

AGI'S SUPPLIER ETHICS POLICY

Ag Growth International Inc. and its subsidiaries and divisions (collectively "AGI") are committed to the highest standards of product quality and business integrity. AGI requires all of its suppliers and employees to conduct themselves with the highest standards of honesty, fairness, and integrity, complying with all applicable laws and avoiding even the appearance of impropriety. AGI's Supplier Ethics Policy (this "Policy") outlines AGI's expectations in regards to sustainability practices of its suppliers. By adopting this Policy, AGI aims at promoting sustainable development and minimizing legal, financial and reputation risks.

Suppliers shall ensure that their employees, subcontractors, agents, and third parties assigned to provide services or products to AGI act consistently with this "Policy". AGI may audit suppliers and inspect suppliers' facilities to confirm compliance with this Policy. Failure to adhere to this Policy will result in disqualification from consideration for future business with AGI and may result in termination of existing business. Suppliers may contact ethics@aggrowth.com for questions relating to their obligations under this Policy.

Compliance with applicable law and AGI policies

Suppliers shall comply with all laws, regulations, and policies applicable to it and its dealings with AGI, including employment laws prohibiting discrimination and harassment. If this Policy or any other applicable AGI policy conflicts with applicable law, applicable law will govern such conflict to the extent it is impossible for a supplier to comply with both the law and the policy. If this Policy conflicts with any other applicable AGI policy, this Policy will govern to the extent it is impossible for a supplier to comply with both policies.

Gifts, travel, and entertainment

Suppliers shall not directly or indirectly provide any gift, travel, entertainment, political contribution, or charitable donation of any value to an AGI employee or any third party on behalf of AGI. Supplier may offer an AGI employee a gift, travel, or entertainment only if it is:

- a. appropriate (no cash or cash equivalents or other excluded gift type), does not create an actual impropriety or a perception of impropriety, and complies with all laws, regulations, and policies for all parties);
- b. of reasonable value; and
- c. with full transparency of its value.

Conflicts of interest

A conflict of interest arises when an AGI employee's personal interest interferes with the best interests of AGI. It may occur when an employee or a family member or friend receives a personal benefit as a result of the employee's position with AGI. Suppliers shall disclose to the ethics@aggrowth.com all relationships that have a potential to create a conflict of interest or the appearance of a conflict of interest. Suppliers shall correct any actual or perceived conflict of interest as directed by AGI.

Unfair business practices

AGI is committed to competing fairly and in compliance with the antitrust and competition laws in every country where it does business. Suppliers shall comply with all applicable fair business, advertising, and antitrust competition laws; suppliers shall not fix prices, rig bids, allocate customers or markets, or exchange current, recent, or future pricing information with a supplier's competitors.

Anti-corruption

AGI is committed to doing business with integrity and in compliance with the highest anti-corruption standards. Corruption violates the public's trust, threatens economic and social development, and hurts fair trade. Suppliers shall comply with the *Corruption of Foreign Public Officials Act* (Canada), the *Foreign Corrupt Practices Act* (USA) and all similar anticorruption and antibribery laws in other countries. Suppliers shall not engage or attempt to engage in bribery, extortion, or embezzlement. Suppliers shall conduct themselves with honesty, fairness, and high ethical standards, avoiding even the appearance of impropriety in all its business interactions worldwide. Suppliers shall not offer or solicit any gifts, gratuities, entertainment, payments of cash or loans or any other kind of undue favour or use other inappropriate means of influence to gain competitive advantage.

Intellectual property rights, privacy, and data protection

Suppliers shall comply with all applicable intellectual property rights and laws. Suppliers shall only use information technology and software that it has acquired or licensed legitimately and shall use them only in accordance with the terms of such licenses. Suppliers shall not transfer any of AGI's technology, proprietary information, or trade secrets without the prior written consent of AGI. Suppliers shall respect the reasonable privacy and confidentiality expectations of everyone with whom they do business and shall appropriately protect all data that may come into their possession because of their relationship with AGI, including data relating to AGI and AGI's employees, customers, and partners. Suppliers shall comply with AGI's instructions and with applicable privacy, data protection, and security laws and regulations when personal, confidential, proprietary, or other sensitive information is collected, stored, processed, transmitted, or shared. Suppliers should consider all non-public information to be confidential.

Labour and human rights

Suppliers must comply with all applicable labour and employment laws, statutes and regulations in the jurisdictions where they operate, including but not limited to the internationally accepted standards as defined in the International Labour Organization (ILO) conventions. Specifically, but not exclusively, Suppliers must be able to demonstrate the following:

- That no child labour is being used in their workplace, and that they are in compliance with local laws governing the minimum age of workers (ILO Convention No. 182 and No. 138).
- That they are in compliance with local laws governing forced labour in the country or countries in which they do business (ILO Convention No. 29 and No. 105).
- That they provide equal opportunity for all workers including the right to join unions or bargain collectively (ILO Convention No.87 and No. 98).
- That they are in compliance with applicable labor laws governing minimum compensation and minimum and maximum working hours (including overtime hours) of workers in the countries in which they do business (ILO Convention No. 1).



Health and Safety

Suppliers are expected to comply with the international, regional and national health and safety standards applicable to their business activities. Suppliers must comply with all applicable health and safety legislation and all applicable regulations and perform all services in a diligent manner in respect of health and safety matters.

Suppliers must ensure that their employees and any person present on or near the workplace are protected against potential occupational health and safety hazards resulting from the Suppliers' business activities. Where appropriate, the Suppliers shall ensure that their employees are provided with adequate personal protective equipment, with adequate training on the safe use of tools and equipment and shall supervise employees' adherence to safe working practices.

Environment

Suppliers must comply with all applicable statutes, regulations, guidelines, codes of practices, orders from and agreements entered into with government authorities relating to the protection and conservation of the environment, including the use, handling, storage, transportation and disposal of regulated hazardous substances. Suppliers must obtain, maintain and report on all environmental permits, approvals, licences and registration as required under environmental legislation.

Notice of ethical concerns

AGI expects all employees, customers, partners, suppliers, shareholders, and stakeholders to speak up promptly about any conduct or circumstances they believe may constitute a violation of this Policy or any other AGI policy. Suppliers shall promptly notify the ethics@aggrowth.com regarding any known or suspected illegal or improper behavior relating to dealings with or on behalf of AGI, including behavior by AGI's employees or agents.