

ROGERS SUGAR INC.

NOTICE OF ANNUAL MEETING AND MANAGEMENT INFORMATION CIRCULAR

December 20, 2023

Rogers Sugar Inc.'s annual meeting of shareholders will be held in a virtual-only format, via online live webcast. A virtual-only meeting format is being applied in order to enfranchise and give all shareholders an equal opportunity to participate in the meeting regardless of their geographic location. Shareholders will not be able to attend the meeting in person. Important details about the meeting and how shareholders can participate virtually are set out in this management information circular and the accompanying proxy materials.

December 20, 2023

Dear Shareholder:

We are pleased to invite you to the annual meeting of the shareholders of Rogers Sugar Inc. to be held online via live webcast at <https://meetnow.global/MNKPTJX>, on Wednesday, February 7, 2024, at 4:00 p.m. (Eastern time). The meeting has been called to conduct our regular annual business as more fully described in the management information circular.

If you are unable to participate in the meeting, please complete, sign, date and return the enclosed proxy in accordance with the instructions set out therein and in the enclosed management information circular.

Yours very truly,

(signed) M. Dallas H. Ross

M. Dallas H. Ross, Chairman of the Board of Directors of
Rogers Sugar Inc., on behalf of the Directors of
Rogers Sugar Inc.

ROGERS SUGAR INC.

NOTICE OF MEETING

TO: THE SHAREHOLDERS OF ROGERS SUGAR INC.

TAKE NOTICE that an annual meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Rogers Sugar Inc. (“**RSI**” or the “**Corporation**”) will be held online via live webcast at <https://meetnow.global/MNKPTJX>, on Wednesday, February 7, 2024, commencing at 4:00 p.m. (Eastern time) (the “**Meeting Date**”). The Meeting has been called for the following purposes:

1. to receive the Corporation’s consolidated audited financial statements as at and for the fiscal year ended September 30, 2023, together with the notes thereto and the auditors’ report thereon (for details, see section “*Financial Statements*” of the management information circular of the Corporation dated December 20, 2023 (the “**Circular**”));
2. to elect six directors of the Corporation (collectively, the “**Directors**”) for the ensuing year (for details, see section “*Election of Directors*” of the Circular);
3. to consider the two nominees of the Corporation standing for election as directors of Lantic Inc. (“**Lantic**”) and to direct the Directors to vote all of the common shares of Lantic held by the Corporation in favour of the election of such nominees for the ensuing year (for details, see section “*Election of Lantic Directors*” of the Circular);
4. to appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Corporation, with remuneration to be fixed by the Audit Committee of the Corporation (for details, see section “*Appointment of the Auditors*” of the Circular);
5. to consider and, if thought advisable, to adopt the non-binding advisory “Say on Pay” resolution on executive compensation (for details, see section “*‘Say On Pay’ Non-Binding Advisory Vote*” of the Circular); and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular accompanying and forming part of this Notice of Meeting.

This year again, the Corporation will hold the Meeting in a virtual-only format via live webcast. Shareholders will have an equal opportunity to attend and participate in the Meeting online, regardless of their geographic location, as well as to ask questions and vote on certain topics. Non-registered (or beneficial) Shareholders who have not duly appointed themselves as proxyholder will be able to participate in the Meeting as guests, but guests will not be able to vote or speak at the Meeting. Shareholders will not be able to attend the Meeting physically. A summary of the information Shareholders and proxyholders will need to attend the Meeting online is provided in the Circular.

Shareholders who are unable to participate in the Meeting are requested to date and sign the enclosed proxy and to mail it to or deposit it with the Corporation, c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1. In order to be valid and acted upon at the Meeting, proxies must be returned to the aforesaid address not later than 4:00 p.m. (Eastern time) on February 5, 2024 (or not later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed).

Online participation in the Meeting enables registered Shareholders to participate in the Meeting and ask questions in real time. Registered Shareholders can vote at the appropriate times by completing a ballot online during the Meeting. Registered Shareholders wishing to vote at the Meeting do not need to complete or return the form of proxy. However, even if a Shareholder wishes to participate in the Meeting, such Shareholder may vote his, her or its Common Shares in advance, each such vote to be counted if such Shareholder later decides not to participate in the Meeting.

The Directors have fixed the record date for the Meeting as of the close of business on December 8, 2023 (the “**Record Date**”). Shareholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Meeting.

If you are a registered Shareholder or you have already given the Corporation instructions to send you printed documents, your Circular is attached to this Notice of Meeting.

If you are a beneficial Shareholder, we are making the Circular available online instead of mailing it to you, according to a set of rules developed by the Canadian Securities Administrators called *notice-and-access*. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR+ (www.sedarplus.ca) and one other website, rather than mailing paper copies of such materials to Shareholders. Under notice-and-access, Shareholders still receive a proxy form or voting instruction form enabling them to vote at the Meeting. However, instead of paper copies of the Meeting materials, Shareholders receive this notice which contains information on how they may access the Meeting materials online and how to request paper copies of such documents.

You can download the Circular and other Meeting materials at www.lanticrogers.com/en/investors or on SEDAR+ at www.sedarplus.ca. Shareholders are reminded to review the Circular and other proxy-related materials prior to voting.

If you would prefer to receive a paper copy of the Circular, please call the Corporation at the number in the box below or send the Corporation an email, and it will be mailed to you at no cost. **Note that the Corporation will not mail the proxy form or voting instruction form**, so please keep the one you received previously.

We need to receive your request no later than ten business days before the Meeting, if you want to receive the Circular before the Meeting. After the Meeting, please call 1-844-913-4350 to ask for a printed copy.

How to ask for a copy of the Circular

Call 1 (844) 913-4350 (toll-free in North America)

DATED at Montréal, Québec,
this 20th day of December 2023

**BY ORDER OF THE DIRECTORS OF
ROGERS SUGAR INC.**

(signed) M. Dallas H. Ross

M. Dallas H. Ross, Chairman of the Board of
Directors of Rogers Sugar Inc., on behalf of
the Directors of Rogers Sugar Inc.

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ROGERS SUGAR INC.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (this “**Circular**”) is provided in connection with the solicitation of proxies by and on behalf of the management of Rogers Sugar Inc. (“**RSI**” or the “**Corporation**”) for use at the annual meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of the Corporation to be held online via live webcast at <https://meetnow.global/MNKPTJX> on Wednesday, February 7, 2024 at 4:00 p.m. (Eastern time) for the purposes set forth herein and in the Notice of Meeting accompanying this Circular. **Unless otherwise indicated, the information contained in this Circular is given as of December 20, 2023. Moreover, the use of the present tense and of the words “current”, “currently”, “presently”, “now” and similar expressions in this Circular is to be construed as referring to information given as of December 20, 2023, unless the context otherwise requires or unless otherwise indicated.**

The cost incurred in the solicitation of proxies and in the preparation and mailing of the proxy, Notice of Meeting and this Circular will be borne by the Corporation. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or other means of communication by or on behalf of the management of the Corporation, and by the management of Lantic Inc. (“**Lantic**” or the “**Administrator**”), the administrator of the Corporation, who will not be specifically remunerated therefor.

1. APPOINTMENT OF PROXIES

Shareholders have received with this Circular a form of proxy for the Meeting. Voting by proxy means you are giving the person or persons named in your form of proxy the authority to virtually attend the Meeting, or any adjournment or postponement thereof, and vote your Common Shares for you. **A Shareholder submitting a proxy has the right to appoint a person (who need not be a Shareholder) to participate in and act on its, his or her behalf at the Meeting, other than the persons designated in the enclosed form of proxy. The persons designated in the enclosed form of proxy are the management nominees selected by the Corporation to act on a Shareholder’s behalf if a Shareholder submits its, his or her proxy without appointing another person to represent it, him or her. The appointment of another person than the management nominees may be exercised by striking out the names of the management nominees and by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy.** A proxy will not be valid unless it is completed and delivered to the Corporation, c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, for receipt not later than 4:00 p.m. (Eastern time) on February 5, 2024 (or not later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed). A proxy should be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney thereof indicating the capacity under which such officer or attorney is signing.

2. REVOCABILITY OF PROXIES

A Shareholder who has submitted a proxy may revoke it at any time insofar as it has not been exercised. A proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by an instrument in writing executed by the Shareholder or by his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized in writing, and deposited with the Corporation, c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting. A proxy may also be revoked if a Shareholder personally participates in the Meeting and votes his or her securities or, if the Shareholder is a corporation, its duly authorized officer or attorney personally participates in the Meeting and votes such Shareholder’s securities, or in any other manner permitted by law.

3. NON-REGISTERED HOLDERS

The information set forth in this section is important to the many Shareholders who do not hold Common Shares in their own names (the “**Non-Registered Holders**”). Non-Registered Holders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. However, in many cases, Common Shares beneficially owned by a Non-Registered Holder are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or “**CDS**”) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Circular, the form of proxy and the Corporation’s 2023 Annual Report for the period ended September 30, 2023, including audited financial statements and management’s discussion and analysis (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Copies of the Meeting Materials are also available on the Administrator’s website at www.lanticrogers.com/en/investors and under the Corporation’s profile on the System for Electronic Document Analysis and Retrieval+ (“**SEDAR+**”) at www.sedarplus.ca.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Meeting Materials will either:

- (a) be given a proxy which is signed by the Intermediary (typically by a facsimile, stamped signature) and already sets forth the number of securities beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. The Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Inc. (“**Computershare**”) as described above; or
- (b) more typically, be given a voting instruction form (a “**VIF**”) which must be completed and signed by the Non-Registered Holder in accordance with the directions on the VIF received by the Non-Registered Holder.

Non-Registered Holders who have objected to their Intermediaries disclosing ownership information about them to the Corporation (“**OBOs**”) will not receive the Meeting Materials unless their Intermediaries assume the cost of delivery. The Corporation does not intend to pay for Intermediaries to forward any Meeting Materials or other materials required to be forwarded to OBOs under NI 54-101.

The majority of Intermediaries delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions, Canada (“**Broadridge**”). Broadridge typically mails a VIF to the Non-Registered Holders and asks Non-Registered Holders to return the VIF to Broadridge (the Broadridge form also allows completion of the VIF by telephone or via the internet). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of securities to be represented at the Meeting. A Non-Registered Holder receiving a VIF from Broadridge cannot use that VIF to vote securities directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Common Shares held by Intermediaries can be voted only upon the instructions of the Non-Registered Holder. Without specific instructions, Intermediaries are prohibited from voting securities for their clients. The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own.

Should a Non-Registered Holder who receives either a proxy or a VIF wish to participate in and vote at the Meeting (or have another person participate and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the management nominees identified in the form of proxy or VIF, as applicable,

and insert the Non-Registered Holder's (or such other person's) name in the blank space provided, or, in the case of a VIF, follow the corresponding directions on the form. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies and ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.

4. EXERCISE OF DISCRETION BY PROXYHOLDERS

The persons named in the enclosed form of proxy will, on a poll, vote or withhold from voting, or vote as instructed, the securities in respect of which they are appointed in accordance with the instructions of the Shareholders appointing them. In the absence of such a voting instruction, such securities will, on a poll or otherwise, be voted **FOR** those matters set out in the enclosed proxy and at the discretion of the proxyholders with respect to other matters that may properly come before the Meeting. **THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE PROXY AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.** At the time of printing this Circular, neither the board of directors of the Corporation (the “**Board**”), the management of the Corporation nor the management of the Administrator is aware of any such amendments, variations or other matters. If any matters which are not known to the Board, the management of the Corporation or the management of the Administrator should properly come before the Meeting, the persons named in the accompanying form of proxy will vote on such matters in accordance with their best judgment.

5. HOW TO ACCESS AND PARTICIPATE IN THE CORPORATION'S 2024 VIRTUAL MEETING

Registered Shareholders and duly appointed proxyholders will be able to listen to the Meeting, ask questions and vote online, all in real time, provided they are connected to the Internet at all times.

Guests – including Non-Registered Holders who did not appoint themselves as proxyholder – will be able to listen to the Meeting but will not be able to vote live nor ask questions.

Shareholders who wish to appoint a person other than the management nominees identified in the form of proxy or VIF – including Non-Registered Holders who wish to appoint themselves as proxyholder – must carefully follow the instructions in this Circular and on their form of proxy or VIF.

In order to attend the Meeting, registered Shareholders, duly appointed proxyholders (including Non-Registered Holders who have duly appointed themselves as proxyholder) and guests (including Non-Registered Holders who have not duly appointed themselves as proxyholders) must log in online at <https://meetnow.global/MNKPTJX>.

If you are a registered Shareholder:

You may enter your username which is the 15-digit control number on your form of proxy provided by Computershare. Note that in the event that you use your control number to log in to the Meeting, any vote you cast will thereby revoke any proxy you previously submitted. If you do not wish to revoke a proxy that you previously submitted, you should refrain from voting during the Meeting.

If you are a duly appointed proxyholder:

Register your proxyholder with Computershare by visiting www.computershare.com/RogersSugar and provide Computershare with the proxyholder's contact information by February 5, 2024 at 4:00 p.m. (Eastern time), so that Computershare may provide the proxyholder with an invite code via email after the proxy voting deadline has passed. Failure to register the proxyholder will result in the proxyholder not receiving the invite code from Computershare that is required in order to participate and vote at the Meeting.

If you are a guest:

Click “I am a guest” and then complete the online form.

Shareholders are strongly encouraged to express their vote in advance by completing the form of proxy or VIF that was sent to them. Detailed instructions on how to complete and return proxies and VIFs by mail, fax or email are provided in this Circular.

Alternatively, Shareholders may express their vote in advance by voting online or using the toll-free telephone number set out on the form of proxy or VIF.

To be effective, voting instructions must be received by our transfer agent and registrar, Computershare, at any time prior to February 5, 2024.

6. VOTING OF COMMON SHARES AND PRINCIPAL HOLDERS THEREOF

Voting of Common Shares

A total of 105,096,120 Common Shares were outstanding as at September 30, 2023 and the date of this Circular, respectively.

Shareholders of record are entitled to receive notice of and to participate in the Meeting personally or by proxy, and to one vote per Common Share held on any poll vote taken at the Meeting.

The directors of the Corporation (the “**Directors**”) have fixed the record date for the Meeting as of the close of business on December 8, 2023, (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Meeting.

Principal Holders of Common Shares

To the knowledge of the Directors, there is no person or corporation which beneficially owns or exercises control or direction over, directly or indirectly, Common Shares carrying 10% or more of all the votes attached to the outstanding Common Shares, other than Belcorp Industries Inc. (“**Belcorp**”), which is the beneficial owner of, or exercises control or direction over, directly or indirectly, 11,380,823 Common Shares, representing approximately 10.8% of the issued and outstanding Common Shares. The foregoing figures do not include the Common Shares into which any of the Sixth Series 5.0% Convertible Unsecured Subordinated Debentures of the Corporation due December 31, 2024 or the Seventh Series 4.75% Convertible Unsecured Subordinated Debentures of the Corporation due June 30, 2025, beneficially owned, or over which control or direction is exercised, directly or indirectly, by Belcorp, may be converted.

7. EXECUTIVE AND OTHER COMPENSATION

Compensation of the Directors and of the Lantic Directors

Annual retainers and attendance fees of the Directors and of the Lantic Directors

The compensation of the Directors and the directors of Lantic (the “**Lantic Directors**”) is designed to (i) attract and retain the most qualified people to serve on the Board and the board of Lantic Directors (the “**Lantic Board**”), as applicable, and (ii) provide appropriate compensation for the risks and responsibilities related to being an effective director.

In fiscal year 2022, a review of the Directors and Lantic Directors’ compensation was undertaken by Hugessen Consulting to compare their compensation to compensation paid to directors of other Canadian entities of comparable size and/or similar industry.

Based on this analysis and taking into consideration the growing demands and risks of serving as a steward in today’s complex business and governance environments, the Environmental, Social and Governance (“**ESG**”) Committee of the Board (the “**ESG Committee**”) recommended, and the Board and the Lantic Board approved changes to the compensation, to be more in line with competitive levels in the market, which became effective on January 1, 2023. For fiscal year 2024, the ESG Committee recommended, and the Board and the Lantic Board approved an adjustment in the overall compensation to cover the current inflation. The calculated adjustment is included in the annual board retainers.

In addition, a Director that serves on the Board as well as on the Lantic Board, including the Audit Committee of the Board (the “**RSI Audit Committee**”) and Human Resources and Compensation Committee of the Board (the “**RSI HRCC**”) receives his or her compensation from the Corporation and does not receive any compensation from Lantic.

The annual retainer and meeting fees for the Directors are as follows:

	Prior to December 31, 2023 (\$)	As of January 1, 2024 (\$)
Annual Board Retainer – Chairman of the Board.....	125,000	132,000
Annual Board Retainer – Board members and Belkorp Nominee (as defined below)	80,000	85,000
Annual Board Retainer – RSI Audit Committee Chairman.....	20,000	20,000
Annual Board Retainer – RSI Audit Committee members.....	7,500	7,500
Annual Board Retainer – ESG Committee Chairman	15,000	15,000
Annual Board Retainer – ESG Committee members	7,500	7,500
Annual Board Retainer – RSI HRCC Chairman	–	–
Annual Board Retainer – RSI HRCC members.....	–	–
Annual Board Retainer – Strategic Initiative Committee (as defined below) Chairman	15,000	15,000
Annual Board Retainer – Strategic Initiative Committee members	7,500	7,500
Meeting Fee – Chairman of the Board (in person or by telephone).....	3,000	3,000
Meeting Fee – Board members and Belkorp Nominee (in person or by telephone)	2,000	2,000
Meeting Fee – RSI Audit Committee Chairman.....	2,500	2,500
Meeting Fee – RSI Audit Committee members.....	2,000	2,000
Meeting Fee – ESG Committee Chairman	2,500	2,500
Meeting Fee – ESG Committee members	2,000	2,000
Meeting Fee – RSI HRCC Chairman	–	–
Meeting Fee – RSI HRCC members	–	–
Meeting Fee – Strategic Initiative Committee Chairman	2,500	2,500
Meeting Fee – Strategic Initiative Committee members.....	2,000	2,000

Since January 1, 2018, 35% of the annual retainers, for the Directors and the Lantic Directors is payable in Common Shares. The Corporation does not issue from treasury any Common Shares in connection with the foregoing. Rather, Common Shares that are granted to Directors and Lantic Directors are acquired over the market by a third party broker for the account of such directors.

