

Nominating and Corporate Governance Committee Mandate

The Nominating and Corporate Governance Committee (the "Committee") is a committee of the Board of Directors of Viterra Inc. ("Viterra" or the "Corporation"). Its primary function is to assist the Board in carrying out its responsibilities by reviewing corporate governance and nomination issues and making recommendations to the Board as appropriate. In particular, the Committee is responsible for identifying individuals qualified to become Board members, recommending to the Board proposed nominees for election to the Board at the next annual meeting of shareholders, and developing and recommending to the Board corporate governance principles and policies applicable to Viterra.

CONSTITUTION, COMPOSITION AND DEFINITIONS

1. Reporting

The Committee shall report to the Board.

2. Composition of Committee

The Committee shall consist of not less than three directors, all of whom shall qualify as independent directors pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (as implemented by the Canadian Securities Administrators and as amended from time to time). The Board Chair shall be an *ex-officio*, non-voting member of the Committee.

3. Appointment of Committee Members

Members of the Committee shall be appointed at a meeting of the Board, held after the election of directors at the annual meeting of shareholders, provided that any member may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the of the Committee upon ceasing to be a member of the Board.

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

5. Committee Chair

The Board shall appoint the Chair of the Committee.

If the Committee Chair is unavailable or unable to attend a meeting of the Committee, the Committee Chair shall ask another member to chair the meeting, failing which a

member of the Committee present at the meeting shall be chosen to preside over the meeting by a majority of the members of the Committee present at such meeting.

The Chair presiding at any meeting of the Committee shall have a casting vote.

The items pertaining to the Committee Chair in this section should be read in conjunction with the *Committee Chair* section of the *Chair of the Board of Directors, Deputy Chair of the Board of Directors and Committee Chair General Guidelines*.

6. Secretary

The Committee shall appoint a Secretary who need not be a member of the Committee. The Secretary shall keep minutes of the meetings of the Committee.

7. Committee Meetings

The Committee shall meet at least quarterly at the call of the Committee Chair. The Committee Chair may call additional meetings as required. In addition, a meeting may be called by the Board Chair.

Committee meetings may be held in person, by video conference, by means of telephone or by a combination of any of the foregoing.

The Committee shall have an in-camera session on a regular basis.

8. Notice of Meeting

Notice of the time and place of each Committee meeting may be given by personal delivery in writing, or by facsimile, or by electronic means to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any such manner waive notice of the Committee meeting. Attendance of a member at a meeting shall constitute waiver of notice of the meeting.

Notwithstanding the foregoing a meeting of the Committee may be held at any time without formal notice if all of the members are present, including by way of telephonic or other communications means.

9. Quorum

A majority of Committee members, present in person, by video conference, by telephone or by any combination thereof shall constitute a quorum.

10. Attendance at Meetings

The President and Chief Executive Officer is expected to be available to attend the Committee's meetings or portions thereof.

The Committee may, by specific invitation, have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

Directors, who are not members of the Committee, may attend Committee meetings, on an ad hoc basis, upon prior consultation and approval by the Committee Chair.

11. Minutes

Minutes of Committee meetings shall be sent to all Committee members. The full Board of Directors shall be kept informed of the Committee's activities by a report following each Committee meeting and by a posting of the minutes on the Board portal.

RESPONSIBILITIES

- I. In carrying out its mandate, the Committee is expected to:
 1. Act in an advisory capacity to the Board.
 2. Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.
 3. Recommend to the Board for approval:
 - (a) Directors' compensation.
 - (b) Remuneration for the Board Chair and the Deputy-Chair of the Board.
 - (c) Additional compensation for respective Committee Chairs of Board Committees.
 4. Recommend suitable candidates for nomination for election as directors:
 - (a) Consider the competencies and skills the Board as a whole, should possess.
 - (b) Formulate criteria for candidates after considering the competencies and skills of each existing director.
 - (c) Consider the competencies and skills of each new nominee and whether or not each new nominee is able to devote sufficient time and resources to his or her duties as a Board member.
 - (d) Consider any potential conflicts of interest.
 - (e) Establish the procedure for approaching prospective candidates.

- (f) Canvas current Board members for suggestions for candidates.
 - (g) Maintain a current list of high quality potential candidates.
 - (h) Give consideration to an appropriate size for the Board for the ensuing year.
 - (i) Recommend to the Board proposed nominees for election to the Board at the next annual meeting of shareholders and to fill any vacancies in the respective intervening period.
5. Review the recommendation of the Board Chair with respect to Committee membership and recommend to the Board, the appointment of members to each Committee of the Board and the respective Committee Chairs thereof.
 6. Provide a copy of the Committee Chair General Guidelines to each Committee Chair.
 7. Review on a periodic basis the mandates of the Committees of the Board and make recommendations, as deemed appropriate, with respect to such mandates.
 8. Review the relationship between management and the Board and make recommendations with respect to such relationship where and when it is deemed appropriate.
 9. Oversee the evaluation of, assess and consider the effectiveness of the Board as a whole, the Committees of the Board and the contribution of individual members on a periodic basis.
 10. Be available as a forum for addressing the concerns of individual directors.
 11. Prepare annually, for disclosure to shareholders, a report that describes Viterra's corporate governance practices.
 12. Review, from time to time, the retirement age or term limits for directors.
 13. From time to time, consider, develop, recommend and bring forward to the Board of Directors, any corporate governance issues, principles or policies for review, discussion or action by the Board or a committee thereof.
 14. Review and recommend to the Board any changes to the Corporation's Code of Business Conduct, Disclosure Policy and Securities Trading and Reporting Policy.
 15. Ensure that any issues relating to governance that are identified by the directors are raised with management.
 16. Provide orientation and an education program for new Board and Committee members and for the continued development of existing members of the Board.

17. Review the management of those enterprise risks allocated to the Committee by the Board from time to time, including sovereign risk and regulatory risk.
18. Review all shareholder proposals and recommend a response to the Board.

II. Miscellaneous

1. The Committee may engage outside resources if deemed advisable.
2. The Committee may delegate its duties and responsibilities to subcommittees of the Committee.
3. The Committee shall have authority to retain and terminate any search firm to be used by the Committee or the Board to identify director candidates, including approval of the search firm's fees and other retention terms.

III. Review of Committee Mandate and Performance

1. The Committee shall review and reassess the adequacy of its Mandate annually and recommend to the Board for approval any subsequent revisions thereto.
2. The Committee's performance shall be evaluated annually.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors.

Approved by the Board of Directors
November 14, 2011