



8th Floor, 100 University Avenue  
 Toronto, Ontario M5J 2Y1  
 www.computershare.com

**Security Class**

**Holder Account Number**

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## Form of Proxy - Annual General and Special Meeting to be held on Friday, June 4, 2021

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 9:00 am (Scottsdale Time), on Wednesday, June 2, 2021 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](http://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](http://www.investorcentre.com).

**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) of common shares of AgJunction Inc. (the "Corporation") hereby appoint: M. Brett McMickell, President and Chief Executive Officer and a director of AgJunction, or failing this person, Cheryne Lowe, Interim Chief Financial Officer of AgJunction (the "Management Nominees")

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 holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation to be held at 9105 East Del Camino Drive, Suite 115, Scottsdale, Arizona, USA on Friday, June 4, 2021 at 9:00 am (Scottsdale Time), and at any adjournment or postponement thereof (the "Meeting").

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

	<b>For</b>	<b>Against</b>
<b>1. Number of Directors</b>	<input type="checkbox"/>	<input type="checkbox"/>
To fix the number of directors to be elected at the Meeting at five (5).		

	<b>For</b>	<b>Withhold</b>
<b>2. Election of Directors</b>	<input type="checkbox"/>	<input type="checkbox"/>
To elect five (5) directors of the Corporation to hold office until the next annual meeting of the Corporation's shareholders or until their successors are elected or appointed.		

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
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. M. Brett McMickell	<input type="checkbox"/>	<input type="checkbox"/>	05. Jose F. Suarez	<input type="checkbox"/>	<input type="checkbox"/>			

	<b>For</b>	<b>Withhold</b>
<b>3. Appointment of Auditors</b>	<input type="checkbox"/>	<input type="checkbox"/>
To appoint RSM US, LLP as auditors for the ensuing year and to authorize the Board of Directors of the Corporation to fix their remuneration as such.		

	<b>For</b>	<b>Against</b>
<b>4. Approval of Unallocated Options</b>	<input type="checkbox"/>	<input type="checkbox"/>
An ordinary resolution approving all unallocated options under the Corporation's stock option plan, as more particularly described in the management information circular of the Corporation dated April 23, 2021 (the "Information Circular").		

	<b>For</b>	<b>Against</b>
<b>5. Approval of Unallocated Restricted Shares</b>	<input type="checkbox"/>	<input type="checkbox"/>
An ordinary resolution approving all unallocated restricted shares under the Corporation's restricted share plan, as more particularly described in the Information Circular.		

To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

<b>Signature of Proxyholder</b>	<b>Signature(s)</b>	<b>Date</b>
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. <b>If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.</b>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<u>DD / MM / YY</u>

<b>Interim Financial Statements</b> - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. <input type="checkbox"/>	<b>Annual Financial Statements</b> - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. <input type="checkbox"/>
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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](http://www.computershare.com/maillinglist).