

Security Class

Holder Account Number

Fold

Voting Instruction Form ("VIF") - Annual General and Special Meeting to be held on Wednesday, May 23, 2018

This Form of VIF is solicited by and on behalf of Management.

Notes to VIF

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by Computershare Trust Company of Canada. Unless you attend the meeting and vote in person or appoint a proxy (see note 3 below), your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
4. **This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.**
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
6. **When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.**
7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment or postponement thereof.
8. Your voting instructions will be recorded on receipt of the VIF.
9. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
10. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
11. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

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VIFs submitted must be received by 8:00 a.m., MST, on Friday, May 18, 2018 or 48 hours (excluding Saturdays, Sundays and holidays) before the beginning of any adjournment or postponement of the meeting

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) ("Shareholders") of common shares of AgJunction Inc. ("AgJunction" or the "Company") hereby appoint: **David Vaughn**, President and Chief Executive Officer and a director of AgJunction, or failing him, **Michael Manning**, Senior Vice President and Chief Financial Officer of AgJunction

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the Shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual General and Special Meeting** of Shareholders of **AgJunction** to be held at 9150 East Del Camino Drive, Suite 115, Scottsdale, Arizona, USA on Wednesday, May 23, 2018 at 8:00 a.m. MST and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against
1. Number of Directors	<input type="checkbox"/>	<input type="checkbox"/>
To fix the number of directors of AgJunction at six (6) .		

2. Election of Directors

To elect six (6) directors of AgJunction to hold office until the next annual meeting of AgJunction Shareholders or until their successors are elected or appointed.

	For	Withhold		For	Withhold		For	Withhold
01. Scott B. Edmonds	<input type="checkbox"/>	<input type="checkbox"/>	02. Lori S. Ell	<input type="checkbox"/>	<input type="checkbox"/>	03. Jonathan W. Ladd	<input type="checkbox"/>	<input type="checkbox"/>
04. Ryan J. Levenson	<input type="checkbox"/>	<input type="checkbox"/>	05. Jose F. Suarez	<input type="checkbox"/>	<input type="checkbox"/>	06. David E. Vaughn	<input type="checkbox"/>	<input type="checkbox"/>

3. Approval of Unallocated Options

An ordinary resolution approving all unallocated options under the Company's stock option plan, as more particularly described in the management information circular of the Company dated April 19, 2018 (the "Information Circular").

	For	Against
	<input type="checkbox"/>	<input type="checkbox"/>

4. Approval of Unallocated Restricted Shares

An ordinary resolution approving all unallocated restricted shares under the Company's restricted share plan, as more particularly in the Information Circular.

	For	Withhold
	<input type="checkbox"/>	<input type="checkbox"/>

5. Appointment of Auditors

To appoint RSM US, LLP as auditors for the ensuing year and to authorize the board of directors to fix their remuneration as such.

	<input type="checkbox"/>	<input type="checkbox"/>
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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