Each Director is compensated for all reasonable out-of-pocket expenses incurred incidentally to attending a meeting of the Board. There are no incentive award payments to the Directors.

The annual retainer and meeting fees for the Lantic Directors, except for the President and Chief Executive Officer (“**CEO**”) of Lantic, who is not entitled to receive any compensation for acting as a Lantic Director, are as follows. In addition, as mentioned above, a Lantic Director that also serves as a Director has not received any compensation since January 1, 2018.

	Prior to December 31, 2023 (\$)	As of January 1, 2024 (\$)
Annual Board Retainer – Chairman of the Lantic Board	–	–
Annual Board Retainer – Nominees of the Corporation and the Belkorp Nominee.....	–	–
Annual Board Retainer – Lantic Board members (all other members).....	80,000	85,000
Annual Board Retainer – Lantic Audit Committee Chairman	–	–
Annual Board Retainer – Lantic Audit Committee (nominees of the Corporation).....	–	–
Annual Board Retainer – Lantic Audit Committee (all other members)	7,500	7,500
Annual Board Retainer – Lantic HRCC Chairman	15,000	15,000
Annual Board Retainer – Lantic HRCC members.....	7,500	7,500
Annual Board Retainer – Strategic Initiative Committee members	7,500	7,500
Meeting Fee – Lantic Board Chairman	–	–
Meeting Fee – Lantic Board – (nominees of the Corporation and the Belkorp Nominee) ..	–	–
Meeting Fee – Lantic Board – (all other members).....	2,000	2,000
Meeting Fee – Lantic Audit Committee – Chairman.....	–	–
Meeting Fee – Lantic Audit Committee – (nominees of the Corporation).....	–	–
Meeting Fee – Lantic Audit Committee – (all other members)	2,000	2,000
Meeting Fee – Lantic HRCC Chairman	2,500	2,500
Meeting Fee – Lantic HRCC members.....	2,000	2,000

Each Lantic Director is compensated for all reasonable out-of-pocket expenses incurred incidentally to attending a meeting of the Lantic Board. There are no incentive award payments to the Lantic Directors.

Attendance Record for Board Meetings

During the financial year ended September 30, 2023, (i) the Board held four regular meetings and three special meetings, (ii) the Lantic Board held four regular meetings and three special meetings, (iii) the RSI Audit Committee held four regular meetings, (iv) the Audit Committee of the Lantic Board (the “**Lantic Audit Committee**”) held four regular meetings, (v) the ESG Committee held three regular meetings, (vi) the RSI HRCC held two regular meetings and one special meeting, (vii) the Lantic HRCC held two regular meetings and one special meeting and (viii) the Strategic Initiative Committee of the Board (the “**Strategic Initiative Committee**”) held two regular meetings.

Attendance at such meetings by the Directors was as follows:

Number of Meetings Attended

Name of Director	Board	RSI Audit Committee	ESG Committee	RSI HRCC	Strategic Initiative Committee
M. Dallas H. Ross ^{(1) (2) (3)}	7 of 7	—	3 of 3	3 of 3	2 of 2
Dean Bergmann ⁽⁴⁾	7 of 7	4 of 4	3 of 3	—	—
Gary M. Collins ⁽⁵⁾	7 of 7	4 of 4	3 of 3	3 of 3	2 of 2
Daniel Lafrance ⁽⁶⁾	7 of 7	4 of 4	—	3 of 3	2 of 2
Shelley Potts ⁽⁷⁾	7 of 7	—	—	—	—
Stephanie Wilkes	7 of 7	—	3 of 3	—	2 of 2

Notes

- (1) Chairman of the Board.
- (2) Chairman of the Strategic Initiative Committee.
- (3) Mr. Ross attended one meeting of the RSI Audit Committee.
- (4) Chairman of the ESG Committee.
- (5) Chairman of the RSI HRCC.
- (6) Chairman of the RSI Audit Committee.
- (7) Mrs. Potts attended four meetings of the RSI Audit Committee as guest.

Attendance at such meetings by the Lantic Directors was as follows:

Number of Meetings Attended

Name of Lantic Director	Lantic Board	Lantic Audit Committee	Lantic HRCC	Strategic Initiative Committee
M. Dallas H. Ross ^{(1) (2)}	7 of 7	—	3 of 3	2 of 2
Gary M. Collins ⁽³⁾	7 of 7	4 of 4	3 of 3	2 of 2
Michael A. Heskin	7 of 7	4 of 4	3 of 3	—
Donald G. Jewell	7 of 7	—	3 of 3	2 of 2
Daniel Lafrance ⁽⁴⁾	7 of 7	4 of 4	3 of 3	2 of 2
William Maslechko ⁽⁵⁾	7 of 7	—	3 of 3	—
Michael Walton ⁽⁶⁾	7 of 7	—	—	—

Notes

- (1) Chairman of the Board.
- (2) Chairman of the Strategic Initiative Committee.
- (3) Chairman of the Lantic HRCC.
- (4) Chairman of the Lantic Audit Committee.
- (5) Mr. Maslechko attended three meetings of the RSI ESG Committee as advisor.
- (6) Mr. Walton as President and CEO of RSI and Lantic attends all meetings of the Board and all meetings of the Lantic Board as well as all meetings of the respective committees.

Total Compensation of the Directors and Lantic Directors

The table below shows the total compensation paid to the Directors during the fiscal year ended September 30, 2023:

Name	Fees paid (\$)		Share based awards ⁽²⁾	Option based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
	Retainer ⁽¹⁾	Attendance	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
M. Dallas H. Ross ⁽³⁾	111,250	39,000	43,750	—	—	—	—	194,000
Dean Bergmame.....	82,000	33,500	28,000	—	—	—	—	143,500
Gary M. Collins ⁽³⁾	89,500	37,000	28,000	—	—	—	—	154,500
Daniel Lafrance ⁽³⁾	87,000	32,000	28,000	—	—	—	—	147,000
Shelley Potts	52,000	20,000	28,000	—	—	—	—	100,000
Stephanie Wilkes.....	67,000	24,000	28,000	—	—	—	—	119,000

Notes

- (1) These amounts represent the portion paid in cash to the named Directors.
(2) These amounts represent the cash value of the retainer paid in Common Shares purchased on the secondary market to the named Directors.
(3) As of January 1, 2018, a Director that serves on the Board as well as on the Lantic Board, including the RSI Audit Committee and the RSI HRCC, receives its compensation from the Corporation and does not receive any compensation from Lantic.

The table below shows the total compensation paid to the Lantic Directors, other than the President and CEO of Lantic, who was not remunerated as a Lantic Director during the year ended September 30, 2023:

Name	Fees paid (\$)		Share based awards ⁽²⁾	Option- based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
	Retainer ⁽¹⁾	Attendance	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
M. Dallas H. Ross ⁽³⁾	—	—	—	—	—	—	—	—
Gary M. Collins ⁽³⁾	—	—	—	—	—	—	—	—
Michael A. Heskin	67,000	24,000	28,000	—	—	—	—	119,000
Donald G. Jewell.....	67,000	22,000	28,000	—	—	—	—	117,000
Daniel Lafrance ⁽³⁾	—	—	—	—	—	—	—	—
William Maslechko.....	59,500	22,000	28,000	—	—	—	—	109,500
Michael Walton.....	—	—	—	—	—	—	—	—

Notes

- (1) These amounts represent the portion paid in cash to the named directors.
(2) These amounts represent the cash value of the retainer paid in Common Shares purchased on the secondary market to the named directors.
(3) As of January 1, 2018, a Director that serves on the Board as well as on the Lantic Board, including the Audit Committee and the HRCC, receives its compensation from the Corporation and does not receive any compensation from Lantic.

Administration of the Corporation

Pursuant to a new Administration Agreement (as defined below) entered into with Lantic following the conversion of Rogers Sugar Income Fund (the “Fund”) to Rogers Sugar Inc. as of January 1, 2011 by way of an arrangement (the “Arrangement”) under the *Canada Business Corporations Act* (the “CBCA”), Lantic provides or arranges for the provision of services required in connection with the administration of the Corporation. See “*Statement of Corporate Governance Practices — Administration Agreement*”. In consideration of its services, Lantic receives an annual fee of \$50,000 plus certain out-of-pocket expenses. During the year ended September 30, 2023, Lantic, as Administrator, was paid a total of \$50,000.

Compensation of the Executives of Lantic

Compensation Discussion and Analysis

The Lantic HRCC sets the compensation of the executives of Lantic. It is composed of all of the Lantic Directors (with the exception of the President and CEO of Lantic), has been in place since 2004, with the following specific mandate in regards to executive compensation:

- review and approve any changes to Lantic’s compensation policies and programs; and
- proceed with a regular review and continued monitoring of the compensation package of the executive leadership team and members of the Lantic Board.

The Lantic HRCC’s primary objective for the Lantic executive compensation programs is as follows: to attract, retain and motivate qualified executives who are committed to improving Lantic’s performance and enhancing Shareholder value.

Such objective is achieved by:

- providing a total compensation that is competitive with the compensation received by executives employed in a group of comparable Canadian companies;
- ensuring that executive compensation is linked to performance through Lantic’s variable compensation plans where the performance goals are properly balanced in regards to short-term and long-term objectives; and
- providing executives with long-term equity-based incentive plans, or similar incentive plans such as share options or performance share units, in order to better align the interests of Lantic’s executives with those of the Shareholders.

In August 2022, a review of the Lantic executive compensation package was undertaken by the Lantic HRCC, with the support of Hugessen Consulting. In proceeding with this exercise, the Lantic HRCC reviewed a group of companies deemed to constitute a valid comparator group. In order to ensure an appropriate comparison to current market pay levels, the comparator group was updated based on the following criteria:

- Canadian publicly traded entities;
- “Consumer Staples” and/or “Consumer Discretionary” industry classification;
- Approximately one-third to three-times the Rogers Sugar’s market capitalization (estimated at \$625 million on October 1, 2022);
- Comparable business descriptions and/or sectors; and
- Exclusion of companies with abnormal pay practices.

In August 2022, the following peer group was reviewed and approved:

Andrew Peller Ltd.

Colabor Group Inc.

Corby Spirit and Wine Ltd.

Dorel Industries Inc.

High Liner Foods Inc.

Jamieson Wellness Inc.

The North West Company Inc.

The Lantic HRCC is of the opinion that there are no risks associated with Lantic’s compensation policies and practices that are reasonably likely to have a material effect on Lantic. No executive officer is permitted to purchase financial instruments that are designed to hedge or offset (or otherwise hedge, via short-sales or otherwise, in any way) a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by an executive officer.

In 2022, the Lantic HRCC benchmarked executive officers’ overall compensation relative to the updated peer group. The study showed that certain adjustments were required when taking into account the median of the market. Based on the results of the review, the following changes were implemented: base salary adjustment ranging from 4.5% to 19% for certain Named Executive Officers (as defined below), revised target bonus levels and removal of the deferred payment component of the non-equity incentive program applicable to Named Executive Officers. The goal of the benchmarking exercise was to ensure that Lantic’s executive compensation package is aligned with market in terms of design and competitiveness.

In November 2021, the Corporation created the RSI HRCC. Similar to the Lantic HRCC, the RSI HRCC has the responsibility of annually reviewing and recommending to the Board compensation policies and processes for the Corporation's executive management team. Per the charter of the RSI HRCC, all members are to be independent.

Elements of the Executive Compensation Program

The Lantic Executive Compensation Program is comprised of fixed and variable components. The variable components include equity and non-equity incentive plans. Each compensation component has a different function, but all elements work in concert to maximize Lantic's and individual performance, with a short and a long-term perspective, and a sound objective of continuous improvement.

The Corporation has put in place programs to better align the interests of executives and designated senior officers of Lantic with those of the Shareholders.

In fiscal year 2023, the compensation program consisted of the following four basic components:

- i. Base salary;
- ii. Short-term incentive plan ("STIP") – Non-equity incentives, consisting of a cash payment linked to the annual performance of Lantic and the employee;
- iii. Long-term incentive plan ("LTIP") – Equity incentives, comprised of performance share units of the Corporation ("PSU") and options to purchase Common Shares ("Options"); and
- iv. Other elements of compensation – consisting of group insurance, perquisites and retirement benefits.

Every year and in accordance with its mandate, the Lantic HRCC meets to proceed with a review of the performance of each executive (the Chairman of the Lantic Board reporting on the President and CEO's performance, and the President and CEO reporting on the other executive officers) and decides on different aspects related to compensation, such as base salary reviews, approvals of individual performance related payouts, and determination of the new applicable target/objectives for these programs.

i. Base Salary

Base salary is based on the executive's level of responsibility, skills and experience. Assessments are performed regularly, with the assistance of an independent external consulting firm, to determine whether a salary increase is warranted, based upon performance and taking into account the market median.

ii. Short-Term Incentive Plan ("STIP")

The Lantic HRCC approves the STIP for the entire executive leadership team. The STIP payouts are based on a pro-rata of three criterion, which are 50% adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), 10% safety results (5% for the President and CEO), and 40% individual and group objectives (45% for the President and CEO). Group objectives for the executive leadership team are approved by the Lantic HRCC.

Each participant has a targeted performance payout expressed as a percentage of base salary as follows:

- The President and CEO of Lantic at 75% with a maximum at 150%; and
- The Vice-Presidents of Lantic at 50% with a maximum at 100%.

Recommendations for payouts are submitted by the President and CEO of Lantic to the Lantic HRCC for review. Recommendations for payouts to the President and CEO of Lantic are submitted by the Chairman of the Lantic Board to the Lantic HRCC for review.

The STIP payouts for executives are paid within three months of the end of the fiscal year.

Lantic selected Adjusted EBITDA as one of its criteria to measure performance goals as it believes it is a fair and accurate representation of Lantic's profitability that executives can help to influence. Adjusted EBITDA is a non-IFRS measure and does not have a standardized meaning under IFRS.

iii. Long-Term Incentive Plan (“LTIP”)

The LTIP approved by the Board and the Lantic Board is comprised of a combination of PSUs and Options allocated at the discretion of the Board. The purpose of the LTIP is to provide executive officers and designated senior officers, with additional compensation opportunities through the granting of PSUs and Options.

The purposes of the LTIP are to:

- foster the growth and success of the business of the Corporation in accordance with its vision;
- promote a greater alignment of interest between the participants and the Shareholders;
- focus participants on, and reward participants for, achieving specific long-term financial goals and performance objectives; and
- assisting the Corporation in attracting, retaining, and rewarding senior management and key employees.

The LTIP, consisting of PSU and Option grants, serves to align executive compensation with the Shareholders’ interests. Starting in fiscal year 2024, the LTIP program will consist of PSU only for the executives. This change reflects current market practice and was included in the recommendations provided by Hugessen Consulting to the HRCC in their executive compensation review conducted in 2022.

Pursuant to the LTIP, the Board, or the HRCC, to the extent it has been delegated the powers conferred to the Board under the LTIP, may from time to time by resolution determine the executive officers to whom PSUs and Options may be granted, fix the number of PSUs and Options to be granted to each such participant, and fix the relevant vesting criteria and other conditions of the PSUs and Options.

For details of the PSU Plan and Share Option Plan, refer to section “*Share Based Compensation – Performance Share Units*” and “*Share Based Compensation – Share Option Plan*” below.

iv. Other Elements of Compensation, including Retirement and Pension Arrangements

A defined contribution (“DC”) pension arrangement composed of a basic registered DC pension plan, where Lantic contributes a percentage of each executive’s base salary (President and CEO at 15% and Vice-Presidents at 12%), subject to the maximum allowed under the *Income Tax Act* (Canada), and a DC supplemental employee retirement plan (“DC SERP”) for contributions exceeding the allowed maximum is in place for the entire executive leadership team. Contributions to the DC SERP vest gradually and are paid over a three-year period at termination or retirement. The payments, at termination or retirement, are conditional on the executive complying with a three-year non-competition provision.

Group insurance programs are aligned with the group insurance programs offered to all other employees of Lantic. In addition, a car allowance is provided to the President and CEO of Lantic.

Share Based Compensation

i. Performance Share Units

In fiscal 2018, a Performance Share Unit plan (the “**PSU Plan**”) was created. The PSU component of the LTIP has a performance cycle consisting of three financial years of the Corporation (a “**Performance Cycle**”), unless otherwise determined by the Board. At the time of PSU grants, the Board determines at its sole discretion the vesting conditions (the “**Vesting Conditions**”) which must be met by the Corporation. Following the end of a Performance Cycle, the Board will determine, and to the extent only that the Vesting Conditions include financial conditions, concurrently with the release of the Corporation’s financial and/or operational results for the fiscal year ended at the end of the Performance Cycle, whether the Vesting Conditions for the PSUs granted to a participant relating to such Performance Cycle have been achieved. Depending on the achievement of the Vesting Conditions, between 0% and 200% of the PSUs will become vested. The PSUs vest at the end of each three-year cycle.

The Board has the discretion to determine that all or a portion of the PSUs granted to a participant for which the Vesting Conditions have not been achieved shall vest to such participant. Dividends declared on Common Shares are converted into a dollar equivalent of PSUs, based on the volume weighted average closing price (“VWAP”) of the Common Shares on the Toronto Stock Exchange (the “TSX”) for the five trading days immediately preceding the dividend payment date and are added to the number of PSUs granted.

For the 2022-2024 and the 2023-2025 performance cycles, the performance factor of the PSUs is solely based on the Total Share Return (“TSR”). The TSR is measured in absolute performance by taking into consideration the sum of the compounded share price appreciation and the dividend yield. The three-year cycle valuation of the PSUs is divided into four components: each individual year weighing 15%, for an aggregated total of 45% and the full three-year period weighting 55% of the total performance results. Each component is calculated using the TSR results and is always measured on a compounded basis, using the Common Share price at the beginning of the fiscal year of the grant, regardless of the share price at the beginning of year 2 and 3. In other words, the TSR targets are set at the time of grant for the three-year performance period, but each year’s performance is separately measured to reduce the impact of a single year’s performance. The TSR performance results are equal to the sum of all four components as follows: all reinvested per-share dividends declared on Common Shares during a given year + the variation of the Common Share Price between the beginning and the end for the year / Common Share Price at the beginning of the year.

