

Appendix 1C

ASX Foreign Exempt Listing application and agreement

This form is for use by an entity seeking admission to the *official list as an ASX Foreign Exempt Listing (for admission as an ASX Listing use Appendix 1A and for classification as an ASX Debt Listing use Appendix 1B). The form is in 3 parts:

1. Application for admission to the *official list;
2. Information to be completed; and
3. Agreement to be complete.

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and *quotation of its *securities. Publication does not mean that the entity will be admitted or that its *securities will be quoted.

Introduced 1/7/96. Origin: Appendix 1B. Amended 1/7/97, 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 1/3/2002, 1/6/2002, 1/1/2003, 20/07/2007.

Part 1 - Application for admission to the official list

Name of entity	ABN
Viterra Inc. ("Viterra")	To be advised.

We (the entity) apply for admission to the *official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing and for *quotation of the following *securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

1	*Main class of *securities	Number	*Class
		78,296,645 (being the maximum number of CDIs that may be issued under the Scheme)	Viterra CDIs, each CDI entitling the holder to one share of common stock of Viterra.
2	Additional classes of *securities (except *CDIs)	Number to be quoted	*Class
		n/a	n/a
		Number not to be quoted	*Class
		237,049,363	Shares of common stock (Viterra Shares) quoted on Toronto Stock Exchange as of 30 May 2009

56,250,000	<p>Subscription receipts issued and outstanding as of 30 May 2009. The subscription receipts were issued on a private placement basis effective May 13, 2009 at C\$8.00 per subscription receipt. Each subscription receipt represents the right of the holder to receive, for no additional consideration, one Viterra Share upon satisfaction of the conditions in the subscription receipt agreement, including implementation of the Scheme.</p> <p>Refer to tab 10 for Viterra's Subscription Agreement and Subscription Receipt Agreement.</p>
1,662,956	<p>Unlisted options on issue, issued pursuant to Viterra's Management Stock Option Plan as of 30 May 2009.</p> <p>The maximum number of Viterra Shares that may be issued under options issued pursuant to Viterra's Management Stock Option Plan is 10,187,475 Viterra Shares. Once the 1,662,956 Viterra Shares that can potentially be issued under currently granted and contingently granted options are deducted, approximately 8,524,519 Viterra Shares have been reserved for subsequent option grants.</p> <p>As at 9 June 2009, out of the 1,648,485 options on issue, the options which have vested are convertible into 70,953 Viterra Shares.</p> <p>Refer to tab 9 for Viterra's Management Stock Option Plan.</p>
<p>3 Telephone number, postal address for all correspondence, general fax number, fax number for company announcements office to confirm release of information to the market, and e-mail address for contact purposes.</p>	<p>Ray Dean Senior Vice-President & General Counsel/Corporate Secretary Viterra Inc. 9th Floor, 2625 Victoria Avenue Regina, Saskatchewan S4T 7T9 Phone: 306-569-4200 Fax: 306-569-5133 Email: ray.dean@viterra.ca</p> <p>Colleen Vancha Senior Vice-President, Investor Relations & Corporate Affairs Viterra Inc. 8th Floor, 2625 Victoria Avenue Regina, Saskatchewan S4T 7T9 Phone: 306-569-4782 Fax: 306-569-4400 Email: colleen.vancha@viterra.ca</p>

* See chapter 19 for defined terms.

- 4 Name and address of local agent of entity or Australian agent for service of process
- Name: Viterro Australia Pty Ltd
 Address: C/- Moore Stephens, Level 7, 20 Hunter Street, Sydney NSW 2000
 ACN: 137 192 753
- 5 Addresses of security registries
- For common stock listed on TSX:
 Computershare Investor Services
 100 University Ave., 9th Floor
 Toronto, Ontario M5J 2Y1
 Canada
- For CDIs:
 Computershare Investor Services Pty Limited
 Level 5
 115 Grenfell Street
 Adelaide SA 5000
- 6 Annual balance date
- 31 October
- 7 Exchanges that the entity is listed on
- Toronto Stock Exchange
- If more than one, identify which is the entity's home exchange (or equivalent) or market

Companies only
(Other entities go to 18)

- 8 Name and title of the chief executive officer/managing director
- Mayo Schmidt
 President and Chief Executive Officer
- 9 Name and title of chairperson of directors
- Thomas Birks
 Chairman

10	Names of all directors	Thomas Birks Mayo Schmidt Vic Bruce Thomas Chambers Bonnie DuPont Tim Hearn Dallas Howe Harold P. Milavsky Herb Pinder Jr. Larry Ruud
11	Name and title of company secretary	Ray Dean Senior Vice-President & General Counsel/Corporate Secretary
12	Place of incorporation	Canada
13	Legislation under which incorporated	Section 187 of the <i>Canada Business Corporations Act</i>
14	Address of principal registered office	2625 Victoria Avenue, Regina, Saskatchewan, S4T 7T9, Canada
15	Address of registered office in Australia (if one)	C/- Moore Stephens, Level 7, 20 Hunter Street, Sydney NSW 2000
16	Month in which annual meeting is usually held	March
17	Months in which dividends are usually paid	Dividends are not usually paid by Viterra

(Companies now go to 28)

All entities except companies

18	Name and title of chief executive officer/managing director of the responsible entity	n/a
----	---	-----

+ See chapter 19 for defined terms.

