



**INPUT CAPITAL**  
THE AGRICULTURE STREAMING COMPANY

Annual Information Form  
for the financial year ended March 31, 2014

dated May 27, 2014

Input Capital Corp.  
300 – 1914 Hamilton Street  
Regina, Saskatchewan  
S4P 3N6



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## Introductory Notes

### ***About this Annual Information Form***

Input Capital Corp. (“**Input**” or the “**Company**”) is a venture issuer, as such term is defined in applicable securities laws, and is not required to prepare and file an annual information form. Input is providing this Annual Information Form (“**AIF**”) on a voluntary basis.

Unless otherwise specified in this AIF, the information in this AIF is presented as at March 31, 2014. Where necessary, Input has updated the information in the AIF. For information presented as at any date other than March 31, 2014, Input has specified the relevant date. Readers should not assume that the information contained in this AIF is accurate as of any date other than the date on the front of this AIF. Input does not undertake to update the information contained herein, except as required by applicable securities laws.

### ***Cautionary note on forward-looking statements***

This AIF contains forward-looking statements concerning the future results, future performance, intentions, objectives, plans and expectations of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “estimates”, “intends”, “anticipates”, “believes” or variations of such words and phrases.

Examples of such statements as they relate to Input include:

- Input’s expectations regarding its revenue, expenses and operations;
- Input’s anticipated cash needs and its needs for additional financing;
- Input’s plans for and timing of expansion of its services;
- Input’s future growth plans;
- Input’s ability to attract farm operators and develop and maintain relationships with farm operators;
- Input’s anticipated delinquency rates and credit losses;
- Input’s ability to attract and retain personnel;
- Input’s expectations regarding growth in agricultural products;
- Input’s competitive position and its expectations regarding competition; and
- anticipated trends and challenges in Input’s business and the markets in which it operates.

Forward-looking statements are based on certain assumptions and analyses made by Input in light of its experience and perception relating to historical trends, current conditions and expected future developments and other factors Input believes are appropriate, and are subject to risks and uncertainties. Although Input believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect and the fact that Input has a short operating history may result in the assumptions being less accurate. Whether actual results, performance or achievements will conform to Input’s expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under “Risk Factors”, which include, as they relate to Input:

- Input is a recently organized corporation with a brief operating history and Input may not achieve profitability in future periods or at all;
- there is no assurance Input will realize on its security on a timely basis or in a manner that mitigates any losses incurred by Input pursuant to its Streaming Contracts;
- there is no assurance that management will be able to effectively adjust to and manage the business in the event of a downturn in canola prices;
- agriculture is risky and is subject to adverse weather conditions and other factors affecting yields;
- credit and financial stability of farm operators;
- grain handling and marketing systems;
- agriculture industry cyclicalities;
- fluctuating commodity prices, international trade and political uncertainty;
- volatility of canola prices and impact on Streaming Contracts;
- no or limited control over farming operations;
- concentration of Streaming Contracts to a single agricultural commodity may carry inherent risks;
- agricultural regulatory regime may affect financial viability of farm operators;
- risks related to the regulation of Input;
- timing of the expiry date of Streaming Contracts;
- geographic concentration of Streaming Contracts;
- collateral, if any, securing Streaming Contracts may not be sufficient and there may be collection issues;
- farm operator defaults may lead to unexpected losses;
- risks related to Input's Streaming Contract strategy;
- lack of funding may limit the ability to originate Streaming Contracts;
- competition may limit the growth of Input;
- loss of key personnel may significantly harm Input's business;
- past performance is not indicative of future performance;
- directors and officers of Input will devote only a portion of their time to the business and affairs of Input;
- conflict of interest of management and others; and
- Input's net income and results of operations are difficult to forecast and may fluctuate substantially.

Forward-looking statements are not guarantees of future performance. These forward-looking statements should not be relied upon as representing the views of Input as of any date subsequent to the date of this AIF. Although Input has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect Input. Additional factors are noted under the heading "*Risk Factors*".