The Board establishes the TSR targets at the beginning of every cycle based on market input and expected performance for the Corporation. The following are the share price associated to the TSR targets approved by the Board of Directors for the currently active cycles.

Performance Cycle	Year 1 (15%) ⁽¹⁾	Year 2 (15%) ⁽¹⁾	Year 3 (15%) ⁽¹⁾	Year 1 to 3 (55%) ⁽¹⁾
2022-2024	Minimum: \$5.57 ⁽²⁾ Target: \$5.65 Maximum: \$5.78	Minimum: \$5.63 Target: \$5.81 Maximum: \$6.10	Minimum: \$5.72 Target: \$5.99 Maximum: \$6.45	Minimum: \$5.72 Target: \$5.99 Maximum: \$6.45
2023-2025	Minimum: \$6.30 ⁽³⁾ Target: \$6.39 Maximum: \$6.55	Minimum: \$6.44 Target: \$6.63 Maximum: \$6.95	Minimum: \$6.58 Target: \$6.88 Maximum: \$7.41	Minimum: \$6.58 Target: \$6.88 Maximum: \$7.41

Notes

- (1) Assumes no change in the current annual dividend payment of \$0.36 per Common Share.
- (2) The VWAP of the Common Shares as at October 2, 2021 was \$5.50.
- (3) The VWAP of the Common Shares as at October 1, 2022 was \$6.18.

Starting in fiscal year 2024, the performance factors for PSUs will be based on the following metrics:

Metric	Weighting
TSR	40%
Adjusted EBITDA	40%
Eastern Capacity Expansion Project	20%

The targets for fiscal years 2024 to 2026 for the TSR components are established by the Board. The following are the Common Share price associated to the TSR targets approved by the Board for the currently active cycles.

Performance Cycle	Year 1 (15%)⁽¹⁾	Year 2 (15%)⁽¹⁾	Year 3 (15%)⁽¹⁾	Year 1 to 3 (55%)⁽¹⁾
2024-2026	Minimum: \$5.62 ⁽²⁾ Target: \$5.70 Maximum: \$5.84	Minimum: \$5.70 Target: \$5.87 Maximum: \$6.16	Minimum: \$5.79 Target: \$6.06 Maximum: \$6.52	Minimum: \$5.79 Target: \$6.06 Maximum: \$6.52

Notes

⁽¹⁾ Assumes no change in the current annual dividend payment of \$0.36 per Common Share.

⁽²⁾ The VWAP of the Common Shares as at October 2, 2023 was \$5.55.

The targets for fiscal years 2024 to 2026 of the 2024-2026 performance cycle for the adjusted EBITDA metric will be measured annually. Each of the three years is measured separately and is worth a third of the metric. The payment related to this metric vests at the end of the three-year cycle, in accordance with the vesting conditions described above.

The annual targets for the 2024-2026 cycle for the adjusted EBITDA metric are as follows for each year:

- Minimum – 90% of Board approved budget
- Target – 100% of Board approved budget
- Maximum – 107% of Board approved budget

The targets for the 2024-2026 Eastern Capacity Expansion Project metric are based on adherence to overall timeline and total budget for the whole project as presented and approved by the Board. The payment related to this metric vests at the end of the three-year cycle. The first component, representing 50% of the metric, relates to the in-service date of the project. The second component, representing 50% of the metric, relates to the total costs of the project.

The value to be paid-out in cash to each participant will be equal to the result of: the number of PSUs granted to the participant which have vested, multiplied by the performance factor, multiplied by the VWAP of the Common Shares on the TSX for the five trading days immediately preceding the day on which the Corporation shall pay the value to the participant under the PSU Plan, and such date will in no event occur after December 31 of the third calendar year following the calendar year in which the PSUs are granted.

The PSU Plan provides certain rules, subject to the discretion of the Board, for the vesting and/or cancellation of PSUs in the case of termination of employment for cause, by reason of death, disability, by reason of retirement and other circumstances of termination.

The PSU Plan further provides that in the event of a change of control, the Board has discretion with respect to the treatment of PSUs, which could result in substitution grants under a new entity. A change of control is defined as the occurrence of any or more of the following events: (i) the acquisition of ownership, directly or indirectly, beneficially or of record, by any person or combination of persons acting jointly or in concert with each other, of Common Shares representing more than 50% of the aggregate voting rights represented by the issued and outstanding Common Shares, (ii) the sale, lease, exchange or other disposition, in a single transaction or a series of related transactions, of all or substantially all of the assets, rights or properties of the Corporation and/or its subsidiaries to any other person or entity, other than a disposition to a wholly-owned subsidiary of the Corporation in the course of a reorganization of the business or assets of the Corporation and/or its subsidiaries, (iii) a resolution is adopted to wind-

up, dissolve or liquidate the Corporation, (iv) as a result of or in connection with (A) a contested election to the Board, or (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Corporation or any of its subsidiaries and another person or entity, or (v) the Board adopts a resolution to the effect that a change of control as defined in the PSU Plan has occurred or is imminent.

Should the participant’s employment be terminated for cause or by voluntary resignation, all PSUs, whether or not vested, will be immediately forfeited and cancelled. If a participant is terminated other than for cause, all PSUs not yet vested will be immediately forfeited and cancelled unless the Board determines, in its sole discretion, that the PSUs granted to such Participant continue to vest in accordance with the original vesting schedule and be subject to the original Vesting Conditions as at the end of the Performance Cycle. If a participant ceases to be an executive officer or employee as a result of a retirement, all PSUs will continue to vest in accordance with the original vesting schedule and be subject to the original Vesting Conditions as at the end of the Performance Cycle. For terminations by reason of disability, the participant will be entitled to prorated vesting based on the number of months elapsed in the Performance Cycle to the day of the disability. The pro-rated PSUs will be determined by dividing the number of days actually worked before the day of the disability by the number of days included in the original vesting schedule, in addition to the achievement of the Vesting Conditions as at the end of the Performance Cycle. If a participant ceases to be an executive officer or employee as a result of death, all PSUs not yet vested will immediately vest and be settled as soon as possible with the succession of such participant.

If within the 36 months following the settlement of PSUs, the Corporation’s financial statements are subject to material restatement due to a serious misconduct, fraud or gross negligence of an employee of the Corporation, the Board may, at its sole discretion, review the Vesting Conditions, if applicable, and/or the market value of PSUs paid-out and recalculate such value to reflect the materially restated financial statements, following which the participant will be responsible to reimburse the Corporation for any excess after-tax amount received and conversely, the Corporation will be responsible to compensate the participant for any shortfall in the amount previously paid, unless the Board, in its sole discretion, decides otherwise, for example if the excess or shortfall amounts are not significant.

The following table represents the aggregate PSUs granted to executives, active and outstanding as of the date of this Circular:

Performance Cycle	Grant date	Total PSUs Granted	Additional PSUs from Dividends	Total PSUs outstanding
2022 – 2024	December 6, 2021	386,709	49,703	436,412
2023 – 2025	December 12, 2022	310,964	19,975	330,939
2024 – 2026	December 11, 2023	559,963	—	559,963

PSUs are automatically forfeited and cancelled if the Corporation decreases the dividend paid on Common Shares.

ii. Share Option Plan

The share option plan of the Corporation, as approved on January 1, 2011, as amended on February 9, 2012 and on November 18, 2014 by the Board and approved at the subsequent annual general meetings of the Shareholders and as further amended by the Board on November 25, 2020 (the “**Share Option Plan**”) is administered by the Board. Pursuant to the terms of the Share Option Plan, Options may be granted to executive officers and other designated senior officers, certain corporations controlled by such individuals and family trusts of which such individuals and/or their spouse, minor children or grandchildren are beneficiaries (each, an “**Eligible Person**”) as determined by the Board from time to time.

The Share Option Plan provides that, subject to any adjustments in accordance with its terms, the price at which Common Shares may be purchased under Options shall in no circumstances be lower than the VWAP of the Common Shares on the TSX for the five days immediately preceding the date of the grant of the Options. In no event may the term of an Option exceed ten years from the date of the grant thereof.

The aggregate number of Common Shares reserved for issuance upon the exercise of all Options granted under the Share Option Plan, subject to adjustment pursuant to anti-dilution provisions, shall not exceed 6,000,000 Common Shares, representing approximately 5.7% of the issued and outstanding Common Shares.

The aggregate number of Common Shares reserved for issuance at any time to any one optionee shall not exceed five percent (5%) of the number of Common Shares outstanding on a non-diluted basis at such time, less the total of all Common Shares reserved for issuance to such optionee pursuant to any other share compensation arrangement. The aggregate number of Common Shares issuable (or, reserved for issuance) to insiders under the Share Option Plan or any other share compensation arrangement, cannot at any time exceed ten percent (10%) of the issued and outstanding Common Shares. The aggregate number of Common Shares issued to insiders under the Share Option Plan or any other share compensation arrangement, within a one-year period, cannot exceed ten percent (10%) of the issued and outstanding Common Shares. In addition, under the Option Plan, the aggregate fair value of Options granted under the Share Option Plan or any other share compensation arrangement to any member of the Board who is not an employee of the Corporation and its affiliates (each a “**Non-Employee Director**”) entitled to receive a benefit thereunder, within any one-year period, cannot exceed \$100,000 valued on a Black-Scholes basis and as determined by the Board; and the aggregate number of Common Shares issuable to all Non-Employee Directors entitled to receive a benefit thereunder, under the Share Option Plan or any other share compensation arrangement, cannot exceed one percent (1%) of the Corporation’s issued and outstanding Common Shares.

An Option or interest therein is personal to each optionee and is non-assignable other than by will or the law of succession (or to certain corporations controlled by the individual or family trusts, subject to the approval of the Board), nor shall an Option be hypothecated, charged, transferred, assigned, or otherwise encumbered or disposed of on pain of nullity. An Option, and all rights to purchase Common Shares pursuant thereto, shall expire and terminate immediately upon the optionee ceasing to be an Eligible Person. Under the Share Option Plan, if, before the expiry of an Option, the employment of the optionee shall terminate for any reason whatsoever other than termination for cause, but including termination by reason of the death of the optionee, such Option may, subject to the terms thereof, be exercised, if the optionee is deceased, by the legal personal representative(s) of the estate of the optionee during the first year following the death of the optionee, or if he or she is alive, by the optionee, at any time within three months of the date of termination of the employment of the optionee (but in either case prior to the expiry of the Option), but only to the extent that the optionee was entitled to exercise such Option at the date of the termination of his or her employment. Subject to the rules of any securities exchange or other governmental or regulatory body, the Board may, by resolution, decide that any of the provisions hereof concerning the effect of ceasing to be an Eligible Person shall not apply to any optionee for any reason acceptable to the Board. Notwithstanding the foregoing, if an optionee ceases to be an employee as a result of such employee’s retirement, and subject to the satisfaction of certain conditions, the Board shall have the right by resolution to provide that all Options granted to such optionee shall continue to vest for a two-year period following termination of such employee’s employment in accordance with the original vesting schedule, and such optionee shall be entitled to exercise all vested options during such two-year period.

Furthermore, at the time an optionee ceases to be an Eligible Person for any reason, the Board shall have the right to extend the period of time over which any Option is exercisable; provided, however, that (i) if such period of time exceeds the maximum period of time permitted as described above, such extension shall be subject to any required consent or approval of any securities exchange or other governmental or regulatory body; or (ii) if such extension benefits an insider of the Corporation, such extension shall be subject to the approval of the Shareholders. In the event the Corporation proposes to consolidate, merge or amalgamate with any other trust or entity (other than a wholly-owned entity) or to distribute all of its assets or to liquidate, dissolve or wind-up, or in the event an offer to purchase or repurchase the Common Shares or any part thereof shall be made to all or substantially all Shareholders, including, without limitation, a take-over bid (collectively, an “**Acceleration Event**”), the Board may, in its sole discretion, give notice in writing to each optionee advising such optionee that all Options (whether vested or unvested) may be exercised in whole or in part by the optionees, upon the conditions determined by the Board in its sole discretion, and any Options not so exercised shall automatically expire, provided, however, that, if the Acceleration Event is not completed, the Common Shares issued pursuant to the exercise of Options in accordance with this provision shall be returned by the optionee to the Corporation and reinstated as authorized unissued Common Shares and the initial terms of the Options hereof shall apply again to such Options.

In the event of the sale by the Corporation of all or substantially all of the assets of the Corporation as an entirety or substantially as an entirety so that the Corporation shall cease to operate as an active business, any outstanding Option may be exercised as to all or any part of the Common Shares subject to Options in respect of which the optionee

would have been entitled to exercise the Option in accordance with the provisions of the Share Option Plan at the date of completion of any such sale at any time up to and including, but not after the earlier of: (i) the close of business on that date which is 30 days following the date of completion of such sale; and (ii) the close of business on the expiration date of the Option; but the optionee shall not be entitled to exercise the Option with respect to any other Common Shares subject to Options.

Subject to the rules of the TSX or other governmental or regulatory body, the Board may, by resolution, advance the date on which any Option may be exercised or extend the expiration date of any Option; provided, however, (i) that an extension of the term of an Option benefiting an insider of the Corporation requires the approval of the Shareholders; and (ii) that the period during which an Option is exercisable does not exceed ten years from the date the Option is granted. The Board may, subject to the prior approval of, or acceptance by, the TSX and any other governmental or regulatory body, amend or discontinue the Share Option Plan at any time; provided, however, that no such amendment may increase the maximum number of Common Shares that may be optioned under the Share Option Plan, change the manner of determining the minimum exercise price or, without the consent of the optionee, materially and adversely affect any Option previously granted to an optionee, except to the extent required by law. Notwithstanding the foregoing, (i) a reduction in the exercise price of an Option benefitting an insider of the Corporation, (ii) an extension of the expiration date of an outstanding Option benefitting an insider of the Corporation, (iii) any amendment to remove or to exceed the insider participation limits specified in the Share Option Plan, (iv) any amendment which would permit Options to be transferable or assignable other than for normal estate settlement purposes and other than as specified in the Share Option Plan, or (v) any amendment to the Share Option Plan so as to increase the ability of the Board to amend the Share Option Plan without shareholder approval, may not be made without the approval of the Shareholders (excluding the votes of securities held directly or indirectly by insiders benefiting from the amendment, as the case may be), provided that an adjustment to the exercise price of an Option subject to any applicable regulatory requirements, shall not require approval of the Shareholders.

Common Shares Authorized for Issuance under the Share Option Plan

Share Option Plan Category	Number of Common Shares to be Issued upon Exercise of Options, as at September 30, 2023	Weighted-average Exercise Price of Options as at September 30, 2023	Number of Common Shares Remaining Available for Future Issuance under Option-based Compensation Plans, Excluding Securities Reflected in First Column, as at September 30, 2023
Share Option Plan approved by Shareholders	3,025,711 ⁽¹⁾	\$5.80	951,592

Note

⁽¹⁾ Since inception of the Share Option Plan, 1,982,697 Options have been exercised and 726,500 Options were forfeited.

Options were granted to executives of the Corporation and its subsidiaries on December 6, 2021, totaling 802,564 Options, and on December 12, 2022, totaling 666,347 Options.

Burn Rate under the Corporation's Share Option Plan

The burn rate is calculated by adding annually the total number of Options granted under the Share Option Plan, divided by the weighted average number of Common Shares outstanding for the applicable year.

	2023	2022	2021
Options granted	666,347	802,564	0
Weighted average outstanding Common Shares	104,561,422	103,904,615	103,611,923
Burn Rate	0.64%	0.77%	0.00%

iii. Employee Share Purchase Plan

Effective July 1, 2016, the Corporation and Lantic established an employee share purchase plan (the “ESPP”) whereby an employee can contribute, in increments of \$500, up to a maximum of \$2,000 annually, to purchase Common Shares in the open market. Under the ESPP, Lantic matches the employee contribution at a rate of 20%.

iv. Share Holding Policy

The Corporation adopted a share holding policy which allows the RSI HRCC to require executives and designated senior officers of the Corporation and its subsidiaries to acquire, within a five-year period, a certain number of Common Shares corresponding in value to a percentage of base salary (the President and CEO at 100%, Vice-Presidents at 50%, and a designated group of senior officers at 10%).

v. Recoupment Policy

The Corporation has adopted a recoupment policy which allows the Board to determine to recoup cash performance payout, Options and PSUs and any other incentive compensation paid or granted from time to time to the executive officers of the Corporation and of Lantic, based on the achievement of financial results, in the event of a material financial statement restatement to the extent that the amount of such compensation would have been lower if the financial results had been properly reported.

Compensation Governance

The members of the RSI HRCC are:

Dallas H. Ross

Gary M. Collins

Daniel Lafrance

All the members of the RSI HRCC are independent.

The members of the Lantic HRCC are:

Dallas H. Ross

Gary M. Collins

Michael A. Heskin

Donald G. Jewell

Daniel Lafrance

William Maslechko

Messrs. Ross, Collins, Lafrance and Maslechko are independent members of the Lantic HRCC.

Despite the fact that no member carries a direct and thorough expertise on the subject of executive compensation, they are all seasoned businessmen who have, at numerous occasions during their career, dealt with compensation matters.

The Lantic HRCC has, since its inception in 2004, relied on an independent consulting firm to provide the necessary data and observations for the Lantic HRCC to decide on changes or modifications to the executive compensation package. The Lantic HRCC has also, since inception, relied on Lantic’s President and CEO and Vice-President, Human Resources or other executive assuming similar functions, to provide the necessary business/operational information and financial information for the Lantic HRCC to decide on targets and payouts for the LTIP and STIP. Finally, the Lantic HRCC has, since inception, relied on Lantic’s President and CEO for a report

on the performance of each executive for the year, and on the Chairman of the Lantic Board for a report on the performance of the President and CEO of Lantic.

Executives have no other role in the determination of executive compensation.

Hugessen Consulting is the only firm that provided services in support of the Lantic HRCC activities since fiscal year 2020. Hugessen Consulting did not provide any other services to Lantic.