19	Name and title of chairperson of directors of the responsible entity	n/a
20	Names of all directors of the responsible entity	n/a
21	Name and title of company secretary of the responsible entity	n/a
22	Place of registration	n/a
23	Legislation under which registered	n/a
24	Address of principal administration office	n/a
25	Address of administration office in Australia (if one)	n/a
26	Months in which distributions are usually paid	n/a
27	Number of securities on issue in the class to be quoted	n/a

All entities

Tick to indicate you are providing the information or document

Where is the information or document to be found? (eg, prospectus cross reference)

- 28 Latest annual report and any subsequent interim reports (250 copies)

Refer tab 2 for one copy of the following:

- 2008 Annual Financial Review;
- 2008 Business Review 2008;
- 1st quarter 2009 financial report; and
- 2nd quarter 2009 financial report.

250 copies of each of the above will be provided to ASX after admission to the official list.

- 29 Cheque for fees Attached
- 30 Type of subregisters the entity will operate CHESS and certificated subregisters
Example: CHESS and certificated subregister.
- 31 (Companies only) certificate of incorporation or other evidence of status (including any change of name) Refer to tab 3
- 32 (All entities except companies) certificate of registration or other evidence of status (including any change of name) n/a
- 33 Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) Refer to tab 4
- 34 A brief history of the entity or, if applicable, the group Refer to section 3 (page 36) of Part B of the Draft Scheme Booklet at tab 6

All entities

Tick to indicate you are providing the information or document.

Where is the information or document to be found? (eg, prospectus cross reference)

- 35 A description of the regulatory regime(s) to which the entity is subject on its *overseas home exchange and its jurisdiction of incorporation or establishment.
 (eg, • disclosure of material information;
 • disclosure of periodic financial information and the accounting and auditing standards that apply;
 • requirements for information to be sent to *security holders;
 • regulation of changes in control;
 • regulation of dealings with directors (if a trust, the responsible entity) and controlling holders of *equity securities; and
 • regulation of changes in the rights attaching to *securities.) Refer to tab 7
- 35A Copy of agreement with ASX that documents may be given to ASX and authenticated electronically. Refer to tab 8

About the securities to be quoted

All entities

+ See chapter 19 for defined terms.

- 36 Confirmation that the *securities to be quoted are eligible to be quoted under the listing rules
- The securities to be quoted are CDIs. ASX has listed CDIs in the past and therefore the securities meet the requirement of Listing Rule 6.1.
- 37 Voting rights of *securities to be quoted
- Holders of Viterra CDIs will receive notices of general meetings of Viterra shareholders.
- As holders of Viterra CDIs are not the registered holders of the Viterra Shares to which those CDIs relate, they will not be entitled to vote in person at a general meeting of Viterra shareholders.
- However, the holder of a Viterra CDI can direct the depository nominee to cast votes in a particular manner on their behalf or they can require the depository nominee to appoint the holder (or a person nominated by the holder) as proxy to exercise the votes attaching to the Viterra Shares which underlie the holder's Viterra CDIs.
- If a holder of a Viterra CDI wishes to attend and vote in person at a general meeting of Viterra shareholders, the holder must first convert their Viterra CDIs into the underlying Viterra Shares in sufficient time before the record date for the meeting.
- For more details refer to Sections 5.13 (page 101) and 11 (page 122) of Part B of the Draft Scheme Booklet at tab 6 and Viterra's bylaws at tab 4.
- 38 A specimen certificate/issuer sponsored holding statement for each *class of *securities to be quoted and a specimen holding statement for *CDIs
- To be provided when the Scheme is completed.
- 39 Terms of *securities to be quoted
- CDIs each representing one share of common stock of Viterra. For more details refer to Sections 5.13 (page 101) and 11 (page 122) of Part B of the Draft Scheme Booklet at tab 6 and Viterra's bylaws at tab 4.

