

**CERTIFICATE PURSUANT TO SECTION 2.20 OF  
NATIONAL INSTRUMENT 54-101  
COMMUNICATION WITH BENEFICIAL OWNERS OF  
SECURITIES OF A REPORTING ISSUER (the “Instrument”)**

I, James Bell, Senior Vice-President, General Counsel and Corporate Secretary of Viterra Inc. (the “**Corporation**”), hereby certify in my capacity as an officer of the Corporation, for and on behalf of the Corporation, and not in my personal capacity and without personal liability, that in connection with the special meeting (the “**Meeting**”) of shareholders of the Corporation to be held on May 29, 2012:

- (a) the Corporation has arranged to have proxy-related materials for the Meeting sent in compliance with the Instrument to all beneficial owners of common shares of the Corporation at least 21 days before the date fixed for the Meeting;
- (b) the Corporation has arranged to have carried out all of the requirements of the Instrument in addition to those described in paragraph (a) above; and
- (c) the Corporation is relying upon Section 2.20 of the Instrument in connection with the abridgement of certain of the time periods specified in the Instrument.

The terms “beneficial owner” and “proxy-related materials” as used in this Certificate shall have the respective meanings ascribed thereto in the Instrument.

**DATED** this 4th day of May, 2012

**VITERRA INC.**

By: “James Bell”

James Bell  
Senior Vice-President, General  
Counsel and Corporate Secretary