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000001

Mr A Sample  
Designation (if any)  
Add1  
Add2  
add3  
add4  
add5  
add6

**Security Class**  
COMMON SHARES  
**Holder Account Number**  
C1234567890      IND

Fold

## Form of Proxy - Annual and Special Meeting to be held on Wednesday, September 30, 2015

**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 persons 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 this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
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, 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 and, if the holder has 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 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 8:00 AM, Scottsdale time, on Monday, September 28, 2015**

### 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.

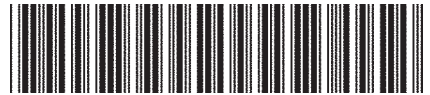


**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**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 123456789012345**



Appointment of Proxyholder

This Proxy is solicited by and on behalf of Management. I/We being holder(s) ("Shareholders") of common shares ("Shareholder") of AgJunction Inc. ("AgJunction" or the "Company") hereby appoint: Richard W. Heiniger, 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.

[Empty box for appointing name]

as my/our proxyholder with full power of substitution 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 on all other matters that may properly come before the Annual General and Special Meeting (the "Meeting") of Shareholders of AgJunction to be held at the offices of AgJunction at Suite 130, 8444 No. 90th Street, Scottsdale, Arizona, 85258 on Wednesday, September 30, 2015 at 8:00 AM (Scottsdale time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Merger Resolution

An ordinary resolution, the full text of which is set forth in Appendix A to the accompanying management information circular and proxy statement dated August 28, 2015 (the "Information Circular"), approving: (i) the issuance of up to 46,633,373 common shares ("AgJunction Shares") to Novariant, Inc. ("Novariant") shareholders pursuant to the Agreement and Plan of Merger and Reorganization dated March 16, 2015, as amended August 7, 2015, by and among AgJunction, AgJunction MergeCo, Inc. and Novariant (the "Merger"); and (ii) the terms of restricted share agreements (the "MRP Participant Agreements") to be entered into with participants under a management retention plan of Novariant (the "MRP Participants") and up to 2,840,959 AgJunction Shares to be issued to the MRP Participants under the MRP Participant Agreements (the "Merger Resolution"), as more particularly described under "Matters to be Considered at the Meeting - Merger Resolution" in the Information Circular.

For Against

[For] [Against]

2. Number of Directors

To fix the number of directors of AgJunction at six (6) for the period commencing immediately following the Meeting and ending at the earlier of the time that the Merger becomes effective (the "Effective Time") and the next annual meeting of Shareholders (the "Interim Period").

[For] [Against]

3. Election of Directors

To elect six (6) directors of AgJunction to hold office for the Interim Period or until their successors are elected or appointed.

For Withhold

For Withhold

For Withhold

01. Mark W. Anderson

[For] [Withhold]

02. Paul G. Cataford

[For] [Withhold]

03. Michael J. Lang

[For] [Withhold]

04. Barry D. Batcheller

[For] [Withhold]

05. Richard W. Heiniger

[For] [Withhold]

06. John M. Tye III

[For] [Withhold]

4. Election of Directors

Subject to the approval of the Merger Resolution, to fix the number of directors of AgJunction at seven (7) for the period from and after the Effective Time until the next annual meeting of Shareholders.

For Against

[For] [Against]

5. Election of Directors

Subject to the approval of the Merger Resolution, to elect seven (7) directors of AgJunction to hold office from and after the Effective Time until the next annual meeting of Shareholders or until their successors are elected or appointed.

For Withhold

For Withhold

For Withhold

01. Mark W. Anderson

[For] [Withhold]

02. Paul G. Cataford

[For] [Withhold]

03. Michael J. Lang

[For] [Withhold]

04. John M. Tye III

[For] [Withhold]

05. David Vaughn

[For] [Withhold]

06. Jonathan Ladd

[For] [Withhold]

07. Jose Suarez

[For] [Withhold]

For Against

6. Restricted Share Plan

An ordinary resolution approving a new restricted share plan for the Company, as more particularly described under "Matters to be Considered at the Meeting - Restricted Share Plan" in the Information Circular.

[For] [Against]

7. Amendments to Option Plan

Subject to the approval of the Merger Resolution, an ordinary resolution to amend AgJunction's stock option plan, and to approve all unallocated options under such stock option plan, as more particularly described under "Matters to be Considered at the Meeting - Amendments to Option Plan" in the Information Circular.

[For] [Against]

For Withhold

8. Appointment of Auditors

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

[For] [Against]

Signature(s)

Date

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 box]

MM / DD / 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.

[Box]

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis.

[Box]

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.