About the entity's capital structure

All entities

40 A copy of the terms and conditions of any options or warrants (whether to be quoted or not) Refer to tab 9 and 10

All entities

Tick to indicate you are providing the information or document

Where is the information or document to be found? (eg, prospectus cross-reference)

41 Deleted 1/7/98.

42 The entity's issued capital, showing separately each *class of *security (except *CDIs), the amount paid up on each *class, the issue price, the dividend and voting rights attaching to each *class and *conversion terms (if applicable)

Viterra has a single class of an unlimited number of Common Shares which carry and are subject to the following rights, privileges, restrictions and conditions:

- Voting Rights - The holders of Common Shares are entitled to receive notice of, to attend and to cast one vote per Common Share held at all meetings of shareholders of the Corporation.
- Dividends - The holders of Common Shares are entitled to receive any dividends declared by the board of directors on the Common Shares.
- Liquidation - The holders of Common Shares shall be entitled to receive, equally on a share-for-share basis, the remaining assets of Viterra in the event of liquidation, dissolution or winding-up of Viterra or other distribution of assets and property of Viterra among its shareholders for the purpose of winding-up its affairs.

About the entity's financial position

All entities meeting the profit test

(Entities meeting the NTA test go to 46)

43 Evidence that the entity is a going concern (or successor) and its operating profit before income tax for each of the last 3 full financial years n/a

44 Audited *accounts for the last 3 full financial years n/a

45 A copy of the audit report n/a

(Now go to 47)

All entities meeting the NTA test

* See chapter 19 for defined terms.

- 46 Evidence of net tangible assets of at least \$2,000 million

Refer to tab 2 for Viterra financial reports. We have flagged the Consolidated Balance Sheet (page 31) for the 2nd quarter 2009 financial report.

(Now go to 47)

About the entity's business plan and level of operations

All entities

- 47 Details of the entity's existing activities and level of operations. State the main business

Refer to Section 3 (page 36) of Part B of the Draft Scheme Booklet at tab 6.

Other information

All entities

- 48 Information not covered elsewhere and that, in terms of rule 1.15, the entity would be required to provide to its overseas home exchange.

n/a

All information which Viterra is required to submit to the Toronto Stock Exchange is located at www.tsx.com

Part 3 - Agreement

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the *official list and classification as an ASX Foreign Exempt Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. *Quotation of our *securities is in ASX's absolute discretion. ASX may quote our *securities on any conditions it decides. Our removal from the *official list, the suspension or ending of *quotation of our *securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend *quotation of our *securities or remove us from the *official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law, and is not for an illegal purpose.
 - There is no reason why the *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty.
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

+ See chapter 19 for defined terms.

- 5 We will comply with the listing rules that are in force from time to time, even if
*quotation of our *securities is deferred, suspended or subject to a *trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 We will comply with the listing rules (or their equivalent) of our *overseas home exchange.
- 9 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 10 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's *securities cannot be approved under the operating rules of the *approved CS facility :
- We will satisfy the *technical and performance requirements of the *approved CS facility and meet any other requirements the *approved CS facility imposes in connection with approval of our *securities.
 - When *securities are issued we will enter them in the *approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The *approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the *securities for which *quotation is sought.
- 12 Except in the case of an entity established in a jurisdiction where the entity's *securities cannot be approved under the operating rules of the *approved CS facility, we confirm that either:

+ See chapter 19 for defined terms.

- we have given a copy of this application to the *approved CS facility in accordance with the operating rules of the *approved CS facility; or
- we ask ASX to forward a copy of this application to the *approved CS facility.


- 13 In the case of an entity established in a jurisdiction where the entity's *securities cannot be approved under the operating rules of the *approved CS facility :
- The *approved CS facility is irrevocably authorised to establish and administer a subregister in respect of *CDIs.
 - We will make sure that *CDIs are issued over *securities if the holder of quoted *securities asks for *CDIs.

- 14 In the case of an entity established in a jurisdiction where the entity's *securities cannot be approved under the operating rules of the *approved CS facility:
- we have given a copy of this application to the *approved CS facility in accordance with the operating rules of the *approved CS facility; or
 - we ask ASX to forward a copy of this application to the *approved CS facility.

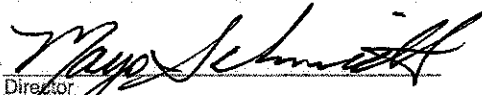
- 15 We will give ASX at least 250 copies of our *annual report, and any subsequent interim reports, for distribution before permission for *quotation is granted.

Dated: 10 July 2009

Signed sealed and delivered by
Viterra Inc.
 by

sign here ▶ 
 Company Secretary/Director

print name **Ray Dean** Senior Vice President and
 General Counsel/Corporate Secretary

sign here ▶ 
 Director

print name **MAYO SCHMIDT**



+ See chapter 19 for defined terms.