VITERRA Inc.

ANNUAL INFORMATION FORM
January 21, 2010

VITERRA – ANNUAL INFORMATION FORM
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1. DEFINITIONS

"ABB"	means ABB Grain Ltd. which was acquired by the Company on September 23, 2009.
"agri-business"	means businesses engaged in the purchasing, storage, handling, processing and marketing of agricultural products and supplies and the provision of related services.
"agri-food processing"	means a combination of processing farm commodities and marketing the value-added products derived therefrom; for example, rolled oats are processed from raw oats and malt for the brewing industry is made from malt barley.
"AU"	means United Grain Growers Limited (a wholly owned subsidiary of the Company operating as Agricore United from June 15, 2007 until it was amalgamated with the Company on November 1, 2007).
"AUD"	means Australian dollars, the lawful currency of Australia.
"Board grains"	means wheat and barley sold by or on behalf of the CWB into the export market or domestically for human consumption.
"CGC"	means the Canadian Grain Commission.
"CWB"	means the Canadian Wheat Board.
"open market grains"	means all grains other than Board grains and includes open market grains, non-CWB wheat and barley and special crops.
"primary elevator"	means a grain elevator licensed by the CGC to purchase and receive grain directly from producers.
"port terminal"	means a grain elevator located at a coastal port (or Great Lakes port in Canada) licensed to receive, clean, dry and process grain and to co-ordinate shipments of grain abroad or for domestic use.
"Viterra" or "Company"	means Viterra Inc. and its predecessors, including Saskatchewan Wheat Pool Inc. and Saskatchewan Wheat Pool.
"Westco"	means Western Co-operative Fertilizers Limited, which continued under the *Canada Business Corporations Act* on October 28, 2008 as Westco Fertilizers Ltd., and which was then amalgamated with the Company on November 1, 2008.

Forward-Looking Information

Certain statements in this Annual Information Form and the information incorporated herein are forward-looking and reflect Viterra's expectations regarding future results of operations, financial condition and achievements. All statements included or incorporated by reference in this Annual Information Form that address activities, events or developments that the Company or its management expects or anticipates will or may occur in the future, including such things as growth of its business and operations, competitive strengths, strategic initiatives, planned capital expenditures, plans and references to future operations and results of the Company and other such matters, are forward-looking statements. In addition, when used in this Annual Information Form, the words "believes", "intends", "anticipates", "expects", "estimates", "plans", "likely", "will", "may", "could", "should", "would", "outlook", "forecast", "objective", "continue" (or the negative thereof) and words of similar import may indicate forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance and achievements of Viterra to be materially different from any future results, performance and achievements expressed or implied by those forward-looking statements. The risks include, but are not limited to, those factors discussed under "Risk Factors", and in the Company's 2009 Management's Discussion and Analysis under the heading "Risks and Risk Management" such as adverse weather conditions; political and economic risks; changes in regulation; commodity price and market risks; employee relations, collective bargaining and third party relationships; integration risk associated with the merger of Viterra and ABB and integration risk related to other acquisitions; foreign exchange risk; availability of credit and credit costs; availability and cost of water in Australia; dependence on key personnel; environmental, health and safety risks; property and liability risks; food and agricultural products risks; diseases and other livestock industry risks; credit risk; commodity trading risks; and reliance on business information systems. The uncertainties and other factors include, but are not limited to, crop production and crop quality in Western Canada and South Australia; world agricultural commodity prices and markets; producers' decisions regarding total seeded acreage, crop selection, and utilization levels of farm inputs such as fertilizer and pesticides, changes in the grain handling and agri-products, food processing and feed products competitive environments, including pricing pressures; Canadian and Australian grain export levels; changes in government policy and transportation deregulation; international trade matters; global political and economic conditions, including grain subsidy actions and tariffs of the United States ("U.S.") and the European Union ("EU"); current global financial crises and changes in credit markets and competitive developments in connection with Viterra's grain handling, agri-products, food processing, financial products and feed products businesses. Many of these risks, uncertainties and other factors are beyond the control of the Company. All of the forward-looking statements made in this Annual Information Form and the documents incorporated herein by reference are qualified by these cautionary statements and the other cautionary statements and factors contained herein or in documents incorporated by reference herein, and there can be no assurance that the actual developments or results anticipated by the Company and its management will be realized or, even if substantially realized, that they will have the expected consequences for, or effects on, the Company.

Although Viterra believes the assumptions inherent in forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this Annual Information Form. In addition to other assumptions identified in this Annual Information Form, assumptions have been made regarding, among other things:

- western Canadian and southern Australian crop production and quality in 2009 and subsequent crop years;
- the volume and quality of grain held on-farm by producer customers in North America;
- movement and sales of Board grains by the CWB;
- the amount of grains and oilseeds purchased by other marketers in Australia;
- demand for and supply of open market grains;
- movement and sale of grain and grain meal in Australia and New Zealand, particularly in the Australian States of South Australia, Victoria and New South Wales;

- agricultural commodity prices;
- demand for oat, canola, and barley products and the market share of these products that will be achieved;
- general financial conditions for western Canadian and South Australian agricultural producers;
- demand for seed grain, fertilizer, chemicals and other agri-products;
- market share of grain deliveries and agri-product sales that will be achieved by Viterra;
- extent of customer defaults in connection with credit provided by Viterra, its subsidiaries or a Canadian chartered bank in connection with agri-product and feed-product purchases;
- ability of the railways to ship grain to port facilities for export without labour or other service disruptions;
- demand for oat, canola and malt barley products and the market share of sales of these products that will be achieved by Viterra;
- ability to maintain existing customer contracts and relationships;
- the availability of feed ingredients for livestock;
- cyclicality of livestock prices;
- demand for wool and the market share of sales of wool production that will be achieved by Viterra's subsidiaries in Australia;
- the impact of competition;
- environmental and reclamation costs;
- the ability to obtain and maintain existing financing on acceptable terms; and
- currency, exchange and interest rates.

The preceding list is not exhaustive of all possible factors. All factors should be considered carefully when making decisions with respect to Viterra, and undue reliance should not be placed on Viterra's forward-looking information.

Viterra disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise, except as otherwise required by applicable law.

2. INCORPORATION

Incorporation

Saskatchewan Wheat Pool Inc. was created as Saskatchewan Wheat Pool on March 25, 1924, pursuant to "An Act to Incorporate Saskatchewan Co-operative Wheat Producers Limited", a private act of the Saskatchewan legislature. The legislation was subsequently amended and consolidated several times.

Saskatchewan Wheat Pool approved a share capital reorganization at a special meeting of delegates held in July 1994. Under the reorganization, 25 par value shares were converted to one Class "A" Voting Share and the balance of such par value shares of the member were converted to Class "B" Non-Voting Shares.

On March 31, 2005, Saskatchewan Wheat Pool completed its recapitalization and became a federal corporation governed by the *Canada Business Corporations Act* ("CBCA") such that *The Saskatchewan Wheat Pool Act, 1995* no longer applied to the Saskatchewan Wheat Pool Inc. The Act was repealed by the Saskatchewan legislature on April 27, 2006.

On June 15, 2007, Saskatchewan Wheat Pool Inc. completed its acquisition of all of the shares of United Grain Growers Limited, operating as Agricore United.

On November 1, 2007, Saskatchewan Wheat Pool Inc., United Grain Growers Limited and Pacific Elevators Limited amalgamated and carried on business under the name of Viterra.

On March 13, 2008, Saskatchewan Wheat Pool Inc. formally changed its name to Viterra Inc.

On November 1, 2008, Viterra Inc. amalgamated with 6317979 Canada Inc., Can-Oat Milling Inc., AgPro Grain Management Services Ltd., 4496787 Canada Inc. and Westco Fertilizers Inc. (formerly Western Co-operative Fertilizers Limited) and carried on business under the name "Viterra Inc.".

The registered office of the Company is located at 2625 Victoria Avenue, Regina, Saskatchewan, S4T 7T9.

Intercorporate Relationships

A listing of Viterra's subsidiaries and other affiliates is attached as Appendix A, and forms part of this Annual Information Form.

3. GENERAL DEVELOPMENT OF THE BUSINESS

Overview

Viterra is a vertically integrated global agri-business headquartered in Canada. The Company was founded in 1924 and has extensive operations across Western Canada and Australia with facilities in the south central United States and New Zealand. Viterra has offices in Canada, Australia, New Zealand, Japan, Singapore, China, Switzerland, and a joint venture marketing office in India.

As a major participant in the value-added agri-food supply chain, the company operates in five interrelated businesses, including grain handling and marketing, agri-products, food processing, feed products and financial products. Geographically, Viterra's North American operations are diversified across Canada, (primarily in Western Canada) and throughout the south central United States. Viterra wholly owns livestock feed manufacturing operations, canola processing and oat milling facilities. Its North American operations also participate in malt processing through a 42% ownership interest in Prairie Malt Limited ("Prairie Malt") and in fertilizer manufacturing through its 34% ownership in Canadian Fertilizers Limited ("CFL"). Viterra is also involved in other commodity-related businesses through strategic alliances and supply agreements with domestic and international grain traders and food processing companies. The Company markets commodities directly to customers around the world in more than 50 countries.

On September 23, 2009, Viterra acquired all of the issued and outstanding common shares of ABB. Recently re-named Viterra, the Australian agri-business has a multi-faceted operation. Viterra's Australian and New Zealand operations are organized into the Company's existing segments, Grain Handling and Marketing, Agri-products, Food Processing, and Feed Products. The domestic grain business consists of country storage and handling assets, port terminal operations, as well as merchandising and logistics management. The food processing operations includes eight malt manufacturing plants across Australia. The feed operation is located in New Zealand and includes feed milling, storage and maize processing. The agri-products business is involved in fertilizer and agricultural chemicals sales, livestock and wool marketing, and wool brokering.

Acquisition of ABB

On September 23, 2009, Viterra announced the successful implementation of its acquisition of ABB Grain Ltd by the Scheme of Arrangement (the "Scheme"), pursuant to the implementation agreement between ABB and Viterra signed on May 19, 2009 (the "Implementation Agreement").

On September 23, 2009, Viterra and its wholly owned subsidiary Viterra Australia Pty Ltd ("Viterra Australia") provided consideration to or for the benefit of ABB shareholders consisting of an aggregate cash amount of $751.7 million AUD ($703.4 million Canadian dollars) and an aggregate of 78,296,645 new shares of Viterra. In exchange, all ordinary shares of ABB were registered in the name of Viterra Australia.

The 56,250,000 subscription receipts (the "Receipts") of Viterra that were issued by private placement on May 13, 2009 at $8.00 per Receipt were exchanged into common shares of Viterra on September 23, 2009, on the basis of one common share per Receipt. Trading of the 56,250,000 Viterra common shares issued in exchange of the Receipts on the Toronto Stock Exchange commenced on September 23, 2009.

In satisfaction of obligations under the Implementation Agreement, on September 23, 2009, four new directors were appointed to Viterra's Board of Directors. In order to facilitate these appointments, one existing director resigned and sits as a Board observer.

Further details of this acquisition are incorporated herein by reference through Form 51-102F4 "Business Acquisition Report", filed December 7, 2009.

Other Corporate Developments

Other major events and conditions, including significant acquisitions and dispositions, that have influenced the Company's development over the past three years or are expected to have a significant influence on future operations include the following:

Fiscal 2010

- On December 7, 2009, the Company filed a Business Acquisition Report including financial statements for ABB for the period October 1, 2008 to September 23, 2009, which reflected the Australian business' financial performance prior to Viterra's acquisition. The report indicated that Viterra Australia was in breach of a loan covenant at October 31, 2009. ABB issued earnings guidance on three occasions during fiscal 2009 between the Merger Implementation Agreement signed May 19, 2009 and the transaction closing on September 23, 2009, none of which indicated any anticipated breach of its loan covenants. ABB's actual net earnings for fiscal 2009 were $50.6 million AUD lower than their last public guidance provided August 28, 2009 including $25.1 million AUD of pre-tax one-time adjustments to accounts that were not identified by ABB management prior to the closing of the acquisition. On December 29, 2009, Viterra Australia finalized a waiver of the covenant breach with the Australian bank syndicate.

Fiscal 2009

- On September 25, 2009, Viterra announced that it entered into an agreement to acquire the assets of Lakeside Fertilizer, a division of XL Foods and southern Alberta's largest independent retailer of fertilizer and agricultural chemicals. It includes six retail outlets in Bow Island, Brooks, Claresholm, Medicine Hat, Taber and Vauxhall, AB. The acquisition increased Viterra's total number of retail sites to 259 across Western Canada.

- On July 7, 2009, Viterra completed an offering of $300 million of 8.5% senior notes due July 7, 2014. The notes will rank at least pari passu with all of Viterra's existing and future indebtedness other than its revolving credit facility.

- On June 25, 2009, the Company purchased certain businesses of Associated Proteins Limited Partnership of Ste. Agathe, Manitoba, Canada for a total consideration of $76.1 million. The acquisition consists of a canola crush plant with a capacity of 1,000 metric tonnes per day that supplies North American end-use markets.

- On May 19, 2009, ABB and Viterra announced an agreement to combine operations and on September 23, 2009 the Company completed the acquisition of ABB. See “Acquisition of ABB” earlier in this section.

- On May 13, 2009, the Company successfully closed a $450 million subscription receipt offering. Under the public offering, 56,250,000 subscription receipts of Viterra were issued and sold for gross proceeds to Viterra of $450 million. Each subscription receipt entitled the holder to receive, for no additional consideration, one common share of Viterra upon the initial take-up by Viterra before November 30, 2009 of all of the outstanding common shares of ABB.

Fiscal 2008

- On September 16, 2008, Viterra announced that the majority of the employees belonging to the Regina Office bargaining unit voted to accept the Company’s offer, ending an eleven-week work stoppage. On September 25, 2008, the Company announced that employees belonging to the Saskatchewan Operations and Maintenance bargaining units voted 87% in favour of accepting the Company’s offer. On July 4, 2008, the Company was informed by the Grain Services Union (“GSU”) that members of the Regina Office and Saskatchewan Operations and Maintenance bargaining units would begin strike action on July 7, 2008. The labour disruption had no material impact on business.

- On September 16, 2008, the Company announced plans to build a new high throughout grain terminal near Sexsmith, Alberta, approximately 18 kilometres north of Grande Prairie, to meet growing market demand in the Peace River area. The concrete and steel facility will be developed at an estimated capital cost of $24 million, featuring 30,000 tonnes of grain storage and 104-railcar loading capability.

- On September 15, 2008, Viterra announced that it had secured new corporate credit ratings from Moody’s Investors Services, a New York-based credit rating agency. Both Viterra’s corporate credit rating and the rating on the Company’s $300 million of public notes were assigned a Ba1 rating, one notch below investment grade, with a stable outlook.

- On September 9, 2008, the Company announced that it had opened a new office in Singapore that will serve as the Company’s Asian headquarters, manage trading activity in the region and pursue new value-added opportunities and relationships to extend Viterra’s pipeline in Asia.

- On July 31, 2008, Viterra announced that Standard & Poor’s Corp. (“S&P”) rating services raised the Company’s long-term corporate credit rating to BB+ from BB, with a positive outlook. In its report S&P cited Viterra’s leading position in Canadian agri-business and improved profitability from its integration of AU as driving factors in its decision. S&P also increased the ratings on Viterra’s Senior Secured Bank Loan to “BBB” and its Senior Unsecured Notes to BB+.

- On July 24, 2008, Viterra announced that Dominion Bond Rating Service (“DBRS”) had upgraded the rating of Viterra’s Senior Unsecured Notes and Bank Credit Facility to BBB (low) from BB (high), with a stable trend. According to DBRS, Viterra exceeded its expectations and the improved rating is a result of the Company’s success in achieving its merger targets to date and displaying enhanced earnings stability following its acquisition of AU last year. It also recognized the execution of Viterra’s equity deal in May 2008, which raised net proceeds of $440 million, as a positive indication of the Company’s intent to pursue its plans for strategic expansion.

- On May 15, 2008, Viterra announced it successfully completed a $400 million, five-year term credit facility. The loan facility was underwritten by TD Securities, acting as sole book runner and co-lead arranger, and GE Corporate Lending Canada and GE Capital Markets acting as co-lead arrangers. The transaction was oversubscribed and included eleven banks in the syndicate. Upon closing, Viterra received $300 million in proceeds from the facility, and approximately $232 million of this amount was used to fully repay the remaining outstanding amounts on its Bridge Facility. The balance of the proceeds will be used for general corporate purposes, including the funding of potential future acquisitions. The remaining $100 million of the credit facility was drawn on December 17, 2008.

- On May 9, 2008, the Company issued 28.6 million Common Shares, on a bought deal basis at a price of $14 per common share, to a syndicate of underwriters as part of a $400.4 million offering. As well, on May 9, 2008, in relation to the $400.4 million offering, the underwriters exercised in full an over-allotment option to purchase an additional 4.3 million Common Shares at a price of $14 per common share for additional gross proceeds of $60.1 million. The underwriters' over-allotment option closed on May 14, 2008. The Company raised gross proceeds from the common share offering and subsequent over-allotment of $460.5 million. Underwriters' fees and other costs associated with the offering and the over-allotment were approximately $19 million.

- On April 28, 2008, the Company announced that Unifeed Hi-Pro Inc., a wholly owned subsidiary of Viterra doing business as Hi-Pro Feeds, signed a definitive purchase and sale agreement for certain assets of Gore Bros., Inc. and Gore's Trucking, Inc. of Clovis, New Mexico and Comanche, Texas, at a total cost of approximately US$24.2 million. After synergies, the Livestock Feed and Services segment EBITDA contribution was expected to increase by approximately 20%.

- On March 13, 2008, Viterra changed its name to Viterra Inc. The Company had been operating under the business banner "Viterra" since it launched its new brand on August 30, 2007.

- On March 4, 2008, Viterra announced that Unifeed Hi-Pro Inc., a wholly owned subsidiary doing business as Hi-Pro Feeds, had closed on its purchase of Sunrise Feed, LLC of Cheyenne and Elk City, Oklahoma. The acquisition included a feed mill with 100,000 tons per year capacity and a retail outlet in both Cheyenne and Elk City.

Fiscal 2007

- On November 10, 2007, the Company exercised its option to increase the Revolving Credit Facility to $800 million.

- On August 10, 2007, the Company entered into a $600 million secured Revolving Credit Facility. The facility expires on August 10, 2010 and may be extended at the option of the Company for an additional two years. Proceeds drawn on the facility will bear interest at a rate based on Bankers' Acceptances plus 0.9% to 1.5%, depending on the Company's fixed charge ratio.

- On August 1, 2007, the Company completed an offering for $200 million of 8.5% Senior Unsecured Notes ("Series 2007-1 Notes") maturing August 1, 2017. The net proceeds were used to repay a portion of the borrowings outstanding under the Bridge Facility.

- On July 30, 2007, the Company announced that it intended to change its financial year-end from July 31 to October 31 to better align its reporting period with its business cycle. As a result, the Company's fiscal 2007 reporting period was 15 months.

- On July 20, 2007, the Company announced that it had closed the JRI transaction first announced on May 9, 2007 and JRI took ownership of fifteen AU grain facilities and nine agri-products retail operations. In consideration of these assets, JRI paid the Company $255 million in cash, plus amounts related to inventory and other closing adjustments.

