

AGT FOOD AND INGREDIENTS INC. ENTERPRISE RISK MANAGEMENT COMMITTEE CHARTER

PURPOSE

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

- (a) providing oversight of the enterprise risk management activities of the Corporation and its subsidiaries and to advise the Board with respect to the effectiveness of the enterprise risk management framework of the Corporation. The Audit Committee of the Board is responsible for reviewing and discussing with management and the independent auditors the major financial risk exposures. This Committee will coordinate discussions with the Audit Committee, as necessary, in the discretion of the Committee chairs. The Committee members will not provide any expert advice as to the Corporation’s risk management systems or programs.
- (b) ensuring appropriate attention to health, safety, and environmental matters, including ensuring that employees are provided with a safe environment in which to perform their duties and monitoring and overseeing the Corporation's policies and procedures for ensuring compliance by the Corporation with environmental, health, safety and regulatory requirements;
- (c) facilitating the Corporation’s ability to identify, assess, monitor, and manage risk with focus primarily on the implementation of an effective enterprise risk management framework and ensuring appropriate attention to health, safety, and environmental matters. The Committee’s function is solely oversight of the Corporation’s assessment, monitoring, management, and control of such risks. Each member of the Committee shall be entitled to rely on the integrity and competency of those persons and organizations within and outside the Corporation that provide information to the Committee and on the accuracy and completeness of the information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary; and
- (d) oversight of the Corporation’s enterprise risk management process, including oversight of the development and implementation of standardized monitoring and reporting formats in order to permit management to identify, assess, respond to, and report regularly on the most significant risks identified in the assessment process.

STRUCTURE AND AUTHORITY

1. The Committee shall be comprised of not less than three members of the Board, each of whom shall be free from the influence of management or corporate relationships that could improperly influence his or her judgment as a Committee member. At least one member of the Committee shall also be a member of the Audit Committee of the Board.
2. The Board shall appoint the members of the Committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. The Board shall appoint a chair of the Committee.
4. The Corporate Secretary of the Corporation shall be the secretary of the Committee, unless otherwise determined by the Committee.
5. The Committee shall meet regularly each quarter on such dates and at such locations as the chair of the Committee shall determine and may also meet at any other time or times at the discretion of the chair of the Committee.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
7. The Committee shall have access to such officers and employees of the Corporation and to such information respecting the Corporation and may engage independent consultants and advisors at the expense of the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
8. 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.

RESPONSIBILITIES

The Committee will work with management to establish and maintain a standardized comprehensive risk management reporting framework to be prepared and maintained by management for identifying, assessing and managing significant and key risks exposures.

In this regard, the specific responsibilities of the Committee include:

1. Oversight of the various identified risks faced by Corporation and its subsidiaries including the assessment, monitoring, mitigation and management of such risks.

2. Reviewing standardized, periodic reports from the Corporation's management detailing significant and identified key risks presented by the Corporation's operations and the underlying business systems and processes implemented to identify, assess, monitor and manage such risks, and, as necessary, discussing the same with management. The key risks will expand over time as the Committee identifies the key risks and develops the Enterprise Risk Management framework.

3. Annually review and evaluate the Corporation's Enterprise Risk Management reporting framework for best practices regarding the identification, assessment, mitigation and management of risks, including risks identified by the other committees of the Board. The standardized reporting by management to the Committee may include the evaluation and management of the following core types of risks and sub-risks types:
 - (a) Strategic
 - (i) Capital Allocation and Liquidity
 - (ii) Current Strategy and Initiatives
 - (iii) Competition
 - (iv) Profitable Growth
 - (v) Earnings/Cash Flow
 - (vi) Foreign Currency
 - (vii) Key Employee Retention and Compensation
 - (viii) Market/Shareholder Reputation

 - (b) Credit and Customers
 - (i) Concentration
 - (ii) Contract Processes - Long-Term and Short-Term Contracts
 - (iii) Credit Risk

 - (c) Operational
 - (i) Health and Safety, Environmental
 - (ii) Cybersecurity and IT
 - (iii) Foreign Operations
 - (iv) Insurance
 - (v) Commodity Positions
 - (vi) Catastrophic Events/Weather
 - (vii) Tariff and Non-Tariff Barriers
 - (viii) Transportation and Freight

- (ix) Regulatory Compliance
4. Provide oversight of management's implementation of the following internal processes:
- (a) ensure, by way of implementation of standardized reporting formats, that business unit management understands and accepts their responsibility for identifying, assessing, monitoring, reporting internally and to the Board and managing risks and are strategically focused on enterprise-wide risk management;
 - (b) establish the formalized and standardized format for business unit management to identify, assess, monitor, report and manage risks, including transaction and control risks;
 - (c) ensure business units have and implement Enterprise Risk Management framework processes and procedures to facilitate achievement of their risk management responsibilities related to risk identification, assessment and prioritization;
 - (d) establish within business units roles, responsibilities, accountabilities and reporting requirements related to risk management;
 - (e) business unit risk identifications and assessments are performed periodically and reported to senior management;
 - (f) to receive quarterly reports on the health, safety, and environmental activities along with compliance issues and incidents of non-compliance of the Corporation, to ensure compliance with applicable laws, legislation and policies as they relate to the Corporation's employees in the workplace and to determine, on behalf of the Board, that the Corporation is taking necessary action in respect of those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard; and
 - (g) to review corporate processes to identify health, safety and environmental risks and assess the adequacy of control measures and annually review the adequacy of these corporate processes.
5. Review, assess and discuss with the Corporation's senior executives and the independent auditor any significant risks or exposures, management's risk assessments, the steps management has taken or would consider taking to minimize such risks or exposures, and the Corporation's underlying policies with respect to risk assessment and risk management.

6. Carry out any other responsibilities and duties delegated to the Committee by the Board from time to time related to the responsibilities outlined above.
7. Report to the Board on a regular basis and make such recommendations with respect to any of the above-referenced matters as the Committee deems necessary or appropriate.

GENERAL

1. The Committee shall review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
2. The Committee is to receive updates on trends and proposed changes to legislation, regulation and reporting in jurisdictions that the Corporation operates in.
3. The Committee shall conduct an annual review and assessment of its performance, including compliance with this charter and its role, duties and responsibilities.
4. The Committee shall establish and follow an annual work plan for the Committee.