

**AGT FOOD AND INGREDIENTS INC.
CORPORATE GOVERNANCE AND COMPENSATION
COMMITTEE CHARTER**

PURPOSE

With respect to corporate governance, the overall purpose of the Corporate Governance and Compensation Committee (the “**Committee**”) is to:

- (a) assist the Board of Directors (“**Board**”) of AGT Food and Ingredients Inc. (the “**Corporation**”) in the discharge of the Board’s duties with respect to adopting and ensuring compliance with the Code of Business Conduct and Ethics and governance policies of the Corporation;
- (b) assist the Board in developing the Board Mandate for approval by the Board;
- (c) identify suitable Board candidates and recommend those candidates to the Board for nomination;
- (d) assist the Board in the discharge of the Board duties with respect to orientation of new directors and continuing education of the Corporation’s directors;
- (e) assist the Board in the discharge of the Board duties with respect to board and director assessments with respect to their effectiveness and contribution;
- (f) make recommendations as to members for the various committees of the Corporation;
- (g) assist the Board in discharging its responsibilities relating to compensation of the Corporation’s executives and directors; and
- (h) review and approve the disclosure on corporate governance practices and executive compensation for inclusion in the Corporation’s public disclosure documents, including the information circular and proxy statement.

With respect to compensation, the overall purpose of the Committee is to:

- (a) develop and recommend to the Board, implementation and assessment of the compensation policies of the Corporation and recommend to the Board the compensation paid to the Chief Executive Officer (“**CEO**”) and senior executive officers of the Corporation;
- (b) have oversight of director, officer and employee remuneration and compensation together with oversight of the evaluation of management of the Corporation;

- (c) receive and or approve any other initiatives as may be necessary or desirable to enable the Board to provide an effective compensation system for the Corporation;

STRUCTURE AND AUTHORITY

1. The Board shall appoint annually from the members of the Board a Committee which shall be composed of not less than three members of the Board. A majority of the members of the Committee shall be independent within the meaning of the provisions of National Instrument 58-101 *Disclosure of Corporate Governance Practices*, as may be amended or replaced from time to time. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board.
2. Each member of the Committee shall serve at the pleasure of the Board and, in any event, only so long as he/she shall continue to be a director. The Board may fill vacancies in the Committee by appointment from their number, subject to new members satisfying the above stated requirements. The Board shall appoint the Chair of the Committee to serve in that capacity at the pleasure of the Board.
3. The Committee shall have the power to fix its quorum at not less than a majority of its members and to determine its own rules of procedures subject to any regulations imposed by the Board from time to time. The Committee shall meet at a minimum, two times per year.
4. Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant to the contribution in carrying out the mandate of the Committee.
5. The Committee shall have the sole authority to retain and terminate any advisors (legal, accounting or otherwise) to be used to assist in carrying out the Committee's responsibilities and shall have the sole authority to approve the consultant's fees and other retention terms.
6. The Committee shall have the authority to delegate to committees of their own denomination, provided that the committees are composed of directors a majority of whom are independent directors. Any such committee must have a published committee charter.
7. 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.
8. Following each Committee meeting, the Chair of the Committee shall report to the Board on the activities, findings and recommendations of the Committee.

RESPONSIBILITIES

With respect to corporate governance, the Committee shall:

1. set criteria for Board members, identify individuals qualified to become board members and, at the direction of the Board, either select or recommend that the Board select the director nominees for the next Annual Meeting of Shareholders.
2. in making its recommendations to the Board for Board nominees, the Committee shall consider:
 - (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (b) the competencies and skills that the Board considers each existing director to possess;
 - (c) the competencies and skills each new nominee will bring to the Board; and
 - (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.
3. develop and recommend a set of corporate governance principles applicable to the Corporation, including the implementation of a Disclosure Policy, an Insider Trading Policy, and Code of Conduct (the “**Code**”) and the monitoring of the compliance content of such Code;
4. develop and recommend a written Board Mandate for approval by the Board which explicitly acknowledges responsibility for the stewardship of the Corporation;
5. assess annually the size of the Board and the performance of the Board as a whole, the various committees of the Board (including the Committee) and the contribution of individual Directors, and make any necessary recommendations to the Board in relation thereto;
6. make recommendations to the Board as to the members of the various committees of the Board, taking into account the eligibility for membership on such committees based upon applicable laws, rules and regulations;
7. ensure the provision of appropriate orientation for new directors and availability of continuing education programs for all directors;

8. ensure that the Board can function independently of management and ensure that the Chairs of the various committees of the Board shall have unimpeded access to management;
9. review and approve the corporate governance disclosure to be made in the proxy circular prepared in connection with the annual meeting of shareholders describing the corporate governance practices of the Corporation as may be required under applicable securities laws and the rules of any stock exchange on which the Corporation's shares are listed.

With respect to compensation, the Committee shall:

1. review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and to determine and recommend for approval by the Board the CEO's compensation level based on this evaluation;
2. recommend to the Board with respect to senior executive officer and director compensation, incentive compensation plans and equity-based plans; and in senior, review and recommend to the Board the annual bonus payments for the CEO and senior executive officers;
3. annually review, with the CEO, the position description for the CEO, and in the Committee's discretion, recommend any changes to the Board for consideration;
4. annually review the senior executive officer and CEO succession and development plans and, after consultation with the CEO and, make recommendations to the Board for consideration;
5. make recommendations to the Board regarding the administration of and the awarding of options to purchase under the Employee Incentive Plan;
6. review the compensation philosophy and guidelines for executive management, for recommendation to the Board for its consideration and approval;
7. subject to the approval of the Board, review and approve benefits other than those applicable to employees generally to be granted to executive management including levels and types of benefits;
8. consider and make recommendations to the Board for its approval all matters concerning incentive awards, perquisites and other remuneration matters with respect to executive management;

9. oversee the selection of and terms of reference for outside consultants to review the executive management compensation program as appropriate;
10. review executive compensation disclosure before the Corporation publicly discloses such information; and
11. consider any other matter properly referred to the Committee by the Board or CEO, for review, decision or recommendation.

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