

AGJUNCTION INC.

NOTICE OF SPECIAL MEETING OF AGJUNCTION SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to an order (the "**Interim Order**") of the Court of Queen's Bench of Alberta (the "**Court**") dated October 19, 2021, a special meeting (the "**Meeting**") of the holders (the "**AgJunction Shareholders**") of common shares (the "**Common Shares**") of AgJunction Inc. ("**AgJunction**" or the "**Corporation**"), will be held at 10:00 a.m. (Scottsdale time) on November 24, 2021 at the offices of AgJunction at 9105 E Del Camino Drive, Suite 115, Scottsdale, Arizona, USA, for the following purposes:

1. to consider, pursuant to the Interim Order and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**"), the full text of which is set forth in Appendix A to the accompanying information circular and proxy statement of AgJunction (the "**Information Circular**"), approving an arrangement (the "**Arrangement**") under Section 193 of the *Business Corporations Act* (Alberta) (the "**ABCA**") involving AgJunction, Kubota Corporation, the AgJunction Shareholders and certain other securityholders of AgJunction, all as more particularly described in the Information Circular; and
2. to transact such other business, including amendments to the foregoing, as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

The Arrangement is described in the Information Circular, which forms part of this Notice. The full text of the Arrangement Resolution is set out in Appendix A to the Information Circular. The full text of the plan of arrangement (the "**Plan of Arrangement**") implementing the Arrangement and the Interim Order are attached to the Information Circular as Schedule A to Appendix C and Appendix B, respectively.

The board of directors of AgJunction has set the close of business on October 21, 2021 (the "**Record Date**") as the record date for determining AgJunction Shareholders who are entitled to receive notice of the Meeting. Only AgJunction Shareholders whose names have been entered in the applicable register of AgJunction Shareholders at the close of business on that date are entitled to receive notice of, and to vote at, the Meeting, unless any such AgJunction Shareholder transfers Common Shares after the Record Date and the transferee of those Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that he, she or it owns such Common Shares, demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of AgJunction Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

AgJunction intends to hold the Meeting in person. However, in view of the current COVID-19 pandemic, the Corporation asks that, in considering whether to attend the Meeting in person, AgJunction Shareholders follow the instructions of Arizona Department of Health Services (<https://www.azdhs.gov/preparedness/epidemiology-disease-control/infectious-disease-epidemiology/#novelcoronavirus-home>). The Corporation strongly encourages AgJunction Shareholders to vote their Common Shares via proxy rather than attending the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Registered AgJunction Shareholders and proxyholders who nonetheless wish to attend the Meeting in person may be subject to health screening at the entrance to the Meeting and will be asked to socially distance themselves from others at the Meeting. The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. In the event it is not possible or advisable to hold the Meeting in person due to applicable governmental directives or otherwise, or a decision is made to change the date, time or location of the Meeting, the Corporation will announce, by press release, alternative arrangements for the Meeting as promptly as practicable. Please monitor our website at <http://www.agjunction.com> for updated information. If you are planning to attend the Meeting, please check the website one week prior to the date of the Meeting, and each day leading up to the date of the Meeting. The Corporation encourages AgJunction Shareholders to vote their Common Shares by proxy not later than (48) hours (excluding Saturdays, Sundays and holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.

Pursuant to the Interim Order, registered AgJunction Shareholders have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of their Common Shares in accordance with the provisions of Section 191 of the ABCA, as modified by the Interim Order and the Plan of Arrangement. A registered AgJunction Shareholder wishing to exercise rights of dissent with respect to the Arrangement must send to AgJunction a written objection to the Arrangement Resolution, which written objection must be received by AgJunction c/o Burnet, Duckworth & Palmer LLP, Suite 2400, 525 – 8th Avenue S.W., Calgary, Alberta, T2P 1G1, Attention: Joanne Luu by no later than 5:00 p.m. (Calgary time) on November 22, 2021 (or 5:00 p.m. (Calgary time) on the Business Day that is two Business Days immediately preceding the date of the Meeting if it is not held on November 24, 2021, but adjourned or postponed), and must otherwise strictly comply with the dissent procedures described in the Information Circular. An AgJunction Shareholder's right to dissent is more particularly described in the Information Circular, and a copy of the Interim Order and the text of Section 191 of the ABCA are set forth in Appendix B and Appendix E, respectively, to the Information Circular.