The forward-looking statements contained in this AIF are expressly qualified in their entirety by this cautionary statement and by the risk factors described in this AIF under the heading "*Risk Factors*". The forward-looking statements included in this AIF are made as of the date of this AIF and Input does not

undertake any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise, except as required by applicable securities laws.

**Currency Presentation**

All dollar amounts referenced are expressed in Canadian dollars.

**Corporate Structure**

**Name, Addresses and Incorporation**

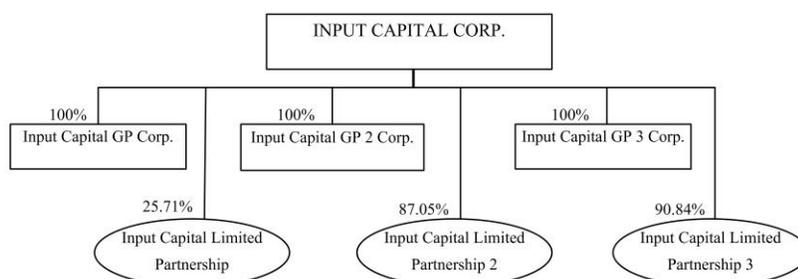
The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”) on February 13, 2012, under the name “WB II Acquisition Corp.”. The Company completed its initial public offering on April 24, 2012, and was listed on the TSX Venture Exchange (“**TSXV**”) as a capital pool company until it completed its qualifying transaction on July 19, 2013 (the “**Qualifying Transaction**”). The Qualifying Transaction proceeded by way of a “three-cornered” amalgamation (the “**Amalgamation**”) among the Company, Input Capital Corp., then a private Saskatchewan corporation (“**Input Private Co.**”), and 101235315 Saskatchewan Ltd., which resulted in a reverse takeover of the Company by Input Private Co. The reverse takeover completed the Company’s Qualifying Transaction in accordance with the rules and policies of the TSXV.

On August 8, 2013, the Company was continued under *The Business Corporations Act* (Saskatchewan) (the “**SBCA**”) and the Information Services Corporation of Saskatchewan issued a Certificate of Continuance giving effect to such continuation, as well as a Certificate of Amalgamation giving effect to the vertical short-form amalgamation of the Company and amalgamated corporation.

Input’s head office is located at 300 – 1914 Hamilton Street, Regina, Saskatchewan, S4P 3N6. Input’s registered and records office is located at 800-1801 Hamilton Street, Regina, Saskatchewan, S4P 4B4.

**Intercorporate Relationships**

Input and its subsidiary entities are set forth in the following chart:



## General Development of the Business

### *Three-year History and Significant Acquisition*

#### Input Private Co. - Incorporation and Private Placement

The business of Input began with Input Private Co. Input Private Co. was incorporated under the SBCA on October 25, 2011. On September 13, 2012, Input Private Co. amended its articles of incorporation to replace its authorized capital and to remove the private company restrictions limiting the number of the shareholders of Input Private Co. to fifty. On November 22, 2012, Input Private Co. further amended its articles of incorporation to make the shares of Input Private Co. fully transferable provided such transfer did not result in Input Private Co. ceasing to be a “specified small business corporation” within the meaning of the *Income Tax Act* (Canada). These amendments were made in furtherance of the reverse take-over and qualifying transaction of the Company. See “General Development of the Business - Input Private Co. and Input - Reverse Take-Over and Qualifying Transaction.”

Prior to incorporation and up to the date of Input Private Co.’s first private placement, Input Private Co.’s management tested a variety of market approaches to agriculture commodity streaming with farmers. Input Private Co. completed a private placement of shares, with the first tranche of the private placement closing on November 30, 2012, and subsequent closings occurring on January 7, 2013, and March 5, 2013, for gross proceeds of approximately \$24.36 million.

