

AGT FOOD AND INGREDIENTS INC. AUDIT COMMITTEE CHARTER

PURPOSE

The overall purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of AGT Food and Ingredients Inc. (the “**Corporation**”) is to assist the Board in fulfilling its oversight responsibilities:

- (a) by reviewing, prior to their public release, all previously undisclosed material financial information required to be gathered and disclosed by the Corporation to the public;
- (b) to oversee management designed and implemented accounting systems and internal controls; and
- (c) to recommend, engage, supervise, arrange for the compensation and ensure the independence of the external auditor to the Corporation.

STRUCTURE AND AUTHORITY

1. The Corporation, as a reporting issuer, must have a committee that complies with National Instrument 52-110 (“**NI 52-110**”). The Committee must be comprised of at least three members of the Board to serve at the pleasure of the Board. Each member will at all times be independent and financially literate as those terms are defined in NI 52-110 and possess the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
2. The Committee is required to meet in person, or by telephonic or electronic means, at least once each quarter and as often thereafter as required to discharge the duties of the Committee.
3. The Chair of the Committee, appointed by the Board will, in consultation with the members, determine the schedule, time and place of meetings, and in consultation with management, establish the agenda for meetings.
4. A quorum for a meeting of the Committee shall be a majority of members present in person or by telephone conference call.

5. Notice of the time and place of every meeting shall be given in writing, by email or facsimile to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided that a member may in any manner waive a notice of meeting.
6. As part of each meeting of the Committee, the Committee shall hold an in camera session, at which management and non-independent directors of the Board are not present, and the agenda for each Committee meeting will afford an opportunity for such a session.
7. The Committee shall also periodically meet separately, at unscheduled or regularly scheduled meetings or portions of meetings, in executive session or otherwise with each of the Corporation's external auditor and management, as the Committee deems appropriate.

RESPONSIBILITIES

8. The Committee's primary responsibilities are to:
 - (a) monitor the management of the principal risks that could impact the financial reporting of the Corporation;
 - (b) oversee management's monitoring of the integrity of the Corporation's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
 - (c) ensure that the external auditor reports directly to the Committee.
9. The Committee must have the authority to:
 - (a) inspect any and all of the books and records of the Corporation, its subsidiaries and affiliates;
 - (b) engage independent counsel and other advisors as it determines necessary to carry out its duties;
 - (c) set and instruct the Corporation to pay the compensation for any advisors employed by the Committee; and
 - (d) communicate directly with the internal and external auditors of the Corporation.
10. The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.

11. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of any disagreements between management and the external auditor regarding financial reporting.
12. The Committee shall:
- (a) review the audit plan with the Corporation's external auditors and with management;
 - (b) discuss with management and the external auditors any proposed changes in major accounting policies or principles, the presentation and impact of significant risks and uncertainties and key estimates and judgments of management that may be material to financial reporting;
 - (c) review with management and with the external auditors significant financial reporting issues arising during the most recent fiscal period and the resolution or proposed resolution of such issues;
 - (d) review any problems experienced or concerns expressed by the external auditors in performing an audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
 - (e) review with senior management the process of identifying, monitoring and reporting the principal risks affecting financial reporting;
 - (f) establish a periodic review procedure to ensure that the external auditor compliance with the Canadian Public Accountability regime under National Instrument 52-108 – Auditor Oversight;
 - (g) review audited and unaudited annual and quarterly financial statements and related documents in conjunction with the report of the external auditors;
 - (h) before release, review and recommend for approval by the Board, all public disclosure documents containing audited or unaudited previously undisclosed material financial information, including any prospectuses, annual reports, annual information forms, management discussion and analysis and material press releases; and
 - (i) be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and must periodically assess the adequacy of such procedures.

13. The Committee shall:

- (a) evaluate the independence and performance of the external auditors and annually recommend to the Board the appointment of the external auditor, and their compensation, or the discharge of the external auditor when circumstances are warranted;
- (b) consider the recommendations of management in respect of the appointment of the external auditors;
- (c) pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by its external auditors', or the external auditors of the Corporation's subsidiary entities; and
- (d) approve the engagement letter for non-audit services to be provided by the external auditors or affiliates, together with estimated fees, and considering the potential impact of such services on the independence of the external auditors.

14. The Committee shall:

- (a) review with management at least annually, the financing strategy and plans of the Corporation; and
- (b) review all securities offering documents (including documents incorporated therein by reference) of the Corporation.

15. The Committee shall review or delegate to the Enterprise Risk Committee the amount and terms of any insurance to be obtained or maintained by the Corporation with respect to risks inherent in its operations and potential liabilities incurred by the directors or officers in the discharge of their duties and responsibilities.

16. Together with the Board, ensure that management has established and is maintaining policies and procedures that are effective to maintain the integrity of the Corporation's internal controls for financial reporting and management information systems.

17. The Committee must establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

(b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

18. The Committee must review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

The Committee shall conduct an annual review and assessment of its performance including compliance with this Charter, and its role, duties and responsibilities.