

Safety, Health, Environment and Sustainability Committee Mandate

The Safety, Health, Environment and Sustainability 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 fulfilling its role in oversight and governance by reviewing, reporting and making recommendations to the Board on Viterra's policies, standards and practices with respect to safety, health, the environment and other aspects of sustainability affecting Viterra's interaction with stakeholders and its corporate reputation. The Committee's responsibility for safety includes food and feed products safety and references to "safety" include food and feed products safety unless otherwise specified.

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, the majority 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 (see "Quorum" for further details).

3. Appointment of Committee Members

Members of the Committee shall be appointed at a meeting of the Board, held after 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 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 Nominating and Corporate Governance Committee will recommend an independent director to serve as the Committee Chair to the Board for approval. The Board shall appoint the Committee Chair.

If the Committee Chair is unavailable or unable to attend a meeting of the Committee, the 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. In addition, if an ex-officio non-voting Committee member's presence is required to attain a quorum of the Committee, such member shall be allowed to cast a vote at the meeting.

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 shall be kept informed of the Committee's activities by a report to the Board 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. Review and recommend to the Board for approval:
 - (a) Fundamental policies pertaining to safety, health, environment and sustainability having the potential to materially impact corporate strategies, activities and reputation.
 3. Review and report to the Board:

- (a) Corporate and business unit safety, health and environment performance quarterly, including actual performance against predetermined leading and lagging indicators, and the status of development of or changes to such indicators.
 - (b) Safety, health, environment and sustainability issues, trends and events that could materially impact Viterra.
 - (c) Significant actions and initiatives undertaken to mitigate safety, health and environmental risk or other sustainability risks or matters having the potential to affect Viterra's activities, plans, strategies or reputation.
 - (d) Significant changes to Viterra's safety, health and environment system and food and feed products safety system.
 - (e) Compliance with Viterra's safety, health and environment system and food and feed products safety system, including compliance status and assessment reports from management, training and communication.
 - (f) Significant related contraventions of applicable health, safety or environment regulations or policies.
 - (g) Incident and investigation reports relating to significant safety, health or environment incidents and mitigating actions taken by management.
 - (h) The status and material changes to Viterra's emergency response program and crisis management plan.
4. Review:
- (a) An annual update from Viterra's General Counsel on the duties, responsibilities and liabilities of directors and officers relating to safety, health and environmental matters.
 - (b) An annual report on Viterra's insurable risks relating to safety, health and environment issues, including an evaluation of the costs/insurance benefits associated with those risks (in respect of insurance, the Committee shall, as necessary, consult with and review the recommendation of the Audit Committee).
 - (c) Significant items resulting from periodic corporate safety, health and environment audits; inquiring of members of management and other invited participants, about significant risks or exposures and assess steps taken to minimize such risks to Viterra.

- (d) The management of those enterprise risks allocated to the Committee by the Board from time to time and not otherwise included in this Committee mandate.
5. Approve:
 - (a) Minutes of past meetings.
 - (b) The annual corporate safety, health and environment audit schedule.
 - (c) The need and schedule for external audits.
 6. Conduct field trips to review corporate activities pertaining to safety, health and environment, annually or as warranted.
 7. Furnish such recommendation to the boards of directors of subsidiary or affiliated companies as the Committee deems appropriate with respect to safety, health, environment and other sustainability matters.

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.

III. Review of Committee Mandate and Performance

1. The Committee shall review and reassess the adequacy of its Mandate annually and, subject to recommendation for approval by the Nominating and Corporate Governance Committee, 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.

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