

ROGERS SUGAR INC. - MAJORITY VOTING POLICY FOR ROGERS' NOMINEES TO THE BOARD OF LANTIC INC.

The Board of Directors (the "**Rogers Board**") of Rogers Sugar Inc. ("**Rogers**" or the "**Corporation**") has unanimously adopted this statement of policy.

Pursuant to the terms of the Governance Agreement between Rogers, Lantic Inc. ("**Lantic**") and Lantic Capital Inc. ("**Lantic Capital**") and the terms of the common shares and Class C shares of Lantic, Rogers, as holder of all of the common shares, is entitled to nominate two directors (the "**Rogers' Nominees**") to the board of directors (the "**Lantic Board**") of Lantic and Lantic Capital, as holder of the Class C shares, is entitled to nominate five directors to the Lantic Board.

At each annual general meeting of the Shareholders of the Corporation ("**Shareholders**"), the Corporation will seek the direction of the Shareholders with respect to the appointment of the nominees of the Corporation to the board of directors of Lantic by submitting the proposed nominees of the Corporation to a vote of the Shareholders. Forms of proxy for the vote in respect of the nominees of the Corporation will enable the Shareholders to vote in favour of, or to withhold from voting, separately for each of the nominees of the Corporation. At the Meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each of the nominees of the Corporation the number of Common Shares in his or her favour and the number of Common Shares withheld from voting.

If, with respect to any particular nominee of the Corporation, the number of Common Shares withheld exceeds the number of Common Shares voted in favour of the nominee of the Corporation (a "Lantic Majority Withheld Vote"), then, the Board of Directors of the Corporation will ask the Nominating and Governance Committee of the Corporation to consider and recommend to the Board of Directors of the Corporation whether or not to appoint the person who has received a Lantic Majority Withheld Vote to the board of directors of Lantic.

The Board of Directors of the Corporation will have 90 days from the meeting to make and publicly disclose its decision. The Board of Directors of Corporation shall not appoint a person who has received a Lantic Majority Withheld Vote absent exceptional circumstances, which may include but are not limited to, the Corporation or Lantic no longer being compliant with corporate or securities law requirements, applicable regulations or commercial agreements regarding the composition of the board of directors of Lantic as a result of the failure to appoint such person to the board of directors of Lantic. However, such person's length of service, qualifications, attendance at meetings, experience, contributions to the Corporation or Lantic or any reoccurring events are not to be considered as exceptional circumstances. If the Board of Directors of the Corporation determines to appoint such person to the board of directors of Lantic, the news release in respect thereof must fully state the reasons for that decision and must be filed with the Toronto Stock Exchange, and the Board of Directors of the Corporation shall subsequently take active steps to resolve the exceptional circumstances for the following year.

A nominee of the Corporation to the board of directors of Lantic who has received a Lantic Majority Withheld Vote pursuant to the Lantic Majority Voting Policy will not participate in any meeting of the Board of Directors of the Corporation or the Nominating and Governance Committee at which the appointment of such person to the board of directors of Lantic is

considered, provided that if required in order to constitute a quorum for a meeting of the Board of Directors of the Corporation or the Nominating and Governance Committee, such person may attend such meeting for quorum purposes but may not speak or otherwise participate in any part of the meeting where his or her appointment is discussed or considered or a related resolution is voted upon.

If the Board of Directors of the Corporation decides to not appoint a person who has received a Lantic Majority Withheld Vote to the board of directors of Lantic, subject to any corporate law restrictions, the Board of Directors of the Corporation may leave the resultant vacancy unfilled until the next annual general meeting of Shareholders. Alternatively, it may fill the vacancy through the appointment of a new director or it may call a special meeting of Shareholders at which there will be presented a nominee or nominees to fill the vacant position or positions.

The Lantic Majority Voting Policy does not apply in any case where the election is contested — i.e., where proxy material is circulated in support of one or more nominees of the Corporation who are not part of the list of the nominees of the Corporation supported by the Board of Directors of the Corporation.

Nothing in the Lantic Majority Voting Policy shall in any way affect or limit as between the Corporation, Lantic and Lantic Capital the rights of the Corporation as the holder of the common shares of Lantic or as a party to the Governance Agreement.

Dated November 21, 2018