

VITERRA INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF THE HOLDERS OF
COMMON SHARES**

TO BE HELD ON MARCH 10, 2010

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 **The Sheraton Suites Calgary Eau Claire**, 255 Barclay Parade S.W., Calgary, Alberta on March 10, 2010 at 2:00 p.m. (Calgary time) for the following purposes:

1. to receive the Annual Report and the Consolidated Financial Statements of the Company for the year ended October 31, 2009, together with the report of the auditors thereon;
2. to elect Directors;
3. to appoint auditors;
4. to consider the Shareholder proposal set out in Appendix E of the accompanying Management Information Circular; and
4. to consider such other business as may properly come before the Meeting.

The Board of Directors of the Company has fixed **January 28, 2010** as the record date to determine which Shareholders are entitled to receive notice of and to vote at the Meeting. The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

Please exercise your right to vote by ensuring that a proxy, in the enclosed form, is submitted for that purpose on your behalf. If your Common Shares are not held in your name and you wish to attend the Meeting in person, please refer to the information in the accompanying Management Information Circular under the title "Non-Registered Shareholders". If you are a CHESS Depository Interest ("**CDI**") holder please refer to the "Voting instructions for CDI Holders". Unless otherwise extended by the Company, proxies must be received by the Company's agent, Computershare Investor Services Inc., by no later than 4:00 p.m. (Toronto time) on March 8, 2010 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 proxies should be submitted is Computershare Investor Services Inc., 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1.

DATED at Regina, Saskatchewan, this 1st day of February 2010.

By Order of the Board of Directors

(signed) Raymond J. Dean
Senior Vice-President and General
Counsel/Corporate Secretary