

AG GROWTH INTERNATIONAL INC.

**Report of Voting Results Pursuant to Section 11.3 of
National Instrument 51-102 – Continuous Disclosure Obligations**

In respect of the meeting of holders of 5.25% extendible convertible unsecured subordinated debentures of Ag Growth International Inc. held on April 15, 2015, the following sets forth a brief description of each matter which was voted upon and the outcome of the vote:

Description of Matter	Outcome of Vote	Votes by Ballot	
		Votes For	Votes Against
1. An extraordinary resolution approving an amendment to the indenture governing the debentures to extend the initial maturity date of the debentures from April 30, 2015 to June 29, 2015.	Passed	18,172 (99.63%)	67 (0.37%)