The following table outlines the fees paid to Hugessen Consulting for services provided:

Consultant	Fee category	2023	2022	2021
Hugessen Consulting	Directors and Executives compensation related fees	\$0	\$60,767	\$11,742

The Board and the Lantic HRCC do not have to pre-approve the consulting services that are not related to executive compensation.

Summary Compensation Table

The following table summarizes the compensation paid during the fiscal years ended September 30, 2023, October 1, 2022 and October 2, 2021, in respect of the individuals who were carrying out the role of CEO and Chief Financial Officer (“CFO”) of the Corporation and Lantic, and the three most highly compensated executive officers other than the CEO and CFO at the end of the most recently completed fiscal year whose total compensation was individually more than \$150,000 for that fiscal year (collectively, the “Named Executive Officers”).

Name and principal position	Year	Salary (\$)	Share-based awards PSUs ⁽²⁾ (\$)	Option-based awards ⁽³⁾ (\$)	Non-equity incentive plan (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
MICHAEL W. WALTON ⁽¹⁾ President and CEO	2023	585,200	391,500	93,100	869,194	87,800	—	2,026,794
	2022	515,049	465,574	143,800	430,000	77,300	—	1,631,723
	2021	425,000	623,815	—	159,375	51,000	—	1,259,190
JEAN-SÉBASTIEN COUILLARD ⁽¹⁾ Vice-President, Finance, CFO and Secretary	2023	361,200	118,800	28,200	356,250	54,200	—	918,650
	2022	310,962	138,562	21,800	182,000	37,300	—	690,624
	2021	300,000	293,558	—	90,000	36,000	—	719,558
PATRICK DIONNE Vice-President, Operational Services, Supply Chain and Sustainability	2023	346,500	126,200	30,000	332,500	52,000	—	887,200
	2022	332,125	150,112	23,600	173,000	39,900	—	718,737
	2021	319,000	292,579	—	97,500	38,300	—	747,379
ROD KIRWAN Vice-President, Sales and Marketing	2023	305,400	109,400	26,000	294,500	45,800	—	781,100
	2022	284,615	124,709	19,600	190,000	34,200	25,000	678,124
	2021	233,654	132,101	—	74,250	28,000	25,000	493,004
JEAN-FRANÇOIS KHALIL Vice-President, Human Resources	2023	293,500	102,600	24,400	285,000	44,000	—	749,500
	2022	266,615	116,418	18,276	160,000	32,000	—	593,309
	2021	249,231	234,849	—	75,600	29,900	—	589,580

Notes

- (1) Messrs. Walton and Couillard receive all of their compensation through Lantic, and therefore, their attributions set out in the above summary compensation table also covers the RSI component (in addition to the Lantic component).
- (2) LTIP share-based awards is based on the estimated value at the date of grant based on a Monte Carlo model. These amounts do not constitute cash amounts received by the named executive and represent an at-risk value that may or may not be paid at the end of the 3-year cycle and as such, may never be realized. See the “Share Based Compensation – Performance Share Units” section for more details on the PSU grant and the vesting conditions. The fair value of the PSU awarded on the grant date of December 12, 2022, amounted to a total of \$980,000 for

the aggregate number of PSUs granted. The fair value of the PSU awarded on the grant date of December 6, 2021, amounted to a total of \$1,493,000 for the aggregate number of PSUs granted. As detailed in the above section “*Share Based Compensation – Performance Share Units*”, the share price would need to exceed the minimum TSR targets set at the time of grant for at least one of the three-year performance periods to result in a minimum payout. The fair value of the PSU awarded on the grant date of December 7, 2020, amounted to a total of \$2,688,023 for the aggregate number of PSUs granted. The performance cycle associated with these PSUs ended on September 30, 2023. The performance factor of this cycle was 117.2% and amounted to a total of \$3,754,867.

(3) In determining the fair value at grant date of the Options granted, the Black-Scholes model was used with the following assumptions:

	2023	2022	2021
Expected volatility (weighted average volatility)	14.926% to 16.208%	15.057% to 16.877%	—
Option life (expected weighted average life)	4 to 6 years	4 to 6 years	—
Expected dividends	6.17%	6.06%	—
Weighted average risk-free interest rate (based on government bonds)	2.930% to 3.339%	1.323% to 1.415%	—

For 2021, the Corporation did not grant Options. The methodology used to calculate the fair value of the Options granted is the same as the one used for financial reporting. Management believes that the Black-Scholes model used is adequate considering the relatively short contractual lives of the Options granted and the world reputation of the model.

Incentive Plan Awards

The following table presents, for each Named Executive Officer, all of the Option-based and Share-based grants outstanding at the end of fiscal year 2023 (see above section “*Compensation of the Executives of Lantic – Elements of the Executive Compensation Program*” for a description of the Share Option Plan and the PSU Plan).

Name and position	Grant year	Option-based Awards				Share-based Awards	
		Number of securities underlying unexercised options ⁽¹⁾ (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) ⁽³⁾
MICHAEL W. WALTON President and CEO	2016	150,000	6.51	December 5, 2026	—	—	—
	2017	100,762	6.23	December 4, 2027	—	—	—
	2018	112,500	5.58	December 3, 2028	—	—	—
	2019	78,462	4.68	December 2, 2029	68,262	—	—
	2020	164,000	4.28	March 20, 2030	208,280	—	—
	2021	508,462	5.85	December 5, 2031	—	133,873	424,500
	2022	266,216	5.85	December 12, 2032	—	130,036	103,900
JEAN-SÉBASTIEN COUILLARD Vice-President, Finance, CFO and Secretary	2020	—	—	—	—	—	—
	2021	76,923	5.85	December 5, 2031	—	39,844	126,300
	2022	80,770	5.85	December 12, 2032	—	39,453	31,500
PATRICK DIONNE Vice-President, Operational Services, Supply Chain and Sustainability	2017	50,562	6.23	December 4, 2027	—	—	—
	2018	21,169	5.58	December 3, 2028	—	—	—
	2019	37,179	4.68	December 2, 2029	32,346	—	—
	2020	—	—	—	—	—	—
	2021	66,666	5.85	December 5, 2031	—	43,163	136,900
	2022	85,834	5.85	December 12, 2032	—	41,926	33,500
ROD KIRWAN Vice-President, Sales and Marketing	2020	—	—	—	—	—	—
	2021	69,231	5.85	December 5, 2031	—	35,860	113,700
	2022	74,359	5.85	December 12, 2032	—	36,321	29,000
JEAN-FRANÇOIS KHALIL Vice-President, Human Resources	2016	60,000	6.51	December 5, 2026	—	—	—
	2017	40,630	6.23	December 4, 2027	—	—	—
	2018	21,169	5.58	December 3, 2028	—	—	—
	2019	44,807	4.68	December 2, 2029	38,982	—	—
	2020	—	—	March 20, 2030	—	—	—
	2021	64,615	5.85	December 5, 2031	—	33,468	106,100
	2022	69,744	5.85	December 12, 2032	—	34,067	27,200

Notes

- (1) These amounts correspond to the outstanding option-based awards at the end of fiscal year 2023.
- (2) These amounts correspond to the aggregate value that would have been realized if the options had been all vested and exercised on September 30, 2023, based on the difference between the VWAP of the Common Shares on the TSX for the five trading days immediately preceding the fiscal year end of \$5.55 and the exercise price. This value has not been and may never be realized. The actual gain, if any, will depend on the value of the Common Shares on the dates the options are exercised.
- (3) LTIP-Share Based Awards are based on the estimated value at September 30, 2023, using a Monte Carlo valuation model. These amounts do not constitute cash amounts received by the named executive and represent an at-risk value that may or may not be paid at the end of the 3-year cycle and as such, may never be realized. See the “Share Based Compensation – Performance Share Units” section for more details on the PSU grant and the vesting conditions.

The following table presents, for each Named Executive Officer, the value of all of the Option-based and Share-based grants that have become vested during fiscal year 2023 (see above section “*Compensation of the Executives of Lantic – Elements of the Executive Compensation Program*” for a description of the Share Option Plan and the Performance Share Unit Plan Plan).

Name and position	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
MICHAEL W. WALTON President and CEO	87,593	871,397	869,194
JEAN-SÉBASTIEN COUILLARD Vice-President, Finance, CFO and Secretary	—	410,064	356,250
PATRICK DIONNE Vice-President, Operational Services, Supply Chain and Sustainability	16,173	408,692	332,500
ROD KIRWAN Vice-President, Sales and Marketing	—	184,531	294,500
JEAN- FRANÇOIS KHALIL Vice-President, Human Resources	12,994	328,059	285,000

Note

- (1) The options automatically vest at a rate of 20%, on each of the first five anniversaries of their date of grant. This value corresponds to the difference between the VWAP of the Common Shares on the TSX for the five trading days immediately preceding the fiscal year end of \$5.55 and the exercise price. This value has not been and may never be realized. The actual gain, if any, will depend on the value of the Common Shares on the dates the options are exercised.
- (2) The PSUs associated with the 2021-2023 cycle vested at the end of fiscal year 2023, with a performance factor of 117.2%. Actual payouts were calculated using the VWAP average price of the Common Shares on the TSX for the five trading days period of December 4, 2023 to December 8, 2023, which amounted to \$5.42.

Pension

Under the DC arrangement (the “**DC Arrangement**”) Lantic contributes 12% of the member’s base salary (15% for the President and CEO). The DC Arrangement is funded up to the maximum allowed under the *Income Tax Act* (Canada) through a basic defined contribution arrangement (the “**Basic DC Arrangement**”), with the remainder provided through the DC SERP, which is not funded. Lantic’s notional contributions under the DC SERP are adjusted each year with investment income, which can be negative, based on average mutual fund returns as determined in accordance with the DC SERP rules.

Mr. Michael W. Walton was appointed Vice-President, Sales & Marketing, effective April 4, 2011. Mr. Walton immediately joined the Basic DC Arrangement and the DC SERP. Prior to that, Mr. Walton participated in the DC pension arrangement for employees in the Eastern operations.

Mr. Jean-Sébastien Couillard was appointed Vice-President, Finance, CFO & Secretary, effective September 8, 2020. Mr. Couillard immediately joined the Basic DC Arrangement and the DC SERP.

Mr. Patrick Dionne was appointed Vice-President, Operations, effective April 17, 2017. Mr. Dionne immediately joined the Basic DC Arrangement and the DC SERP.

Mr. Rod Kirwan was appointed Vice-President, Sales & Marketing, effective November 9, 2020. Mr. Kirwan immediately joined the Basic DC Arrangement and the DC SERP.

Mr. Jean-François Khalil was appointed Vice-President, Human Resources, effective August 14, 2017. Mr. Khalil immediately joined the Basic DC Arrangement and the DC SERP. Prior to that, Mr. Khalil participated in the DC pension arrangement for employees in the Eastern operations.

Defined Contribution Plans

The following table illustrates, for each Named Executive Officer, the estimated accumulated value in the applicable DC arrangement and compensatory changes in the accumulated value from October 1, 2022 to September 30, 2023.

Named Executive Officer	Accumulated Value at Start of Year (\$)	Compensatory Change (\$)	Accumulated Value at Year End (\$)
Michael W. Walton ⁽¹⁾	1,015,990	87,800	1,266,965
Jean-Sébastien Couillard ⁽¹⁾	69,713	54,200	118,320
Patrick Dionne ⁽¹⁾	185,889	52,000	242,938
Rod Kirwan ⁽¹⁾	62,894	45,800	99,765
Jean-François Khalil ⁽¹⁾	820,309	44,000	956,960

Note

⁽¹⁾ A portion of the notional SERP benefits will not be vested if employment terminates before the age of 60.

Compensatory changes are employer contributions for the period from October 1, 2022, to September 30, 2023. Non compensatory changes, which are not shown, include employee contributions, benefit payments and interest credited during the period.

Termination and Change of Control Benefits

Lantic is party to employment agreements with each of its executives, providing for the conditions mentioned in the above section “*Elements of the Executive Compensation Program*”. Some of the employment agreements also contain provisions with regards to termination and change of control.

Michael Walton’s Employment Agreement

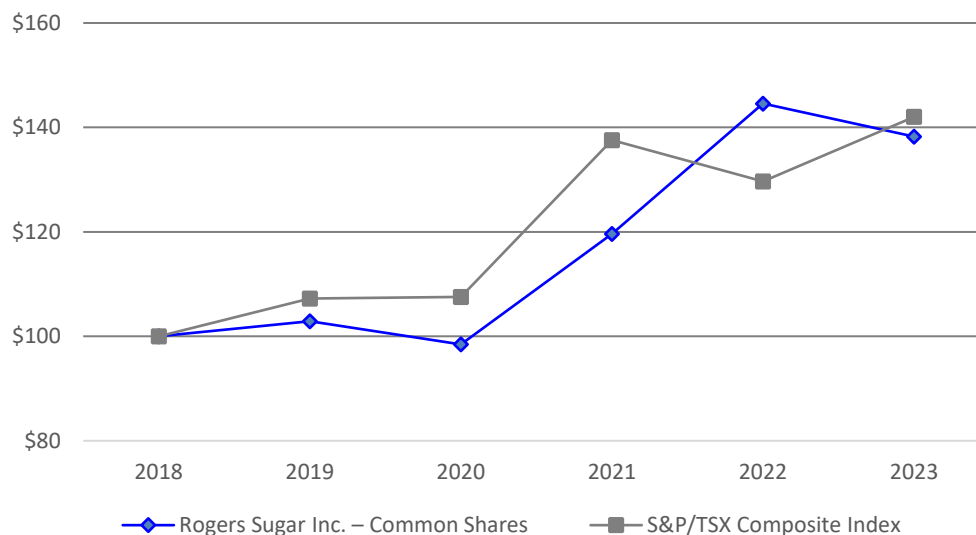
On October 4, 2021, Mr. Walton was appointed to the position of President and CEO of Lantic and entered into an employment agreement. The agreement provides that if Mr. Walton’s employment is terminated by Lantic without cause, Mr. Walton is entitled to an amount equal to two times his annual base salary. In the event of a “change of control” of the Corporation and Lantic, Mr. Walton may elect to terminate his employment relationship with Lantic within six (6) months from the date of the change of control, and in such an event, is entitled to receive an amount equal to two times his annual base salary.

For the purposes of the agreement, “change of control” means the sale of more than 50% of the business, whether the sale occurs by acquisition of Common Shares or by asset purchases, provided that a change of control will not be triggered where the sale of Common Shares or assets takes place within the current organizational structure or current ownership group, affiliated companies, or principals for the purpose of internal reorganization.

The value of the termination provision and the change of control provision of the employment contract of Mr. Walton are valued at \$1,210,000 respectively as of September 30, 2023.

Performance Graph

The following graph compares the total return for \$100 invested in Common Shares for the Corporation's last five most recently completed financial years with the total return of the S&P/TSX Composite Index, assuming reinvestment of dividends.



	2019	2020	2021	2022	2023
Rogers Sugar Inc. – Common Shares	\$102.89	\$98.46	\$119.60	\$144.58	\$138.26
S&P/TSX Composite Index	\$107.24	\$107.55	\$137.58	\$129.65	\$142.02

The trend in total cumulative return on investment for the Common Shares does not always closely correspond to the trend in total compensation for the named executive officers, as presented in the Summary Compensation Table above, as base salary, STIP and pension contributions are mostly measured against market and not the Corporation's trading share price.

LTIP, which could represent a significant portion of executive compensation, ensures that there is a direct link between the Corporation's share price performance and executive compensation. Over the last 5 years, the return on investment of the Common Share was slightly lower than the S&P/TSX Composite Index.

8. INDEBTEDNESS OF THE DIRECTORS, EXECUTIVE OFFICERS, AND EMPLOYEES

None of the directors, executive officers, employees or former directors, executive officers or employees of the Corporation, Lantic or any of its subsidiaries, as applicable, the proposed nominees for election as Directors or Lantic Directors, or any of their associates, is, or has been at any time since the beginning of the fiscal year ended September 30, 2023, indebted to the Corporation or any of its subsidiaries or any of their associates or affiliates, or has indebtedness to another entity that is, or has been at any time since the beginning of the fiscal year ended September 30, 2023, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation, Lantic or any of its subsidiaries.

9. STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Directors and the members of the Lantic Board are aware of their responsibility for corporate governance and recognize the importance of enhancing corporate governance practices at both the Corporation and Lantic levels. A majority of the Directors and of the members of the Lantic Board constitute quorum at meetings, respectively, of the Board and the Lantic Board. Neither the chairperson of the Board, nor of the Lantic board of directors, has a casting vote.

Under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators (“**NI 58-101**”), the Corporation is required to disclose certain information relating to its corporate governance practices. This information is set out in Schedule A to this Circular.

The Corporation is created to hold securities, including the common shares and notes of Lantic. The Corporation’s principal activity is to distribute to Shareholders earnings the Corporation receives from Lantic. Lantic is the leading refiner, processor, distributor and marketer of sugar products in Western Canada and is one of the two main refiners of sugar products in Eastern Canada. In addition to being an operating company, Lantic also holds all of the issued and outstanding shares of The Maple Treat Corporation (“**TMTC**”), one of the world’s largest branded and private label maple syrup bottling and distribution companies. The Corporation does not conduct any active business and the role of the Directors is primarily to act on behalf of the Corporation as shareholder and noteholder of Lantic and to manage the limited affairs of the Corporation. Arrangements have been made under a number of agreements for the governance of the Corporation and Lantic, management of Lantic and the administration of the affairs of the Corporation. These arrangements are discussed below, followed by a review of RSI’s ESG practices and reports, and the governance practices of the Corporation and Lantic in relation to the disclosure requirements of NI 58-101, taking into account the particular structure of the Corporation and Lantic, are discussed in Schedule A to this Circular.

