

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

Viterra Inc. (“**Viterra**”)
2625 Victoria Avenue
Regina, Saskatchewan
S4T 7T9

Item 2 Date of Material Change

September 8 and 9, 2009
September 9, 2009

Item 3 News Release

News releases announcing the material change were issued through Marketwire on September 9, 2009 and are attached to this report.

Item 4 Summary of Material Change

On September 9, 2009 Viterra announced that shareholders of ABB Grain Ltd (“**ABB**”) had endorsed the Scheme of Arrangement in relation to the proposed combination of Viterra and ABB, pursuant to the implementation agreement announced on May 19, 2009. On September 9, 2009 Viterra also announced that it had been advised by ABB that the Federal Court of Australia had made orders approving the Scheme of Arrangement as described in ABB’s Scheme Booklet dated July 30, 2009.

Item 5 Full Description of Material Change

5.1 – Full Description of Material Change

On September 9, 2009 Viterra announced that ABB’s shareholders had endorsed the Scheme of Arrangement in relation to the proposed combination of Viterra and ABB, pursuant to the implementation agreement announced on May 19, 2009.

At a meeting held on September 9, 2009 in Adelaide, Australia, ABB’s shareholders voted in favour of Viterra’s acquisition of all issued and outstanding shares in ABB, with 83.57 per cent of shares and 60.45 per cent in number supporting the transaction. The threshold requirements included 75 per cent of shares and 50 per cent of shareholders voting and represented at the meeting.

On September 9, 2009 Viterra also announced that ABB shareholders met that day to vote on the constitutional amendment to remove the 15 per cent limit on the amount of issued share capital in ABB that can be owned by any one shareholder. Shareholders supported the constitutional amendment resolution with 82.83 per cent approval. At least 75 per cent of the total number of votes cast was required to pass the resolution.

Later on September 9, 2009 Viterro announced that it had been advised by ABB that the Federal Court of Australia had made orders approving the Scheme of Arrangement as described in ABB's Scheme Booklet dated July 30, 2009. Viterro announced that a copy of the orders would be lodged with the Australian Securities and Investments Commission and that the effective date of the Scheme was expected to be September 11, 2009 (in Australia).

Implementation of the Scheme is expected to occur on September 23, 2009. Please see the attached news releases for a full description of the timetable relating to the implementation of the Scheme.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No significant facts in this report remain confidential, and no information has been omitted from this report.

Item 8 Executive Officer

For further information please contact Colleen Vancha, Senior Vice-President, Investor Relations & Corporate Affairs, at (306) 569-4782.

Item 9 Date of Report

September 17, 2009



For Immediate Release

Date: September 8, 2009

Listed: TSX: VT

Listed: ABB: ASX

Majority Support For Viterra's Proposed Combination With ABB

Viterra Inc. ("Viterra") (TSX: VT) today announced that ABB Grain Ltd ("ABB") (ASX: ABB) shareholders have endorsed the Scheme of Arrangement in relation to the proposed combination of Viterra and ABB, pursuant to the implementation agreement announced on May 19, 2009.

At a meeting held earlier today in Adelaide, Australia, ABB's shareholders voted in favour of Viterra's acquisition of all issued and outstanding shares in ABB, with 83.57 per cent of shares and 60.45 per cent in number supporting the transaction. The threshold requirements included 75 per cent of shares and 50 per cent of shareholders voting and represented at the meeting.

ABB shareholders also met today to vote on the constitutional amendment to remove the 15 per cent limit on the amount of issued share capital in ABB that can be owned by any one shareholder. Shareholders supported the constitutional amendment resolution with 82.83 per cent approval. At least 75 per cent of the total number of votes cast was required to pass the resolution.

Viterra's President and CEO Mayo Schmidt said: "The favourable voting results of today's Scheme of Arrangement and Constitutional Amendment meetings clearly demonstrate that ABB shareholders understand the benefits of bringing our market leading companies together. Our two organizations are well known for their customer-focused innovations and industry leadership, and we are excited by the prospects of a global network that positions us to meet the rising demand for quality foods. We recognize the important role played by the Federal Court of Australia in the approval process, and now await its ruling on our combination."