- On June 30, 2007, the Company announced the closing of the Cargill transaction first announced on March 28, 2007. Cargill took ownership of nine country grain handling and marketing facilities that were formally owned by AU and 100% ownership of the Company's Vancouver port terminal. This sale also resulted in the termination of the joint venture agreement between Viterra and JRI with respect to the joint administration and operation of the adjacent terminals on the North Shore of Vancouver's Burrard Inlet. In consideration, the Company received Cargill's 50% ownership of Vancouver's Cascadia terminal, owned jointly with AU, and payment of $70 million, plus amounts related to inventory held in the country grain handling facilities and other closing adjustments.

- On June 21, 2007, the Company announced that a new management team had been appointed to lead the Company's integrated operations, following the acquisition of AU on June 15, 2007.

- On May 28, 2007, the Company secured a non-revolving Bridge Credit Facility ("Bridge Facility") of $750 million to fund $330 million for the acquisition of the AU shares and to repay $362 million of AU's long-term debt.

- On May 9, 2007, the Company announced that it had reached agreement with James Richardson International ("JRI") to sell certain AU grain facilities and agri-products retail operations and that, as a result of such agreement, JRI was withdrawing from the auction to buy AU. The Company also announced on this date that the AU Board of Directors was now supporting the Company's bid to acquire AU.

- On March 28, 2007, the Company announced an agreement for the sale of certain assets to Cargill Limited ("Cargill"), subject to the Company's successful completion of the acquisition of AU. The agreement was made to satisfy obligations under the Company's consent agreement with Canada's Competition Bureau.

- On March 20, 2007, Can-Oat announced the completion of the expansion to its facility located in Portage la Prairie, Manitoba. With the completed expansion, the facility processes an additional 50,000 metric tonnes of oats, bringing total milling capacity to over 380,000 metric tonnes per year.

- On November 7, 2006, the Company announced its intention to make a formal offer for AU's outstanding Limited Voting Common Shares, Series A Convertible Preferred Shares and its Unsecured Subordinated Convertible Debentures.

4. DESCRIPTION OF THE BUSINESS

4.1 Grain Handling and Marketing

The Grain Handling and Marketing segment accumulates, stores, transports and markets grains and oilseeds. This business includes grain storage facilities and processing plants strategically located in the prime agricultural growing regions of North America and Australia. This segment also includes wholly owned port export terminals located in Canada and Australia. Total sales and revenues for Grain Handling and Marketing for the year ending October 31, 2009 were $4,181 million. (2008 - $4,299 million).

Description of the Business – Western Canada

Viterra's Canadian grain handling and marketing business consists of country grain elevators and port terminals.

Country Grain Elevators - Viterra operates a network of country grain elevators consisting of 85 locations, including 66 high throughput elevators with 50- or 100- car spots. In addition to the 85 grain handling facilities, the Company owns/operates nine processing facilities. Grain storage capacity of the grain handling facilities by province is as follows:

	High Throughput Elevators		Conventional Elevators	
Province	Number	Storage Capacity (in metric tonnes)	Number	Storage Capacity (in metric tonnes)
Manitoba…………….	12	220,590	2	31,000
Saskatchewan………. .	37	1,014,430	10	86,930
Alberta……………....	17	479,060	5	22,570
British Columbia…….	-	-	2	22,300
TOTAL……………....	*66	1,714,080	19	162,800

*CMI Terminal Ltd. & Gardiner Dam Terminal Ltd. (Joint Venture/Producer Terminals) – Included in high throughput total

Unlike a number of its competitors, the Company has a large, geographically dispersed and strategically located country grain elevator network. The Company believes that the size and scope of its network positions it to be a preferred supplier for end-use grain markets. In addition to competing for grain handling volumes on the basis of price and service, the Company secures additional grain handling volumes by contracting with farmers early in the crop year, or even before planting.

Viterra has an agency agreement with the CWB entitling it to handle Board Grains, for which it receives tariffs set by the Company. In the case of open market grains, the farmer receives payment from Viterra based upon a contracted price for the grade, reduced by charges levied for freight, elevation, inspection and other fees and services.

The Company strives to handle grain on a "just-in-time" basis; however, there are times when grain may be stored in the elevator for some time before it is shipped to a domestic or international customer. At both the country elevator and the port terminal, cleaning and blending of the grain can occur. Handling, cleaning, blending and storage are key factors under the Company's control that affect margins and profitability. Grade gains are a significant and more variable factor and are derived by blending grains at lower primary standards with higher grades so as to allow the aggregated mix to meet the minimum higher grade standards. The Company may also recover or lose grain through the cleaning process.

It is customary for country grain elevators to undergo a periodic "cut-off" to reconcile actual inventory by grade with perpetual inventory records. To the degree that weights and grades at the time of the reconciliation differ from the weights and grades at the time of purchase, the Company may realize a gain or loss of revenues. The general level of grain prices and the price differences between grades can also affect the Company's revenues.

Port Terminals - The Company's port terminal business links its country grain elevators with offshore customers, providing processing and logistics services to ensure timely delivery of grain to fulfil the CWB's, the Company's and/or other exporters' sales commitments. The following table sets out information regarding the port terminal operations in which the Company has an interest:

Port Location	Licensed Storage Capacity	Ownership

	(in metric tonnes)	**Interest**
Vancouver, BC (Cascadia Terminal)…...	282,830	100%
Vancouver, BC (Pacific Terminal)………	199,150	100%
Prince Rupert, BC………………………..	209,510	*54.2%
Thunder Bay, ON (Terminal 7, A & B)...	362,650	100%
Thunder Bay, ON (Terminal C)…..…….	231,030	100%
TOTAL…………………….……………..	1,285,170	

*Viterra is part of a consortium that owns and operates a terminal in the Port of Prince Rupert, BC. Viterra's interest, based upon combined historical proportionate share of unloads, is 54.2%.

Grain transported by rail from country grain elevators to a port terminal is unloaded, cleaned to export standards (if necessary) and stored prior to being loaded onto ships. The CGC officially weighs, inspects and assesses cleaning charges on all grain that is unloaded at a terminal elevator. Dockage is removed during the cleaning process and cleaning charges are earned at this time. The material removed during the handling process is passed through a reclamation system to produce byproducts. Some byproducts (feed screenings and mixed feed oats) are sold "as is", and the remaining refuse screenings are pelletized and sold domestically and/or internationally as feed inputs. Revenues from the sale of byproducts can vary substantially depending on the underlying values of grain commodities with which they compete. Clean, graded grain is stored until it is required to be loaded onto a vessel. During the shipping process, CGC officials weigh and inspect the shipment and, at completion, provide a Certificate for western Canadian Grain to the customer. The Company collects charges for elevation, cleaning, storage, drying and a variety of other services from the shipper of the grain (CWB for Board Grains, other exporters for open market grains) when the vessel has been loaded.

As is the case with country grain elevators, port terminals have the potential to blend and mix some grades of grain to enhance the overall quality of grain and its value. The reconciliation of actual inventories to reported stocks occurs at least once every 30 months (as required by CGC regulations unless previously exempted by the CGC).

Grain Marketing - The Company's grain marketing business focuses on the development of domestic and export markets for grains handled by the Company. The first aspect of this business is primarily a trading function consisting of establishing relationships with farmers (purchase, control and receipt of grain) and end-use customers (sale, delivery and quality). The Company's North American and International marketing groups work with end-use customers to coordinate the delivery of the particular type and grade of grain required by the end-use customer at a particular time. The Company has established relationships with numerous end-use customers, both domestically and internationally, as well as thousands of farmers across Western Canada. Viterra, as an accredited exporter, also markets Board Grains on behalf of the CWB.

The second aspect of grain marketing is logistics. The Company's logistics capabilities permit it to utilize its network of country grain elevators and port terminals to efficiently meet end-use customers' needs. The Company co-ordinates the timely transportation and delivery of required grains to its strategically located elevators. The Company's logistics ability and country elevator capacity allow it to load many railcars rapidly and move grain quickly to the port terminals in which the Company has an interest. By shipping most of its grains in multi-car blocks, the Company is able to take advantage of significantly reduced freight rates consistent with shipping greater volumes, ensuring that the Company is able to fulfil specific market needs and providing customized "just-in-time" service to end-use customers. The final aspect of grain marketing is risk management in respect of the Company's grain purchases, sales and inventory, which generally is accomplished by hedging in commodities futures markets and managing the quality in the Company's inventory positions.

Viterra is also a marketer of a number of special crops, including dry beans, mustard, lentils, canary seed, specialty peas and specialty oats. The dry bean business within Viterra is focused in southern Alberta and southern Manitoba. The Alberta facilities at Taber and Bow Island handle a variety of bean types. The

Manitoba program is operated via a state-of-the-art facility at Carman, Manitoba and handles a number of bean varieties and processes peas for the split pea market. Lentil and specialty peas are processed through the Ray, North Dakota facility. The specialty oat program processes its product at a newly upgraded plant in Camrose, Alberta as well as at Saskatoon, Saskatchewan. The Company also provides producers with a number of flexible contracting options for other special crops that they grow, including canary seed and mustard.

Viterra is a North American mustard contractor, processor and marketer of mustard worldwide. Viterra currently has four mustard seed processing facilities across North America: Warner, Alberta; Moose Jaw, Saskatchewan; Melville, Saskatchewan and Minneapolis, Minnesota. These facilities clean and process mustard purchased from a network of growers across the Great Plains of North America for sale to consumers of yellow, brown and oriental mustard. The Company produces a whole ground yellow mustard at Minneapolis and a deheated, ground yellow mustard at a joint venture relationship at Warner, Alberta.

The Company's grain handling and marketing earnings fluctuate in relation to the amount of grain handled, the margins earned on merchandising open market grains and operational performance (blends, rail incentives, terminal loading efficiency).

Viterra has historically had grain volume insurance to protect the cash flow of the Company from significant declines in grain volumes as a result of drought or other weather-related events. For 2009, the Company had $60 million of coverage in place for Canadian exposure and placed $27 million AUD of coverage for Australian exposure in June 2009, contingent on the successful acquisition of ABB. For 2010, the Company has 46.5% of the $60 million of Canadian coverage in place under a multi-year program. The Company intends to place additional coverage for 2010.

Description of the Business - Australia

Country Grain Elevators - Viterra owns and operates a network of 108 grain storage and handling facilities (106 in South Australia and two in Victoria which feed grain into the South Australian grain export terminals), with a total non-export terminal storage capacity of 6.6 million tonnes.

When combined with the storage capacity of the export terminals, Viterra has a total of 9.6 million tonnes of storage capacity. Combining its 50% interest in Australian Bulk Alliance (described further below), Viterra has an interest in 10.6 million tonnes of storage capacity.

Approximately 60% of Viterra South Australian storage facilities are concrete silos and steel sheds, while 40% are on-ground bunkers. Approximately 80% of grain is received by 42 of these sites.

Grain Export Terminals - Viterra owns and operates eight bulk grain export terminals in the state of South Australia. Three of these terminals can fully load Panamax-size vessels (52,000 to 75,000 deadweight tonnes). The eight terminals have a combined storage capacity of 3 million tonnes. The recently commissioned export terminal located at the Outer Harbor of Port Adelaide (included above) will provide the previously unavailable service of fully loading Panamax-size vessels in the Port Adelaide port zone, delivering economic advantage to its owner and users.

Viterra is the sole provider of such services to the grain industry in South Australia. The vast majority of grain grown in that state is destined for the export market and all bulk export grain from South Australia passes through a Viterra grain export terminal on its way to an export market.

ABB had a 55-year history of providing open access to grain exporters to its infrastructure and this has recently been further emphasized with recent Australian Competition and Consumer Commission approval of Viterra's Access Undertaking.

The Company provides an array of services to assist vessels and performs cargo operations in port including ship agency services, stevedoring services for the loading of grain export cargoes, and in recent instances, stevedoring for non-grain import cargoes such as fertilizer and meal. The Company provides the majority of grain stevedoring services in South Australia with an approximate 83% market share and provided stevedoring services for 2.6 million tonnes of the 3.1 million tonnes of grain that was loaded through Viterra's export terminals in 2008-09.

Container Packing Operations - Viterra has a container packing business which packs grain into shipping containers on behalf grain traders/marketers who choose not to export their grain in bulk. This business is headquartered at Laverton, Victoria, adjacent to the Port of Melbourne, Australia's busiest container port.

The Company operates out of five locations in Australia (two in Victoria, two in South Australia and one in Western Australia) and is in the process of constructing a new container packing operation at Minto, New South Wales. In addition to packing containers, the Company offers grain cleaning services. Viterra's customers are Australia's leading grain exporters.

Australian Bulk Alliance - Australian Bulk Alliance ("ABA") is a 50:50 joint venture between Viterra and Sumitomo Corporation. ABA operates eight country grain receival sites (four in New South Wales and four in Victoria with a storage capacity of approximately 1.2 million tonnes). ABA owns five of these sites, one is owned 50:50 with a third party and two are franchised (owned by a third party, but operated by ABA). ABA also operates the Melbourne Grain Terminal ("MGT"), the only bulk grain terminal in the Port of Melbourne. MGT has storage capacity of 49,000 tonnes and export throughput capacity of approximately 1.5 million tonnes. MGT is a 50:50 joint venture between ABA and AWB Ltd.

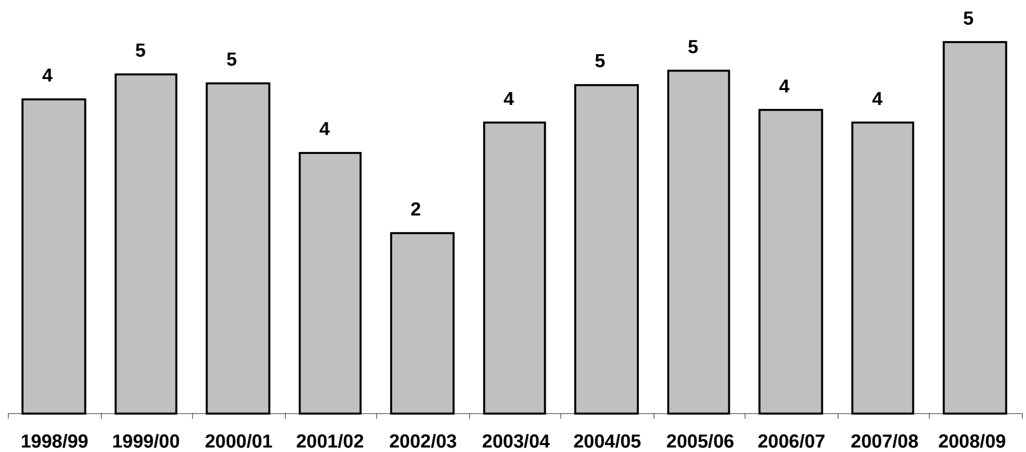
Grain Marketing - Viterra accumulates grain from growers and traders and then carries and consolidates this grain into saleable parcels for on-sale to domestic customers and Viterra's international grain division. Viterra supplies cereals (wheat, barley, oats, sorghum), legumes (peas, beans, lentils) and oilseeds (canola). In addition to grain, the Company also supplies agri-feed commodities and proteins (soy meal, palm kernel expeller). Viterra deals in the freight market, endeavouring to provide the commodity to the customer on a delivered basis, achieving greater control over the ultimate service provided to the customer and providing the opportunity to earn a margin on the freight as well as the grain. Credit terms tend to be on the basis of 30 days from delivery for domestic business while export cargoes are paid for at the time of shipping with a Letter of Credit.

Freight Agreement - Rail freight is provided to Viterra's storage business in South Australia via a five-year Grain Rail Haulage Supply and Retailing Agreement that was entered into in November, 2008. Standard gauge rail assets have the ability to service key sites in Victoria and New South Wales located on standard gauge rail track, and have the ability to service Victorian ports. Road freight is provided to Viterra via many contractors.

Description of the Industry - Western Canada

Canada is a significant producer and exporter of grains, with about 13% of the world wheat trade for the 2008-09 year. Canada is the world's second largest exporter of grains and oilseeds, with the bulk of productive capacity in Western Canada. Typically, 94% of Canada's average production (49.7 million metric tonnes) of the "six major" grains (wheat, barley, canola, oats, flax and peas) comes from this region. Western Canada's annual production of the major grains increased significantly to a record 57.7 million metric tonnes in the 2008-09 crop year compared to 45.3 million tonnes in 2007-08.

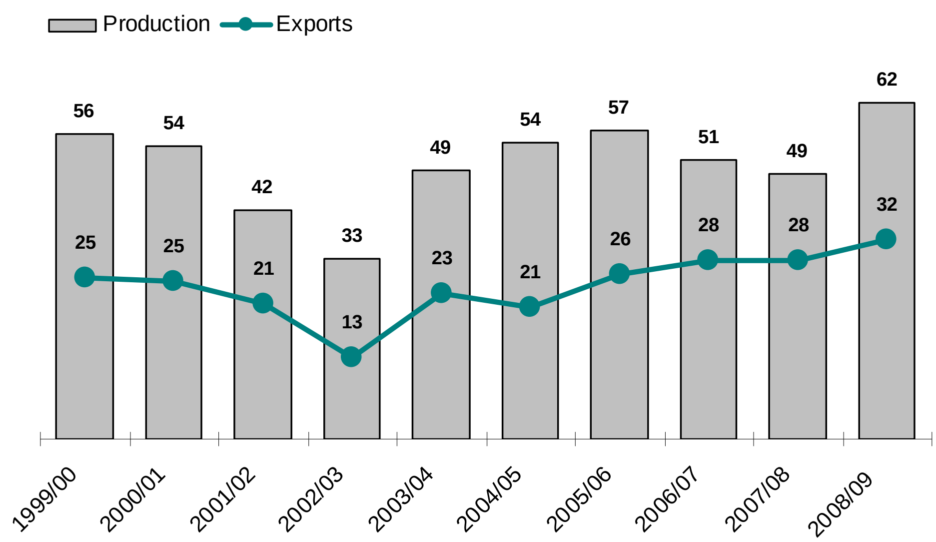
Western Canadian Production of Six Major Grains (millions of metric tonnes)
For periods ended July 31



Source: Statistics Canada, Field Crop Reporting Series, Vol. 88, No. 8

On average, about 60% to 65% of this total (30 to 32 million tonnes), in addition to a variety of other specialty crops, is delivered into the Prairie primary elevator system to grain handling companies such as Viterra. About 76%, or 24 million tonnes, of grain handled through the primary elevator network is exported by rail or ocean-going vessels through the ports of Vancouver and Prince Rupert, British Columbia, Thunder Bay, Ontario, Churchill, Manitoba and the St. Lawrence Seaway. Grain that is not handled through the primary elevator network is sold by producers domestically to millers, maltsters, crushers or feed manufacturers, is used on-farm or placed into farm storage.

Canadian Production of Six Major Grains vs. Exports (millions of metric tonnes)
For periods ended July 31



Source: Statistics Canada, Field Crop Reporting Series, Vol. 88, No. 8 and Canadian Grain Commission, "Exports of Canadian Grain" July 2009

Handling begins with the transportation of grain from the farm to the country (or primary) elevator. Either the farmer or the grain handling company arranges transportation of grain by truck to the country elevator where grain is purchased. The grain is weighed, graded and dockage is assessed. (Dockage is an estimate of foreign material, such as weeds, seeds, broken kernels and foreign materials, including other grains.) The farmer is then issued a cheque for saleable grain delivered, based upon contracted price for the grade, reduced by charges levied for freight, elevation, inspection and other fees and services. Grain may be stored in the country elevator before it is shipped to a domestic customer, such as a flour mill, feed mill, maltster, or to a port terminal. At unload at the port terminal, all grain is again weighed and inspected and an official weight and grade is assessed by the CGC. It is also cleaned to export standard, if necessary, and is stored until it is transported to end-use customers. Grain can also be cleaned to export standard at the country elevator. If the grain is shipped for export from a country elevator, it is similarly weighed and inspected by CGC staff as it is loaded onto railcars. The certificate for western Canadian grain issued for each shipment of grain is internationally recognized and accepted as the CGC's guarantee of grain quality and quantity.