Failure to strictly comply with the requirements set forth in Section 191 of the ABCA, as modified by the Interim Order and the Plan of Arrangement, may result in the loss of any right of dissent. Persons who are beneficial owners of Common Shares, whose Common Shares are registered in the name of a broker, investment dealer, bank, trust company, nominee or other intermediary who wish to dissent should be aware that only the registered holders of Common Shares are entitled to dissent. Accordingly, a beneficial owner of Common Shares desiring to exercise this right must make arrangements for the Common Shares beneficially owned by such AgJunction Shareholder to be registered in the AgJunction Shareholder's name prior to the time the written objection to the Arrangement Resolution is required to be received by AgJunction or, alternatively, make arrangements for the registered holder of such Common Shares to dissent on the AgJunction Shareholder's behalf. It is strongly suggested that any AgJunction Shareholder wishing to dissent seek independent legal advice, as the failure to comply strictly with the provisions of the ABCA, as modified by the Interim Order and the Plan of Arrangement, may prejudice such AgJunction Shareholder's right to dissent.

Whether or not you are able to attend the Meeting, we urge you to complete the applicable form of proxy and return it to AgJunction's transfer agent Computershare Trust Company of Canada: (i) by mail using the enclosed return envelope or one addressed to Computershare Trust Company of Canada, Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1; (ii) by hand delivery to Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1; (iii) by telephone to 1-866-732-8683 for North American callers or to 1-312-588-4290 for callers outside North America; or (iv) through the internet by going to www.investorvote.com and following the instructions (you will require your 15-digit control number found on your form of proxy), not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment(s) or postponement(s) thereof. Beneficial holders of Common Shares as of the Record Date wishing to vote their Common Shares at the Meeting must provide instructions to the broker, investment dealer, bank, trust company, nominee or other intermediary through which they hold their Common Shares in sufficient time prior to the holding of the Meeting.

The individuals named in the accompanying forms of proxy are officers and/or directors of AgJunction. **An AgJunction Shareholder wishing to appoint some other person (who need not be an AgJunction Shareholder) to represent such AgJunction Shareholder at the Meeting has the right to do so, either by inserting such person's name in the blank space provided in the applicable form of proxy and striking out the names designated as appointees in such form of proxy or by completing another form of proxy.** Such AgJunction Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and instruct the nominee on how the AgJunction Shareholder's Common Shares are to be voted. In any case, the applicable form of proxy should be dated and executed by the AgJunction Shareholder or the AgJunction Shareholder's attorney authorized in writing or, if the AgJunction Shareholder is a corporation, under its corporate seal, or by an officer or attorney thereof duly authorized.

The enclosed forms of proxy confer discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in this Notice of Special Meeting of AgJunction Shareholders and with respect to any other matters which may properly come before the Meeting or any adjournment or postponement thereof. At the time of printing of this Notice of Special Meeting of AgJunction Shareholders, the management of AgJunction was not aware of any such amendments, variations or other matters to come before the Meeting;

however, if any other matter properly comes before the Meeting, the enclosed forms of proxy will be voted on such matter in accordance with the best judgment of the person(s) voting the proxies.

In the absence of instructions made on the forms of proxy to the contrary, Common Shares represented by properly executed forms of proxy in favour of the persons designated in the enclosed proxy form **will be voted FOR all matters identified in the Notice of Special Meeting of AgJunction Shareholders accompanying this Information Circular.**

AgJunction Shareholders that have any questions or need additional information with respect to the voting of their Common Shares should consult their financial, legal, tax or other professional advisor, or contact our proxy solicitation agent, Kingsdale Advisors, at 1-800-749-9890 (toll-free in North America) or 416-867-2272 (for collect calls outside North America) or by e-mail at contactus@kingsdaleadvisors.com.

DATED at Calgary, Alberta, this 21st day of October, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF
AGJUNCTION INC.**

(Signed) "*Lori S. Ell*"
Lori S. Ell
Chair of the Board