The transaction is expected to give the combined company access to the world's largest export origination of wheat, canola and barley, with global logistic arbitrage opportunities and one of the strongest balance sheets in the industry. The benefits of the combination include:

- Gateway to Asia and Indian subcontinent: Provides greater access to the higher growth Asian and South Asian import markets, which are becoming increasingly important given their current trend of growing demand.
- Access to the largest export origination for wheat, canola and barley given that our two countries currently account for 37% of world net exports of these commodities.
- Business and Geographic Diversification: Reduces concentration and proportionate earnings in any one geography and business segment.

The Court is expected to rule on the Scheme of Arrangement on 10 September 2009.

Forward-Looking Information

This release contains forward looking statements that involve certain risks and uncertainties which could cause actual results and anticipated transaction benefits to differ materially from future results and anticipated benefits expressed or implied by such statements. Important factors that could affect these statements include, without limitation, weather conditions; producer's decisions regarding total planted acreage, crop selection, and utilization levels of farm inputs such as fertilizers and pesticides; grain export levels; changes in government policy and transportation deregulation; world agricultural commodity prices and markets; changes in competitive forces including pricing pressures; and global political and economic conditions, including grain subsidy actions of the United States and European Union.

About Viterra

Viterra Inc. is Canada's leading agribusiness, with extensive operations and distribution capabilities across Western Canada, and with operations in the United States, Japan, Singapore and Geneva. The Company is diversified into sales and services of crop inputs and equipment, grain handling and marketing, livestock feed, agri-food processing and financial products. These operations are complemented by value-added businesses and strategic alliances, which allow Viterra to leverage its pivotal position between Prairie farmers and destination customers. The Company's common shares are listed on the TSX under the symbol VT.

Contact:

Tom Steve
Director of Corporate Affairs
Viterra Inc.
(306) 569-4262



For Immediate Release

Date: September 9, 2009

Listed: TSX: VT

Listed: ABB: ASX

Court Approves ABB Scheme of Arrangement

Viterra Inc. is pleased to announce it has been advised by ABB Grain Ltd ("ABB") (ASX: ABB) that the Federal Court of Australia today made orders approving the ABB Scheme of Arrangement as described in ABB's Scheme booklet dated 30 July 2009.

The court ruling follows the approvals received by shareholders at meetings held yesterday. A copy of the orders will be lodged with the Australian Securities and Investments Commission. The effective date of the Scheme is expected to be 11 September 2009 (in Australia).

Subject to ABB's Scheme becoming effective, it is expected that:

- The Australia Securities Exchange ("ASX") will suspend trading in ABB Grain Shares at the close of trading on 11 September 2009.
- The trading in Viterra CDIs on a deferred settlement basis on the ASX will commence on 14 September 2009.
- The record date for the ABB Grain Special Dividend will be 17 September 2009.
- The deadline for receipt of Scheme Consideration Election Forms is 18 September 2009 (5:00 pm).
- The Scheme Record Date for determining entitlements to Scheme Consideration is 18 September 2009 (6:30 pm).
- The Implementation date is 23 September 2009.
- Trading in Viterra Shares issued under the Scheme on the TSX will commence on 24 September 2009.
- The expected payment date for the ABB Grain Special Dividend is 28 September 2009.
- The holding statements for Viterra CDIs is 28 September 2009.
- The first day for dispatch of Cash Consideration is 29 September 2009.
- The last day of trading in Viterra CDIs on deferred settlement basis on the ASX is 28 September 2009.
- The commencement of trading in Viterra CDIs on the ASX on a normal settlement basis is 29 September 2009.
- The last day for despatch of Cash Consideration, certificates for Viterra Shares and holding statements for Viterra CDIs is 8 October 2009.
- The last day for sales to be completed under the Cash Out Facility is 15 October 2009.

Terms capitalized but not otherwise defined shall have the meaning given to them in the Scheme Booklet. The above times and dates are indicative only. Any changes to the timetable will be posted to ABB's and Viterra's respective websites at www.abb.com.au and www.viterra.ca.

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levels; changes in government policy and transportation deregulation; world agricultural commodity prices and markets; changes in competitive forces including pricing pressures; and global political and economic conditions, including grain subsidy actions of the United States and European Union.

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Interested parties are invited to visit [www.abbplusviterra.com]

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www.viterra.ca