

**FORM 13-502F1  
CLASS 1 REPORTING ISSUERS – PARTICIPATION FEE**

**Reporting Issuer Name:** Viterra Inc.

**End date of last completed fiscal year** October 31, 2011

Market value of listed or quoted securities:

Total number of securities of a class or series outstanding as at the issuer's last completed fiscal year end 371,695,145(i)

Simple average of the closing price of that class or series as of the last trading day of each month of the fiscal year (See clauses 2.7(a)(ii)(A) and (B) of the Rule) \$10.78 (ii)

Market value of class or series (i) X (ii) = \$4,006,873,663(A)

(Repeat the above calculation for each class or series of securities of the reporting issuer that was listed or quoted on a marketplace in Canada or the United States of America at the end of the fiscal year) - (B)

Market value of other securities:  
(See paragraph 2.7(b) of the Rule)

8.5% Senior Unsecured Notes due July 7, 2014 - \$300M \$315,000,000 (C)

8.5% Senior Unsecured Notes due August 1, 2017 - \$200M \$214,500,000 (D)

USD 5.95% Senior Unsecured Notes due August 1, 2020 - \$400M \$413,084,000 (E) (USD)

6.406% Senior Unsecured Notes due February 16, 2021 - \$200M \$207,420,000 (F)

(Market value for the Notes based on over the counter trading price quoted on Oct. 31, 2011)

**Capitalization**  
(Add market value of all classes and series of securities) (A) to (F) = \$5,156,877,663

**Participation Fee** \$52,400

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

**Late Fee**, if applicable -  
(As determined under section 2.5 of the Rule)