Governance Agreements

Under the terms of the fund governance agreement dated March 8, 2002 (the “**Fund Governance Agreement**”) among the Fund, Onex Corporation and Belkorp Enterprises Ltd. (now Belkorp Industries Inc.) (“**Belkorp**”), the Fund was required to nominate for election as trustees at each annual meeting of the Fund one nominee of Onex Corporation and one nominee of Belkorp, provided that they each beneficially own or exercise control or direction over, directly or indirectly, at least five percent (5%) of the outstanding units of the Fund. As a consequence of the closing of a secondary offering of units of the Fund on July 4, 2003, Onex Corporation’s direct and indirect ownership of units of the Fund fell below five percent (5%) of the outstanding units of the Fund on a fully-diluted basis. As a result, the Fund was no longer obligated to nominate for election as a trustee at each annual meeting of the Fund one nominee of Onex Corporation. However, Belkorp continued to hold more than five percent (5%) of the outstanding units on a fully-diluted basis and, therefore, the Fund continued to be obligated to nominate for appointment as a trustee at each annual meeting of the Fund one nominee of Belkorp. In connection with the completion of the Arrangement and the subsequent termination of the Fund, the Fund Governance Agreement was replaced by an amended and restated governance agreement dated January 1, 2011 (the “**Governance Agreement**”), which includes substantially the same terms as the Fund Governance Agreement, with the necessary adaptations, as applicable. Therefore, Belkorp continues to have the right to nominate one Director for election at the annual meetings of the Shareholders (the “**Belkorp Nominee**”), for so long as it continues to hold more than five percent (5%) of the outstanding Shares.

The Fund, Lantic and Lantic Capital Inc. (“**Lantic Capital**”) entered into a corporate governance agreement dated June 30, 2008 (the “**Former Lantic Governance Agreement**”). In connection with the completion of the Arrangement and the subsequent termination of the Fund, the Former Lantic Governance Agreement was replaced by an amended and restated corporate governance agreement dated January 1, 2011 (the “**Lantic Governance Agreement**”), which includes substantially the same terms as the Former Lantic Governance Agreement, with the necessary adaptations, as applicable. Lantic Capital, as holder of two Class C shares of Lantic, is entitled to elect five of seven members of the Lantic Board. The Corporation has the right to terminate Lantic Capital’s right to elect a majority of the Lantic Directors if a take-over bid is made for all of the issued and outstanding Common Shares and, on completion thereof, the offeror thereunder holds more than sixty percent (60%) of the issued and outstanding Common Shares. The Lantic Governance Agreement also terminates upon the earliest to occur of (i) the date on which Lantic Capital and its affiliates collectively beneficially own, directly or indirectly, or exercise control or direction over, less than five percent (5%) of the outstanding Common Shares (calculated on a fully-diluted basis), (ii) the date on which the Lantic Governance Agreement is terminated by agreement of the parties to that effect, and (iii) the date on which all of the obligations of the Corporation under the Lantic Governance Agreement relating to certain restrictions on the ability of the Corporation to make changes to the articles of Lantic and the election of Lantic Capital’s nominees to the Lantic Board expire or terminate.

The Lantic Governance Agreement provides that the Corporation will not vote for any amendment to Lantic’s articles or by-laws, including an amendment with respect to the number of Lantic Directors, without Lantic Capital’s approval.

The Lantic Governance Agreement also provides that, in the event that a *bona fide* take-over bid has been made for all of the issued and outstanding Common Shares and the Board has publicly recommended that Shareholders accept such take-over bid, the Lantic Board, the board of directors of Lantic Capital and the Board will consent to a reorganization of the Corporation and Lantic in the manner determined by the Corporation, including an amalgamation of the Corporation and Lantic, provided that (i) such reorganization has been approved, if required by law, by the requisite number of Shareholders of the Corporation; (ii) such reorganization is necessary and advisable, in the sole discretion of the Board, in order to avoid adverse tax consequences for the Corporation or the Shareholders; and (iii) such reorganization is effected in a manner in which it is certain that, immediately after the reorganization is effective, the offeror under the take-over bid will acquire more than 60% of the issued and outstanding Common Shares and any support agreement relating to the take-over bid contains a covenant to complete the reorganization and take-over bid in such a manner. Such reorganization will be made effective immediately prior to the taking-up and payment of Common Shares by the offeror under the take-over bid described above.

Administration Agreement

Pursuant to the Arrangement, the then-existing administration agreement (the “**Former Administration Agreement**”) was terminated and replaced by a new administration agreement dated January 1, 2011 and amended on December 8, 2017 (the “**Administration Agreement**”). The Administration Agreement is on the same terms and conditions as the Former Administration Agreement, whereby Lantic acts as Administrator of the Corporation. The Administrator provides or arranges for the provision of services required in the administration of the Corporation. These services include arranging for and paying annual audit and regulatory public reporting services and costs, arranging for and paying the costs of, legal counsel, monitoring and coordinating the activities of and paying the fees of the transfer agent and registrar for the Shares, arranging for dividend payments to Shareholders, and providing reports to the Shareholders. In consideration for its services under the Administration Agreement, Lantic receives a fee of \$50,000 per annum, plus reimbursement of certain out-of-pocket costs and expenses. The Administration Agreement is terminable on 180 days’ notice, the insolvency or receivership of Lantic or default by Lantic in the performance of any material obligation which is not remedied within 30 days.

ESG Practices

The Corporation and its Board recognize the importance of corporate governance in effectively managing the Corporation, protecting employees and shareholders, and enhancing shareholder value. The Corporation believes that its corporate governance practices are in compliance with applicable Canadian requirements for TSX-listed issuers. The Company is committed to monitoring governance developments to ensure its practices remain current and appropriate.

The Board has appointed an ESG Committee responsible for:

- overseeing and assessing the functioning of the Board and the committees thereof;
- developing, recommending to the Board, implementing and assessing effective governance principles;
- overseeing and advising the Board on management of the Corporation’s strategy, initiatives, risks, opportunities and reporting in respect of material ESG matters;
- as may be required, identifying candidates for Director and recommending to the Board qualified Director candidates for election at the next annual meeting of shareholders of the Corporation; and
- reviewing and/or approving any other matter specifically delegated to it by Board and undertake on behalf of the Board such other governance initiatives as may be necessary or desirable to enable the Board to provide effective governance for the Corporation and contribute to the success of the Corporation.

The ESG Committee is comprised of four members: Dean Bergmame (Chair), M. Dallas H. Ross, Gary M. Collins and Stephanie Wilkes, all of whom are considered independent within the meaning of NI 58-101. William Maslechko, who is on the Lantic Board and has extensive governance expertise, attends all meetings of the ESG Committee as guest, and is also considered independent within the meaning of NI 58-101.

The Corporation's governance and business management systems are designed to monitor compliance with relevant environmental regulatory standards. The Corporation believes it is in compliance, in all material respects, with environmental laws and regulations and maintains an open dialogue with regulators and the different levels of government, with respect to awareness and adoption of new environmental standards. The economic and reputational importance of energy and natural resources in the Corporation's business is managed with a continuous improvement mindset, which includes the review of new available technologies and business practices that minimize the Corporation's environmental footprint and in parallel, when possible, strengthen the Corporation's financial position. The Corporation has made significant commitments over the past years to leverage new technologies and process improvements to recover waste energy, improve energy efficiency and lower energy intensity.

With respect to potential environmental remediation of the Corporation's properties, which could occur in the event of a building demolition or a sale, it is worth noting that the Vancouver and Montréal facilities have a lengthy history of industrial use, and fill materials have been used on the properties in the normal course of business. The Corporation recorded provisions under asset retirement obligations for known and quantifiable potential remediation activities in connection with these properties. No assurance can be given that material expenditures will not be required in excess of the current asset retirement obligation provisions in connection with contamination from such industrial use or fill materials.

Although the Corporation is not aware of any specific problems at the Toronto distribution center, the Taber plant or any of the TMTC properties, no assurance can be given that expenditures will not be required to deal with known or unknown contamination at the properties or other facilities or offices currently or formerly owned, used or controlled by Lantic.

The Corporation is engaged socially and promotes core values aligned with environmental stewardship, respect, diversity, equity and inclusion. The Corporation promotes a workplace that focuses on workplace safety, empowerment, leadership, accountability, and recognition. The Corporation expects all suppliers, including contractors, agents, and consultants, to adhere to the business ethics and behaviours described in the code of conduct, and to comply with all applicable and relevant labour, employment, health and safety, and environmental laws and regulations.

The Board has overall responsibility for monitoring, evaluating, and contributing to the strategic and operational direction of the business. This includes establishing a governance framework to support the business and meet all the applicable regulatory and legal requirements. Since 2022, the Corporation has an ESG team within its management group to support the ESG strategy.

ESG Reports

In July 2023, the Corporation published the 2022 ESG Report, which incorporates key performance indicators from the Sustainability Accounting Standard Board (SASB) and builds on the 2021 and 2022 ESG Reports. It includes more information around the Corporation's sustainability program, including the efforts to improve workplace safety and diversity. Copies of the ESG Reports are available on the Corporation's website at www.lanticrogers.com or under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

In its 2022 ESG Report, the Corporation presents its ESG performance, priorities, and initiatives for the fiscal year 2022, which ended on October 1, 2022. The report covers the following topics: climate action, operational waste, water management, packaging, health and safety, diversity, equity and inclusion, human rights, employee wellbeing and development, food safety, community involvement, responsible sourcing, and governance.

One of the key aspects of the Corporation's ESG program is the implementation of an occupational health and safety management system that aims to provide a safe work environment for all its employees and contractors. RSI has a health and safety policy and standards that are regularly reviewed and updated, and a team that collaborates with local health care and safety professionals to monitor and suggest improvements. The Corporation also benchmarks itself against the Occupational Safety and Health Administration (OSHA) standards and sets continuous improvement objectives to reduce risk and achieve a culture of zero harm. The Corporation's efforts have resulted in a significant reduction in its recordable injury frequency ("RIF") and lost time incident rate ("LTIR") over the last five years, as well as zero fatal accidents in fiscal year 2022. In 2022, RSI achieved a record low incidence rate across its operations, with a 47% reduction in RIF and a 41% reduction in LTIR compared to 2021.

Another important aspect of RSI's ESG program is the implementation of measures to further ensure the labour rights of its employees and its suppliers. The Corporation is a proud equal opportunity employer that seeks to ensure there is no discrimination of any type on hiring and that there is pay equity, regardless of gender, ethnicity or any other factors not related to performance. The Corporation maintains policies and a Code of Business Conduct that outline its expectations and guidelines on topics such as equity and diversity, harassment and offensive behavior, freedom of association, and no child or forced labour. In 2019, RSI released its Human Rights Policy, which applies to all its employees and reflects its commitment to social responsibility and respect for human dignity. In 2022, the Corporation developed and released its Ethical and Sustainable Sourcing Policy and the associated Ethical and Sustainable Sourcing Supplier Code of Conduct, which encompass comprehensive criteria on anti-bribery and corruption, labour rights, fair and safe working conditions, and environmental compliance. In 2023, the Corporation expanded the scope of its Ethical and Sustainable Sourcing Policy and the associated Ethical and Sustainable Sourcing Supplier Code of Conduct to include governance and land rights aspects and create a robust distribution and tracking plan to monitor the updated documents distribution to all suppliers across the sugar and maple business segments.

RSI is also committed to promoting responsible management of its resources and the environment through addressing the environmental risks associated with the impact of its operations and its supply chain. The Corporation recognizes that climate change, including the impacts of global warming and extreme weather events, represents a risk that could adversely affect both of its business segments. RSI is proud to have invested over \$9 million since 2018 in projects that have improved its manufacturing process energy efficiency and reduced the associated carbon emissions, an investment strategy that will continue in the coming years.

In previous years, the Corporation has reported greenhouse gas ("GHG") emissions associated only with fuel combustion. The results provided in the 2022 ESG Report form a more complete organizational GHG emission inventory, calculated based on the World Resource Institute's Greenhouse Gas Protocol. In 2022, the Corporation expanded its reported GHG emissions inventory to include all known Scope 1 and Scope 2 emissions sources, along with a limited Scope 3 inventory. This more comprehensive accounting approach will allow the Corporation to develop future oriented carbon reduction strategies and measurable targets going forward, using 2022 as its baseline.

In 2022, the Corporation also conducted its first water risk assessment and identified that seven of its eight facilities were located in areas of low overall water risk, and one facility in an area of low-medium overall water risk. RSI strives to reduce water use through initiatives that include water recycling and water conservation, and to monitor the quality of water it discharges to protect the aquatic ecosystems in which it operates.

The Corporation has a published target to source 100% of raw sugar from producers who follow certified or verified sustainable agricultural practices by 2027, and in 2022, it took a significant step in meeting this target by entering into a multi-year supply partnership with Raízen, a source of certified non-GMO and certified Bonsucro sugar for its Eastern Canada operations. The Corporation currently traces almost 100% of its sugar beets and maple syrup supply to the farms where they are sourced in Canada and the US and ensures that the beets are grown using sustainable agriculture practices verified by the Farm Sustainability Assessment (FSA) performance assessment from the Sustainable Agriculture Initiative (SAI).

RSI is committed to using sustainable packaging across both its sugar and maple segments, and to minimizing the impact of its product packaging on the environment. The Corporation conducted an assessment of the primary packaging components used in its own brand retail packaging and found that approximately 93% of its branded retail packaging utilized plastic alternative materials and consisted of materials that generally have well developed recycling systems and end-markets. RSI recognizes that making its packaging more sustainable and recyclable will provide it with a competitive advantage and place it in a strong position as more Extended Producer Responsibility (EPR) regulations are released by both provincial/state and federal governments.

Lastly, RSI is proud to support the communities in which it operates and to provide financial support to various local and international charitable organizations each year. The Corporation has a Donation Policy that guides its contributions to organizations active in the local community, including those supporting underprivileged families, agricultural education, community welfare and employees in crisis. The Corporation supports its employees volunteering for causes that they support and provides them with a process to do so with the support of RSI. In 2022, RSI donated to various charities, including the Red Cross, Le Chic-Resto-Pop, and the Taber Food Bank. The Taber Food Bank is a local charity in Taber, Alberta, where RSI has its sugar beet processing facility, and it provides food and other assistance to individuals and families in need.

10. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Directors, other than as disclosed herein, no informed person, Director or proposed nominee for election as a Director or Lantic Director, or any associate or affiliate of any such persons, had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction with the Corporation since September 30, 2023, or in any proposed transaction, which has materially affected or would materially affect the Corporation, Lantic or any of its subsidiaries.

11. MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The audited consolidated financial statements of the Corporation for the financial year ended September 30, 2023, together with the auditors' report thereon and the notes thereto, are contained in the Corporation's 2023 Annual Report to Shareholders which is being mailed to the Shareholders with this Circular and is available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

Election of Directors

The number of Directors to be elected at the Meeting is determined from time to time by resolution of the Directors, such number being not more than seven and not less than three. The Directors have fixed the number of Directors to be elected at the Meeting at six, which comprises of four men and two women. All Directors elected at the Meeting will hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed.

Majority Voting

Following amendments to the CBCA that came into force on August 21, 2022 (the "2022 CBCA Amendments"), pursuant to the CBCA, any nominee for election as director who receives a greater number of votes "against" than votes "for" with respect to his or her election will not be elected as a director. However, if an incumbent director (such as all of the Director nominees named herein) is not elected by a majority of votes "for" at the Meeting, he or she will still be permitted to remain as a director until the earlier of: (a) the 90th day after the day of the election; or (b) the day on which his or her successor is appointed or elected. Majority voting pursuant to the CBCA applies only to uncontested elections, which are elections in which the number of nominees for director is equal to the number of positions available on the Board. The voting procedure for the election of Directors at the Meeting will satisfy the requirements of the CBCA. Following the 2022 CBCA Amendments and confirmation by the TSX that the 2022 CBCA Amendments obviated the need for issuers to maintain majority voting policies, the Corporation's previously established majority voting policy has been repealed.

Director Nominees

The Corporation proposes to nominate for election as Directors at the Meeting each of the persons named in the following table (including the Belcorp Nominee — See "Statement of Corporate Governance Practices — Governance Agreements"). All proposed nominees have consented to be named in this Circular and to serve as Directors if elected. The Corporation has no reason to believe that any proposed nominee will be unable to serve as a Director but should any such nominee become unable to do so for any reason prior to the Meeting, the persons named in the enclosed form of proxy, unless directed to withhold from voting, reserve the right to vote for other nominees in their discretion.

The following table sets forth the name and principal occupation, business or employment for each proposed nominee for election as Director. In addition, the table shows the province and country of residence, period(s) during which each proposed nominee served as a Director or trustee of the Fund, and the number of Common Shares that each proposed nominee beneficially owns, or over which he exercises control or direction, directly or indirectly. The information as to principal occupation, business or employment and Common Shares held is not within the knowledge of the Corporation and has been furnished by the respective nominees.

Name and Place of Residence	Period as Director of the Corporation or Trustee of the Fund	Principal Occupation	Common Shares Beneficially Owned or Over Which Control or Direction Is Exercised
M. DALLAS H. ROSS ⁽¹⁾⁽²⁾⁽⁴⁾ British Columbia, Canada	Since September 15, 1997	Founder and General Partner, Kinetic Capital Limited Partnership, a private investment partnership	129,063
DEAN BERGMAME ⁽¹⁾⁽²⁾⁽³⁾ Québec, Canada	Since April 27, 2009	Corporate Director	67,221
GARY M. COLLINS ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ British Columbia, Canada	Since February 1, 2017	Corporate Director	3,294
DANIEL LAFRANCE ⁽¹⁾⁽³⁾⁽⁴⁾ Québec, Canada	Since February 1, 2017	Corporate Director	69,617
SHELLEY POTTS ⁽¹⁾ Ontario, Canada	Since June 28, 2022	Corporate Director	6,940
STEPHANIE WILKES ⁽¹⁾⁽²⁾ Ontario, Canada	Since January 31, 2018	Corporate Director	24,035

Notes

- (1) Nominee of the Corporation.
- (2) Member of the ESG Committee.
- (3) Member of the RSI Audit Committee.
- (4) Member of the RSI HRCC.
- (5) Belcorp Nominee.

Messrs. Lafrance and Ross will also serve as the nominees of the Corporation on the Lantic Board.

Each of the foregoing persons has held the same principal occupation, business, or employment for the previous five years with the exception of Mr. Collins who was senior advisor at Lazard Group prior to June 2023.

Skills Matrix

The following table identifies the competencies of each nominee proposed for election as a Director, together with their gender, age range and tenure at the Corporation.