#### Input Private Co. and Input - Reverse Take-Over and Qualifying Transaction

As summarized under “Corporate Structure - Name, Addresses and Incorporation”, Input Private Co., together with Input, completed the Qualifying Transaction on July 19, 2013. For more information on the Qualifying Transaction see the Company’s filing statement available on SEDAR ([www.sedar.com](http://www.sedar.com)).

#### Input - Public Offering and Private Placement

On October 4, 2013, Input completed a bought deal public offering (the “**Public Offering**”) of Class A common voting shares of Input (“**Shares**”) and a private placement (the “**Private Placement**”) of Shares with two wholly-owned subsidiaries of Catlin Group Limited (the “**Strategic Investors**”). The aggregate gross proceeds of the Public Offering and the Private Placement were \$37,509,900.80.

The Public Offering was conducted by a syndicate of underwriters led by GMP Securities L.P. and including Beacon Securities Limited, National Bank Financial Inc., Acumen Capital Financial Partners Limited, AltaCorp Capital Inc. and Cormark Securities Inc. (the “**Underwriters**”) who purchased, on a bought deal basis, an aggregate of 11,644,055 Shares at a price of \$1.60 per Share for gross proceeds of \$18,630,488. The Strategic Investors purchased 11,799,633 Shares at a price of \$1.60 per Share for aggregate gross proceeds of \$18,879,412.80 under the Private Placement.

On October 25, 2013, the Underwriters exercised in full their over-allotment option to purchase an additional 1,746,608 Shares at a price of \$1.60 per Share for additional gross proceeds to Input of \$2,794,572.80. At the same time, the Strategic Investors exercised in full its option to purchase an additional 436,441 Shares at a price of \$1.60 per Share. Input received additional gross proceeds of \$698,305.60 from the exercise of the private placement option.

The aggregate gross proceeds of the Public Offering and the Private Placement, including the exercises of the over-allotment option and the private placement option, were \$41,002,779.20. The aggregate proceeds were and are still continuing to be used to enter into additional Streaming Contracts (defined below).

## Description of the Business

### *Summary Description of Input's Business and Streaming Contracts*

To the knowledge of Input's management, Input is the world's only agricultural commodity streaming company. Input enters into canola streaming contracts ("**Streaming Contracts**") whereby it makes upfront payments to canola farmers in return for a fixed amount of canola produced by the farmer each year of the term of the Streaming Contract. The farmers use the funds to optimize their farming practices and to improve their balance sheets by paying down debt or payables. Most, but not all, Streaming Contracts provide for additional annual crop payments to be paid by Input to the farmer in two instalments, the first upon confirmation of seeding sufficient canola and the second upon delivery of the canola crop to Input.

Input generates revenue through the sale of canola to well-established grain handling companies and canola crushing plants located across Alberta, Saskatchewan and Manitoba and in the northern-most U.S. states. The canola sold is presently received through Streaming Contracts entered into between Input and farmers located in Saskatchewan and Alberta, although Input intends to expand its business by entering into Streaming Contracts throughout Alberta, Saskatchewan and Manitoba. Under the Streaming Contracts, Input provides an upfront cash payment and expects that, in most cases, the Streaming Contract will provide for an annual crop payment paid in two installments, the first upon confirmation of seeding sufficient canola and the second upon delivery of the canola crop, in exchange for a pre-determined number of tonnes of canola ("**Base Tonnes**"), per year of the term of the contract (the "**Crop Production Interest**"), which may vary from year to year. The number of Base Tonnes deliverable pursuant to a Streaming Contract is the number of tonnes required to generate an acceptable rate of return for Input over the term of the Streaming Contract. Under the Streaming Contracts, the farmers commit to deliver the Base Tonnes to Input's account, at pre-determined grain handling companies or canola crushing plants, according to a schedule set out in the applicable Streaming Contract. Typically, the term of the Streaming Contract for the Crop Production Interest purchased is five to seven years.