The Company's grain handling and marketing business in Canada has numerous competitors, including Richardson International (Pioneer), Cargill Incorporated, Paterson Global Foods Inc., Parrish & Heimbecker Limited, Louis Dreyfus, and other smaller companies. Unlike a number of the Company's competitors, the Company's elevators are geographically dispersed across Western Canada, broadening its access to the market, the variety of grains it can source and minimizing its risk from poor weather in particular regions. The Company believes the principal factors on which its grain handling and marketing business competes are price and service. Viterra believes that it competes favourably with respect to these factors.

Canadian Regulation

Canadian agriculture, in general, and the western Canadian grain industry in particular, is highly regulated. While provincial regulation plays a role, most of the regulation affecting the grain industry is federal. The principal Canadian federal statutes are the *Canadian Wheat Board Act*, the *Canada Grain Act* and the *Canada Transportation Act*. Farming and agri-business are also affected by Canadian federal and provincial environmental laws, which impact the distribution and retailing of fertilizer and crop protection products.

The Canadian Wheat Board - The principal mandate of the CWB is to market in an orderly manner, in domestic and export trade, wheat and barley grown in Western Canada. The precise role of the CWB varies by commodity and by the market into which the commodity is sold. The CWB has a monopoly over the domestic sale of western Canadian wheat used for human consumption and barley used for malting purposes. The grains regulated by the CWB are known as "Board Grains". Grains not regulated by the CWB (principally oats, flax, rye, canola, domestically consumed feed barley and feed wheat, and peas and other special crops) are known as "open market grains". Linola®, canola and flax are also known as "oilseeds" because they are principally used in the production (also known as "crushing") of edible and non-edible oils.

The CWB arranges the sale of Board Grains to domestic and international customers, either directly or through an accredited exporter such as Viterra. Once sales have been confirmed, it is the CWB's responsibility to ensure that the proper quantity and quality of Board Grains is available for the purchaser at an agreed upon location, principally either at port terminals in Thunder Bay, Ontario or Churchill, Manitoba; one of several transfer elevators along the St. Lawrence Seaway; or port terminals in Vancouver or Prince Rupert, British Columbia; or at another location specified by domestic, U.S. or Mexican end-use customers.

The CWB undertakes many activities aimed at managing the flow of Board Grains from farmer to purchaser, including "delivery" management (through the administration of contract calls for Board Grains), the determination of the quantity and quality of Board Grains available for sale at the port terminals or other locations at which it could be sold, and the co-ordination of the movement of Board Grains by rail to port terminals and domestic or foreign end-use customers (including the allocation of railcars to grain handling companies so they may ship Board Grains).

Grain handling companies, including Viterra, act as agents of the CWB, with Board Grains representing about 50% of Viterra's total grain volume handled. An area of importance to both farmers and the grain handling companies is the manner in which prices are set and payment is made for Board Grains. Each year, on or before August 1, the CWB, by way of a Government of Canada Order-in-Council, announces the initial price ("Initial Price") for Board Grains. The Initial Price is a form of partial payment to farmers, paid per metric tonne of grain delivered. Pursuant to a handling agreement ("Handling Agreement") with the CWB, grain handling companies determine the price paid to farmers for Board Grains by taking the Initial Price and deducting freight, elevation, inspection and other fees and services. Grain handling companies also collect storage revenue from the CWB for the period of time the Board Grains are stored in their facilities.

Payment of the Initial Price is financed by grain handling companies and paid to farmers on behalf of the CWB. The grain handling companies, in turn, are reimbursed for their financing costs by the CWB once the grain is unloaded at the port terminal or at a CWB domestic, U.S. or Mexican end-user facility. The CWB sells Board Grains throughout the crop year and when a final accounting is done, remits a "final payment" to farmers. The final payment represents the net price achieved from all sales made for a given Board Grain of a particular grade throughout the year, on an average or "pooled" basis, less the Initial Price and the CWB's own operating costs. In the event that the price received by the CWB is lower than the Initial Price paid, the Government of Canada is required to bridge the shortfall.

To fulfil the CWB's current 20% target for tendered car allocation for its requirements under its wheat and barley export program, the CWB calls for tenders from grain handling companies once a week for Board Grains, and it may accept bids on any portion of the grain that it puts out to tender. Grain handlers may respond to the tender by indicating how many tonnes of the current requirement it will supply and what tariff or fees for service in supplying the tonnes would be applicable. The lowest grain handling tariff bid is expected to be accepted, subject to the size of the amount tendered (e.g., the CWB may prefer to allocate certain minimum quantities to be delivered to a ship from a single port terminal) and past performance of the company tendering. The successful bidders will receive railcar allocations sufficient to transport the Board Grains from their country grain elevators to the port terminal.

Under its railcar general allocation policy, the CWB allocates railcars to grain handling companies on a zone basis for the delivery of non-tendered Board Grains. The allocation is based on a weighting of (i) the weighted average of the grain handling company's Board Grain receipts during the prior 18 weeks and (ii) the undelivered portion of producer contracts with the CWB for delivery to a particular grain handling company, providing the undelivered portion does not exceed the eighteen-week average of receipts. There are 13 geographic areas that make up the different zones and it is up to the companies to allocate awarded railcars among country grain elevators within each zone. The allocation process consists of General Car Awards and Advanced Car Awards, the difference being the notice period that the grain handling company receives before the cars are spotted for loading at the country grain elevators. Advanced Car Awards are made prior to General Car Awards and make up 20% of the total 80% railcar allotment. General Car Awards make up the remaining 60% of the total 80% railcar allotment. The CWB permits domestic end-use customers to designate the grain handling company that will handle the Board Grains they purchase. In the event that particular grain handling companies have not been provided sufficient railcars to deliver the Board Grains that have been accepted, the CWB has retained the right to allocate railcars by train run or station.

Canadian Grain Commission - The CGC is an agency of the Government of Canada, established under the Grain Act. The principal objectives of the CGC and the Grain Act are the regulation of grain handling in Canada and the establishment and maintenance of quality standards for Board Grains and open market grains. The Grain Act and the regulations set out parameters for the licensing of grain dealers and licensing the operation of grain handling facilities ("primary elevators"), including such matters as the weighing, grading and treatment of grain, monitoring the condition of inspection equipment and facilities, the certification of grain for export purposes, the regulation of allowable charges (including maximum permitted levels) and financial integrity standards. Operators of grain handling facilities must obtain a license from the CGC.

Canada Transportation Act (the "Transportation Act") - The Transportation Act establishes the legal framework for the transportation of grains in Western Canada. Under the Transportation Act, the railways are subject to a limit or "cap" on the total revenues they can generate on the transport of wheat, barley, oats, flax, rye and canola to port terminals. The cap is adjusted annually depending on the volume of grain transported, the average length of haul and inflation. The railways are free to establish freight rates within this overall revenue cap.

In December 2008, the railways increased the multiple car block freight incentives, favouring those companies that can load in 50- and 100- car blocks depending on the commodity being shipped and the railway's ability to supply 50- or 100- car blocks. Viterra expects to maximize rail incentives from the railways by shipping about 84% of its total export shipments in 50- or 100- railcar loads. The remaining shipments would not otherwise be eligible for rail incentives as these shipments relate primarily to inter-provincial and/or U.S. movements of grains where customer facilities are not equipped to handle multi-car blocks and to movements of specialty crop commodities which may not be shipped in 50- or 100- car loads.

Open Market Grains - Open market grains are subject to the Grain Act and certain open market grains are subject to the Transportation Act, but are not subject to the *Canadian Wheat Board Act*. As a result, the price paid by grain handling companies to farmers for open market grains is determined directly by market forces. Grain handling companies make arrangements for the rail transportation of open market grains to port terminals or directly to end-use customers.

Changes to Canadian Legislation

Canadian Wheat Board Act - The Government of Canada, as part of its election promise to introduce marketing choice for producers, conducted a farmer plebiscite in the spring of 2007 on the marketing of barley. The results indicated that barley producers wanted the ability to make their own marketing decisions and have the option of selling barley either through the CWB or the open market. Following the plebiscite, the government introduced regulatory changes that would have removed the CWB's monopoly on western Canadian barley sales, effective August 1, 2007. This regulatory change was legally challenged by the CWB on the grounds that any such changes had to be effected through legislation and not regulation. A Federal Court ruling issued July 31, 2007 concurred and the regulatory amendments were overturned. In light of its current minority position, the federal government is unlikely to pass legislation to change the mandate of the CWB, as all three opposition parties support the monopoly. Changes from within the CWB are also unlikely given the results of director elections in December 2008, which did not change the balance of power on the CWB Board of Directors. At least eight of the fifteen directors favour retention of the monopoly. While the Company believes it is well positioned to achieve the same or superior operating effectiveness in a new regulatory environment, there is still uncertainty associated with these possible changes.

Canada Transportation Act - The Government of Canada introduced amendments to the *Canada Transportation Act* (the "Transportation Act") – known as Bill C-8 and it came into effect in February, 2008. The key provisions of Bill C-8 are:

- Complaints can now be filed with the Canadian Transport Agency ("CTA") on railway ancillary and penalty charges;
- Groups of shippers will be able to request Final Offer Arbitration where the group has a common complaint.

These provisions should give shippers greater ability to challenge railways on matters of rates and services. With the passage of Bill C-8, the Government of Canada has initiated a comprehensive review of railway service, as requested by grain shippers – which should be completed in the spring of 2010.

Description of the Industry - Australia

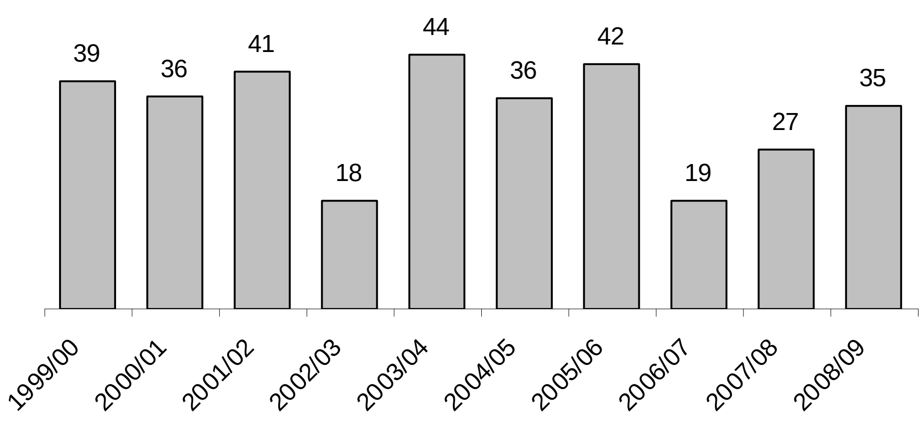
Grain handling in Australia, as in Canada, begins with the movement of the commodity from the farm to the country elevator receival network where the product is weighed, graded, and prepared for shipment. Grain is then shipped from the country elevator to domestic customers (such as a flour mill, maltster, or feed facility) or to a port terminal. Unlike the Canadian system, there is little on-farm storage in South Australia. Growers in this region use Viterra's storage and handling system and pay warehousing fees, until such time as they choose to sell their grain into the market. (Various marketers bid on growers' grain through the year.) As such, inventory turns are low, typically less than one turn.

There has been a steady stream of consolidation in the Australia grain industry over the 20 years, broadly coinciding with the onset of domestic deregulation. As a result, there has been a marked increase in the competitiveness of the grain industry, evidenced most visibly by the number of exporters of wheat which have increased from one company prior to deregulation (being AWB) to 22 companies in 2008-09. Following deregulation in July 2008, 23 companies have been accredited by Wheat Exports Australia ("WEA"), the governing body, to export wheat in bulk from Australia. As at July 31, 2009, 17 of those accredited companies had exported approximately 10 million tonnes of bulk wheat.

Since 1997-98, Australia has sown between 18.0 and 22.3 million hectares (one hectare equals 2.471 acres) of crop, with 22.0 million hectares sown in 2008-09. Area sown has averaged 20.7 million hectares over the period.

Since 1997-98, Australia has annually produced between 18 and 44 million tonnes of grain, averaging 34 million tonnes per annum over that period. Since 1999-2000, South Australia has annually produced between 2.7 and 8.5 million tonnes of grain, averaging 5.6 million tonnes per annum over that period.

Total Australian Grain Production
(millions of metric tonnes)

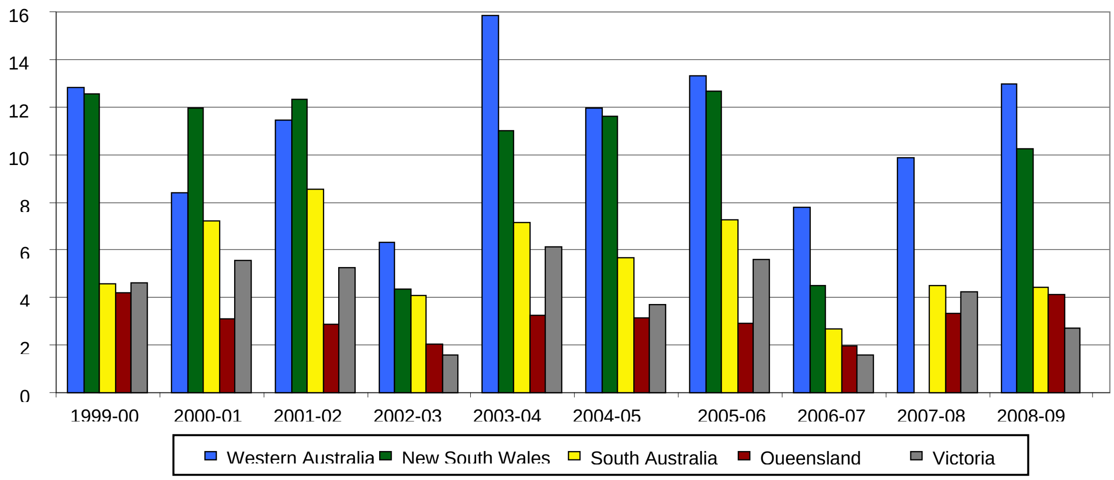


Total production includes wheat, barley, lupins, canola, sorghum, cottonseed, field peas, maize, chickpeas, sunflower seed, faba beans and lentils.
Source: Australian Bureau of Agricultural and Resource Economics

On a nationwide basis, wheat is the largest crop, averaging 20.0 million tonnes, followed by barley (7.1 million tonnes), sorghum (2.1 million tonnes), canola (1.5 million tonnes), oats (1.3 million tonnes) and lupins (1.0 million tonnes). Together, wheat and barley represent 80% of Australian grain production.

Geographically, Western Australia is the largest grain growing state in Australia, producing 33% of the crop on a 10-year average basis. Next largest is New South Wales at 29% followed by South Australia at 17%, Victoria at 12% and Queensland at 9%.

Australian Grain Production by State
(millions of metric tonnes)

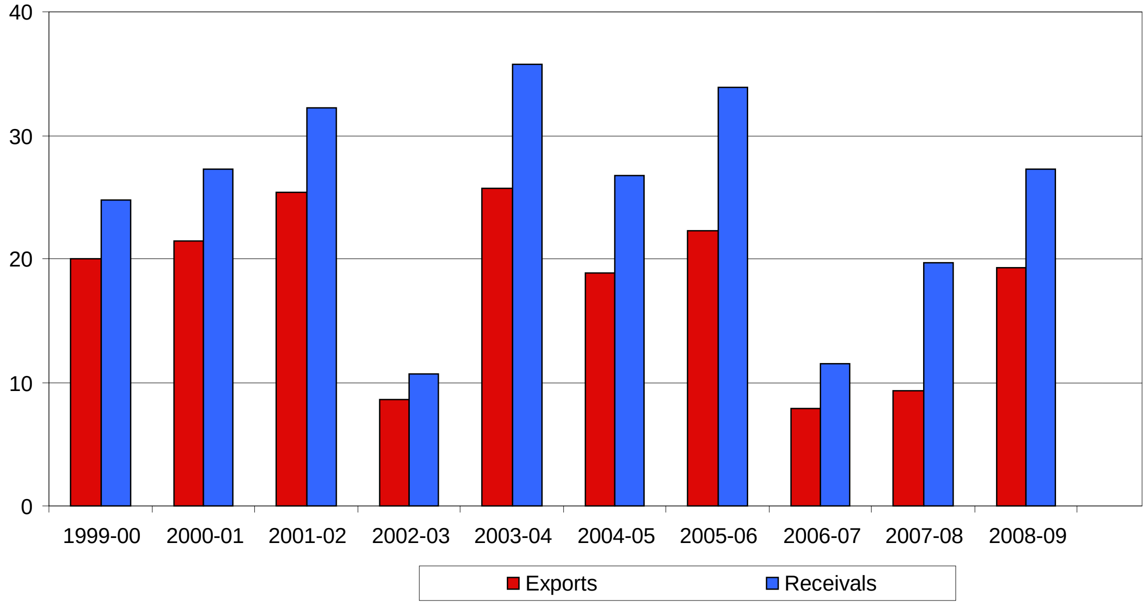


Total production includes wheat, barley, lupins, canola, sorghum, cottonseed, field peas, maize, chickpeas, sunflower seed, faba beans and lentils.
Source: Australian Bureau of Agricultural and Resource Economics

On average, Australia exports 17.9 million tonnes of grain produced and 72% of all grain received into "Corporate" grain storage and handling facilities. Corporate storage and handling facilities are defined as those operated by the CBH Group (Western Australia), GrainCorp (Queensland, New South Wales & Victoria), AWB (Queensland, New South Wales, Victoria & South Australia), Australian Bulk Alliance (New South Wales & Victoria) and Viterra (South Australia & Victoria). Combined they account for approximately 50 million tonnes of storage and handling capacity across Australia.

On average, South Australia exports 4.1 million tonnes of grain of the 4.9 million tonnes of grain received by Viterra and the 5.6 million tonnes that is grown in the state. This equates to 84% of Viterra receivals being exported and 73% of the entire crop produced in South Australia.

Australian Exports and Receivals
(millions of metric tonnes)



Source: Viterra estimates based on internal company information and grain company annual reports.

Australian Regulation

Australian agriculture has moved to liberalize its grain markets by abolishing the single desks for the export of all grains. As a transitional measure, legislation such as the *Wheat Export Marketing Act, 2008* (Commonwealth) and the *Barley Exporting Act 2007* (SA) require exporters to hold a licence to export, having demonstrated that they are fit and proper companies.

Additional requirements are imposed on the Viterra subsidiary AusBulk Ltd as the operator of a port terminal in respect of the export of bulk wheat, pursuant to a voluntary Port Terminal Services Access Undertaking given by AusBulk Ltd on September 24, 2009. These requirements include the provision of access and a prohibition on vertical discrimination.