	M. DALLAS H. ROSS	DEAN BERGMAME	GARY M. COLLINS	DANIEL LAFRANCE	SHELLEY POTTS	STEPHANIE WILKES
DIRECTORS BACKGROUND AND EXPERIENCE						
<i>Food Products</i>	-	√	-	√	√	√
<i>Commodity Related Business</i>	√	√	√	√	√	√
<i>Retail Industry</i>	-	-	√	√	√	√
<i>Manufacturing Sector</i>	√	√	-	√	√	√
<i>Finance / Accounting</i>	√	√	√	√	-	-
<i>Corporate Finance</i>	√	√	√	√	-	-
<i>Current (Previous) CEO</i>	-	-	√	-	√	√
<i>Marketing / Sales</i>	-	-	√	-	√	√
<i>Environmental, Social & Governance (“ESG”)</i>	-	√	√	√	√	√
<i>Public Sector Experience</i>	-	-	√	-	-	-
<i>International Experience</i>	√	√	√	√	-	√
<i>Other Public Board Experience</i>	√	-	√	√	√	-
<i>Legal Experience</i>	-	-	-	-	-	-
CHARACTERISTICS						
<i>Independent</i>	√	√	√	√	√	√
<i>Understands demands and expectations of the Corporation</i>	√	√	√	√	√	√
<i>Orientation Program done by the Corporation</i>	√	√	√	√	√	√
<i>DOB / Age / Retirement Date</i>	09-09-1956 67 2031	12-22-1955 67 2030	08-22-1963 60 2038	07-07-1954 69 2029	10-10-1962 61 2037	05-01-1969 54 2044
<i>Region</i>	BC	QC	BC	QC	ON	ON
<i>Gender</i>	M	M	M	M	F	F
<i>Participation in other Public Boards (#)</i>	2	-	2	1	1	-

The skills matrix outlines the desired complement of qualifications, attributes, skills and experience that are important to and necessary for the proper functioning of the Board. The matrix includes industry specific experience and expertise, such as retail and food products, corporate finance, financial/accounting, marketing and sales, public sector experience as well as board and governance experience. These areas of expertise are expected to supplement and interact with general qualifications and attributes sought in all Directors and nominees, such as personal and professional ethics, integrity, practical wisdom, sound business judgment, and a willingness and desire to both devote the necessary time and represent the best interests of the Corporation. The skills matrix is reviewed annually by the ESG Committee to ensure it continues to reflect the current needs of the Corporation, the Corporation’s strategic priorities and that the Directors have an appropriate balance and complementarity of skills.

The Directors unanimously recommend that Shareholders vote in favour of the election of each of the proposed nominees as Directors. Unless otherwise directed, the persons named in the form of proxy solicited

by and on behalf of the management will vote the Common Shares represented by the proxy **FOR** each such proposed nominee as Directors.

Election of Lantic Directors

Lantic has a board of directors consisting of seven members, two of whom are currently nominated by the Corporation as holder of all of the common shares of Lantic. Pursuant to the terms of the Lantic Governance Agreement and the terms of the Class C shares of Lantic, Lantic Capital, as holder of these shares, is entitled to nominate five directors to the Lantic Board.

Majority Voting

Similar to the Corporation, following the 2022 CBCA Amendments and confirmation by the TSX that the 2022 CBCA Amendments obviated the need for issuers to maintain majority voting policies, Lantic's previously established majority voting policy has been repealed.

Lantic Director Nominees

The following persons are the proposed nominees of each of the Corporation and Lantic Capital for election as Lantic Directors to serve until the next annual meeting of Shareholders of the Corporation or until their successors are duly elected or appointed. If any vacancies occur in the slate of the nominees of the Corporation because any nominee is unable to serve or will not serve, discretionary authority conferred by the proxies appointing the nominees of the Corporation will be exercised to grant approval to the Directors to vote for the election of any other person or persons nominated by the Directors.

The following table sets forth the name, province and country of residence and principal occupation, business or employment for each proposed nominee for election as a Lantic Director (including Lantic Capital's nominees). In addition, the table shows the period(s) during which each proposed nominee served as a Lantic Director and the number of Common Shares that each proposed nominee beneficially owns, or over which he exercises control or direction, directly or indirectly. The information as to Common Shares held is not within the knowledge of the Corporation and has been furnished by the respective nominees.

Name and Place of Residence	Period as Director	Position with Lantic	Principal Occupation	Common Shares Beneficially Owned or Over Which Control or Direction is Exercised
M. DALLAS H. ROSS ⁽¹⁾⁽³⁾ British Columbia, Canada	Since October 1997	Director	Founder and General Partner, Kinetic Capital Limited Partnership, a private investment partnership	129,063
GARY M. COLLINS ⁽²⁾⁽³⁾⁽⁴⁾ British Columbia, Canada	Since February 1, 2017	Director	Corporate Director	3,294
MICHAEL A. HESKIN ⁽²⁾⁽³⁾⁽⁴⁾ British Columbia, Canada	Since August 2003	Director	Vice-President of Finance and Chief Financial Officer, Belkorp Industries Inc., an investment holding corporation	77,734
DONALD G. JEWELL ⁽³⁾⁽⁴⁾ British Columbia, Canada	Since August 2003	Director	Managing Partner, RIO Industrial, a financial management services partnership	278,138
DANIEL LAFRANCE ⁽¹⁾⁽²⁾⁽³⁾ Québec, Canada	Since January 2013	Director	Corporate Director	69,617
WILLIAM MASLECHKO ⁽³⁾⁽⁴⁾ British Columbia, Canada	Since May 3, 2006	Director	Partner, Burnet, Duckworth & Palmer LLP, a law firm	53,445
MICHAEL WALTON ⁽⁴⁾ New Brunswick, Canada	Since November 2021	Director	President and CEO, Lantic	101,226

Notes

- (1) Nominee of the Corporation.
- (2) Member of the Audit Committee of Lantic.
- (3) Member of the HRCC of Lantic.
- (4) Nominee of Lantic Capital.

Each of the foregoing persons has held the same principal occupation, business or employment for the previous five years with the exception of Mr. Collins who was senior advisor at Lazard Group prior to June 2023 and Mr. Walton who was Chief Operating Officer of Lantic and President of The Maple Treat Corporation prior to October 2021 and Vice-President Sales and Marketing of Lantic prior to May 2020.

Lantic Skills Matrix

The following table identifies the competencies of each nominee proposed for election as a Lantic Director, together with their gender, age range and tenure at Lantic.

	M. DALLAS H. ROSS	DANIEL LAFRANCE	GARY M. COLLINS	DONALD G. JEWELL	MICHAEL A. HESKIN	WILLIAM MASLECHKO	MICHAEL WALTON
DIRECTORS BACKGROUND AND EXPERIENCE							
<i>Food Products</i>	-	√	-	-	√	-	√
<i>Commodity Related Business</i>	√	√	√	-	√	√	√
<i>Retail Industry</i>	-	√	√	√	-	-	√
<i>Manufacturing Sector</i>	√	√	-	√	√	-	√
<i>Finance / Accounting</i>	√	√	√	√	√	-	-
<i>Corporate Finance</i>	√	√	√	√	√	√	-
<i>Current (Previous) CEO</i>	-	-	√	√	-	-	√
<i>Marketing / Sales</i>	-	-	√	√	-	-	√
<i>Environmental, Social & Governance (“ESG”)</i>	-	√	√	-	-	√	-
<i>Public Sector Experience</i>	-	-	√	-	-	-	√
<i>International Experience</i>	√	√	√	√	-	-	-
<i>Other Public Board Experience</i>	√	√	√	√	-	√	-
<i>Legal Experience</i>	-	-	-	-	-	√	-
CHARACTERISTICS							
<i>Independent</i>	√	√	√	-	-	√	-
<i>Understands demands and expectations of the Corporation</i>	√	√	√	√	√	√	√
<i>Orientation Program done by the Corporation</i>	√	√	√	√	√	√	√
<i>DOB / Age / Retirement Date</i>	09-09-1956 67 2031	07-07-1954 69 2029	08-22-1963 60 2038	12-11-1953 70 2028	06-04-1964 59 2039	10-01-1960 63 2035	02-19-1962 61 2037
<i>Region</i>	BC	QC	BC	BC	BC	AB	NB
<i>Gender</i>	M	M	M	M	M	M	M
<i>Participation in other Public Boards (#)</i>	2	1	2	-	-	1	-

The skills matrix outlines the desired complement of qualifications, attributes, skills and experience that are important to and necessary for the proper functioning of the Lantic board. The matrix includes industry specific experience and expertise, such as retail and food products, corporate finance, financial/accounting, marketing and sales, public sector experience as well as board and governance experience. These areas of expertise are expected to supplement and interact with general qualifications and attributes sought in all directors and nominees, such as personal and professional ethics, integrity, practical wisdom, sound business judgment, and a willingness and desire to both devote the necessary time and represent the best interests of Lantic and the Corporation. The skills matrix will be reviewed annually by the ESG Committee to ensure it continues to reflect the current needs of Lantic, Lantic's strategic priorities and that the Lantic Directors have an appropriate balance and complementarity of skills.

The Directors unanimously recommend that Shareholders vote in favour of the election of each of the proposed nominees of the Corporation for election as Lantic Directors. Unless otherwise directed, the persons named in the form of proxy solicited by and on behalf of the management will vote the Common Shares represented by the proxy FOR each such proposed nominees as Lantic Directors.

To the knowledge of the Directors, other than as set forth below, no proposed Director or proposed Lantic Director:

- (a) is, as at the date of this Circular, or has been, within ten years before the date of this Circular, a director, CEO or CFO of any company, that:
 - (i) was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was issued while that person was acting in that capacity, and that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was issued after that person ceased to be acting in that capacity and which resulted from an event that occurred while that person was acting in that capacity, and that was in effect for a period of more than 30 consecutive days; or
- (b) is, at the date of this Circular, or has been within ten years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of the person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

Mr. Ross was asked to join the board of directors of Just Energy Group in June 2017. Mr. Ross was on the board of directors at the time Just Energy Group executed a plan of arrangement under the CBCA in 2020, and then subsequently executed a *Companies' Creditors Arrangement Act* (Canada) (the "CCAA") filing amidst issues in the Texas regulated market in early 2021. Just Energy Group exited CCAA subsequently. Mr. Ross left the board of directors of Just Energy in 2022.

To the knowledge of the Directors, no proposed Director or proposed Lantic Director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director or proposed Lantic Director.

Appointment of the Auditors

Unless otherwise directed, the persons named in the form of proxy solicited by and on behalf of the management will vote the Common Shares represented by the proxy **FOR** the appointment of KPMG LLP, Chartered Professional Accountants, as auditors of the Corporation, to hold office until the next annual meeting of Shareholders at a remuneration to be fixed by the RSI Audit Committee. KPMG LLP has been the auditors of the Fund since its inception on September 15, 1997, and of the Corporation since the conversion was completed on January 1, 2011.

“Say On Pay” Non-Binding Advisory Vote

The Board believes that the Shareholders should have the opportunity to fully understand the objectives, philosophy and principles the Board uses in its approach to executive compensation decisions. As such, the Board has decided that Shareholders should have the opportunity to vote on such approach. This non-binding advisory vote (a “**Say on Pay**”) is meant to facilitate accountability for compensation decisions by giving Shareholders a formal platform to share their views through an annual non-binding advisory vote, which requires an affirmative vote of a majority of the votes cast.

While the results will not be binding, the Board will take the results into account when considering compensation policies, procedures and decisions. The Lantic HRCC and RSI HRCC will similarly consider the results when evaluating executive compensation arrangements.

The Board encourages all Shareholders to carefully review the disclosure of the Corporation’s and Lantic’s executive compensation policies detailed in this Circular prior to voting on this matter. At the Meeting, Shareholders will be asked to consider a non-binding, advisory “Say on Pay” resolution on executive compensation, as follows:

“BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board, that the Shareholders accept the approach to executive compensation disclosed in the Corporation’s Circular delivered in advance of the 2024 annual meeting of Shareholders.”

RSI Audit Committee Information

Reference is made to the Annual Information Form of the Corporation for the financial year ended September 30, 2023, for a disclosure of information relating to the RSI Audit Committee.

The Directors know of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters.

12. SHAREHOLDER PROPOSALS

Shareholders who wish to submit a proposal for consideration at the next annual meeting of Shareholders must do so by submitting same to the attention of the Secretary of the Corporation between September 10, 2024, and November 9, 2024, in the manner and subject to the limitations prescribed by the CBCA.

13. ADDITIONAL INFORMATION

Financial information is provided in the Corporation’s audited consolidated financial statements and Management’s Discussion and Analysis for its most recent financial year ended September 30, 2023. Copies of these documents and additional information relating to the Corporation are available under the Corporation’s profile on SEDAR+ at www.sedarplus.ca.

Upon written request, a copy of the Corporation’s audited consolidated financial statements contained in the Corporation’s 2023 Annual Report for the period ended September 30, 2023, together with the auditor’s report thereon and the notes thereto, and a copy of this Circular, the Corporation’s Annual Information Form for the fiscal year ended September 30, 2023, will be provided to any person.

Requests for any such documents should be made to the Secretary of Lantic at 4026 Notre-Dame East, Montréal, Québec, H1W 2K3 (telephone: (514) 940-4350).

14. APPROVAL OF DIRECTORS

The contents of this Circular and the sending, communication or delivery thereof to the Shareholders have been approved and authorized by the Directors.

DATED at Montréal, Québec, this 20th day of December 2023.

**BY ORDER OF THE DIRECTORS OF
ROGERS SUGAR INC.**

(signed) M. Dallas H. Ross

M. Dallas H. Ross, Chairman of the Board of Directors of
Rogers Sugar Inc., on behalf of the
Directors of Rogers Sugar Inc.

SCHEDULE A

ROGERS SUGAR INC. CORPORATE GOVERNANCE DISCLOSURE

The corporate governance practices of the Corporation must be considered in the context of the overall structure of the Corporation. The Corporation holds common shares and notes of Lantic. The Board is responsible for supervising the limited activities and affairs of the Corporation, which activities include representing the Corporation as a shareholder of Lantic. Lantic is the Administrator for the Corporation, and as such, is responsible for most of the management and administrative matters of the Corporation. The Lantic Board is responsible for managing the business and affairs of Lantic. The Corporation has the right to elect two members of the Lantic Board, which is comprised of up to seven members. Lantic Capital has the voting power to elect up to five members of the Lantic Board. Arrangements have been made under a number of agreements for the governance of the Corporation and Lantic, and the administration of the affairs of the Corporation. These arrangements are discussed in the Circular under the heading “*Statement of Corporate Governance Practices*”. The governance practices of the Corporation and Lantic in relation to the disclosure requirements of NI 58-101, taking into account the particular structure of the Corporation and Lantic, are set out below.

Governance Disclosure Requirements under NI 58-101 Governance Procedures

1. Board of Directors

- | | |
|--|---|
| (a) Disclose the identity of the Directors who are independent. | The Board has determined that all the Directors are “independent”, within the meaning of NI 58-101.

Messrs. Ross and Lafrance are also the Corporation’s representatives on the Lantic Board. |
| (b) Disclose the identity of Directors who are not independent and describe the basis for that determination. | Not applicable. |
| (c) Disclose whether or not a majority of Directors are independent. If a majority of Directors are not independent, describe what the Board does to facilitate its exercise of independent judgment in carrying out its responsibilities. | The Board has determined that all of the Directors are “independent”, within the meaning of NI 58-101. All of the nominees for election at the Meeting are “independent”.

The Corporation has adopted governance guidelines consistent with National Policy 58-201 – <i>Corporate Governance Guidelines</i> of the Canadian Securities Administrators, which provide, among other things, that at all times, a majority of the Directors must be independent. Furthermore, no employee of the Administrator may be a Director except in the case of the Belcorp Nominee pursuant to the Governance Agreement (See “ <i>Statement of Corporate Governance Practices — Governance Agreements</i> ”). |
| (d) If a Director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify the Director and the other issuer. | The following Directors currently serve on the board of the reporting issuers (or equivalent) listed below: ⁽¹⁾

M. Dallas H. Ross:
Westshore Terminals Investment Corporation
Canfor Corporation

Gary M. Collins (also referred to as the “Belcorp Nominee”):
Fiera Capital Corporation
DRI Healthcare Trust |

Governance Disclosure Requirements under NI 58-101 Governance Procedures

Daniel Lafrance:
Innergex Renewable Energy Inc.

William Maslechko:
Ag Growth International Inc.

Shelley Potts
Medipharm Labs Corp.

(1) Unless otherwise indicated, all issuers mentioned above are reporting issuers in one or more Canadian jurisdictions.

(e) Disclose whether or not the independent Directors hold regularly scheduled meetings at which members of management are not in attendance. If the independent Directors hold such meetings, disclose the number of meetings held during the preceding 12 months. If the independent Directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent Directors.

The Board has determined that appropriate *in camera* sessions of the Directors will be held in conjunction with every regular meeting of the Board. The independent members of the Board have an opportunity to meet at least annually during which the members of the Board who are not independent and management of the Administrator are not in attendance.

During the financial year ended September 30, 2023, there were four regular meetings of the independent Directors.

The independent members of the Board are authorized to retain independent financial, legal and other experts as required whenever, in their opinion, matters come before the Board which require an independent analysis by the independent members of the Board.

The Board, the RSI Audit Committee and the ESG Committee are composed entirely of independent Directors.

(f) Disclose whether or not the chair of the board is an independent Director. If the board has a chair or lead Director who is an independent Director, disclose the identity of the independent chair or lead Director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead Director that is independent, describe what the Board does to provide leadership for its independent Directors.

The chair of the Board (the “**Chair**”) is an independent Director.

The role and responsibilities of the Chair include the following:

- managing the affairs of the Board;
- chairing Board meetings and establishing their frequency;
- ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities;
- leading the Board in monitoring and reviewing the Corporation’s investments in Lantic and monitoring the compliance of Lantic with the Governance Agreement;
- maintaining, in conjunction with the Corporation’s nominees on the Lantic Board, ongoing communications with the senior management and Lantic Board in the Corporation’s capacity as an investor in those companies; and
- working with the Administrator and the President and CEO of the Administrator to ensure that the Administrator effectively performs its duties towards the Corporation and to ensure effective relations with Board members, Shareholders, other stakeholders and the public.

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- (g) Disclose the attendance record of each Director for all Board meetings held since the beginning of the issuer’s most recently completed financial year.

