

NOTICE OF SPECIAL VOTE OF MEMBERS

The Special Vote of the Members (the “Vote”) of The Canadian Seed Trade Association (the “Corporation”) will be held virtually via Computershare voting platform from Friday the 19th day of June, 2020, to Thursday the 20th day of August, 2020, for the following purposes:

1. to pass by special resolution of the members to authorize and approve the amalgamation of the Corporation with the Canadian Plant Technology Agency Inc. (“CPTA”), Commercial Seed Analysts Association of Canada Inc. (“CSAAC”), Canadian Seed Institute / Institut canadien des semences (“CSI”) and Canadian Seed Growers’ Association / Association canadienne des producteurs de semences (“CSGA”) (collectively, the “Amalgamating Corporations”), substantially on the terms set out in the Amalgamation Agreement dated May 26th, 2020 including the Articles of Amalgamation and the General By-Law which form part of the Amalgamation Agreement, as may be amended from time to time;
2. to transact such other business as may properly accompany the Vote.

In accordance with Section 197(1) (“Fundamental Change”) of the *Canada Not-for-Profit Corporations Act*, all classes of membership of the Corporation shall be entitled to Vote, including:

- **Active Members**
- **Affiliate Members**
- **Associate Members**
- **Honourary Members**

Information Accompanying this Notice of Vote

Accompanying this Notice are the following documents in English:

- (i) a copy of the Amalgamation Agreement dated May 26th, 2020 between the Corporation and Canadian Plant Technology Agency Inc. (“CPTA”), Commercial Seed Analysts Association of Canada Inc. (“CSAAC”), Canadian Seed Institute / Institut canadien des semences (“CSI”) and Canadian Seed Growers’ Association / Association canadienne des producteurs de semences (“CSGA”), attached as Appendix 1 hereto (the “**Amalgamation Agreement**”), which include as the Articles of Amalgamation of Seed Canada Semences Canada (the “**Articles of Amalgamation**”), attached as Schedule A to the Amalgamation Agreement, and the By-Law No. 1 of Seeds Canada Semences Canada (the “**General By-Law**”), attached as Schedule B to the Amalgamation Agreement;
- (ii) a copy of the biographies of each of the initial directors of the Board of Directors of Seeds Canada Semences Canada, attached as Appendix 2 hereto, each as identified in the Amalgamation Agreement;
- (iii) a copy of the special resolution of Members of the Corporation, attached as Appendix 3 hereto (“**Special Resolution**”);
- (iv) a copy of The Next Generation Seed Organization: Seeds Canada Business Plan June 2020, attached as Appendix 4 hereto (the “**Business Plan**”);
- (iv) a copy of Seeds Canada Ratification Package and Frequently Asked Questions, attached as Appendix 5 hereto (the “**FAQ**”); and

- (v) a copy of the voting Computershare instructions.

Information regarding the Amalgamation

The members of the Corporation are being asked to consider a Special Resolution (Appendix 3) at the Meeting to authorize and approve the amalgamation of Canadian Plant Technology Agency Inc. (“CPTA”), Commercial Seed Analysts Association of Canada Inc. (“CSAAC”), the Corporation, Canadian Seed Institute / Institut canadien des semences (“CSI”) and Canadian Seed Growers’ Association / Association canadienne des producteurs de semences (“CSGA”) which amalgamation will result in a new corporation (the “Amalgamated Corporation”). The name of the Amalgamated Corporation will be Seeds Canada Semences Canada.

The terms of the amalgamation are set out in the Amalgamation Agreement (Appendix 1) which includes the Articles of Amalgamation as Schedule A to the Amalgamation Agreement and the General By-Law of the Amalgamated Corporation as Schedule B to the Amalgamation Agreement.

The members of each of the Amalgamating Corporations will be asked to consider the Special Resolution at a meeting of the members of such other Amalgamating Corporations to be held in the coming months.

The members of the Corporation must approve the Special Resolution by 66 or 2/3% of the votes via the Computershare voting platform. This includes Active, Affiliate, Associate and Honourary members of the Corporation.

The names and biographies of the individuals whom will form the initial board of directors of the Amalgamated Corporation are attached as Appendix 2.

The Business Plan (Appendix 4) and the FAQ (Appendix 5) are to provide Members with an understanding of the background of the Amalgamation, the governance structure of the Amalgamated Corporation and to respond to frequently asked questions by Members in respect of the Amalgamation.

Upon Amalgamation, all the assets and liabilities of the Amalgamating Corporations will become the assets and liabilities of the Amalgamated Corporation, as more fully described in the Amalgamation Agreement.

It is proposed that the amalgamation of the Amalgamating Corporations will be effective on or about February 1, 2021, in accordance with the provisions of the Amalgamation Agreement.

To be effective, ballots must be received by the Corporation by Thursday, the 20th day of August, 2020 in accordance with the Computershare voting platform instructions. Only one person, per organization may vote. Designated voters have been identified in advance, if you are receiving this package and are not the designated voter, please email info@seedinnovation.ca for more information.

DATED at _____ this _____



**PRESIDENT,
CANADIAN SEED TRADE ASSOCIATION/
L'ASSOCIATION CANADIENNE DU COMMERCE
DES SEMENCES**