Viterra is licensed and has reporting requirements under a number of state-based environmental statutes such as the *Environment Protection Act 1993* (SA) and must provide workers with safe systems of work pursuant to state-based safety legislation, such as the *Occupational Health, Safety and Welfare Act,* 1986 (SA).

Wheat Export Marketing Act 2008 (Commonwealth of Australia) - The *Wheat Export Marketing Act* requires that bulk wheat exporters must be accredited by Wheat Exports Australia ("WEA"). In order to be accredited, WEA must conclude that the exporter is a fit and proper person based on a number of specified criteria including adequate financial resources and sound risk management practices.

In addition, if as in the case of Viterra, the exporter or an associated entity operates a port grain terminal, the port operator must pass an "access test". The access test requires that on and from October 1, 2009, the port operator has disclosed on its web site daily shipping stem (shipping schedule) information and that the Australian Competition and Consumer Commission ("ACCC") has accepted a port access undertaking pursuant to Part111A of the *Trade Practices Act* (Commonwealth of Australia). On September 29, 2009, the ACCC accepted a port access undertaking from AusBulk Ltd applicable for two years from October 1, 2009 to September 30, 2011. On the same date, WEA notified its accreditation of Viterra as a bulk wheat exporter for the corresponding term of two years subject to a number of conditions including that the Company provide access to bulk wheat exporters pursuant to the Undertaking.

The port access undertaking given to ACCC requires that Viterra offer accredited wheat exporters a minimum access agreement and that the Company does not discriminate against access seekers in favour of its own marketing division, except where such discrimination can be justified on the basis of cost. In addition, Viterra must not prevent or hinder access to the Company's port services. Viterra must publish its access agreement and port operating protocols on its web site. Viterra must negotiate with access seekers regarding the terms of the minimum access agreement or access to additional services and access seekers have the right to call for arbitration if not satisfied.

Barley Exporting Act 2007 (SA) - ABB was licensed on July 19, 2007 to export barley from South Australia pursuant to the *Barley Exporting Act* ("BEA"), which declares the South Australian barley exporting industry to be a regulated industry for the purposes of the *Essential Services Commission Act 2002* (SA). The BEA establishes a regime, administered by the Commission, under which barley exporters must be licensed for a three-year transitional period. The transitional period is intended to allow South Australian growers time to consolidate their risk management and grain marketing skills following the abolition of the barley single desk for the export of South Australian barley in 2007. For this period, the Commission will assess the fitness and propriety of applicants intending to export barley and issue licenses in accordance with the Act.

Maritime Services (Access) Act 2000 (SA) ("MSAA") - The MSAA contains a regulatory framework for specified port services in South Australia. Following the purchase by ABB of the shipping belts and shiploaders from the Government of South Australia in 1997, access to those assets was declared a Regulated Service under the MSAA. Part 3 of the MSAA provides a framework for the negotiation of access. It provides for conciliation and arbitration to occur for disputes over access to Regulated Services that cannot otherwise be resolved between the service provider and access seeker.

4.2 AGRI-PRODUCTS

Viterra is involved in the sale of seed, crop protection products, fertilizer, and equipment to producers. The Agri-products operations also include an ownership interest in a nitrogen fertilizer manufacturer and a network of retail locations. Total sales for Agri-products for the year ended October 31, 2009, were $1,631 million. (2008 - $1,686 million).

Description of the Business - Canada

Viterra's Canadian Agri-products segment operates a network of 259 retail locations throughout Western Canada and which are geographically distributed relative to the growing regions in the Prairies. Each facility is involved in the specialized sales of bulk fertilizer, bagged seed, crop protection products and agricultural equipment, such as storage bins. Many locations also store and sell anhydrous ammonia, a cost-effective form of nitrogen fertilizer. Product distribution is supported by a series of two central warehouses located in Saskatchewan and Alberta registered to International Organization for Standardization ("ISO") 9001:2000 standards. The Company's agri-products division also provides extensive agronomic information, enabling customers to make informed crop input decisions, offers customized application of products and arranges for financing for customers purchasing crop inputs from the Company (see "4.5 Financial Products").

Fertilizer - Viterra is a major distributor of fertilizer in Western Canada. The Company also has an investment in fertilizer manufacturing and access to a stable source of fertilizer supply, through its joint venture Canadian Fertilizers Ltd. CFL manufactures fertilizer at a world-scale urea and ammonia plant in Medicine Hat, Alberta and supplies about 30% of the needs of Viterra's customers. Viterra is entitled to receive approximately 500,000 metric tonnes of CFL's merchant-produced product split equally between granular urea and anhydrous ammonia. Viterra is committed to the Canadian Fertilizer Institute's Ammonia Code of Practice.

The Company distributes fertilizer throughout Western Canada through its network of country grain elevators and agri-products centres. Dry fertilizer is a commodity that is sold on an unbranded basis. Typically, fertilizer is purchased in standard or "straight" grades and blended to meet the various specific nutrient requirements of the customer. These requirements vary depending on a number of factors, including past fertilization practices, natural soil fertility and crop rotations. Requirements are determined through soil sampling and analysis. Competitive prices and the ability to secure a stable source of supply are key competitive factors.

Crop Protection Products - Viterra is a significant distributor of crop protection products in Western Canada. The Company offers a large number of crop protection products, including herbicides, insecticides, fungicides and seed treatments through its network of agri-products retail stores across Western Canada. While most crop protection products are sold directly to farmers through the Company's retail network, the Company in some cases also provides custom application services using equipment owned or leased by the Company. Viterra complies with the environmental protection standards of the Agricultural Warehousing Standards Association (the "AWSA") through its network of AWSA compliant warehouses at its agri-products retail stores.

While older products continue to be replaced with improved ones and branded products are increasingly giving way to generic products, the overall size of the market for crop protection products in Western Canada has not grown significantly in recent years. The major grain handling companies and independent retailers compete in this segment.

Seed Products - The seed industry consists of seed development, production, processing, treatment, distribution and retailing. Viterra is one of the largest distributors of seeds in Western Canada, with numerous proprietary and publicly available seed varieties. The Company is involved in varietal seed development, including research and development through a seed testing laboratory at Innovation Place in Saskatoon at the University of Saskatchewan, and through several strategic alliances or other arrangements with leading breeding companies. The Company's business strategy focuses on retail distribution of seed while continuing to access seed technology through new and existing strategic relationships.

Agricultural Equipment Sales and Other Revenue - The agricultural equipment market in Western Canada includes grain handling, storage, and aeration equipment. The value chain is based on manufacturers producing equipment and then selling the equipment directly to retailers who in turn sell to producers. In late 2007, Viterra obtained the Westeel line of corrugated bins, which are marketed under the brand name, Westor. This newly branded line of corrugated storage is available exclusively through Viterra.

Description of the Business - Australia

In Australia, Viterra operates six retail stores (five of which are located in South Australia and one in New South Wales) and ten depots located alongside Viterra grain storage and handling facilities, through which it sells seed, fertilizer, crop protection products and other farm-related items. The Company also has five fertilizer warehouses in the region (four in South Australia and one in Victoria) and operates a wool brokering and export business, a livestock marketing business and two real estate offices in South Australia.

Fertilizer - Viterra is an importer, blender, wholesaler and retail distributor of fertilizer in South Australia, Victoria & New South Wales. Wholesale distribution in Victoria, New South Wales and South Australia is via a third party agent/dealer network accounting for 87% of total volume tonnes sold, with the balance sold via Viterra's retail stores in South Australia. Viterra sells approximately 100,000 tonnes per annum (60% ammonium phosphates and 40% nitrogen-based).

Seed - The Company manages a portfolio of more than 30 field crop seed varieties, with the majority being barley and wheat varieties. It participates in research and development through an equity ownership in the

University of Adelaide Barley Breeding Program, which allows Viterra the first right of refusal over all new barley varieties. The Company also has an agreement with the South Australian Research and Development Institute for the commercialization rights to the National Oat Breeding Program for milling oat varieties.

Wool - Viterra's wool operation, an important link in Viterra's relationship with growers in Australia, extends to South Australia, Western Australia and Victoria. The Company's wool business has two components, domestic and export. Domestically, Viterra moves wool from the farm to sell at auction. For about 60% of the volume, Viterra acts as a broker for the wool grower and for 40% of the business, acts as the principal buyer either selling into auction or supplying to destination customers in countries such as China, India and Italy.

Description of the Industry - Canada

The total market size in Western Canada is represented by the total seeded acreage, which has remained at about 60 million acres over the last decade. Although seeded acreage has remained relatively stable, input usage has climbed and, since 1999, the overall market (excluding equipment sales) has grown from about $2.7 billion in sales to about $4.8 billion in 2009.

The Company's agri-products business competes against other grain handling companies, co-operatives and numerous independent retailers in supplying fertilizer products, crop protection products and seed to farmers. The competitive landscape in Western Canada is a mature market and highly fragmented, made up of over 240 competitors servicing over 900 locations throughout the region. Viterra operates 259 retail locations. Independent retailers collectively comprise about another 30% of the market, together with a number of major grain handlers, which sell seed, fertilizer, crop protection products and small agricultural equipment. Unlike the grain handling segment, deregulation, globalization and consolidation have had little effect on the crop input distribution network.

Description of the Industry - Australia

The average area sown to field crops in Australia over the past ten years is approximately 20.7 million hectares. The Australian fertilizer market in 2008 was 3.9 million tonnes. The total Australian crop protection products market was worth $2 billion AUD in 2007 and was estimated to be worth around $1.4 billion in 2008. Herbicides make up 45% of this market, 35% is animal health, 13% is insecticides and 7% includes fungicides and plant growth regulators. Market size of the seed business in Australia is estimated by the Australian Seed Federation to be between $700 and $900 million AUD. The overall Australian agri-products market is estimated at $4.0 billion AUD (Viterra estimate).

Australia is the largest global producer and exporter of wool, accounting for nearly one-quarter of global production according to the International Wool Textile Organisation. Approximately 98% of Australia's wool is exported, with China being the dominant destination, taking 67% of Australia's wool exports. The volume of Australia's wool production has been in decline over the last 20 years. During that time, the number of sheep has dropped from roughly 170 million to 55 million. Australia's wool production has decreased while Chinese production has increased to a point where they are now broadly equivalent.

4.3 FOOD PROCESSING

Viterra's Food Processing segment is an important aspect of the Company's value chain. Overall, this segment extends the Company's pipeline by producing semi-finished and finished food ingredients for consumer products companies and food processors around the world. Total sales for Food Processing for the twelve-month period ended October 31, 2009, were $281 million. (2008 - $198 million).

Description of the Business

Viterra operates oat processing and canola processing facilities in Canada and malt facilities in Canada and Australia.

Oat Milling - Viterra's oat milling business (formerly Can-Oat Milling) produces primary products at its manufacturing plant located near Saskatoon, Saskatchewan, and primary products and a full range of finished products at its plants in Barrhead, Alberta and Portage la Prairie, Manitoba. Viterra exports more than 90% of Canadian production, with the main destination being the United States, but also has marketing efforts in Mexico and Central and South America. Sales are priced in U.S. dollars and therefore, a strengthening Canadian dollar can negatively affect earnings. The Company reduces the impact of foreign currency fluctuations by engaging in hedging activities. Products are transported by railcar and by truck. With close to 90% of Canada's oat production occurring in the Prairie provinces, Viterra's oat mills are well positioned with its plants located in the heart of the oat production region. This provides the Company with a competitive advantage over U.S. manufacturers who import raw oats from Canada, as Viterra removes the hulls and screenings (30% to 35% of weight) before shipping oat products to their U.S. customers, thereby reducing transportation costs. In addition, primary products produced in the Saskatoon plant are finished in the Portage la Prairie plant which is well situated relative to the Company's U.S. customers. The Barrhead plant, which also produces organic food products, is ideally suited to supply West Coast markets. Viterra is Canada's largest industrial oat processor with 380,000 metric tonnes of milling capacity.

Canola Processing - Viterra's canola processing facility has a 1,000 tonne per day expeller press plant located in Ste. Agathe, Manitoba. The plant produces and competes in the canola oil and as a co-product, canola meal processing markets, primarily within Canada and the U.S. Several by-products are also produced including vegetable oil distillate and dockage.

Malt - Canada (42.38% ownership interest) - Prairie Malt Limited's facility in Biggar, Saskatchewan, processes barley into malt primarily for the brewery industry. Viterra owns 42.38% of Prairie Malt, while 57.62% is held by Cargill. As part of the Company's interest in Prairie Malt, a barley supply agreement was signed requiring Prairie Malt to take at least 80% of its barley requirements from Viterra, subject to quality, cost and availability. The contract is to remain in effect until terminated by agreement or when Viterra no longer holds shares in Prairie Malt. Prairie Malt's customers are located both domestically and internationally, including the United States, Mexico, the Pacific Rim, South America and Latin America. Sales are priced in U.S. dollars and, therefore, a strengthening Canadian dollar can negatively affect earnings. Prairie Malt reduces the impact of foreign currency fluctuations by engaging in hedging activities. Malt is transported either by truck or railcar, with the majority of railcar shipments going to Canadian ports where it is then loaded onto ships bound for offshore markets.

Malt – Australia - Through the acquisition of ABB, Viterra is now Australia's largest malt processor, operating eight processing plants strategically positioned across Australia, with the largest capacity volume in those states with the greatest barley supply. Under the brand Joe White Maltings, Viterra's Australian malt operation has an annual production capacity of up to 500,000 metric tonnes, of which 400,000 tonnes are destined for export markets and 100,000 tonnes are consumed domestically. Viterra supplies malt to major domestic and international brewers. Viterra's malt operations require approximately 600,000 tonnes of malt barley per year, representing 25% of the Australian malt barley crop.

Viterra operates approximately 63% of Australian malting capacity. The Company supplies approximately 50% of Australia's domestic malt demand requirements, exclusively supplying brewers Lion Nathan and Coopers, and provides approximately 68% of Australia's malt exports to countries like the Philippines, Singapore, Thailand, Vietnam, Korea and Japan.

Description of the Industry

The Company's food processing businesses compete in the global oats processing, canola processing and global malt export markets where the markets for the Company's products are highly price competitive and may be sensitive to product substitution. A number of large, international companies compete in these markets.

Oat Milling - Canada is the third largest oat producer and the largest oat exporter in the world, representing 65% of the world's oat export trade. In 2009, total world production increased to 25.4 million tonnes, including oats for feed and human consumption. Canada's oat production has remained relatively consistent over the past fifteen years and represents about 15% of the world's total. Close to 90% of Canada's oats are produced in Western Canada, with the majority, about 78%, grown in Saskatchewan and Manitoba. In 2009, total harvested area decreased in all three Prairie Provinces due to lower area seeded from poor weather, lower yield and poor growing conditions this year.

The primary markets for oat products are hot and cold breakfast cereals and nutrition snack bars. The oat manufacturing industry consists of cereal manufacturer/brand managers such as Quaker Oats and General Mills, and independent industrial manufacturers that sell primary and finished oat products to cereal manufacturers. Primary products include sized whole groats (whole oats with the hulls removed) and steel cut groat chips that have been conditioned and are fit for human consumption. Primary products produced by industrial manufacturers are either sold to cereal manufacturers for finishing or finished by industrial manufacturers for sale to cereal companies. Finished products are primary products that have been processed into flakes, flour, bran or blended oatmeal combinations.

Overall, demand for oat ingredients is growing, fuelled primarily by the widely appreciated nutritional benefits of this cereal grain. The Food and Drug Administration in the U.S. approved a health claim for oat-based products, stating that the soluble fiber from oatmeal, as part of a low-saturated fat and low-cholesterol diet, may reduce the risk of heart disease. This official view of whole grain consumption has heightened consumer interest in oat-based foods. Many cereal and snack bar makers are now altering their product lines to include whole grains, a positive development for the oat industry over the long term.

Canola - Canola seed crushing is an attractive segment of the food market. Canola oil has a distinct advantage over other vegetable oils due to its oil fat content characteristics (low in saturated fats and high in monounsaturated fat).

Canola oil represents approximately 50% of the vegetable oil consumed in Canada, 50% of that consumed in Japan and 25% of that consumed in Mexico. In the U.S., canola oil's market share is much smaller but is growing steadily, from zero to almost 8% over the last ten years.

Globally, large multi-nationals dominate the oilseed processing industry. The Canadian oilseed crushing industry is comprised of five companies operating a total of ten crushing plants. Several companies are currently expanding their operations. When all announced expansion plans are complete, there will be twelve plants in Canada operated by six companies having a total annual crushing capacity of 8.0 million tonnes.

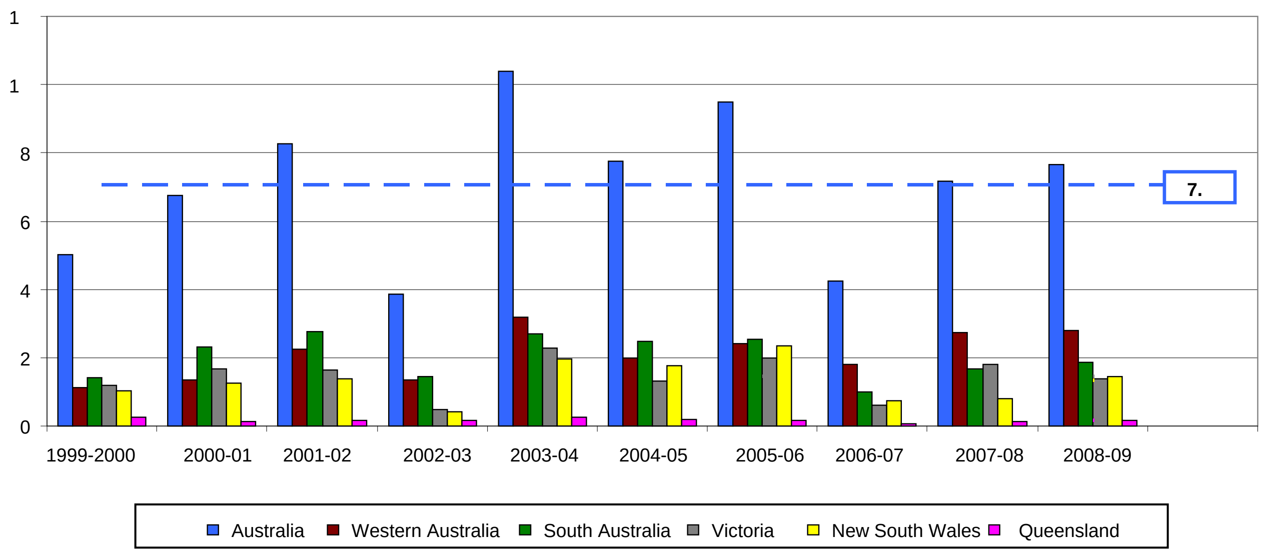
Health concerns, specifically related to the consumption of saturated fats and trans-fats, are expected to have a positive impact on the consumption of canola oil relative to other vegetable oil alternatives. Canola oil has the lowest level of saturated fat and is one of the highest in Omega-3 levels, resulting in canola having a healthier profile compared to other oils on the market today.

Canola meal production in Canada is expected to increase from approximately 3 million tonnes to approximately 4.5 million tonnes over the next four to eight years as domestic crush capacity increases. Canola meal is mostly used as a feed for livestock, primarily swine, dairy cattle and poultry. About 67% of canola meal produced in Canada is exported and of that 94% goes to the U.S. The primary reason for such a high percentage going to the U.S. is the bulkiness of the product that makes shipping it over longer distances prohibitively expensive.

