

**VITERRA INC.**  
**NOTICE OF ANNUAL AND SPECIAL MEETING**  
**OF THE HOLDERS OF**  
**COMMON SHARES**  
**TO BE HELD ON MARCH 9, 2011**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of the common shares (the “**Common Shares**”) of Viterra Inc. (the “**Company**”) will be held at Sheraton Suites Calgary Eau Claire, 255 Barclay Parade S.W., Calgary, Alberta on March 9, 2011 at 2:00 p.m. (Calgary time) for the following purposes:

1. to receive the consolidated financial statements for the fiscal year ended October 31, 2010 and the auditors’ report thereon;
2. to elect the directors;
3. to appoint the auditors;
4. to consider and, if deemed appropriate, pass, with or without variation, a resolution approving and adopting a key employee share unit plan for the Company; and
5. transact such other business as may properly come before the Meeting.

The board of directors (the “**Board**”) of the Company has fixed January 27, 2011 as the record date to determine which shareholders are entitled to receive notice of and to vote at the Meeting.

**If you hold your Common Shares in your name, please complete, date, sign and return (in the postage prepaid envelope provided for that purpose) the accompanying form of proxy for use at the Meeting.** The form of proxy must be received by the Company’s transfer agent, Computershare Investor Services Inc., by no later than 4:00 p.m. (Toronto time) on March 7, 2011 or, if the Meeting is adjourned, 4:00 p.m. (Toronto time) on the day prior to any adjourned meeting (excluding Saturdays, Sundays, and holidays). The address to which you should submit the form of proxy is Computershare Investor Services Inc., 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1.

If your Common Shares are not held in your name, please refer to the information in the accompanying management information circular under the title “Non-Registered Shareholders” or “Voting Instructions for CDI Holders”, as applicable.

DATED at Calgary, Alberta, this 2nd day of February 2011.

By Order of the Board

(signed) James R. Bell  
Senior Vice-President, General Counsel and  
Corporate Secretary