

AGJUNCTION INC.

POSITION DESCRIPTION

CHAIR OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

In addition to the responsibilities and specific duties set out in the mandate (the "**Mandate**") of the Corporate Governance and Nominating Committee (the "**Committee**"), the Chair of the Committee (the "**Committee Chair**") of the board of directors (the "**Board**") of AgJunction Inc. ("**AgJunction**" or the "**Corporation**") has the responsibility and specific duties described below:

I. APPOINTMENT

The Committee Chair will be a duly elected or appointed member of the Board and be appointed as the Committee Chair by the Board. The Committee Chair will have the competencies and skills determined by the Board.

II. RESPONSIBILITIES

The Committee Chair shall provide independent, effective leadership to the Committee in the governance of AgJunction and is responsible for endeavoring to ensure that the Committee meets the established mandate of the Committee.

III. SPECIFIC DUTIES

The Committee Chair will endeavor to:

A. *Governance*

1. serve as the focal point of all Committee activity, overseeing all aspects of direction and administration of the Committee, endeavoring to ensure that the Committee works as a team and builds a culture of effective, ethical corporate governance; and
2. take such steps as are reasonably necessary for the Committee's to meet its responsibilities as set forth in its Mandate.

B. *Corporate Social Responsibility*

1. provide leadership to the Committee, individual directors and management to support a culture of ethical corporate conduct.

C. *Leadership*

1. provide overall leadership to enhance the effectiveness of the Committee; and
2. ensure that the responsibilities of the Committee as set out in its Mandate, are well understood by the members of the Committee and are executed as effectively as possible.

D. *Committee Meetings*

1. ensure that the Committee meets at least twice annually and as many additional times as necessary to carry out its duties effectively;

2. ensure that all business required to come before the Committee is brought to a meeting in a timely manner;
3. ensure that all business set out in the agendas of Committee meetings is discussed and brought to resolution, as required;
4. ensure sufficient time during Committee meetings to fully discuss agenda items;
5. encourage Committee members to ask questions and express viewpoints during meetings;
6. deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus; and
7. ensure that the Committee meets in separate, regularly scheduled, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.

E. *Committee / Management Relationships*

1. ensure that the boundaries between Committee and management responsibilities are clearly understood and respected and that relationships between the Committee and management are conducted in a professional and constructive manner; and
2. facilitate effective communication between directors and management, both inside and outside of Committee meetings.

F. *Evaluation*

1. provide advice, counsel and mentorship to members of the Committee.

G. *Orientation / Education*

1. support the orientation of new Committee members; and
2. support the continuing education of Committee members.

H. *Other*

1. carry out any other appropriate duties and responsibilities assigned by the Committee.