Canadian Malt - Western Canadian production of barley has averaged 10 million tonnes over the past ten years and, of this, approximately 2 to 2.5 million tonnes are accepted as malting barley, which is primarily used by the brewery industry. Of the 2 to 2.5 million tonnes, Canadian maltsters generally utilize half, with the balance exported throughout the world.

Australian Malt - The Australian malt industry consists of four malt producers (Viterra, Graincorp, Malteurop and Kirin) and currently has the capacity to annually produce 790,000 tonnes of malt (consuming approx 950,000 tonnes of malting quality barley). The Australian barley crop has averaged 7 million tonnes over the last ten years.

Total Australian Barley Production
(million tonnes)



Source: ABS - 7124.0- Historical Selected Agriculture Commodities, by State (1861 to Present), ABARE December 2009 Crop Report

While approximately 200,000 tonnes of malt is used to supply Australian malt demand from brewers and food producers, the bulk of malt produced in Australia is exported to brewers in the Asian region.

4.4 FEED PRODUCTS

Viterra's Feed Products segment has operations throughout North America and New Zealand. This business segment extends Viterra's pipeline by processing raw materials into livestock feed, ingredients and nutritional supplements. Total sales for Feed Products for the twelve-month period ended October 31, 2009, were $660 million. (2008 - $626 million).

Description of the Business

The core business activity in Viterra's North American feed products segment consists of manufacturing, sale and distribution of feed products and related micro, macro and commodity ingredients for commercial and acreage-based livestock producers. Specialty feed formulations and feed product manufacturing is well diversified between dairy and beef cattle, poultry, swine and other specialty livestock feeds. In fiscal 2009, a decision was reached to rebrand Unifeed mill operations, Unifinance and Unifeed Financial to the Viterra brand in 2010.

Feed manufacturing is conducted at six feed mills and one pre-mix manufacturing facility located in British Columbia, Alberta, and Manitoba. Unifeed Inc., a wholly-owned U.S. subsidiary, also has a feed manufacturing and commodity sales outlet in Logan, Montana.

Viterra's wholly-owned U.S. subsidiary, Unifeed Hi-Pro Inc. ("Hi-Pro"), owns six feed mills in Texas, Oklahoma and New Mexico that manufacture complete feeds, supplements pre-mixes and commodity ingredients for ranchers and dairy farmers in Texas, New Mexico, Oklahoma and other south central U.S. markets. Hi-Pro also owns and operates a shuttle train unloading facility near its mill in Dexter, New Mexico, which steams flaked corn for regional dairy producers.

Name and Location	**Current Volume**[1]	**Nominal Capacity**[1]
Viterra Feed Products Chilliwack, British Columbia…………………………………	272,500	275,000
Viterra Feed Products Sherwood Park, Alberta………………………………………	115,000	150,000
Viterra Feed Products (Pre-mix) Ponoka, Alberta……………………………….……	30,000	35,000
Viterra Feed Products Olds, Alberta…………………………………………………	112,500	150,000
Viterra Feed Products Lethbridge, Alberta……………………………………………	245,000	340,000
Viterra Feed Products Carman, Manitoba……………………………………………	50,000	80,000
Viterra Feed Products St. Anne, Manitoba…..………………………………………	75,000	80,000
Viterra Feed Products, Feed Processing Station, Logan, Montana…………………	12,500	20,000
Hi-Pro Lubbock, Texas………………………………………………………………..	30,000	65,000
Hi-Pro Friona,	250,000	300,000
Texas………………………………………………………………..	185,000	300,000
Hi-Pro Clovis, New Mexico……………………………………………………….	337,500	300,000
Hi-Pro Comanche, Dairy Sales, Texas………………………………………………..		
Hi-Pro Cheyenne, Oklahoma……………………………………………………….	37,500	60,000
Hi-Pro Dexter, New Mexico………………………………………………………..	252,500	300,000

(1) Metric tonnes

All of Viterra's Canadian feed mills are federally certified or compliant with Hazard Analysis Critical Control Point ("HACCP") guidelines, the internationally recognized system of quality control management for food safety. Viterra's U.S. feed milling assets are compliant with local state and federal operating standards for feed milling.

Manufactured feeds provide all, or a significant portion of, the nutritional requirements of the livestock being fed. Pre-mixes and supplements supply a base mix of vitamins and minerals, which, along with commodities, fulfils the needs of livestock producers who complete their own on-farm feed manufacturing.

To enhance its relationships with livestock customers, Viterra also provides value-added services to complement its manufacture, sale and distribution of feed products. These include financial services, nutritional consulting, and ingredient forward contracting services.

The majority of Viterra's livestock feed products are delivered in bulk to farmers by truck directly from the feed mills or pre-mix facilities. In addition, the Company distributes bagged feed products through independent dealers located primarily in Texas, Colorado, New Mexico, Alberta and British Columbia and through Company-owned retail outlets at most of the Company's feed mills and pre-mix facilities.

The Company derives additional revenue from interest and financing fees in connection with its internally funded and Viterra Financial™ secured financing programs. Under these programs, the Company provides financing to credit-worthy livestock operations for purchases of livestock, feed inputs, capital investments and credit consolidation. The security taken under the internally funded program varies but generally includes a mortgage interest over land, security over equipment and/or livestock, corporate or personal guarantees and an all-present and after-acquired personal property charge registered under the personal property registry ("PPR"). Under the Viterra Financial™ program, security is generally a first collateral security interest in the livestock, financed with the security registered under the PPR. Borrowers under both secured financing programs are required to purchase their livestock feed product requirements from the Company. Viterra Financial™ operates as a partnership with a Canadian chartered bank where the Company administers the loans on behalf of the bank, which provides the financing. See "Description of the Business – Financial Products" for further information.

New Zealand - Viterra is a key importer and distributor of grains and meals into New Zealand. The Company imports and distributes approximately 600,000 tonnes or 40% of New Zealand grain and meal requirements split 400,000 tonnes meal and 200,000 tonnes grain. It also operates storage, maize processing and feed milling assets. New Zealand's meal and grain imports have increased by 21.3% per annum since 1999, driven by new meal requirements primarily in the dairy and poultry industries.

Description of the Industry

Canada accounts for approximately 3% of the global feed market. Western Canada accounts for about 22% of the country's commercial feed production. The underlying fundamentals of the animal feed industry are directly related to the supply and demand trends in the livestock species that consume feed.

Traditionally, Canada has exported about 50% of the beef and pork it produces, either as meat or live animals, primarily to the U.S. The economic downturn, weakness of the U.S. dollar, along with non-tariff trade barriers, such as country of origin labeling ("COOL") in the U.S., has limited market access and has considerably reduced Canadian exports in the short-term and consequently reduced the demand for manufactured feed.

To put demand into context, during the first six months of calendar year 2009, Canadian beef exports were down 32.4%, and pork exports were down 34.6% as compared to the same period in calendar year 2008. In addition to the aforementioned market pressures, overall pork markets declined due to an inappropriate world-wide association with swine flu or the H1N1 flu virus starting in the second quarter of fiscal 2009.

At times during 2009, beef, dairy and pork producers in North America were operating below their cost of production. This caused severe economic pressures on customers' ability to pay and reduced the overall demand for manufactured feed. These economic challenges have resulted in farm failures and an extremely competitive environment given the shrinking customer base.

Viterra sells complete manufactured feed and vitamin and mineral pre-mixes to the swine sector. U.S. feed milling operations do not manufacture or sell significant quantities of swine feed.

For the North American beef sector, Viterra supplies feed supplements to ranchers, feed lot operators and cow calf operators. In addition to the aforementioned implications of non-tariff trade barriers, such as COOL, industry feed demand was adversely affected by poor cattle markets and lower demand for beef associated with the general economic conditions.

The dairy market in Canada is supply managed; matching supply and demand through quotas stabilizes the dairy market and related feed pricing. This market is expected to remain stable for the foreseeable future and any growth will be driven by population growth. Conversely in the U.S., the economic downturn in 2008 and

2009 led to wholesale milk prices falling well below the cost of production. This led to a feed demand decline due to herd reductions, but the primary impact to Viterra was due to customers switching from higher margin fully manufactured feeds and supplements to survival rations, consisting of low margin commodities and silage.

Canadian poultry producers purchase complete manufactured feed from commercial feed mills since few are large enough to economically mill their own feed rations. Poultry production is tightly controlled both provincially and nationally under supply managed quotas, and the Company does not expect significant expansion in this area apart from demand driven by population growth. U.S. feed milling operations do not produce significant quantities of poultry feed.

The North American feed manufacturing industry is a mature industry with surplus capacity in some regions, resulting in competitive pricing and margin pressures, particularly in the 2009 demand downturn. Many competitor feed manufacturing assets are older with some in need of significant maintenance capital, sped by minimal investment by poorly funded players during the past two years. In addition, growing consumer concern over food safety has resulted in regulatory changes that may prove challenging for on-farm feed manufacturing operations and outdated commercial feed mills, putting additional economic pressures on marginal players.

In Canada, the Company's Feed Products group competes with public and private grain and feed companies and independent retailers, including the other five major firms operating in more than one province in Western Canada, which are: Cargill Limited (Nutrena Feeds), Federated Co-operatives Limited, Maple Leaf Foods Inc. (Landmark Feeds), Masterfeeds and Ridley Canada Limited (Feed Rite). Competition is strong and there is ongoing consolidation of the industry through mergers, acquisitions and mill shutdowns. In the United States, the Company competes with local suppliers and large regional manufacturers, including Land O'Lakes and Cargill.

4.5 FINANCIAL PRODUCTS

Through Viterra Financial™, the Company acts as an agent for a Canadian chartered bank that extends trade credit at competitive rates to customers of the Company's agri-products business. Approximately 75% of Viterra Financial approved credit is unsecured, with the remaining balance secured by a personal property registration that covers a crops and proceeds security agreement. The sale of crop inputs peaks in May and June as new crops are sown, with a significant portion being credit sales. Depending on underlying customer credit ratings, payment terms typically extend to October 25 of the same year and February 25 of the following year to coincide with settlement from the proceeds of crops harvested and delivered into the country elevator system. As a result, eligible customers benefit from financial products that accommodate their cash flow requirements. The Company continues to directly manage the customer relationship and receives an agency fee for performing front-end credit review and management services. During the 2009 fiscal year, the approved credit offered under this financing vehicle exceeded $1.5 billion, with customer usage peaking at $600 million in July 2009.

Viterra Financial™ offers loans to customers of livestock feed and services to purchase feeder cattle and feeder hogs, as well as related feed inputs, with terms that do not require payment until the livestock is sold. During the 2009 fiscal year, the approved credit offered under this financing vehicle exceeded $105 million, with customer usage peaking at $44.6 million in July 2009.

Under these programs, the Company provides a limited indemnity to the bank for a portion of any loan losses. The Company expects to continue to reduce the amount of credit or credit support it directly provides to farmers in connection with its crop production and livestock feed services businesses. As a result, the

Company benefits by reducing its borrowings to finance customer purchases, thereby lowering financing costs. Sales financed through Viterra Financial™ are immediately funded and essentially represent "cash sales" to the Company.

4.6 HUMAN RESOURCES

North America - As of October 31, 2009, there were 3,417 persons employed by Viterra and its wholly-owned subsidiaries, excluding Viterra, Australia. Of this total, 1,493 were unionized employees who are represented by four unions and whose employment is governed by nine collective agreements. These units are outlined below:

COLLECTIVE BARGAINING AGREEMENTS – October 31, 2009			
UNION	**AGREEMENT/ LOCATION**	**TERM OF AGREEMENT**	**# OF EMPLOYEES**
Grain Services Union	SK Country Services (Operations & Maintenance)	Feb 1/08-Oct 31/12	804
Grain Services Union	Regina, SK Office	Feb 1/08-Oct 31/12	187
Terminal Elevator			
United Steel Workers of America - Union Lodge 650	Viterra Thunder Bay Terminals	Feb 1/09-Jan 31/12	82
Grain Workers Union	Cascadia and Pacific Elevators Ltd.	Jan 1/06-Dec 31/10	188
AgPro Grain			
Grain Services Union	Saskatoon	Jan 1/06-Dec 31/09	33

COLLECTIVE BARGAINING AGREEMENTS – October 31, 2009			
UNION	**AGREEMENT/ LOCATION**	**TERM OF AGREEMENT**	**# OF EMPLOYEES**
Grain Services Union	Moose Jaw	Apr 1/06-Sept 30/09 Received notice to bargain	31
Grain Services Union	Manitoba/Alberta	Oct 1/07-Sept 30/12 (This unit has filed for decertification.)	101
Oats			
United Food & Commercial Workers Union (UFCW)	Can-Oat - Martensville	Sept 11/07-Sept 30/09 Bargaining underway	38
Bean Plant			
Grain Services Union	Carman Bean Plant	May 23/09-May 31/10	29

Viterra has continued its position before the Canada Industrial Relations Board ("CIRB") seeking to combine all of the employees who are represented by the Grain Services Union ("GSU") and employed in the grain operations, maintenance, agri-products, related research and development and office staff, into one bargaining unit. The CIRB consolidated a portion of the bargaining units in an August 4, 2009 decision. This decision has been appealed by Viterra and the Company is awaiting a decision. As a result of this decision, as well as an application for de-certification, the number of collective agreements has been reduced from twelve to nine.

As part of the above mentioned decision, Moose Jaw AgPro and Saskatoon AgPro which used to be stand alone bargaining units, will now be rolled into a larger bargaining unit which is now known as "Saskatchewan Country Operations and Maintenance". Viterra met with the GSU in October 2009 in an effort to consolidate these units, however, no agreement has been reached. Viterra made submissions to the CIRB in November 2009 on this matter and we are awaiting direction from the CIRB on how to consolidate the units.

The Manitoba/Alberta bargaining unit remains a stand-alone unit, encompassing two locations in Manitoba, and five locations in Alberta. The employees of this bargaining unit have filed for decertification. The GSU is contesting this revocation application. This matter remains outstanding and we are awaiting a decision.

The employees in Coulter, Manitoba filed for decertification. The CIRB granted the application on May 1, 2009. The employees in Coulter are no longer represented by a union.

In 2008, the CIRB certified Manitoba as a new bargaining unit, with the GSU becoming the certified bargaining agent. Viterra contested the Certification of this unit and CIRB instead ordered that the Manitoba employees be given the opportunity to hold a vote to determine if they wanted the GSU to represent them. This vote occurred in June of 2009. Employees overwhelmingly (81.4%) voted in favor of a direct working relationship with Viterra and against representation by the GSU. As such, Manitoba is no longer a bargaining unit and employees are not represented by the GSU.

In March of 2009, the first collective agreement was negotiated with the GSU for the employees in the Carman Bean Plant in Manitoba. At the conclusion of negotiations, this unit also filed for decertification, however, the CIRB has rejected this application.

The collective agreement for the employees in the oat facility in Martensville, Saskatchewan, represented by the United Food and Commercial Workers, expired on September 30, 2009 and the next round of collective bargaining has begun and is in its early stages. Bargaining will continue into 2010.

In July 2009, Viterra communicated to employees that it was moving to an Information Technology ("IT") service delivery model that would result in personnel changes and the elimination of certain positions within the IT division. Following the announcement, the GSU filed an application in September of 2009 with the CIRB in an attempt to put a stop to or slow down the process of outsourcing. Hearings will take place in late 2009 and early 2010.

Australia - As of October 31, 2009, there were 1,938 persons employed by Viterra Australia and its wholly-owned subsidiaries. Of this total, 1,453 were eligible to be union members and are represented by seven unions and whose employment is governed by twenty collective agreements. Of the twenty, four are currently in bargaining. These agreements are normally negotiated for varying terms and, in any given year, a number of these agreements expire and are renegotiated.

COLLECTIVE BARGAINING AGREEMENTS – October 31, 2009		
NAME OF AGREEMENT	**TERM OF AGREEMENT**	**# OF EMPLOYEES**
Dooen Agreement 2008	Apr 19/08 - Apr 19/13	10
Laverton Agreement 2008	Feb 18/08 - Feb 19/13	9
Cavan Agreement 2009 State (SA) EBA	Jan 1/09 - Jan 1/12	6
ABB Grain – Port Adelaide Terminal Agreement 2008	Oct 4/08 – Oct 5/11	42
ABB Grain Victoria and Tasmania Maltster Agreement 2009	Jul 1/09 – Jul 1/11	16
ABB Grain Victoria and Tasmania Maintenance	Jul 1/09 – Jul 1/11	6
ABB Grain - Country General Hands Agreement 2008	Mar 6/08 – Mar 6/11	920
ABB Grain – ABA Country Agreement 2008	Mar 6/08 – Mar 6/11	0
ABB Grain - Port Giles Agreement 2008	Feb 28/08 - Feb 28/11	44
ABB Grain – Brisbane (Malting) Enterprise Agreement 2009	Jan 8/09 – Jan 6/11	6
Outer Harbor Agreement 2009	Jul 22/09 – Nov 25/10	6
Joe White Maltings – Tamworth Maltsters Agreement 2007	Jul 12/07 – Jul 7/10	6
ABB Grain – Two Wells Agreement 2007	Jun 27/07 – Jun 27/10	13
ABB Grain – Melbourne Terminal Agreement 2007	Apr 18/07 – Apr 18/10	13
ABB Grain – Port Pirie Terminal Agreement 2007	Mar 27/07 – Mar 27/10	34
ABB Grain – Ardrossan Terminal Agreement 2007	Mar 21/07 – Mar 21/10	74
ABB Grain – Wallaroo Terminal Agreement 2007	Mar 1/07 – Mar 1/10	129
ABB Grain – Port Lincoln Terminal Agreement 2007	Feb 14/07 – Feb 14/10	29
ABB Grain – Thevenard Terminal Agreement 2006	Dec 13/06 – Dec 13/09	6
SWS Bulk Loading Plants Union Collective Agreement 2007	Jun 20/07 – Nov 25/09	84

In April of 2009, members of the Southern Wharf Services Union engaged in an illegal strike for twelve hours. The parties engaged in a Dispute Resolution Process, and civil proceedings as a result. These actions were withdrawn and on November 25, 2009, a collective agreement renewal was successfully negotiated.

In addition to the above, Joe White Maltings – Brisbane, Joe White Maltings – Victoria and Tasmania and Outer Harbour Union Greenfield agreements were successfully negotiated in 2009.

The collective agreements for the employees at the Thevenard Terminal, Port Lincoln Terminal, Wallaroo Terminal and the Adrossan Terminal expired in 2009 and are all currently being negotiated with bargaining continuing into 2010.

4.7 ENVIRONMENTAL MATTERS

Viterra is subject to stringent federal, provincial and municipal laws and regulations relating to environment, health and safety and to the transportation, handling and storage of hazardous substances, such as certain crop protection products in the jurisdictions in which it operates. In accordance with an environmental policy adopted by the Board of Directors, all properties have environmental site assessments conducted upon acquisition and divestiture, periodic audits are completed for all facilities, and a quarterly report is prepared for the Risk Management Committee. The Company also monitors significant environmental matters of its affiliated companies.

The Company is in substantial compliance in all material respects with environmental laws and regulations. There can be no assurance that the Company will not experience difficulties in its efforts to comply with such laws and regulations in future years or that the costs associated with the Company’s continued compliance efforts will not have a material adverse effect on the Company’s financial results, business prospects and financial condition.

