

AGT FOOD AND INGREDIENTS INC.

MAJORITY VOTING POLICY FOR ELECTION OF DIRECTORS

PURPOSE

This Majority Voting Policy for Election of Directors (the “**Policy**”) is intended to govern the election of directors in an uncontested election held at the annual meeting of shareholders.

POLICY STATEMENT

The Board of Directors (the “**Board**”) of AGT Foods and Ingredients Inc. (the “**Corporation**”) believes that each director of the Corporation should carry the confidence and support of its shareholders. To this end, the Board has unanimously adopted and agreed to comply with the following Policy regarding the election of directors.

The form of proxy for use at any meeting of the Corporation’s shareholders where directors are to be elected will enable shareholders to either: (a) vote in favour; or (b) withhold their shares from being voted in respect of each nominee separately. At the meeting, the Chair will call for a vote by ballot and the scrutineer of the shareholders’ meeting will record, with respect to each nominee, the total number of shares voted in favour and the total number of shares withheld from voting. If, with respect to any nominee, the total number of shares withheld exceeds the total number of shares voted in favour of the nominee, then for purposes of this Policy such nominee shall be considered not to have received the support of shareholders even though duly elected as a matter of corporate law.

Any nominee who is considered under the above test not to have the support of the shareholders shall, forthwith submit his or her resignation to the Board to take effect immediately upon acceptance by the Board.

The Board shall decide whether or not to accept the tendered resignation, and shall accept absent exceptional circumstances, and shall, not later than 90 days after the shareholders’ meeting, issue a news release, a copy of which will also be provided to the Toronto Stock Exchange, which either confirms that they have accepted the resignation or provides an explanation for why they have refused to accept such resignation. The director tendering his or her resignation will not participate in any meeting of the Board or any committee of the Board at which the resignation is considered.

Subject to any restrictions or requirements contained in applicable corporate law or the Corporation’s constating documents, the Board may: (a) leave a resulting vacancy unfilled until the next annual meeting; (b) appoint a replacement director whom the Board considers merits the confidence of the shareholders; or (c) call a special meeting of shareholders to elect a replacement director nominated by management.

AGT FOOD AND INGREDIENTS INC.
BOARD CHAIR POSITION DESCRIPTION



This Policy does not apply in respect of any contested shareholders' meeting. For purposes hereof, a contested meeting is any meeting of shareholders at which the number of directors nominated for election is greater than the number of seats available on the Board.