

MANITOBA OAT GROWERS ASSOCIATION INC.
(called the "Association")

NOTICE OF PROPOSED AMENDMENTS

WHEREAS the Association is desirous of amending BY-LAW NO. 1/2009 (the "Bylaws") in accordance with the amendments as detailed in this Resolution.

RESOLVED that Section 4.02 of the Bylaws be deleted in its entirety and replaced with the following:

"Qualification: No person shall be qualified for election as a director if:

- (a) such person is less than 18 years of age;
- (b) if such person is of unsound mind and has been so found by a court of Canada or elsewhere;
- (c) such person is not an individual;
- (d) such person has the status of a bankrupt;
- (e) such person has served as a director of the Association for three (3) consecutive four (4) year terms; or
- (f) such person is an employee of the Association or has contracted directly or indirectly to provide services to the Association.

A director must be an Eligible Person, must be a resident Canadian and must be qualified under the Act"

RESOLVED that Section 4.03 of the Bylaws be deleted in its entirety and replaced with the following:

"4.03 Election and Term. The directors in office at the time these By-laws are amended/enacted shall continue to hold office until the conclusion of their term of office.

- (a) Election. The election of the directors shall take place:
 - (i) at each annual general meeting of the Members to fill the number of vacancies on the board, if any, arising as a result of the expiration of a director's term, or the resignation, retirement or other removal of a director; or
 - (ii) at a special meeting of the Members called by the directors of the Association to elect directors.
- (b) Commencement of Office. Once elected pursuant to these By-laws, a director's term of office shall come into effect on the date of election and

continue for a term of four (4) years from the date of such election or the date that a replacement director is elected pursuant to these By-laws.

- (c) Re-election of Directors. If qualified to be elected as a director, retiring directors shall be eligible for re-election provided that no individual shall serve as director of the Association for more than three (3) consecutive four (4) year terms.
- (d) Election Officer. In the year of which an election of a director is to be held, the board may, at their discretion, appoint an individual, including a staff member (the “returning officer”) to conduct the election. Upon the appointment of a returning officer, the board shall provide the returning officer with a list of Eligible Persons and such list shall conclusively determine the eligibility of those entitled to hold the office of a director and those entitled to vote in the election of director to be held that year.
- (f) Nominations. Unless otherwise decided by the Board, nominations for the office of director shall be submitted to the returning officer by the date specified in the announcement of the election.
- (g) Eligibility. The returning officer shall not accept a nomination unless:
 - (i) the nominee is an Eligible Person;
 - (ii) the nomination is in the form set out in appendix “A’ attached hereto, as same may be modified from time to time by a resolution of the board;
 - (iii) the nomination bears the signature of at least three Eligible Persons; and
 - (iv) the nomination was received at the address or number provided or, if mailed, postmarked no later than the time specified in this section.
- (h) Upon receipt of the nominations, the returning officer shall provide the board with a complete list of all eligible nominees provided by the Members. The board may review such nominations provided by the returning officer and, in its sole discretion, reject or accept any such nomination.
- (i) Withdrawal of Name. A nominee may withdraw his or her nomination by notice in writing to the returning officer within 5 days after receipt of notice of such nomination.
- (j) Acclamation. Where not more than the number of persons to be elected as a director are nominees, the returning officer shall declare such nominees elected as directors by acclamation.
- (k) Election. Where more persons are candidates for election as a director than persons to be elected, the returning officer shall conduct an election.

- (l) Voting. Voting for the directors shall be held by any of the following methods:
 - (i) By mail ballot;
 - (ii) By electronic means; or
 - (iii) By secret ballot.
- (m) Number of Votes. With respect to the election of directors, each Eligible Person shall be entitled to one vote for each director position to be filled.
- (n) Results. Those candidates receiving the greatest number of votes, up to the number of directors positions to be filled, shall be elected directors of the Association. In the event of a tie vote for the position of director, the returning officer shall immediately select by a draw, drawn from the names of all tied candidates, the name of the candidate to fill the position and the person whose name is drawn is deemed to have been elected to that position.

RESOLVES that Section 4.06 of the Bylaws be deleted in its entirety and replaced with the following:

“4.06 Vacancies. Subject to the Act, in the event of a vacancy in the board, a quorum of the board may appoint an Eligible Person qualified to act as a director of the Association to serve as director until a new director is elected by the Members of the Association or acclaimed.”

RESOLVED that Section 4.14 of the Bylaws be deleted in its entirety and replaced with the following:

“4.14 Regular Meetings. The board shall meet at least twice a year. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being based, but no other notice shall be required for any such regular meeting except where the Act required the purpose thereof or the business to be transacted thereat to be specified.”

RESOLVED that the reference in Section 9.04 to “nor more than fifty (50) days before” be deleted;

RESOLVED that Section 9.11 of the Bylaws be deleted in its entirety and replaced with the following:

“9.11 Voting. At any annual meeting of the Members or special meeting of the Members called by the directors, any question, other than the election of directors, shall be decided by show of hands unless a ballot is thereon required or demanded

as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meetings shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.