There is an Asset Retirement Obligation (“ARO”) for decommissioning and reclamation of former Westco production sites and the former Earth Sciences lease (on the Calgary lands). The ARO recognizes the liability for the former production sites in Calgary and Medicine Hat, Alberta and the former Earth Sciences lease. The period to complete the reclamation project is estimated to be about nine years from the current date (pending receipt of required regulatory approvals and necessary physical conditions facilitating remediation activities). Management continues to believe that the ARO, as updated in fall 2008, is adequate. The Company’s ARO was $17.5 million at October 31, 2009 (2008 - $22.1 million). All decommissioning and reclamation work in Calgary and Medicine Hat, Alberta is being conducted under plans approved by Alberta Environment. The Company is working with the Canadian Nuclear Safety Commission for regulatory approval of certain activities on the Earth Sciences site.

Interprovincial Co-operative Limited (“IPCO”), an affiliate in which the Company has a patronage interest, has sites in Winnipeg, Manitoba and Saskatoon, Saskatchewan, for which it is responsible to carry out remediation work due to contamination caused by its past operations. A thorough routine environmental site assessment was completed at the Winnipeg manufacturing site in September 2004. Based on the assessment, Manitoba Conservation (“MC”) concluded that the site was in environmental compliance at that time but did ask IPCO to address potential inadequacies with the containment system. As part of the ongoing environmental monitoring at the site, contaminant concentrations in groundwater monitoring wells were tested and have shown to not have substantially changed in the years 2004, 2005, 2006 and 2008. The next round of sampling and reporting to MC will occur in 2010. The Saskatoon site had a herbicide soil contamination problem that was addressed by a remediation agreement that was executed by Saskatchewan Environment (“SE”), the Rural Municipality (“RM”) of Corman Park and IPCO. The remediation work was completed in 2003 and a long-term site monitoring program was approved by SE. Neither the RM nor SE has required that any sampling of adjacent test wells be undertaken in 2009.

The Company faces environmental, health and safety risks because of the transportation, storage and handling of certain hazardous substances, such as certain crop protection products and fertilizers. Through its Environment, Health and Safety Policy, the Company has established processes in place to identify and assist in managing these risks as they arise. An example of this is the Incident Management Program that includes an emergency communication system as well as a fully trained and equipped emergency response team to mitigate environmental impacts should something occur. As preventive measures, site assessments are conducted upon acquisition and divestiture of facilities; periodic audits are completed and all crop protection chemical warehouses comply with Agri-Chemical Warehouse Standards Association protocol, which requires recertification on a biannual basis.

The Company's facilities, and those of its affiliates, operate under various operating and environmental permits, licences and approvals that contain certain conditions that must be met, and the right to continue operating these facilities is, in a number of instances, dependent upon compliance with such conditions. Developments, such as the adoption of new laws and regulations, the imposition of more onerous requirements in environmental permits, licences and approvals or increasingly strict enforcement of existing laws and regulations, may require future expenditures to modify operations, install environmental control equipment, dispose of wastes or perform site cleanups.

5. GLOBAL TRENDS AND DEVELOPMENTS

Population Growth

The population growth in emerging economies is expected to continue to exceed growth in developed regions. According to IHS Global Insight, the population of Asia and Africa combined will reach 7.1 billion by 2050, or almost 80% of global population. If economic growth also continues to be higher in emerging economies, the increase in disposable income is expected to translate into a shift in diet toward an increase in protein and better quality grains and oilseeds.

Genetically Modified Organisms (GMOs)

Application of biotechnology in crops could have a dramatic effect on the grain handling industry. One major example is the genetic modification of canola to improve seed properties, increase hardiness and make it resistant to post emergent herbicides. Various market regions have reacted differently with respect to acceptance of these crops including banning imports (Europe), requiring labelling (Japan) or treating them no differently from non-GMO products (North America).

Food Safety and Security

Increased concern over the safety of food is focusing attention on the way food is grown, handled and processed. End-use buyers are demanding greater assurances that the products they purchase are safe.

U.S. Bioterrorism Act - In 2002, the *U.S. Public Health and Bioterrorism Preparedness and Response Act* became law. The Act was designed to improve the ability of the U.S. to prevent, prepare for and respond to bioterrorism and other public health emergencies. The Food and Drug Administration ("FDA") is responsible for developing and implementing regulations on major provisions of the Act. In 2003, the FDA published two regulations in the U.S. Federal Register, which came into effect December 12, 2003:

Registration of Food Facilities – (Section 305 of the Act)
Prior Notice of Imported Food – (Section 307 of the Act).

As a major exporter of grains and oilseeds to the U.S., Viterra has complied with the U.S. regulations and is registered as a shipper/exporter.

Canadian National Marine Security Program - Announced in May 2004 by the Government of Canada, this program will mandate Canada's ports and marine facilities to modernize and strengthen their security systems and programs. Viterra has installed fencing, card lock systems and video cameras to secure its port facilities in Vancouver, British Columbia and Thunder Bay, Ontario to meet the program requirements.

Bio-Safety - The Cartagena Protocol on Bio-Safety came into effect in 2003 and is designed to contribute "to the safe transfer, handling and use of living modified organisms ("LMOs") resulting from modern biotechnology that may have adverse effects on the conservation and sustainable use of biological diversity, taking into account risks to human health and specifically focusing on trans-boundary movements". The Bio-Safety Protocol is a mandatory, global labelling system that will affect the vast majority of world commodity trade. While it is in effect, Canada has not ratified the Protocol as there are a number of key issues that remain to be resolved.

Viterra is working with the Canada Grains Council to address these key issues, specifically:

- documentation and the requirement to identify the presence of an LMO;
- the form of sampling and testing required at the point of export and the associated cost; and
- the attribution of liability be addressed in the event of an inadvertent movement of genetically modified commodities.

ISO Quality and Food Safety Management Systems - In November 2007, implementation of the combined AU and Saskatchewan Wheat Pool quality management and food safety management systems began. Previously there were multiple registrations for the different types of grain operations. Viterra's quality and food safety management systems were recommended for continued registration in May 2008 to the ISO 9001:2000 quality management system and conformity to the ISO 22000:2005 food safety standard by NSF International Strategic Registrations, Ltd. This registration covers Viterra's grain handling facilities in Manitoba, Saskatchewan and Alberta as well as the port terminals in Thunder Bay, Ontario and Vancouver, British Columbia. Continued registration has also been obtained by the Quality Control Lab in Regina to the ISO 9001:2000 standard. In addition, Viterra's food safety management system has attained registration to the GMP+B2 standard (Good Manufacturing Practices) at some of our grain handling facilities that ship commodities such as flax to the European Union. GMP+B2 is a standard based in the Netherlands by the Dutch Feed Board for regulation of foreign suppliers of animal feed materials.

Viterra has also achieved continued registration to the CGC's Canadian Identity Preserved Recognition System ("CIPRS") at the Company's special crop facilities that handle mustard and at the organic facility in Rowatt.

The ISO 9001:2000 standard is an internationally recognized quality management system that focuses on the development of processes and procedures designed to provide the end-use customer with assurance of consistent product quality. The ISO 22000, a HACCP (Hazard Analysis Critical Control Points) based food safety management system, is designed to protect the food supply from biological, chemical and physical hazards. With many of the global events that have taken place recently (i.e. Listeriosis, Bio-terrorism, genetically modified organism concerns and bovine spongiform encephalopathy) along with the fact that ISO and HACCP are quickly becoming an industry standard, the implementation of quality systems and food safety programs has become increasingly important.

These registrations have significant benefits and are one of the many tools used to ensure destination customers are receiving consistent product quality and safe food product.

Growth of Biofuels

Escalating demand for energy is creating new demands for alternative energy sources. Biofuels are a renewable energy source produced from organic materials such as agricultural crops and organic residual matter.

On December 20, 2006, the federal Minister of the Environment announced the Canadian government would mandate an annual average renewable content of 5% in gasoline by 2010. In addition, the Government intends to mandate a 2% requirement for renewable content in diesel fuel and heating oil by 2012. The Minister of Agriculture and Agri-Food also announced $345 million in funding to encourage farmer participation in biofuel capital projects. The Agricultural Bioproducts Innovation Program and the Capital Formation

Assistance Program for Renewable Fuels Production are designed to create new market opportunities for Canada's agricultural producers.

Viterra is a supplier of feed grains to Husky Oil’s Canadian ethanol processing operations.

6. RISK FACTORS

The following description of investment considerations and risk factors which the Company is subject to should be read in conjunction with the information contained in its 2009 “Management’s Discussion and Analysis” under the subheading “Risks and Risk Management,” which is incorporated herein by reference.

Adverse Weather Conditions

Adverse weather conditions represent a very significant operating risk affecting Viterra. Weather conditions affect the types of crops grown, the quality and quantity of grain production and the levels of farm inputs which, in turn, affect Viterra’s sales mix, grain handling volumes and level of agri-products sales. Adverse weather conditions, such as periods of drought or wet weather, weather delays to crop planting or early frosts, can result in reduced crop production and, in turn, reduced grain handling and marketing volumes. Weather conditions prior to the planting of crops and during the crop cycle can also impact crop input sales. A reduction in grain handling and/or crop input sales because of adverse weather conditions can have a material adverse effect on the Company’s financial results, business prospects and financial condition.

Political and Economic Risks

The world grain market is subject to numerous risks and uncertainties, such as global political and economic conditions, which can affect the Company’s ability to compete in the world grain market and importing countries’ abilities to purchase grain and other agri-food products. Both of these factors affect export levels of Board Grains and open market grains and oilseeds, which, in turn, affect the Company’s handling volumes and have a material adverse effect on the Company’s financial results, business prospects and financial condition.

International agricultural trade is affected by high levels of domestic production and global export subsidies, especially by the United States and the European Union. Such subsidies interfere with normal market demand and supply forces and generally put downward pressure on commodity prices. Tariffs and subsidies restricting access to foreign markets prevent the expansion of the Canadian agri-food processing industry and cost Canadian jobs, especially jobs in rural Canada. While not the most significant sector overall for WTO members, the Agricultural sector is likely the most politicized. The political influence of the farm sector in both the EU and U.S. is very significant, and agricultural negotiations are driven as much by political needs as they are by economics. Developing nations typically have small manufacturing bases, and their agricultural sectors are critical to their economies. These concerns must also be accommodated in any agreement in the Agricultural sector.

After several attempts, the WTO reached agreement in July 2004 in Geneva on a framework for final negotiations (DOHA Round Framework Agreement). This is designed to result in:

- elimination of agricultural export subsidies;
- reduction in domestic agricultural support that encourages overproduction and leads to depressed prices;
- reduction of import duties that limit access to agricultural exports;
- the elimination of all trade-distorting practices of State Trading Enterprises (“STEs”); and
- the use of non-commercial export credits to export grain.

A major round of Ministerial discussions was held in Hong Kong in December 2005. While the talks fell short in that concrete agreement was not reached, there were areas of progress:

- A final date for the elimination of export subsidies has been established: 2013. The inability to arrive at any conclusion on market access and domestic support resulted in this date being deferred.

- The declaration does move forward the concept from the July 2004 framework that the larger subsidizers will have greater cuts and confirms that, in regards to “Domestic Support”, the three-band approach that came out of the Geneva-based negotiations will be adopted. The EU will be in the highest band, the U.S. and Japan in the second band and the other WTO members in the third band. The next, politically difficult step is to define the size of the cuts in each of these three bands.

- On “Market Access” there was confirmation that the four-band approach would be used in regards to tariff reduction. Like the discussion on domestic support, this is intended to ensure that the highest tariffs received the greatest cuts.

While there has been progress within the WTO process since Hong Kong, it has been slow and, at times, talks have neared collapse. In an attempt to arrive at an agreement, key Ministers were called to meetings in Geneva in late July 2008. While the U.S. and the EU were prepared to compromise on areas such as domestic support and export subsidies, the Indian government‘s demands for special safeguards resulted in an impasse and talks were suspended.

There has been no substantial movement on the agriculture file and there is general consensus among the member states of the WTO that the United States has disengaged from the WTO negotiations. One view is that this delay simply reflects the reality of a new U.S. Administration and its attention to domestic issues. A WTO Ministerial meeting was held in the first week of December 2009, but it was not a WTO negotiating session, rather, a session to assess outstanding issues. It remains unclear whether or not a final WTO Agricultural text can be agreed to in 2010.

Changes in Regulation

Canada’s grain industry and rail transportation is highly regulated. Under the CWB Act, the CWB is established as the central selling agency for the export of wheat and barley and the sale of domestic wheat and barley for human consumption grown in Western Canada. Since Board Grains accounted for approximately 50% of the grain handled by the Company for the year ended October 31, 2009, the size and scheduling of CWB’s export program can significantly affect the quantity and timing of the Company’s grain handling volumes.

Although Canada’s grain handling and rail transportation system continues to be highly regulated, reductions by the CWB in the percentage of CWB grain tendered to grain handlers in favour of increased railcar allocation represents a return to a less commercial freight forwarding system and could have a material adverse impact on the competitive environment within western Canadian agriculture, and consequently, the Company’s financial results, business prospects and financial condition.

Viterra’s Australian and New Zealand operations are exposed to regulatory risks related to climate change including compliance risks, emissions trading exposures and increases in costs. The Company is involved in a large number of mandatory reporting programs in Australia including the *Energy Efficiencies Opportunities Act* and the *National Greenhouse and Energy Reporting* (“NGER”) *Act*, being two of the more significant federal programs.

From July 1, 2008, Viterra Australia is required to report energy and emissions data under the NGER Act in preparation for an Emissions Trading Scheme (“ETS”), known as the Carbon Pollution Reduction Scheme

(“CPRS”). Australia is attempting to introduce an ETS from July 1, 2012, but has been unsuccessful to date. The CPRS would impose a price on a tonne of carbon emitted and large emitters would have an obligation to purchase emissions permits. Energy, fuel and other inputs are expected to become more expensive with the introduction of an ETS in Australia. The CPRS would impact Viterra both directly, as it would have a liability to purchase permits for at least one of its malt facilities, and indirectly via price increases for other inputs.

The New Zealand emissions trading scheme’s financial obligations commence on July 1, 2010 and are likely to result in increases in energy and fuel costs.

These regulatory changes and any further regulatory changes in Australia and New Zealand could have a material adverse impact on the Company’s financial results, business prospects and financial condition.

Commodity Price and Market Risks

Viterra is a global commodity trading company subject to market price and foreign exchange fluctuations. Commodity trading is a growing part of Viterra’s business and therefore an increasing exposure. Prices of agricultural commodities are influenced by a variety of regional and global factors that are beyond the control of the Company. These include various economic and weather-related conditions; governmental regulation and initiatives, including domestic and foreign farm programs and policies, trade subsidies, sanctions and barriers; outbreaks of crop diseases or insect infestations, and many other factors. Although the majority of the Company’s grain handling revenue is volume-driven rather than price-driven, grain and oilseed prices are a chief determinant of farm income levels and also influence producers’ decisions regarding total seeded acreage and the types of crops grown. Such factors can affect the Company’s sales mix, handling volumes and the level of agri-products sales.

The Company also has exposure to commodity prices where there is a movement in the price on open market grains between the time of purchase and the time of sale by the Company. While the Company takes active steps to hedge this exposure, there are limitations, such as the size of forward contracts, and also the lack of a regulated futures market for certain specialty crops handled by the Company.

Prices of raw and processed agri-food commodities affect gross margins of the Company and its affiliated agri-food processing businesses. Lower or fluctuating commodity prices can affect the Company’s sales mix, handling volumes, level of agri-products and agri-food processing sales and margins, and can have a material adverse effect on the Company’s financial results, business prospects and financial condition.

Viterra employs a Commodity Risk Management Policy (the “Policy”), in which position limits are used to restrict the Company’s exposure to changes in commodity prices. Position limits set out the amount of market exposure the Company is willing to tolerate by commodity. The Policy defines these tolerance levels based on the size of the original position, liquidity in the futures market and a number of other factors. The Company also has a Natural Gas Risk Management Policy to assist in hedging the Company’s exposure to the cost of natural gas used to manufacture nitrogen fertilizer. Various authorization limits are set by the Board’s Audit Committee. Irrespective of the Company’s Commodity Risk Management Policy and Natural Gas Risk Management Policy, changes in foreign currency rates or commodity prices or the Company’s trading positions from time to time could have a material adverse effect on the Company’s financial results, business prospects and financial condition.

Employee Relations, Collective Bargaining and Third Party Relationships

Approximately 43.7% of Viterra’s and its subsidiaries’ workforce in North America and 75.0% of Viterra Australia, are unionized and are governed by a total of twenty-nine collective agreements. Collective bargaining has commenced for five of these collective agreements, and in each case there can be no assurance that the Company will be able to conclude new collective agreements or that labour disruptions will not occur.

A labour disruption can have a material adverse effect of the Company's financial results, business prospects and financial condition.

In North America, the Company is currently bargaining with the United Food and Commercial Workers for the Martensville, Saskatchewan Oat facility. Additionally, in Australia, the Company is bargaining the Ardrossan Terminal Agreement 2007, Wallaroo Terminal Agreement 2007, Port Lincoln Terminal Agreement 2007 and Thevenard Terminal Agreement 2006 collective agreements.

See "4.6 Description of the Business – Human Resources."

There can be no assurance that labour difficulties will not arise at one or more of the Company's facilities or any other company upon which Viterra is dependent for transportation or other services. The Company is subject to, among other things, stringent and comprehensive labour laws and regulations in the jurisdictions in which it operates. Such laws and regulations may become more stringent and comprehensive, and may result in modifications to the Company's facilities or practices that could involve significant additional costs.

The Company is also dependent on relationships with railway companies and other transportation services in connection with the movement of grain and other products, several of its information technology vendors under outsourcing arrangements and a number of other third party that provide key supplies or services to the Company. The loss of any of these services or products from these third party suppliers could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Acquisition Risk and Integration Risk

Any acquisition that Viterra may choose to complete may be of a significant size, may change the scale of Viterra's business and operations, and may expose Viterra to new geographic, industry, regulatory, operating and financial risks. Viterra's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate the acquired operations successfully with those of Viterra. Any acquisitions would be accompanied by risks. For example: (i) there may be significant adverse changes to industry conditions in the target business after Viterra has committed to complete the transaction and established the purchase price or exchange ratio; (ii) Viterra may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform policies, systems and controls across the organization; (iii) the integration of the acquired business or assets may disrupt Viterra's ongoing business and its relationships with employees, customers and suppliers; (iv) the acquired business or assets may have unanticipated costs and unknown liabilities, which may be significant and not covered by an indemnity in an acquisition agreement; and (v) the acquired company may carry on a business that Viterra has not been previously engaged in and expose Viterra to business risks that it was not previously exposed to. There can be no assurance that Viterra would be successful in overcoming these risks or any other difficulties encountered in connection with such acquisitions. These risks and difficulties, if they materialize, could disrupt the Company's ongoing business, increase expenses and adversely affect Viterra's financial results, business prospects and financial condition.

In the event that Viterra elects to raise additional debt capital to finance any such acquisition, Viterra's leverage could be increased, exposing the Company to increased financial risk. If Viterra chooses to issue additional equity in connection with such an acquisition, existing shareholders would suffer dilution.