The attendance record of each Director for all Board meetings held since the beginning of the financial year ended September 30, 2023, is set out in this Circular under the heading “*Executive and Other Compensation — Attendance Record for Board Meetings*”.

2. Mandate of the Board

Disclose the text of the Board’s written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.

The Board has responsibility for the stewardship of the Corporation and has adopted a formal mandate setting out the Board’s stewardship responsibilities, including the Board’s responsibilities with respect to oversight as an investor in the Corporation’s investments, management of the Board, monitoring of the Corporation’s financial performance, financial reporting, financial risk management and oversight of policies and procedures, communications and reporting and compliance.

The text of the Board’s mandate is attached as Schedule B to this Circular.

3. Position Descriptions

- (a) Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the board delineates the role and responsibilities of each such position.

The Board has developed written position descriptions for the Chair and the chair of each of the ESG Committee, the RSI Audit Committee and the RSI HRCC. The primary role of the chair of each such committee is managing the affairs of the committee, including ensuring the committee is organized properly, functions effectively and meets its obligations and responsibilities.

The chair of the RSI Audit Committee also maintains ongoing communications with the Administrator and the Corporation’s external auditors in order to lead the committee in performing its oversight and other audit-related functions. For further information regarding the RSI Audit Committee, including the relevant education and experience of the committee members, see the Corporation’s Annual Information Form for the financial year ended September 30, 2023.

- (b) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.

The Corporation does not conduct any active business, nor does it have any full-time employees. The Corporation is managed by the Administrator. The corporate objectives of the CEO of Lantic are reviewed and approved by the Lantic Board. Two of the Directors are elected to Lantic Board. A formal written position description has been developed for the CEO of Lantic. The role and responsibilities of the CEO of Lantic are delineated by the chair of the Lantic Board, in conjunction with the Lantic HRCC.

4. Orientation and Continuing Education

- (a) Briefly describe what measures the Board takes to orient new Directors regarding (i) the role of the Board, its committees and its Directors, and (ii) the nature and operation of the issuer’s business.

The ESG Committee is mandated as may be required from time to time to oversee an orientation and education program for new Directors and ongoing educational opportunities for all Directors.

The objectives of such programs are to ensure that new Directors fully understand the role of the Board and its committees, as well as the contribution individual Directors are expected to make (including, in particular, the commitment of time and resources that

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- (b) Briefly describe what measures, if any, the Board takes to provide continuing education for its Directors. If the Board does not provide continuing education, describe how the Board ensures that its Directors maintain the skill and knowledge necessary to meet their obligations as Directors.

the Corporation expects from its Directors) and understand the nature and operation of the Corporation's affairs.

Continuing education opportunities are directed at enabling individual Directors to maintain or enhance their skills and abilities as Directors, as well as ensuring that their knowledge and understanding of the Corporation's affairs remains current.

All new Directors are provided with a baseline of knowledge about the Corporation, Lantic and its subsidiaries which serves as a basis for informed decision-making. This includes a combination of written material, one-on-one meetings with senior management of Lantic, site visits and other briefings and training, as appropriate.

5. Ethical Business Conduct

- (a) Disclose whether or not the Board has adopted a written code for the Directors, officers and employees. If the Board has adopted a written code:

The Board has a Code of Business Conduct for the Corporation (the "Code"). The Code has been amended from time to time. The most recent amended Code has been approved by the Board on November 29, 2023. The Code is accessible on the Corporation's website at www.lanticrogers.com and also under the Corporation's profile on SEDAR+ at www.sedarplus.ca. A copy of the Code may also be obtained, upon request, from the Secretary of Lantic at 4026 Notre-Dame East, Montréal, Québec, H1W 2K3 (telephone: (514) 940-4350).

- (i) disclose how a person or company may obtain a copy of the code;
- (ii) describe how the Board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and
- (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.

The Board expects directors and employees of Lantic and its subsidiaries to act ethically at all times and to acknowledge their adherence to the policies comprising the Code. Any material issues regarding compliance with the Code are brought forward by management at either the Board or committee meetings, or are referred to senior executive officers of Lantic, as may be appropriate in the circumstances. The Board and/or appropriate committee or senior executive officers determine what remedial steps, if any, are required. Any waivers from the Code that are granted for the benefit of a Director or an employee may be granted only by the Board. The Board has not granted any such waivers since the beginning of the financial year ended September 30, 2023.

- (b) Describe any steps the Board takes to ensure Directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Each Director must disclose all actual or potential conflicts of interest and refrain from voting on matters in which such Director has a conflict of interest. In addition, the Director must excuse himself or herself from any discussion or decision on any matter in which the Director is precluded from voting as a result of a conflict of interest.

- (c) Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.

The Board has reviewed and approved a Disclosure Policy for the Corporation, in order to promote consistent disclosure practices aimed at informative, timely and broadly disseminated disclosure of material information to the market, in accordance with applicable securities legislation.

The RSI Audit Committee has also reviewed and approved a Whistleblower Policy, to promote, among other things, the

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disclosure and reporting of any serious weaknesses which may affect the financial stability and assets of the Corporation and Lantic. The policy can be found the Administrator's website at www.lanticrogers.com.

6. Nomination of Directors

- (a) Describe the process by which the Board identifies new candidates for board nomination.
- (b) Disclose whether or not the Board has a nominating committee composed entirely of independent Directors. If the Board does not have a nominating committee composed entirely of independent Directors, describe what steps the Board takes to encourage an objective nomination process.
- (c) If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.

The Board has established the ESG Committee, which is composed of Messrs. Bergame, Collins, and Ross and Mrs. Wilkes, all of whom are independent. Mr. Maslechko attends all meetings of this Committee as an advisor. The responsibilities, powers, and operation of the ESG Committee are set out in its charter, a copy of which is accessible on the Corporation's website at www.lanticrogers.com.

As described in its charter, the ESG Committee is mandated to review annually the competencies, skills and personal qualities applicable to candidates to be considered for nomination to the Board, other than the Belkorp Nominee pursuant to the Governance Agreement. The objective of this review is to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of competencies, skills and experience to provide for the overall stewardship of the Corporation.

The ESG Committee is also mandated to recruit and consider Director candidates and to make recommendations to the Board.

In so doing, the ESG Committee considers, in addition to any other factors it deems relevant: (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole to possess; (ii) the competencies and skills that the Board considers each existing Director to possess; and (iii) the competencies and skills each nominee will bring to the Board. Directors are encouraged to identify potential candidates. In addition, the ESG Committee may engage the services of a specialized recruitment firm. The Chair of the Board is consulted and has input into the process. An invitation to stand as a nominee for election to the Board will normally be made to a candidate by the Board through the Chair or the Chair's delegate.

7. Compensation

- (a) Describe the process by which the Board determines the compensation for the issuer's Directors and Officers.
- (b) Disclose whether or not the Board has a compensation committee composed entirely of independent Directors. If the Board does not have a compensation committee composed entirely of independent Directors,

The Board has determined that the Directors should be compensated in a form and amount which is appropriate, and which is customary for comparative organizations, having regard for such matters as time commitment, responsibility and trends in director compensation.

The ESG Committee is mandated to review the compensation of the directors annually and is composed entirely of independent Directors. If required, the ESG Committee can delegate to the RSI HRCC the detail analysis of the Director compensation. Despite the possibility of delegation to the RSI HRCC, it remains the

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describe what steps the Board takes to ensure an objective process for determining such compensation.

responsibility of the ESG Committee to recommend to the Board for approval any modification of the Director's compensation.

The RSI HRCC, which is composed entirely of independent Directors, is mandated to annually review the compensation of the executive officers of the Corporation and, if required by the ESG Committee, the Directors. The RSI HRCC has the responsibility of annually reviewing and recommending to the Board the compensation policies, programs, and processes for the executive officers of the Corporation. The RSI HRCC also reviews the compensation policies, programs, and processes of the Corporation's subsidiaries, including Lantic. There are currently no executive officers employed by the Corporation. All the executive officers are employed by Lantic. Accordingly, the responsibilities of the RSI HRCC are limited to monitoring and reviewing the action of the Lantic HRCC in relation to compensation matters for executive officers.

The Lantic HRCC, which is composed of a majority of independent Lantic Directors, is mandated to annually review the compensation of the officers of Lantic and, if required by the Lantic ESG Committee, the Lantic Directors.

The RSI HRCC and the Lantic HRCC review will include consideration of all forms of compensation that an officer or a director receives, directly or indirectly, including consulting contracts or charitable contributions to organizations in which they are affiliated.

- (c) If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.

The RSI HRCC, which is composed entirely of independent Directors, is mandated to annually review the compensation of the executive officers of the Corporation and, if required by the ESG Committee, the Directors. The RSI HRCC has the responsibility of annually reviewing and recommending to the Board the compensation policies, programs, and processes for the executive officers of the Corporation. The RSI HRCC also review the compensation policies, programs, and processes of the Corporation's subsidiaries, including Lantic. There are currently no executive officers employed by the Corporation. All the executive officers are employed by Lantic. Accordingly, the responsibilities of the RSI HRCC are limited to monitoring and reviewing the action of the Lantic HRCC in relation to compensation matters for executive officers.

The Corporation has no employees and is managed by Lantic pursuant to an Administration Agreement. The Lantic Board created the Lantic HRCC (see "*Executive and Other Compensation — Compensation of the Executives of Lantic*"), which is comprised of all of the members of the Lantic Board, except for the President and CEO of Lantic.

The Lantic HRCC has the responsibility of annually reviewing and approving the compensation package for executive officers of Lantic. The Lantic HRCC also reviews and approves Lantic's compensation policies in respect of matters such as pension plans and employee benefit plans.

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Lastly, the Lantic HRCC approves the hiring of executive management recruited from outside Lantic, as well as the promotion of executive management within Lantic.

The charter of the Lantic HRCC stipulates that a majority of the Lantic HRCC members shall be independent. Messrs. M. Dallas H. Ross, Gary M. Collins, Daniel Lafrance and Bill Maslechko are independent members of the Lantic HRCC, representing 66%. The two remaining members of the Lantic HRCC, being Messrs. Michael A. Heskin and Donald G. Jewell, are not considered to be independent because they are either employees and/or directors of Belkorp, or one of its affiliates. The Lantic Directors do not consider that the aforementioned relationships prevent the Lantic HRCC from ensuring that an objective process is adopted for determining the compensation of the Lantic Directors and the officers of Lantic.

8. Other Board Committees

If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board has three standing committees, the RSI Audit Committee, the ESG Committee and the RSI HRCC, and one ad-hoc committee, namely, the Strategic Initiative Committee. For further information regarding the RSI Audit Committee, including the relevant education and experience of its members, see the Corporation's Annual Information Form for the financial year ended September 30, 2023.

The Lantic Board has no committees other than the Lantic Audit Committee and the Lantic HRCC, which are standing committees. Some members of the Lantic Board are members of the RSI Strategic Initiative Committee.

9. Assessments

Disclose whether or not the Board, its committees and individual Directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual Directors are performing effectively.

The ESG Committee is responsible for making regular assessments of the overall performance, effectiveness and contribution of the Board and each committee, the Chair, each committee chair and each Director, other than the Belkorp Nominee pursuant to the Governance Agreement and reporting on such assessments to the Board. The objective of the assessments is to ensure the continued effectiveness of the Board in the execution of its responsibilities and to contribute to a process of continuing improvement. In addition to any other matters the ESG Committee deems relevant, the assessments will consider in the case of the Board or a committee, the applicable mandate or charter, and in the case of individual Directors, the applicable position descriptions, as well as the competencies and skills each individual Director is expected to bring to the Board.

10. Director Term Limits and Other Mechanisms of Board Renewal

Disclose whether or not the issuer has adopted term limits for the directors on its Board or other mechanisms of Board renewal and, if so, include a description of those director term limits or other

The Corporation has a retirement policy for Directors pursuant to which the Directors must retire by the age of 75, except where the Board determines that it is in the interest of the Corporation to request a director to extend his or her term beyond the regular

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mechanisms of Board renewal. If the issuer has not adopted director term limits or other mechanisms of Board renewal, disclose why it has not done so.

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retirement age but does not otherwise impose term limits on Directors. The ESG Committee and the Board are of the view that term limits are an arbitrary mechanism that may force valued Directors, who have been able to develop, over a period of time, increasing insight into the Corporation, Lantic, its operations and the operations of its subsidiaries and, therefore, provide an increasing contribution to the Board as a whole, off of the Board solely because of length of service, thus depriving the Corporation of their knowledge, skills, qualifications and contributions.

As an alternative to director term limits and to foster Board renewal, the ESG Committee annually assesses the effectiveness of the Board, its committees and individual Directors in determining whether to recommend Directors for re-election. In these reviews, consideration is given to each Director's level of engagement and participation in Board activities and his or her ability to continue to make a meaningful contribution to the Board. The ESG Committee and the Board believe this flexible approach allows the Board to consider each Director individually as well as the Board composition generally to determine if the appropriate balance is being achieved. See item 9 above, for more information on the annual assessment process.

11. Policies Regarding the Representation of Women and Other Designated Groups on the Board of Directors

(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women Directors and Directors from other designated groups. If the issuer has not adopted such a policy, disclose why it has not done so.

(b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy: (i) a short summary of its objectives and key provisions, (ii) the measures taken to ensure that the policy has been effectively implemented, (iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and (iv) whether and, if so, how the Board or its nominating committee measures the effectiveness of the policy.

On November 25, 2021, the Corporation adopted a written policy relating to the identification and nomination of women Directors and Directors from other diverse groups (the "**Corporate Diversity Policy**"). A copy of the Corporation's Corporate Diversity Policy is available in the governance section of our website at www.lanticrogers.com/en/investors/corporate-governance/.

(i) Further to the Corporate Diversity Policy, the Corporation has committed to maintaining a Board composition in which women comprise at least 30% of the Board. The Corporation is in compliance with its policy, as women currently comprise 33% of the members of the Board.

Additionally, while the Corporation has not adopted specific targets in respect of other diverse groups, including designated groups (other than women), through the Corporate Diversity Policy, the Corporation has affirmed that diversity is an essential consideration in the identification and selection process for its Directors and that it intends to take proactive steps to increase diversity at the Board in this regard.

For these purposes, "**designated groups**" include women, indigenous peoples (First Nations, Inuit and Metis), persons with disabilities and members of visible minorities.

(ii) To support increased diversity on the Board, the Corporation will implement or continue to implement, as the case may be, the following measures:

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- (A) in reviewing Board composition, as well as succession planning, the ESG Committee will consider the benefits of diversity and the diversity of the members of each such group;
 - (B) in identifying candidates, the ESG Committee will consider merit against objective criteria with due regard to the benefits of diversity;
 - (C) to support to the Corporation's specific objective in respect of gender diversity, the ESG Committee will consider and monitor the level of representation of women on the Board and ensure that women are included on its short list of candidates to be considered for a position for the Board;
 - (D) in an effort to increase the representation of women and other diverse groups on the Board, the ESG Committee will consider engaging professional external advisors and consultants to assist in conducting its respective searches for qualified candidates and such external advisors or consultants will be made aware of the Corporation's written policy and instructed to conduct their searches with due regard to the benefits of diversity; and
 - (E) the ESG Committee will meet, on at least an annual basis, to review the effectiveness of the Board, the level of diversity on the Board and the impact of such diversity on their respective effectiveness. At the same meeting, the ESG Committee will review and consider the effectiveness of the Corporation's written policy in increasing diverse representation on the Board.
- (iii) In fiscal year 2023, the Corporation maintained the same level of women representation on the Board as compared to fiscal year 2022, with the Board comprising 33% women as of September 30, 2023.
- (iv) The ESG Committee will meet, on at least an annual basis, to review the effectiveness of the Board, the level of diversity on the Board and the impact of such diversity on their respective effectiveness. At the same meeting, each of the ESG Committee will review and consider the effectiveness of the Corporation's written policy in increasing diverse representation on the Board.

12. Consideration of the Representation of Women and Other Designated Groups in the Director Identification and Selection Process

Disclose whether and, if so, how the Board or nominating committee considers the level of representation of women and other designated groups on the Board in identifying and nominating candidates for election or re-election to the Board. If the issuer does not consider the

A truly diverse Board will include and make good use of differences in the skills, competencies, knowledge, regional and industry experience, gender, race, and other differences between its members. The ESG Committee will consider such differences as part of its determination of the optimal composition of the Board, as well as its identification and nomination of candidates. In all circumstances,

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level of representation of women and other designated groups on the Board in identifying and nominating candidates for election or re-election to the Board, disclose the issuer's reasons for not doing so.

13. Consideration Given to the Representation of Women and Other Designated Groups in Executive Officer or Senior Management Appointments

Disclose whether and, if so, how the issuer considers the level of representation of women and other designated groups in executive officer or senior management positions when making such appointments. If the issuer does not consider the level of representation of women and other designated groups in executive officer or senior management positions when making such appointments, disclose the issuer's reasons for not doing so.

14. Issuer's Targets Regarding the Representation of Women and Other Designated Groups on the Board of Directors and in Executive Officer or Senior Management Positions

For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women and members of other designated groups on the issuer's board or in executive officer or senior management positions of the issuer by a specific date.

(a) Disclose whether the issuer has adopted a target regarding women and members of other designated groups on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.

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appointments to the Board are based on merit, in the context of the skills, experience, education, independence and knowledge required of an effective Board, with due regard for the benefits of diversity.

Mrs. Potts was appointed to the Board in 2022 as an independent Director and was elected by the Shareholders at the annual general meeting of the Shareholders held on February 8, 2023. Mrs. Potts is nominated by the Board for election at the Meeting.

Mrs. Wilkes was appointed to the Board in 2018 as an independent Director and was elected by the Shareholders at the annual general meeting of the Shareholders held on January 31, 2019. Mrs. Wilkes is nominated by the Board for election at the Meeting.

The Corporation is meeting the objective of its Corporate Diversity Policy regarding attaining a Board composition in which women comprise at least 30% of the members of the Board of Directors.

A truly diverse executive officer or senior management team will include and make good use of differences in the skills, competencies, knowledge, regional and industry experience, gender, race, and other differences between its members. Each of the ESG Committee and the Board will consider such differences as part of its determination of the optimal composition of its executive officer and senior management teams, as well as its identification and nomination of candidates. In all circumstances, appointments to the executive officer or senior management teams are based on merit, in the context of the skills, experience, education, independence and knowledge required of an effective executive officer or senior management team, with due regard for the benefits of diversity.

