

POSITION DESCRIPTION FOR CHAIR OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

AGT FOOD AND INGREDIENTS INC.

1.0 Introduction

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

2.0 Appointment

The Board will select one of its independent members to be appointed Chair of the Committee for such term as the Board may determine.

3.0 Duties and Responsibilities

In addition to the duties and responsibilities of the Chair outlined in the Committee’s Terms of Reference, the duties and responsibilities of the Chair, as they relate to the following matters, are as follows:

- (a) overseeing the activities delegated to the Committee by the Board;
- (b) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate;
- (c) chairing every meeting of the Committee and encouraging free and open discussion at meetings of the Committee;
- (d) scheduling and setting the agenda for Committee meetings with input from other Committee members, the Chairman of the Board and management, as appropriate;
- (e) facilitating the timely, accurate and proper flow of information to and from the Committee;
- (f) arranging for management, internal personnel, external advisors and others to attend and present at Committee meetings as appropriate;
- (g) arranging sufficient time during Committee meetings to fully discuss agenda items and ensuring that all items set out in the agenda are properly discussed, considered and resolved;
- (h) encouraging Committee members to ask questions and express viewpoints during meetings;
- (i) taking all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Terms of Reference, are well understood by the Committee members and executed as effectively as possible;
- (j) fostering ethical and responsible decision making by the Committee and its individual members;

- (k) encouraging the Committee to meet in separate, regularly scheduled, non-management, closed sessions with internal personnel or external advisors, as needed or appropriate;
- (l) following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee;
- (m) representing the Committee at meetings of the members of AGT, as necessary;
- (n) carrying out such other duties and responsibilities as the Board may request from time to time; and
- (o) identifying the need for and, with Committee consultation, acting upon such needs for independent review or advice on matters related to staffing.

Dated: March 20, 2018

Approved by: The Board of Directors