The acquisition of ABB (the "Acquisition") combines the businesses of two previously independent companies and expands Viterra's operations geographically to Australia and New Zealand where it previously did not have any operations or personnel. The success of the Acquisition generally, will depend significantly on management's success in integrating the predecessor companies' operations, personnel and technology. The Company's management faces the difficult and potentially time-consuming task of implementing uniform standards, controls, procedures and policies across Viterra's businesses. In addition, the information systems integration to be completed in connection with the Acquisition is complex. Integrating businesses can result in unanticipated operational problems, expenses and liabilities. In addition, the extent that management is required to devote significant time, attention and resources to the integration of operations, personal and technology as a result of the Acquisition, Viterra's ability to service its current customers and to develop new products and services may be impacted, which may adversely affect the Company's revenues and profitability. Any adverse affect on the Company's revenues or profitability resulting from integration difficulties may have a material adverse effect on the Company's operations, business, prospects and financial condition.

Foreign Exchange Risk

Significant portions of the Company's net revenues are denominated in foreign currencies and Viterra hedges substantially all foreign currency transactions using options, futures or forward exchange contracts, and through the use of natural hedges created by offsetting transactions.

The acquisition of ABB has exposed the Company to the impact of changes in the Australian dollar to Canadian dollar exchange rate on its net investment in ABB. For accounting purposes, ABB is considered to be a self-sustaining entity and therefore the impact of changes in the exchange rate will be recognized in the Accumulated Other Comprehensive Income (Loss) section of the Company's Consolidated Statement of Shareholders' Equity.

To the extent that the Company has not fully hedged its foreign exchange risks or any counterparty defaults in connection with any such hedges, an appreciation of the Canadian dollar against the American dollar, Australian dollar or other relevant currencies could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Availability of Credit and Credit Costs

General economic and business conditions that impact the debt or equity markets in North America, such as the global financial crisis in the fall of 2008, can impact the availability of credit to, and cost of, credit for the Company. The amount of interest the Company and its subsidiaries incur on their revolving credit facilities and other short-term borrowings fluctuates based on changes in short-term interest rates. Any economic event that limits the Company's access to capital or that precipitates a significant rise in interest rates could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Availability and Cost of Water in Australia

The Company produces more than 500,000 tonnes of malt each year in Australia and is a large industrial user of water in the malt process. There is a risk that water may become more expensive in Australia due to concerns over availability of drinking water for citizens. There is also a risk that water may not be available in sufficient quantity for Viterra's requirements.

The Company is addressing this risk by installing water recycling plants in two of its eight malt manufacturing plants and is reviewing the business case for extending this program to the remaining plants. Viterra is also funding a research program in Adelaide looking to develop varieties of barley that require single steeping during the malting process. Research into single steeping varieties of barley has the potential to reduce the water used in the malting process by 30 to 40 per cent and to significantly reduce the energy used.

An inability to access sufficient volumes of water for the Company's malt manufacturing facilities in Australia or a material increase in the cost of accessing such volumes of water could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Dependence on Key Personnel

The Company's business prospects and operations depend on the continued contributions of certain of the Company's executive officers and other key management and technical personnel, certain of whom would be difficult to replace. The loss of the services of one or more of the Company's current executive officers or key personnel, or the inability to continue to attract qualified personnel could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Environmental, Health and Safety Risks

In conducting its business, Viterra must comply with various federal, provincial/state and municipal environmental laws and regulations. Although the Company is in substantial compliance in all material respects, circumstances may arise in the future that cause this not to be true. New or amended environmental laws and regulations may require future expenditures by the Company to install environmental control equipment, modify operations or proceed with remediation of certain sites. Failure to comply could potentially subject the Company to fines and/or penalties. There can be no assurance that the Company will not experience difficulties in its efforts to comply with such laws and regulations in future years, or that the costs associated with the Company's continued compliance efforts will not have a material adverse effect on the Company's financial results, business prospects and financial condition. See "4.7 Description of the Business – Environmental Matters".

While a financial provision has been made for the expected remaining decommissioning and reclamation costs in connection with the former Westco Calgary, Alberta and Medicine Hat, Alberta facilities, the actual cost may exceed such estimates.

As well, the Company faces environmental, health and safety risks because of the transportation, storage and handling of certain hazardous substances, such as certain crop protection products and fertilizers.

The presence or release of hazardous substances could lead to claims by third parties as a result of the release of such substances and potentially could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Property and Liability Risk

Viterra conducts annual risk management reviews of each of its operating divisions and wholly-owned subsidiaries to assess the extent of insurance coverage in place. As part of the review, major facilities are inspected and loss prevention programs are discussed with managers of each facility.

Viterra has insurance policies that cover a variety of property and liability insurance needs. However, the potential still exists for an uninsured or partially insured loss or a default by one of the Company's insurers.

Food and Agricultural Product Risks

Food and agricultural products handled and processed by Viterra and its affiliates may include genetically modified crops. The commercial success of products developed using biotechnology will depend in part on government and public acceptance of their cultivation, distribution and consumption. If domestic or foreign government regulations or public attitudes resulted in the restriction of the import of, or reduction in the demand for, genetically modified crops, there could be a material, adverse affect on the Company's grain handling volumes.

Recent issues include the European Union's discovery of a GMO flax trait in Canadian shipments of flax and subsequent restriction of exports of flax to the EU. While a GMO flax was registered in Canada it was never commercialized and approvals for this trait were never applied for in the EU. As this is a non-approved event/trait there is a zero tolerance level within the EU. The Canadian government and industry have developed a protocol to limit the risk of non-approved events entering the EU export channel. However, going forward issues pertaining to the presence of GMO events in non-GMO shipments need to be addressed. There is work underway to develop a Low Level Presence (LLP) protocol or tolerance level to acknowledge the possible low level presence of GMO's in agricultural shipments.

In addition to risks associated with acceptance of GMO's, food safety issues have also come to the fore with increased regulations regarding agricultural products both for human consumption and for animal feed. In general Viterra's ISO and HACCP protocols meet or exceed existing food/feed safety requirements. However, risk exists that country of import health standards could restrict trade. Recent issues in and around salmonella in canola meal for animal feed have significantly curtailed shipments of meal to the United States. While salmonella in canola meal posses minimal health risks the U.S. Food and Drug Administration has a zero tolerance level regarding salmonella. Industry is working with the Canadian Food Inspection Agency and the FDA to address potential health issues.

Recently, China has instituted a policy whereby shipments of canola must be certified free from blackleg, a disease common to canola wherever grown.

There is also a potential risk to the Company in connection with the safety of its food and animal feed products. The contamination of food products or animal feed, either accidentally or otherwise, in connection with Viterra's oat milling, malt production, animal feed production and other businesses could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Diseases and Other Livestock Industry Risks

The Company's investment in the livestock industry is subject to the risks of disease, feed grain commodity price fluctuations, foreign currency fluctuations, export restrictions or trade barriers affecting the livestock industry, competition from present and future industry participants, public concerns over the environmental impact of large-scale livestock production, public concerns over Listeriosis, BSE, H1N1 and avian flu and any new environmental food inspection agency regulations that may result from such concerns. If the North American or New Zealand livestock industry was affected by an outbreak of reportable disease, domestic and export marketings of meat and livestock could be halted and sales of the Company's livestock feed products could be materially adversely affected, which could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Credit Risk

Viterra is exposed to credit risk through its counterparties in the event of non-performance. However, in the case of over-the-counter derivative contracts, the Company only contracts with pre-authorized counterparties where agreements are in place. The Company monitors the credit ratings of its counterparties on an ongoing basis. The Company requires additional collateral in the form of letters of credit or cash deposits where large grain sale contracts with a particular customer potentially involve concentration of risk. Exchange-traded futures contracts used to hedge future revenues in the Company's grain business settle changes in contract positions on a daily basis.

Viterra regularly evaluates its counterparty risk with respect to its relationships with global customers and employs solid risk management practices to manage those relationships. The Company controls its exposure to counterparty risk through credit analysis and approvals, credit limits, and monitoring procedures. Changes in the economic, political and market conditions may impact counterparty risk, which could have a material financial impact.

Trade receivables comprise a significant amount of the Company's outstanding accounts receivable. The Company provides financing to some purchasers of crop production inputs directly rather than through Viterra Financial. In addition, the Company continues to provide financing to certain purchasers of feed and livestock under its regular trade credit program. The Company has also provided certain indemnifications to the

Canadian chartered bank providing credit through Viterra Financial™. As a result, the Company is exposed to the credit risk associated with certain of its customers.

Viterra manages its exposure to potential credit risk in respect of trade receivable contracts through analysis of outstanding positions, payment and loss history and ongoing credit reviews of all significant contracts. The absence of significant financial concentration of such receivables, except for a concentration in receivables from the CWB, limits its exposure to credit risk. Under Viterra Financial™, the Company has limited its exposure to credit risk by limiting the financial institution's recourse against the Company for indemnification of losses incurred on certain accounts receivable.

However, negative credit experience with the Company's counterparties or customers could have a material adverse effect on the Company's financial results, business prospects and financial condition.

Access to Information Systems

Viterra places significant reliance on information technology. Due to a number of corporate acquisitions over the last several years, Viterra is currently operating with a number of different information systems. Its information systems include custom-developed and purchased business applications, both for information and processing, as well as embedded systems, which support ongoing administrative and commercial operations. In addition the Company relies upon telecommunications services to interface its global operations, customers and business partners. The information and embedded systems of key business partners and regulatory agencies are also important to the Company's operations.

Viterra endeavours to mitigate some of the risk of interruption by contracting business resumption services to global third-party service providers. The failure of any such systems for a significant time period could have a material adverse effect on the Company's financial results, business prospects and financial condition.

7. MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's "Management's Discussion and Analysis" relating to the Company's Consolidated Financial Statements for the year ended October 31, 2009 and the year ended October 31, 2008 is incorporated herein by reference and forms an integral part hereof.

8. DIVIDEND POLICY

Viterra has not paid any dividends on its shares in the last three fiscal years. In addition, the Company's loan documents provide for certain customary restrictions on its ability to pay dividends or make distributions with respect to outstanding securities. The Board of Directors may, in the future, consider a policy of paying dividends, within the context of market conditions, cash flow expectations and the appropriate use of any excess cash.

9. SHARE CAPITAL

The Company's authorized capital consists of an unlimited number of Common Shares. The holders of the Common Shares are entitled to receive notice of, to attend and to cast one vote per Common Share held at all meetings of the holders of the Common Shares. The holders of the Common Shares are entitled to receive any dividends declared by the Board of Directors on the Common Shares. The holders of the Common Shares are entitled to receive, equally on a share-for-share basis, the remaining assets of the Company in the event of liquidation, dissolution or winding up of the Company or other distribution of assets and property of the Company among its shareholders for the purpose of winding-up its affairs. As at October 31, 2009, 371,596,508 Common Shares were issued and outstanding**.**

On September 23, 2009 Viterra issued 68,629,939, CHESS Depositary Interests ("CDIs"). As of December 31, 2009, 31,332,062 CDIs (with the underlying common shares held in trust included in the above noted issued common share number) remain issued and outstanding. CDIs are units of beneficial ownership held and registered with a depositary clearing house in Australia. See "10. Market for Securities".

10. MARKET FOR SECURITIES

The Common Shares are traded publicly on the Toronto Stock Exchange ("TSX") under the stock symbol "VT". The price range and trading volume for the Common Shares were as follows:

Month	High	Low	Close	Volume	Average Daily Volume
October 2008	10.28	5.47	7.65	45,984,659	2,090,212
November 2008	9.24	6.50	7.70	34,728,910	1,736,446
December 2008	9.65	6.63	9.50	29,340,909	1,467,045
January 2009	9.87	7.95	9.25	17,639,517	839,977
February 2009	11.16	9.01	10.12	15,814,522	832,343
March 2009	10.08	8.62	8.78	22,338,654	1,015,393
April 2009	10.50	8.36	8.70	26,206,702	1,247,938
May 2009	9.30	8.65	9.25	42,070,901	2,103,545
June 2009	10.44	9.20	10.10	38,461,236	1,748,238
July 2009	10.10	8.81	9.07	30,177,545	1,371,706
August 2009	9.98	8.75	9.64	22,194,405	1,109,720
September 2009	10.89	9.06	10.68	56,343,809	2,683,038
October 2009	11.80	9.89	10.30	36,066,088	1,717,433

Source: Toronto Stock Exchange

CDIs can be bought or sold on the Australian Securities Exchange ("ASX") under the symbol "VTA" and are convertible at any time into Viterra common shares. The price range and trading volume for CDIs were as follows:

Month	High*	Low*	Close*	Volume	Average Daily Volume
September 2009**	11.23	10.64	11.05	461,454	92,291
October 2009	12.00	10.39	10.47	3,389,421	154,065

Source: Thomson Reuters
* In Australian Dollars
** September figures are for five trading days, September 24 to 30.

11. RATINGS

	Corporate Rating	Senior Unsecured Notes	Term Credit Facility	Revolving Credit Facility	Trend
Standard & Poor's	BB+	BB+	n/a	BBB	Positive
Dominion Bond Rating Service Ltd.	n/a	BBB (Low)	BBB (Low)	n/a	Stable
Moody's Investors Service	Ba1	Ba1	n/a	n/a	Rating Under Review

Standard & Poor's ("S&P")

On July 31, 2008, S&P raised the Company's long-term corporate credit rating from BB to BB+, with a positive outlook. S&P also increased the rating on Viterra's Revolving Credit Facility to BBB from BBB- and the rating on the Company's Senior Unsecured Notes to BB+ from BB. According to S&P, the ratings upgrade considered Viterra's leading position in Canadian agri-business and improved profitability from its integration of AU.

S&P's credit ratings for long-term debt instruments range from AAA to D. A rating of BBB is defined as having adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. A rating of BB is defined as less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions that could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.

A plus (+) or minus (-) on an S&P credit rating is used to show the relative standing of an issue within the major rating categories.

Dominion Bond Rating Service Ltd.

On October 29, 2009, Dominion Bond Rating Service ("DBRS") confirmed the rating on both Viterra's Senior Unsecured Notes and Term Credit Facility at BBB (Low) with a stable trend. According to DBRS, the acquisition of ABB provides a number of potential benefits including exposure to high-growth markets, enhanced business and geographic diversification and reciprocal best practice efficiencies.

DBRS's credit ratings for long-term debt instruments range from AAA to D. A rating of BBB is defined as having adequate credit quality. Protection of interest and principle is considered adequate, but the entity is more susceptible to adverse changes in financial and economic conditions, or there may be other adversities present which reduce the strength of the entity and its rated securities. The addition of "(high)" or "(low)" is an indication of the relative standing within the major rating category.

Moody's Investors Services

On June 26, 2009 Moody's Investors Service assigned a Ba1 rating to Viterra's $300 million of new public notes, one notch below investment grade, and affirmed the Company's other ratings. However, Moody's maintained the review for possible downgrade, initiated on May 19, 2009 and prompted by the announcement of the proposed acquisition of ABB. On December 8, 2009 Moody's again maintained the review for possible downgrade due to a technical breach of loan covenants of ABB which were yet to be waived by the ABB lending syndicate. Moody's noted that if the covenant issues are successfully addressed it is likely that Viterra's existing ratings would be confirmed. Subsequently, Viterra Australia finalized a waiver of the covenant breach with the Australian loan syndicate on December 29, 2009.

Moody's credit ratings for long-term debt instruments range from Aaa to C. A rating of Ba is defined as having speculative elements and the future cannot be considered as well assured. Often the protection of interest and principle payments may be very moderate and, thereby, not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.

Moody's applies numerical modifiers 1, 2 and 3 in each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

It should be understood that a security rating is not a recommendation to purchase, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization.

12. DIRECTORS

Name and Municipality	Positions and Offices Held with the Company	Term of Office	Principal Occupation Last Five Years	Age	Common Shares Held	Deferred Share Units
Thomas Birks, Montreal, QC	Chairman (1) Director	2008-2010 2005-2010	[1]President, Birinco Inc.	62	45,004	72,547
Vic Bruce, Tuxford, SK	Director (2)	2002-2010	[2]President, Sunrise Farms	61	1,402	33,335
Thomas Chambers, Vancouver, BC	Director (2)(3)	2006-2010	[3]President, Senior Partner Services Ltd.	65	10,000	58,263
Paul Daniel, Australia	Director (2)	2009-2010*	Primary Producer	45	33,182	0
Bonnie DuPont, Calgary, AB	Director (3)	2008-2010	[4]Group Vice President, Corporate Resources, Enbridge	63	6,500	22,393
Perry Gunner, Australia	Deputy Chair (1) Director	2009-2010* 2009-2010	Company Director	63	18,673	0
Tim Hearn, Calgary, AB	Director (1)	2008-2010	[5]Chairman, President and CEO of Imperial Oil Limited	65	40,000	19,560
Dallas Howe, Calgary, AB	Director (1)(3)	2005-2010	[6]CEO of DSTC Ltd. GE Healthcare Information Technologies (2002-2005)	65	121	54,062
Harold P. Milavsky, Calgary, AB	Director (1)	2003-2010	[7]Chairman, Quantico Capital Corporation	78	25,000	42,820
Kevin Osborn, Australia	Director (2)	2009-2010*	Professional Non-Executive Director	59	5,907	0
Herb Pinder, Jr., Saskatoon, SK	Director	2003-2009*	[8]President, Goal Group of Companies	62	138,333	56,874
Larry Ruud, Vermilion, AB	Director (2)	2008-2010	[9]Advisory Services Partner, Meyers, Norris, Penny LLP [10]President & CEO, One Earth Farms	45	0	29,220

Name and Municipality	Positions and Offices Held with the Company	Term of Office	Principal Occupation Last Five Years	Age	Common Shares Held	Deferred Share Units
Mayo Schmidt, Calgary, AB	Director President and Chief Executive Officer Chief Executive Officer	2005-2010 2005-2010 2000-2005	President and Chief Executive Officer of the Company	52	414,455	Note 11
Max Venning, Australia	Director (3)	2009-2010*	Primary Producer	62	139,679	0

*Messrs. Daniel, Gunner, Osborn and Venning were appointed on September 23, 2009. Mr. Pinder resigned on September 23, 2009 to facilitate these appointments. He sits as a Board observer.

Notes:
[1] Birinco Inc. is an investment company.
[2] Farming operation.
[3] Senior Partner Services Ltd. provides the services of advisors and directors to a number of companies.
[4] Enbridge is an energy transportation and distribution company.
[5] Imperial Oil Limited is a producer of crude oil and refiner and marketer of petroleum products.
[6] DSTC Ltd. is a technology investment company.
7 Quantico Capital Corporation's main business is real estate ownership development and management.
[8] Goal Group of Companies is engaged in investment management generally, with a particular focus on a series of private equity funds of early stage oil and gas exploration and production companies.
[9] Meyers Norris Penny LLP is a chartered accounting and business advisory firm.
[10] One Earth Farms is a large scale, fully-integrated corporate farming entity utilizing First Nation’s farmland.
[11] Mayo Schmidt does not participate in the Directors’ DSU Program.

