginning on the second anniversary date of a Purchase Date (a “**Vesting Date**”). On each Vesting Date, Common Shares to which a Participant is entitled will be purchased on behalf of a Participant and a cash amount equal to the amount of dividends that would have been earned on Matching Share Awards if the underlying Common Shares had been issued and outstanding from the Purchase Date to the Vesting Date will be credited to the Participant’s account.

Issuance of Common Shares

Common Shares that are purchasable on a Purchase Date or Vesting Date may, at the discretion of AGT, be purchased through open-market purchases or issued from treasury. If issued from treasury, such Common Shares will be issued for a price equal to the volume weighted average trading price of the Common Shares on the TSX for the five consecutive trading days immediately preceding the Purchase Date or Vesting Date, as applicable. Since its inception, AGT has not issued from treasury any Common Shares under the ESPP.

Subject to the provision for certain adjustments provided for in the ESPP and summarized below, the number of Common Shares reserved for issuance to Participants from time to time under the ESPP will not exceed four percent (4%) of the total number of Common Shares and other voting securities of AGT issued and outstanding from time to time. Upon the issuance of any Common Shares from treasury pursuant to Participant Contributions or through the redemption of Matching Share Awards, such number of Common Shares so issued will be automatically reserved again for future issuance. As a result, the ESPP is considered an “evergreen” plan since the Common Shares permitted to be issued pursuant to the ESPP will increase as the number of issued and outstanding Common Shares increases.

Limits

Under the ESPP, together with any other security-based compensation arrangements of AGT, including the Option Plan, the aggregate number of Common Shares that may be issuable to insiders of AGT may not exceed 10% of the issued and outstanding Common Shares and the aggregate number of Common Shares issued to insiders of AGT within a one-year period cannot exceed 10% of

the issued and outstanding Common Shares. The maximum number of Common Shares which may be reserved for issuance under the ESPP is four percent (4%) of the number of issued and outstanding Common Shares from time to time (i.e. the ESPP has a “rolling maximum” instead of a fixed maximum).

Term

Where a Participant’s employment with AGT terminates for any reason other than death, disability or retirement, all Matching Share Awards awarded to the Participant shall be forfeited. Where a Participant’s employment with AGT terminates due to death, the Vesting Date with respect to all Matching Awards will be the date that is 15 days following the date of death. Where a Participant’s employment terminates as a result of disability or retirement, the Vesting Date with respect to all Matching Share Awards shall be the date of disability or retirement.

No Transfer

The interest of any Participant in the ESPP shall not be assignable either by voluntary assignment or by operation of law, except upon death.

Administration

The ESPP provides the Board with discretion, subject to prior approval of the TSX, to make certain adjustments to the number of Common Shares underlying Matching Share Awards upon the occurrence of certain events to prevent dilution or enlargement of the rights of a Participant. Such events include (i) any change in the Common Shares through a subdivision, consolidation, reclassification, amalgamation, plan of arrangement or merger, (ii) a distribution of Common Shares or securities exchangeable for or convertible into Common Shares to Shareholders, (iii) the issuance of any rights to Shareholders to purchase Common Shares at a discount greater than 15% below the prevailing market price, or (iv) the Common Shares being converted into or exchangeable for any other securities as a result of a recapitalization, plan of arrangement, merger or consolidation. The Board may also accelerate any vesting terms of outstanding Matching Share Awards or otherwise amend any terms and conditions of outstanding Matching Share Awards upon a change of control of AGT.

Amendment

The ESPP can be amended by the Board at any time, without the approval of the Shareholders, provided that amendments to (i) increase the fixed maximum percentage of securities which may be reserved for issuance under the ESPP, (ii) amend the insider participation limits under the ESPP, and (iii) amend the amendment provision of the ESPP to eliminate a matter listed as requiring Shareholder approval, will in each case require Shareholder and TSX approval. AGT may also, at any time by a resolution of the Board, terminate the ESPP. The Board may, in its sole discretion, without obtaining any approval of Shareholders, make any other amendments to the ESPP, or any Matching Share Award granted under the ESPP, including, without limitation:

- (a) amendments of a “housekeeping” nature;
- (b) reduction of the number of Common Shares reserved from time to time for issuance under the ESPP;

- (c) the acceleration of the vesting of any previously granted unvested Matching Share Award;
- (d) the cancellation of a Matching Shares Award;
- (e) any amendment in respect of the persons eligible to participate in the ESPP;
- (f) such amendments as are necessary for the purpose of complying with any changes in any applicable law, rule, regulation or policy of any securities regulatory authority, stock exchange or other governmental entity having jurisdiction over AGT; and
- (g) amendments to correct or rectify any ambiguity, defective provision, error or omission in the ESPP.

APPENDIX “D”

TERMINATION OF RIGHTS PLAN RESOLUTION

BE IT RESOLVED THAT:

1. The termination by the Company of the Shareholder Rights Plan Agreement (the “**Rights Plan**”) dated May 11, 2016, between the Company and TSX Trust Company and the issuance of Rights (as defined in the Rights Plan) thereunder, all as more particularly described in the Company’s Management Information Circular dated April 24, 2018, is hereby approved.
2. Any director or officer of the Company is hereby authorized and directed, acting for, in the name of, and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, all such documents or instruments, and do or cause to be done all such other acts or things as in the opinion of such director or officer may be necessary or desirable in order to implement and give effect to, and to carry out, the resolutions set forth herein.