The Corporation has adopted and is meeting its target regarding women on the Board. Furthermore, while the Corporation has not adopted specific targets in respect of other diverse groups, including designated groups (other than women), due to the small size of the Board, through the Corporate Diversity Policy, the Corporation has affirmed that diversity is an essential consideration in the

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(b) Disclose whether the issuer has adopted a target regarding women and members of other designated groups in executive officer or senior management positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.

(c) If the issuer has adopted a target referred to in either (b) or (c), disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.

15. Number of Women and Members of Other Designated Groups on the Board of Directors and in Executive Officer or Senior Management Positions

(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women or members of other designated groups.

(b) Disclose the number and proportion (in percentage terms) of executive officers and/or senior managers of the issuer, including all major subsidiaries of the issuer, who are women or members of other designated groups.

identification and selection process for the Board and that it intends to take proactive steps to increase diversity at the Board in this regard.

While the Corporation has not adopted specific targets in respect of other diverse groups, including designated groups, due to the small size of the executive and senior management team, through the Corporate Diversity Policy, the Corporation has affirmed that diversity is an essential consideration in the identification and selection process for its executive officer and senior management teams and that it intends to take proactive steps to increase diversity at the executive officer and senior management levels in this regard.

(i) The Corporation is meeting the objective of the Corporate Diversity Policy regarding attaining a Board composition in which women comprise at least 30% of the members of the Board. The Corporation is committed to maintain such composition in the future.

(ii) See above item (i).

(a) Two woman (33%) as at the date of this Circular.

No indigenous peoples (0%) as at the date of this Circular.

No persons with disabilities (0%) as at the date of this Circular.

No members of visible minorities (0%) as at the date of this Circular.

(b) 21 women (28%) as at the date of this Circular.

No indigenous peoples (0%) as at the date of this Circular.

No persons with disabilities (0%) as at the date of this Circular.

10 members of visible minorities (13%) as at the date of this Circular.

SCHEDULE B

ROGERS SUGAR INC. MANDATE FOR THE BOARD OF DIRECTORS

The term “**Company**” refers to Rogers Sugar Inc., the term “**Board**” refers to the board of directors of the Company, the term “**Company’s Subsidiaries**” refers to any subsidiary of the Company (with the term “**subsidiary**” having a meaning attributed thereto in the *Canada Business Corporations Act*) and the term “**Governance Agreements**” refers to, collectively, the **Administration Agreement** between the Company and Lantic Inc., the **Governance Agreement** between the Company and Belkorp Industries Inc. and the **Governance Agreement** between the Company and Lantic Inc.

The Board is elected by the shareholders and is responsible for the stewardship of the affairs of the Company. The Board seeks to discharge such responsibility by reviewing and discussing the Company’s investments, and in particular the Company’s interest in the Company’s Subsidiaries, and, as an investor, monitoring the stewardship of the Company’s Subsidiaries by their respective boards of directors, subject to the provisions of the Governance Agreements.

The Board is responsible for establishing and maintaining a culture of integrity in the conduct of the affairs of the Company. To the extent within its authority to do so, the Board seeks to discharge this responsibility by satisfying itself as to the integrity of the Chief Executive Officer and other senior management of Lantic Inc., as administrator (the “**Administrator**”) of the Company pursuant to the Administration Agreement, and, as an investor, satisfying itself as to the integrity of the Chief Executive Officer and other senior management of Lantic Inc.

Although directors may be elected by the shareholders to bring special expertise or a point of view to Board deliberations or may be elected by the shareholders pursuant to the requirements of the Governance Agreement, they are not chosen to represent a particular constituency. The best interests of the Company must be paramount at all times.

DUTIES OF DIRECTORS

The Board is responsible for, among other things: (i) supervising the activities and managing the investments and affairs of the Company; (ii) maintaining records and providing reports to shareholders, (iii) effecting payment of dividends to shareholders, (iv) investing funds of the Company and (v) acting for, voting on behalf of and representing the Company as a shareholder and noteholder of Lantic Inc. The Board may exercise in respect of the Company assets and the business and affairs of the Company any and all rights, powers and privileges that could be exercised by a legal and beneficial owner thereof.

The Board discharges its responsibilities directly and through its committees, the Audit Committee, the Human Resources and Compensation Committee and the Environmental, Social and Governance Committee. In addition to these regular committees, the Board may appoint ad hoc committees periodically to address certain issues of a more short-term nature.

The Board has approved and adopted governance guidelines (the “**Governance Guidelines**”) to assist it in discharging its governance responsibilities. This mandate is supplemented by and is to be read together with the Governance Guidelines, which are incorporated by reference in, and form part of this mandate.

In addition to the Board’s primary role of overseeing the affairs of the Company, principal duties include, but are not limited to the following categories:

Oversight of Administrator

1. In accordance with the Governance Agreements, the Board has delegated authority for certain administrative matters to the Administrator but has retained authority for the overall management of the Company, including strategy and operations. This delegation is summarized in the General Authority Guidelines in **Schedule “A”** that require either prior authorization by the Board or periodic review by the Board in respect of specified matters.
2. The Board has the responsibility for the appointment, training and monitoring of any officers of the Company (collectively, the “**Company Officers**”), and approving the compensation of Company Officers and employees, if any, following a review of the recommendations of the Human Resources and Compensation Committee. To the extent within its authority to do so, the Board will endeavour to satisfy itself as to the appointment, training and monitoring of senior management of the Administrator undertaken by the board of directors of the Administrator.
3. The Board may from time to time delegate authority to the Administrator, to Company Officers, if any, or others. Matters that are outside the scope of the authority delegated to the Administrator or others and material transactions are reviewed by and subject to the prior approval of the Board.

Monitoring of Investments and Related Matters

4. As an investor, the Board will monitor and review the Company’s investments including its investments in the Company’s Subsidiaries and may question the strategies and plans of the Company’s Subsidiaries.
5. As part of its monitoring role, and recognizing that the Company does not exercise control over the affairs of Lantic pursuant to the Governance Agreements, the Board will endeavour, to the extent within its ability to do so, to monitor and review the strategic planning process undertaken by the Company’s Subsidiaries and seek to encourage the Company’s Subsidiaries to: approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of each businesses; to identify the principle risks of each business and implement appropriate systems to manage those risks; and adopt a succession planning system for the Company’s Subsidiaries’ key personnel.
6. The Board has the responsibility for monitoring the compliance by the Company’s Subsidiaries with the Governance Agreement.
7. The Board is responsible for considering appropriate measures it may take as an investor in the Company’s Subsidiaries if the performance of the Company’s Subsidiaries, as the case may be, falls short of its goals or other special circumstances warrant or if the Company’s Subsidiaries do not fulfill its obligations under the Governance Agreement or any other agreement to which the Company, Lantic Inc. and its Subsidiaries may be party.

Financial Performance and Financial and Other Reporting Matters

8. The Board is responsible for approving the audited financial statements of the Company and the notes and Management’s Discussion and Analysis accompanying such financial statements.
9. The Board is responsible for reviewing and approving material transactions involving the Company and those matters that the Board is required to approve, including the payment of dividends, the issuance of shares, acquisitions and dispositions of material assets by the Company and material expenditures by the Company.

Board Organization

10. The expectations and responsibilities of the directors including with respect to attendance at board meetings and advance review of meeting materials are set out in the Governance Guidelines.

11. The Board will respond to recommendations received from the Environmental, Social and Governance Committee, but retains the responsibility for managing its own affairs by giving its approval for its composition, the selection of the Chair of the Board, candidates nominated for election to the Board (subject to the provisions of the Governance Agreement), committee and committee chair appointments, committee charters and director compensation.

12. The Board may delegate to Board committees matters it is responsible for, including the approval of compensation of the Board and management, if any, the approval of interim financial results of the Company, the conduct of performance evaluations and oversight of the Company's internal control systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

Policies and Procedures

13. The Board is responsible for:

- (a) approving and monitoring compliance with all significant policies and procedures by which the Company is operated;
- (b) developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company;
- (c) approving policies and procedures designed to ensure that the Company operates at all times within applicable laws and regulations and to the highest ethical and moral standards and with a view to creating a culture of integrity within the Company's organization;
- (d) overseeing the Company's strategy and programs regarding environmental and social risks, stewardship and sustainability; and
- (e) enforcing obligations of the directors respecting confidential treatment of the Company's proprietary information and Board deliberations.

14. The Board has approved a Disclosure Policy respecting communications to the public.

Communications and Reporting

15. The Board is responsible for:

Mandate from stakeholders:

- (a) overseeing the accurate reporting of the financial performance of the Company to shareholders, other security holders and regulators on a timely and regular basis;
- (b) overseeing that the financial results of the Company are reported fairly and in accordance with generally accepted accounting standards and related legal disclosure requirements;
- (c) overseeing the integrity of the internal control and management information systems of the Company;
- (d) taking steps to ensure the timely disclosure of any other developments that have a significant and material impact on the Company;
- (e) reporting annually to shareholders on its stewardship for the preceding year as may be required under applicable securities laws and the rules of any stock exchange on which the Company's shares are listed for trading;

- (f) overseeing the investor relations and communications strategy of the Company; and
- (g) overseeing the Company's implementation of systems that accommodate feedback from shareholders and other stakeholders.

For this, the Company has adopted the following policies:

- (i) the Company is committed to providing efficient access to shareholder information, enabling shareholders to have shareholder related matters addressed, and providing the means for shareholder enquiries and complaints to be appropriately handled;
- (ii) there are a number of ways shareholders can access relevant information and make related enquiries and complaints:
 - a) access the Company's website;
 - b) contact the Company's transfer agent;
 - c) contact the Company's Investor Relations Department; and
 - d) consult the Company's filings on SEDAR+ at www.sedarplus.ca
- (iii) the Company is committed to responding to *bona fide* enquiries and complaints fairly and promptly. Once a *bona fide* enquiry has been received, the Investor Relations Department will endeavour to answer helpfully; consider the enquiry or complaint; record relevant details (if appropriate); explain the courses of action available; and follow-up and keep the shareholder informed (if required), until the matter is resolved.

EXHIBIT A

TO MANDATE FOR THE BOARD OF DIRECTORS

ROGERS SUGAR INC. **GENERAL AUTHORITY GUIDELINES**

AUTHORITY OF THE ADMINISTRATOR

The Company has retained Lantic Inc. (the “Administrator”) pursuant to the Administration Agreement to provide or arrange for the provision of services required in the administration of the Company. Among other things, the services include arranging and paying for the Company’s annual audit and regulatory public reporting services and costs, arranging for, and paying the costs of, legal counsel, monitoring and co-ordinating the activities of and paying the fees of the transfer agent and registrar for the shares, arranging for dividends to shareholders, and providing reports to shareholders. An extract from the Administration Agreement setting out the specific services to be provided by the Administrator is attached as Appendix “1”.

The directors have retained responsibility for overall management of the Company, including strategy and operations. This responsibility is subject to the provisions of the Governance Agreements and applicable law.

MATTERS REQUIRING DIRECTORS OR COMMITTEE OF DIRECTORS APPROVAL OR REVIEW

I. Organizational Changes and Policy

- (1) Approve major changes to the organization of the Company such as the creation or divestiture of investments or acquisitions.
- (2) Approve adoption of or changes to Company policies with application to the conduct of directors, including the insider trading policy and the disclosure policy of the Company.
- (3) Review of adherence to the policies of the Company.
- (4) Approve proposed changes to the Governance Agreement or other agreements.

II. Financial and Corporate

- (5) Approve the Company’s annual audited financial statements, annual report, management proxy circular and annual securities law filings.
- (6) Approve the Company’s interim financial statements and other reporting in accordance with the Company’s disclosure policy and Audit Committee Charter.
- (7) Approve declaration of dividends and changes to Company practice in respect thereof.
- (8) Approve any dividend reinvestment plan.
- (9) Approve repurchase of shares, issuance, repurchase or redemption of debt securities and any prospectuses or circulars in connection therewith other than pursuant to redemptions.

- (10) Approve the Company's borrowing, hedging and granting of guarantees, if any.
- (11) Review significant changes in the Company's accounting practices or policies.
- (12) Review findings of any regulatory agencies concerning the financial information of the Company and the Administrator's response.
- (13) Approve adoption of share option, share purchase or other share based compensation arrangements, if any, that involve the issuance of shares by the Company or involve the purchase of shares by the Company.

III. External Auditors of the Company

- (14) Recommend appointment of external auditors of the Company for approval by shareholders and establish their fees and annual audit plan.
- (15) Review independence of the Company's external auditors.
- (16) Review findings of external audit review and the Administrator's response.

IV. Risk Management

- (17) Identify the principal risks of the Company's investments and affairs and ensure the implementation of appropriate systems to manage those risks.
- (18) Review the Company's risk management and insurance coverages, if any, annually.
- (19) Review the Company's conduct of litigation that could materially affect the financial condition of the Company.
- (20) Review effectiveness of the Company's internal control procedures.

V. Environmental, Social and Governance ("ESG")

- (21) Approve policies related to ESG
- (22) Approve the strategy and orientation regarding ESG
- (23) Review annual ESG public reporting

VI. Management and Administration

- (24) Monitor and evaluate the performance of the Administrator pursuant to the Administration Agreement.
- (25) As an investor, monitor and evaluate the Company's investments including its investments in the Company's Subsidiaries.
- (26) Approve appointment or removal of officers or employees of the Company, if any.

APPENDIX "1"

EXTRACT FROM ADMINISTRATION AGREEMENT

1.1 Administration of the Affairs of RSI

Subject to and in accordance with the terms, conditions and limitations of the Act and its governing documents, RSI hereby delegates to the Administrator, and the Administrator hereby agrees to be responsible for, the administration of the general and administrative affairs of RSI in accordance with the provisions hereof (other than the issue, certification, countersigning, transfer and cancellation of certificates representing Shares and the maintenance of a register of Shareholders) and specifically including such matters as may be requested by RSI from time to time.

1.2 Administration and Advisory Services

It is acknowledged and agreed that in furtherance of its obligations under section 1.1 to administer and manage the general and administrative affairs of RSI, and not in limitation thereof, the Administrator will:

- (a) keep and maintain at its offices in Montréal, Québec at all times books, records and accounts which shall contain particulars of operations, receipts, disbursements and investments relating to RSI Assets and such books, records and accounts shall be kept pursuant to normal commercial practices that will permit the preparation of financial statements in accordance with Canadian generally accepted accounting principles and in each case shall be, as nearly as practicable, in accordance with those required of a corporation under the Act and the *Income Tax Act* (Canada) and the income tax regulations applicable with respect thereto, all as amended from time to time;
- (b) prepare all income tax returns filings of RSI;
- (c) provide advice with respect to RSI' s obligations as a reporting issuer and arrange for compliance by RSI with continuous disclosure obligations under applicable securities legislation including the preparation and filing of reports and other documents with all applicable regulatory authorities;
- (d) arrange for the payment of listing, sustaining fees and fees associated with additional listings charged by The Toronto Stock Exchange for or in respect of the Shares and similar fees charged by any other exchange on which the Shares may from time to time be listed;
- (e) arrange for the maintenance of proper registers for Shareholders and for issues, redemptions and cancellations of Shares;
- (f) arrange for and monitor and coordinate the activities of and paying for Shares and any other third party provider of services;
- (g) provide investor relations services to RSI;
- (h) at the request and under the direction of the Directors, call and hold all annual and/or special meetings of the Shareholders, prepare all materials (including notices of meetings and information circulars) in respect thereof and submit all such materials to the Directors in sufficient time prior to the dates upon which they must be mailed, filed or otherwise relied upon so that the Directors have a reasonable opportunity to review them, approve them, execute them and return them to the Administrator for filing or mailing or otherwise use them;
- (i) provide, for performing its obligations hereunder, office space, equipment and personnel including all accounting, clerical, secretarial, corporate and administrative services as may be reasonably necessary to perform its obligations hereunder;

- (j) provide or cause to be provided such audit, accounting, engineering, legal, insurance and other professional services as are reasonably required or desirable for the purposes of RSI from time to time and provide or cause to be provide such legal, engineering, financial and other advice and analysis as the Directors may require or desire to permit any of them of their responsibilities as Directors, to the extent such advice and analysis can be reasonably provided or arranged by the Administrator;
- (k) provide assistance in negotiating the terms of any financing required by RSI or otherwise in connection with RSI Assets;
- (l) provide or cause to be provided to the Directors any services reasonably necessary for them to be able to consider any future acquisitions or divestitures by RSI of RSI Assets;
- (m) provide advice to the Directors with respect to determining the timing and terms of future offerings of Shares, if any;
- (n) administer all of the records and documents relating to RSI Assets;
- (o) provide advice and, at the request and under the direction of the Directors, direction to the Transfer Agent;
- (p) provide advice with respect to the determination of the dividend payable and arrange for payment thereof to the Shareholders; and
- (q) provide such additional administrative and support services pertaining to RSI, RSI Assets and the Shares and matters incidental thereto as may be reasonably requested by RSI from time to time.

The Administrator shall provide quarterly reports to the Directors outlining the nature and details of the foregoing services that have been provided including, without limitation, details of all matters in respect of which the Administrator shall be seeking reimbursement pursuant to section 3.2 hereof.

1.3 Powers and Authorities of the Administrator

The Administrator shall have full right, power and authority to do and refrain from doing all such things as are necessary or appropriate in order to discharge its duties hereunder. In particular, and without limiting the generality of the foregoing, the Administrator shall have full right, power and authority to execute and deliver all contracts, leases, licences and other documents and agreements, to make applications and filings with governmental and regulatory authorities and to take such other actions as the Administrator considers appropriate in connection with RSI in the name of and on behalf of RSI and no person shall be required to determine the authority of the Administrator to give any undertaking or enter into any commitment on behalf of RSI, provided that the Administrator shall not have the authority to commit to any transaction which would require the approval of the Shareholders in accordance with the Act and its governing documents or take any action required to be taken by the Directors under the Act and its governing documents or take any action requiring approval of the Directors without such approval having been given.