

**ALLIANCE GRAIN TRADERS INC.
NOTICE OF MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders of common shares (the “**Common Shares**”) of Alliance Grain Traders Inc. (“**AGT**”) will be held in the Main Boardroom at the offices of Stikeman Elliott LLP at 199 Bay Street, Commerce Court West, Suite 5300, Toronto, Ontario, M5L 1B9 on Thursday, June 19, 2014 at 10:00 a.m. (Toronto time) for the following purposes:

- (a) to receive the audited financial statements of AGT as at and for the financial year ended December 31, 2013;
- (b) to re-elect Murad Al-Katib, Hüseyin Arslan, John Gardner, Howard N. Rosen and Drew Franklin as directors of AGT;
- (c) to consider, and, if thought advisable, to pass, with or without variation, a special resolution (the “**Name Change Resolution**”) approving an amendment to the articles of AGT to change the name of AGT from “Alliance Grain Traders Inc.” to “AGT Food and Ingredients Inc.”, or such other name as the directors of AGT may approve;
- (d) to re-appoint KPMG LLP as the auditor of AGT; and
- (e) to transact such further and other business as may properly come before the Meeting, or any reconvened meeting following any adjournment thereof.

The record date for receiving this notice, to vote at the Meeting and for determining the registered and beneficial owners of Common Shares has been set at May 20, 2014. This notice is accompanied by a form of proxy and an information circular that provides particulars of the matters set out in this notice.

DATED at Regina, Saskatchewan, this May 20, 2014.

ON BEHALF OF THE BOARD OF DIRECTORS:



Murad Al-Katib
President and Chief Executive Officer

<p>Shareholders who are unable to attend the Meeting in person are requested to exercise their right to vote by completing, dating, signing and returning, in the envelope provided for that purpose, the enclosed form of proxy to TMX Equity Transfer Services at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, Fax: (416) 595-9593, Attention: Proxy Department, so that it arrives no later than 10:00 a.m. (Toronto time) on June 17, 2014, or 48 hours preceding any reconvened meeting following any adjournment of the Meeting. If you are able to attend the Meeting, sending your proxy will not prevent you from voting in person. If your Common Shares are held in the name of a broker or nominee, you must provide voting instructions to your broker or nominee for your Common Shares to be represented at the Meeting.</p>
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