



AGJUNCTION INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that an annual general and special meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") in the capital of AgJunction Inc. (the "**Corporation**" or "**AgJunction**") will be held at the offices of AgJunction at 9105 E Del Camino Drive, Suite 115, Scottsdale, Arizona, USA on June 4, 2020 at 9:00 a.m. (Scottsdale Time) for the following purposes:

1. to place before shareholders the financial statements of the Corporation, together with the report of the auditors thereon, for the year ended December 31, 2019;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect five (5) directors for the ensuing year;
4. to appoint RSM US, LLP as auditors for the ensuing year and to authorize the Board of Directors to fix their remuneration as such;
5. to consider and, if thought appropriate, to pass with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular – proxy statement of the Corporation dated April 23, 2020 (the "**Information Circular**"), approving a reduction in the stated capital of AgJunction, as more particularly described in the Information Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying and forming part of this Notice of Annual General and Special Meeting.

The Board of Directors of the Corporation have fixed a record date for the purpose of determining the shareholders entitled to receive notice of and vote at the Meeting. Each person who is a holder of Common Shares of record at the close of business on April 23, 2020 (the "**Record Date**") will be entitled to notice of, and to attend and vote at, the Meeting except, to the extent that such a shareholder transfers the ownership of any of his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns such Common Shares and demands, not later than ten (10) days before the Meeting, that his or her name be included in the list of shareholders entitled to vote at the Meeting, such transferee will be entitled to vote such Common Shares at the Meeting.

The Corporation intends to hold the Meeting in person. However, in view of the current and rapidly evolving COVID-19 pandemic, the Corporation asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of Arizona Department of Health Services (<https://www.azdhs.gov/preparedness/epidemiology-disease-control/infectious-disease-epidemiology/#novel-coronavirus-home>). In view of the COVID-19 pandemic, the Corporation encourages shareholders to consider voting their Common Shares via proxy rather than attending the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Registered shareholders and proxyholders who nonetheless wish to attend the Meeting in person may be subject to health screening at the entrance to the Meeting and will be asked to socially distance themselves from others at the Meeting. Subject to the Corporation's bylaws, attendance in person at the Meeting will be restricted to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting; no external guests will be allowed to attend. This restriction will be strictly enforced. The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. The Meeting will be held for the sole purpose of the matters to be acted upon at the Meeting and no corporate update or investor presentation will be provided. In the event it is not possible or advisable to hold the Meeting in person due to applicable governmental directives or otherwise, or a decision is made to change

the date, time or location of the Meeting, the Corporation will announce, by press release, alternative arrangements for the Meeting as promptly as practicable. Please monitor our website at <http://www.agjunction.com> for updated information. If you are planning to attend the Meeting, please check the website one week prior to the date of the Meeting, and each day leading up to the date of the Meeting. As always, the Corporation encourages shareholders to vote their Common Shares by proxy not later than (48) hours (excluding Saturdays, Sundays and holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.

A registered shareholder may be represented at the Meeting by proxy. Such shareholders are requested to date, sign and return the enclosed Instrument of Proxy for use at the Meeting or any adjournment or postponement thereof. To be valid, completed Instruments of Proxy must be dated, completed, signed and deposited with AgJunction's transfer agent, Computershare Trust Company of Canada: (a) by mail, using the enclosed return envelope or one addressed to Computershare Trust Company of Canada, Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1; (b) by hand delivery to Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1; or (c) by telephone to 1-866-732-8683 for North American callers or to 1-312-588-4290 for callers outside North America. You may also vote through the internet and if you do vote through the internet, you may also appoint another person to be your proxyholder. Please go to www.investorvote.com and follow the instructions. You will require your 15-digit control number found on your proxy form.

Your Instrument of Proxy or voting instructions must be received in each case no later than 9:00 a.m. (Scottsdale Time) on June 2, 2020 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before the beginning of any adjourned or postponed meeting. If you are unable to attend the Meeting, we encourage you to complete the enclosed Instrument of Proxy as soon as possible. If a Shareholder receives more than one Instrument of Proxy because such holder owns Common Shares registered in different names or addresses, each Instrument of Proxy should be completed and returned.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized. **The persons named in the enclosed Instrument of Proxy are officers and/or directors of the Corporation. Each shareholder has the right to appoint a person or persons, who need not be shareholders of the Corporation, other than the persons designated in the Instrument of Proxy furnished by the Corporation, to attend and act on such shareholder's behalf at the Meeting. To exercise such right, the names of management's nominees may be crossed out and the name(s) of the shareholder's nominee(s) legibly printed in the blank space provided.**

A proxyholder has discretion under the enclosed Instrument of Proxy in respect of amendments or variations to matters identified in this Notice of Annual General and Special Meeting and with respect to other matters which may properly come before the Meeting, or any adjournment or postponement thereof. As of the date hereof, management of AgJunction knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General and Special Meeting. Shareholders who are planning on returning the Instrument of Proxy are encouraged to review the Information Circular carefully before submitting the Instrument of Proxy.

It is the intention of the persons named in the enclosed Instrument of Proxy, if not expressly directed to the contrary in such Instrument of Proxy, to vote in favour of each of the matters to be considered at the Meeting.

DATED at Calgary, Alberta, this 23rd day of April, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Lori S. Ell*"

Lori S. Ell

Chair of the Board