Committees:
(1) - Nominating/Corporate Governance
(2) - Audit
(3) - Compensation

13. OFFICERS

Name	Municipality	Office
Mayo M. Schmidt	Calgary, AB	President and Chief Executive Officer
Francis Malecha	Calgary, AB	Chief Operating Officer
Rex McLennan	Calgary, AB	Chief Financial Officer
Rob Gordon	Adelaide, SA	President South-East Asia and Senior Vice-President
Steven Berger	Calgary, AB	Senior Vice-President, Human Resources & Transformation
Donald Chapman	Singapore	Senior Vice-President, International Grain
Raymond Dean	Regina, SK	Senior Vice-President and General Counsel/Corporate Secretary
Karl Gerrand	Portage la Prairie, MB	Senior Vice President, Food Processing
Robert Miller	Regina, SK	Senior Vice-President, North American Grain
William Mooney	Vancouver, BC	Senior Vice-President, Feed Products
Andrew Muirhead	Calgary, AB	Senior Vice-President, Corporate Development
George Prosk	Winnipeg, MB	Senior Vice-President, Financial Products
Colleen Vancha	Regina, SK	Senior Vice-President, Investor Relations & Corporate Affairs
Doug Wonnacott	Regina, SK	Senior Vice-President, Agri-Products
Mike Brooks	Regina, SK	Chief Information Officer and Vice-President Information Technology
Ron Cameron	Regina, SK	Vice-President, Group Controller
Grant P. Theaker	Regina, SK	Vice President & Treasurer

Notes**:**
All of the above officers have been engaged for more than five years in their present positions, or substantially similar positions or other executive positions with Viterra or its subsidiaries except for:

- Rex McLennan, who, prior to January 29, 2008, served as Executive Vice-President and Chief Financial Officer for Vancouver 2010 "VANOC", the organizing committee for the 2010 Olympic and Paralympic Winter Games and prior to that, was Executive Vice-President and Chief Financial Officer for Placer Dome Inc;
- Rob Gordon, who, prior to January 2009, was CEO and Managing Director of Dairy Farmers Pty Ltd. in Sydney and, prior to that, was Managing Director, Goodman Fielder Consumer Foods Pty Ltd.
- Steven Berger, who, prior to January 2007, was a Senior Executive (Partner), Corporate Strategy/M&A Practice with Accenture;
- Donald Chapman, who, prior to October 2007, was Managing Director – Chief Trader at Toepfer International, Asia Pte Ltd.;
- Robert Miller, who, prior to April 2005, was Senior Merchandising Manager, Grain Operations at General Mills Inc.;
- Andrew Muirhead, who, prior to January 7, 2008, was on sabbatical commencing October 1, 2007 and, prior to that, was Vice-President and Director of Investment Banking at TD Securities Inc.;
- George Prosk, who, prior to June 2007, was Vice-President of Financial Markets at Agricore United;
- Doug Wonnacott, who, prior to January, 2008, was Vice-President of Agriliance LLC;
- Ron Cameron, who, prior to February 2005, was Vice-President and Chief Financial Officer at Saskferco Products Inc.

At October 31, 2009, the Directors and senior officers of Viterra, as a group, beneficially owned or controlled, directly or indirectly, 2,208,997 Common Shares of the Company, which represents 0.59% of the total outstanding Common Shares.

The Company initiated a disposition of its hog operations in 2004 through a court supervised process under the *Companies' Creditors Arrangement Act* (Canada). The securities of certain entities that owned and operated these hog operations on behalf of the Company and other shareholders were also cease traded by the Saskatchewan Financial Services Commission. Substantially all of the assets related to these hog operations were sold under the court supervised process in May 2004. Mr. Schmidt served as an officer and/or director of these entities.

14. AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The Audit Committee Charter of the Company is attached as "Appendix B". This charter is reviewed annually and the most recent review was conducted in March 2009.

Composition of the Audit Committee

The members of the Audit Committee are Messrs. Bruce, Chambers, Daniel, Osborn, and Ruud. Mr. Chambers chairs the Audit Committee. The Board of Directors has determined that each is independent and financially literate within the meaning of National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators.

Relevant Education and Experience

The members of the Audit Committee and their relevant education and experience are as follows:

Member	Relevant Education and Experience	Period as a Committee Member
Vic Bruce	- President of Sunrise Farms Ltd. - Bachelor of Education degree, majoring in Economics - A graduate of the Canadian Agricultural Lifetime Leadership Program - Has served on boards of various private and public companies - Currently enrolled in the Institute of Corporate Directors, Directors' Education Program	1 month
Thomas Chambers	- Fellow Chartered Accountant - Considerable other board and audit committee experience - Former Partner with PricewaterhouseCoopers LLP - Graduate of the Directors Education Program of Corporate Directors	2 years
Paul Daniel	- Founding Director of Direct Fertilizer, one of South Australia's leading fertilizer companies - Fellow of the Australian Institute of Company Directors - Farmer with experience on other corporate boards - Urrbrae certificate in Agriculture, a leading agricultural college in Southern Australia	1 month
Kevin Osborn	- Foundation Fellow, Australian Institute of Company Directors - Fellow Professional of the National Institute of Accountants - 30 year career in international financial markets	1 month
Larry Ruud	- Current Partner with Meyers Norris Penny LLP - Manages farm land - Graduate of the University of Alberta, with Master's of Science in Agricultural Economics and a Bachelor of Science degree in Agricultural Economics	2 years

Pre-Approval Policies and Procedures

In June 2005, the Audit Committee adopted a policy regarding the provision of non-audit services by its external auditors. All non-audit engagements to be undertaken by the external auditors must be approved by the Audit Committee after assessing the impact on the external auditors' objectivity and independence.

External Auditor Service Fees

During the past year ended October 31, 2009 and the year ended October 31, 2008, the Company accrued or paid the following professional fees to its auditors, Deloitte & Touche LLP:

Service	2009 Fees	2008 Fees	Description of Types of Services Rendered
Audit	$1,225,773	$1,216,185	Core audit fees
Audit Related	$677,173	$274,687	Includes work related to quarterly filings, prospectus documents and review of securities filings
Tax	$62,967	$8,313	Includes tax compliance review and other tax planning
All Other Fees	$150,558	$3,180	Services that are not related to the above, including property tax

15. TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Company's Common Shares is Computershare Trust Company of Canada at its principal office in the cities of Toronto, Ontario and Calgary, Alberta.

The transfer agent and registrar for the Company's CDIs is Computershare Investor Services Pty Limited at its principal office in the cities of Melbourne, Sydney, Brisbane, Perth and Adelaide.

16. AUDITORS

Deloitte & Touche LLP, Chartered Accountants, 900, 2103 – 11^{th} Avenue, Regina, Saskatchewan S4P 3Z8 are the external auditors for Viterra.

17. ADDITIONAL INFORMATION

Additional information, relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") under the Company's name at www.sedar.com and on the Company's website at www.viterra.ca. Additional financial information is contained in the Company's comparative financial statements for the year ended October 31, 2009 and the year ended October 31, 2008 and the Company's Management Discussion and Analysis relating to the same. Additional information, including Directors' and Officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in the Company's Management Information Circular dated January 28, 2009 and will be contained in the Company's Management Information Circular for its annual meeting of shareholders that will be held on March 10, 2010. Shareholders may contact the Senior Vice-President, Investor Relations & Corporate Affairs, 2625 Victoria Avenue, Regina, Saskatchewan, S4T 7T9, telephone (306) 569-4525 or email investor@viterra.ca to request copies of any of the foregoing documents.

APPENDIX A – INTERCORPORATE RELATIONSHIPS

The following list identifies the principal subsidiaries and other entities that Viterra had a controlling (more than 50%) interest in on November 1, 2009, the percentage voting interest held and the jurisdiction of incorporation.

Subsidiaries and other Entities	**Notes**	**Viterra's Voting Interest**	**Incorporating Jurisdiction for each Subsidiary**
Viterra Japan Ltd. (formerly XCan Far East Ltd.)		100.00%	Japan
614429 Alberta Inc.		100.00%	Alberta
1403795 Alberta Ltd.		100.00%	Alberta
Canadian Pool Agencies Limited		100.00%	Canada (Federal)
Pool Insurance Company		100.00%	Canada (Federal)
Agricore United Holdings Inc.		100.00%	USA (Delaware)
AgPro Grain Holdings (U.S.) Inc.	Note 1		USA (Delaware)
Demeter (1993) Inc.	Note 1		USA (Minnesota)
Unifeed Hi-Pro Inc.	Note 1		USA (Texas)
Unifeed Inc.	Note 2		USA (Montana)
Interprovincial Cooperative Ltd.		54.43%	Canada
1369570 Alberta Ltd.		100.00%	Alberta
Viterra Asia PTE Limited	Note 3		Singapore
Tinna Viterra Trade Private Limited	Note 4		India
Viterra Europe Cooperatie U.A.	Note 5		Netherlands
Viterra Europe B.V.	Note 6		Netherlands
Viterra SA	Note 7		Geneva
1463832 Alberta Ltd.		100%	Alberta
A.C.N. 137 191 023 Pty Ltd.	Note 8		Australia
Viterra Australia Pty Ltd.	Note 9		Australia
ABB Grain Ltd.	Note 10		Australia

Notes:

1. These entities are owned 100% by Agricore United Holdings Inc.
2. This entity is owned 100% by Agricore United Holdings Inc. and effective December 31, 2009 will be merged with Unifeed Hi-Pro Inc.
3. This entity is owned 100% by 1369570 Alberta Ltd.
4. This joint venture is owned 60% by Viterra Asia Pte Limited
5. This entity is owned 96.583% by 1369570 Alberta Ltd. and 3.417% by 1463832 Alberta Ltd.
6. This entity is owned 100% by Viterra Europe Cooperatie U.A.
7. This entity is owned 100% by Viterra Europe B.V.
8. This entity is owned 100% by 1463832 Alberta Ltd.
9. This entity is owned 100% by A.C.N. 137 191 023 Pty Ltd.
10. This entity is owned 100% by Viterra Australia Pty Ltd.

APPENDIX B

VITERRA INC.

AUDIT COMMITTEE CHARTER

Approved by the Board of Directors March 2009

OBJECTIVES

Primary responsibility for Viterra Inc.'s (the "Company") consolidated financial reporting and control systems is vested in Corporate Management and is overseen by the Audit Committee on behalf of the Board of Directors. The Audit Committee is a standing committee of the Board established to:

1. Regularly report to the full Board to assist the Board in fulfilling its fiduciary responsibilities in regard to financial reporting, internal control systems, relationships with auditors, legal and ethical conduct, and accountability for the use of assets.

2. Ensure that appropriate due diligence has been directed towards the control, accountability, and financial reporting functions of the Company.

3. Communicate effectively with the Board, external auditor, internal auditors, and senior management.

4. Ensure the independence of the external and internal auditors.

5. Fulfill its oversight responsibility relating to risk management processes.

AUTHORITY

The Board of Directors grants the Audit Committee the authority to carry out the specific responsibilities outlined in this Charter, in order to achieve its stated objectives. The Audit Committee shall have access to personnel, documents, records and resources necessary to carry out its responsibilities. The Committee shall have the authority to authorize investigations into any matter within the Committee's scope of responsibilities and is empowered to retain special legal, accounting, or other consultants to advise the Committee.

MEMBERSHIP

The Committee shall be composed of five Directors; all of whom will be Independent Directors (as that phrase is defined in Multilateral Instrument 52-110 of the Canadian Securities Administrators as amended from time to time), selected by the Board on an annual basis. The Board will annually elect one of the Committee members to serve as the Committee Chairperson who has the appropriate level of financial expertise (e.g. accounting designation or professional experience). All members of the Committee must have reasonable knowledge of the agricultural industry and be financially literate (possesses the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that could be reasonably expected to be encountered at the Company), or acquire such financial literacy within a reasonable period of time after appointment to the Committee.

Each member shall be free of any direct or indirect material relationship with the Company that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgement. All members may serve any number of consecutive terms in order to ensure some continuity to the Committee. In the event of mid-term vacancies, the Board will elect replacement directors to complete the term. All decisions require majority approval of the Committee.

MEETINGS/ATTENDANCE/AGENDA

The Committee will meet at least quarterly. A quorum shall consist of three members. The Audit Committee shall determine attendance at all meetings. Meetings may be held in person, by conference telephone call, or by any individual member participating by conference telephone or videoconference.

Meetings may be held at the call of the Chairperson or any member of the Audit Committee or the external auditor of the Company. A meeting of the Audit Committee may be held and duly constituted at any time without notice if all the Audit Committee members are present or, if any be absent, those absent have waived notice or signified their consent in writing to the meeting being held in their absence.

The Chairperson shall, in consultation with management and the auditors, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to members in sufficient time for study prior to the meeting. Audit Committee members may recommend agenda items subject to approval of the agenda by the Committee.

The Audit Committee will maintain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. Minutes of Audit Committee meetings will be circulated to all Board members upon approval by the Committee.

SPECIFIC RESPONSIBILITIES AND DUTIES

A. Annual Information

1. Review the annual consolidated financial statements and recommend their approval to the Board, after discussing with management and the auditors, matters pertaining to:
   - the selection, application, and quality of accounting policies;
   - significant accounting judgements, accruals and estimates; and
   - significant disclosure or presentation issues addressed by management, the external auditor, and the internal auditor during the course of the audit and preparation of the financial statements.

2. Review and recommend for approval by the Board of Directors, the annual Management's Discussion and Analysis (MD&A).

3. Obtain certifications from the Chief Executive Officer and the Chief Financial Officer (and considering the external auditors' comments, if any, thereon) to their knowledge that the audited financial statements, together with any financial information included in the annual MD&A, fairly represent in all material respects the Company's financial condition, cash flow and results of operation, as of the date and for the periods presented in such filings.

4. Review the planning and results of the external audit, including:
   - the engagement letter and projected audit fee;

- the scope of the audit, including areas of audit risk, timetable, deadlines, materiality limits, extent of internal control testing, and co-ordination with internal audit;
- various reports issued by the external auditor including
  - the auditor's report
  - all critical accounting policies and practices used,
  - material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management,
  - ramifications of the use of alternative disclosures and treatments,
  - treatment preferred by the external auditors, and
  - any material written communications between the external auditors and management (i.e.; management representation letter, internal control letter, schedule of unadjusted differences); and
- any errors detected by the audit, how they were resolved with management, and whether they indicate a weakness in the reporting and control system.
- Any other matters required to be communicated to the Audit Committee by the external auditors under generally accepted auditing standards, applicable law or listing standards.

5. Review and recommend for approval by the Board of Directors, any news releases dealing with financial issues in accordance with the Company's Disclosure Policy.

6. Review and recommend for approval by the Board of Directors, the Annual Information Form.

B. <u>Interim Financial Information</u>

1. Review and recommend for approval by the Board of Directors, all interim financial statements and management's discussion and analysis, and any other financial information to be included in the Interim Filings that are published or issued to regulatory authorities.

2. The Committee shall obtain reasonable assurance that the process for preparing these statements is reliable and consistent with the process for preparing annual financial statements.

3. Obtain certifications from the Chief Executive Officer and the Chief Financial Officer (and considering the external auditors' comments, if any, thereon) to their knowledge that the quarterly financial statements, together with any financial information included in the quarterly MD&A, fairly represent in all material respects the Company's financial condition, cash flow and results of operation, as of the date and for the periods presented in such filings.

4. Review any other matters required to be communicated to the Audit Committee by the external auditor under generally accepted auditing standards, applicable law or listing standards.

C. <u>Risk Management, Accounting, and Internal Controls</u>

1. Review and evaluate the critical areas of risk and exposure as determined by management for the Company including but not limited to: insurance protection, environmental, health and safety issues, industry factors, treasury/credit including derivatives, counter-party credit risk, and other areas as determined from time to time.

2. Review any emerging accounting issues and regulatory initiatives and their potential impact on the Company's financial statements and other public disclosures.

3. Review and approve all significant related party transactions.

4. Obtain reasonable assurance from discussions with and/or reports from management, the external auditor, and the internal auditor that the company's accounting systems and internal control systems are reliable, effective, and comply with authorities.

5. Direct the external auditor’s examinations to specific areas as deemed necessary by the Committee.

6. Review significant control weaknesses identified by the external and the internal auditor, along with management's response.

7. Review management representations regarding salaries and wages, source deductions, tax obligations and environmental liabilities or judgements.

D. <u>External Auditor Independence</u>

The Audit Committee shall ensure that the External Auditor understands their ultimate accountability to the Board and the Audit Committee, as representatives of the Company’s shareholders.

The External Auditor shall report directly to the Audit Committee.

Strengthen and preserve external auditor independence by:

- holding periodic in-camera sessions with the external auditor;
- approving, in advance, all non-audit engagements undertaken by the audit firm for the Company after assessing their impact on the external auditor’s objectivity and independence;
- assessing the performance of the external auditor and developing resolutions related to the reappointment or any proposed change in external auditors to the Annual Meeting of Shareholders;
- discussing with management and the external auditors, the rotation plan (including the timing and process for implementing the plan) for all of the audit partners active on the engagement;
- reviewing the co-operation received by the external auditor from management;
- receiving from the external auditor a letter which summarizes the non-audit services provided during the year and declaring their independence from the Company;
- ensuring the establishment of policies relating to the Company’s hiring of employees or former employees of the external auditor if such individuals have participated in the audit of the Company, as required by law; and
- reviewing a report from the external auditor describing:
    - the firm’s internal quality control procedures; and
    - all relationships between the external auditor and the Company.

E. <u>Internal Audit</u>

1. Strengthen and preserve the independence of Internal Audit by having regular in-camera sessions with the Internal Auditor.

2. Approve the appointment, replacement, reassignment, or dismissal of the Director of Audit Services.

3. Review and evaluate the scope, risk assessment, and nature of the internal audit plan and any subsequent changes, including linkage to business objectives and management's success and risk factors.

4. Consider and review the following issues with management and the Director of Audit Services:
   - significant findings of internal audit as well as management's response to them
   - any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information
   - the internal audit department budget and staffing
   - the internal audit charter
   - compliance with *The IIA's Standards for the Professional Practice of Internal Auditing*

5. Direct Internal Audit to any specific areas the Committee deems necessary.

6. Review the annual performance and compensation of the Director of Audit Services.

F. Ethical and Legal Conduct

1. Review and evaluate the adequacy of systems and practices in place to provide reasonable assurance of compliance with laws, regulations, and standards of ethical conduct, with respect to the financial affairs of the Company.

2. Receive and review updates from management and general counsel on compliance matters and litigation claims or other contingencies that could have a significant impact on the financial position or operating results of the Company.

3. Establish procedures for:
   (a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
   (b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

4. Require reporting of all fraudulent and illegal acts to the Committee along with management's response to them.

G. Other

1. Annually review the Audit Committee Charter and recommend appropriate changes to the Board of Directors.

2. Annually self-assess whether the Audit Committee has carried out the responsibilities defined in the Audit Committee Charter and report these results to the Board of Directors.

3. Arrange for disclosure of or appropriate access to the Audit Committee Charter for all shareholders of the Company including posting the Charter on the Company's website.

4. The Audit Committee will undertake development and education activities as deemed appropriate.

5. Annually review management’s succession plans for financial and auditing staff, and approve the appointment, replacement, reassignment, or dismissal of the Chief Financial Officer.

6. Hold in-camera sessions on a quarterly basis and at the discretion of the Chair.

7. Perform any other activities consistent with this Charter, the Company’s bylaws and governing law, as the Committee or Board deems necessary or appropriate.

8. Review and evaluate management’s disaster recovery and business resumption plans including the results of testing those plans.

9. Annually review the Company’s disclosure controls and procedures and submit any recommended revisions to the Nominating/Corporate Governance Committee for review and approval.