

# STIKEMAN ELLIOTT

Stikeman Elliott LLP Barristers & Solicitors

5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9  
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

BY SEDAR

April 18, 2017

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Office of the Superintendent of Securities (Prince Edward Island)  
Office of the Superintendent of Securities Service Newfoundland and Labrador

Dear Sirs and Mesdames:

**Re: Short Form Prospectus of Ag Growth International Inc. (the "Issuer")**

We refer you to the final short form prospectus (the "**Prospectus**") of the Issuer dated April 18, 2017 relating to the distribution of convertible unsecured subordinated debentures of the Issuer.

We consent to being named on the inside cover page of the Prospectus and under the heading "Experts" in the Prospectus, and consent to the use of our legal opinions set out under the heading "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations" in the Prospectus, which opinions are provided as of the date of the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are (i) derived from our legal opinions provided in the Prospectus, or (ii) within our knowledge as a result of the services performed by us in connection with such opinions.

Yours truly,

*(Signed) "Stikeman Elliott LLP"*

TORONTO  
MONTREAL  
OTTAWA  
CALGARY  
VANCOUVER  
NEW YORK  
LONDON  
SYDNEY