In addition to the Base Tonnes, the Streaming Contracts provide for Input to purchase, on a year-to-year basis, a percentage (determined by Input at the time of entering into a Streaming Contract) of the actual canola yield in excess of the farmer's baseline yield of canola (the "**Bonus Tonnes**"), which is based on the farmer's past canola production experience. Bonus Tonnes are only receivable by Input when the crop yield on a farm exceeds the baseline yield for that farm in any given year. Bonus Tonnes are also delivered by the farmer to the pre-determined delivery point.

Upon delivery of the canola, the grain handling company or canola crushing plant purchases the canola delivered in Input's name from Input at a pre-determined contracted price or at the then current market price. Input profits where the market prices are in excess of the upfront cash payment and any applicable annual crop payments paid under the Streaming Contracts to its farm operators. Input intends to redeploy its available free cash flow into new Streaming Contracts each year.

## ***Fiscal 2014 Overview***

In its first full year of operation ended March 31, 2014, the Company generated revenues of \$5,074,922. The Company generated revenue from Streaming Contracts of \$3,082,676 on the sale of 6,549 MT of canola for an average price of \$470.67, 12% higher than the daily average closing price of the canola cash contract (RSY00) on the ICE futures exchange of \$420.02 for the period between October 1, 2013 and March 31, 2014, the two quarters in which Input recorded sales. The sale of 6,549 MT through March 31, 2014 represents just over 35% of the Company's expected canola deliveries from the 2013 harvest. The Company expects to deliver and sell the remaining 65% during the first half of the 2015 fiscal year. During the 2014 fiscal year, the Company also recorded revenue from canola trading of \$1,992,246.

## ***Principal Product and Service***

Input's principal service is providing financing to farmers through Streaming Contracts whereby it makes upfront payments to canola farmers in return for the right to purchase a fixed amount of canola produced by the farmer at a fixed price each year of the term of the Streaming Contract.

Input's principal product is canola that it has agreed to purchase in the future pursuant to its Streaming Contracts. There is a worldwide canola market into which the Company can sell the canola purchased under the Streaming Contracts and, as a result, the Company is not dependent on a particular purchaser with regard to the sale of the canola that it expects to acquire pursuant to its Streaming Contracts.

## ***Competitive Conditions***

Input sells canola into a worldwide canola market. As a result, the Company is not dependent on a particular purchaser with regard to the sale of the canola that it expects to acquire pursuant to its Streaming Contracts. Generally, Input sells canola through networks of grain terminals and elevators within a 100 mile radius of the farms where the canola is grown. Canola sales are priced on the basis of a liquid futures market in Winnipeg known as the Intercontinental Exchange. In addition, each elevator establishes a local price through the establishment of a "basis", which is usually a discount to the futures price.

Input does not run a long-term hedging program to lock-in pricing on its canola streams. Rather, the Company runs a disciplined canola marketing program in the year the canola is grown. The Company establishes prices via delivery contracts and basis via "basis contracts" on the best available terms it can negotiate among the large grain companies, and gradually locks in a net price for its canola tonnes once the approximate size of that year's harvest is known. These delivery contracts establish Input's place in the delivery queue, and lock in the price the Company will be paid for its canola upon delivery.

## ***Components***

The Company expects to purchase canola pursuant to the Streaming Contracts described above under "Description of the Business – Principal Product".

## ***Intangible Properties***

Input has undertaken to protect its proprietary agriculture streaming business approach by the following

steps:

- Trademark protection – Trademark applications have been filed in Canada and the United States in respect of the Input Capital Corp. logo and the word trademark “The Agriculture Streaming Company”. In Canada, the trademark filing is filed on the basis of prior use, and in the United States, the filing is on the basis of “proposed use” to effectively reserve them for future potential expansion into the United States.
- Copyright protection – Input has filed a Canadian copyright registration application, which is completed and registered. In the United States, the copyright registration application is in its final stages of completion for filing. These copyright applications and registrations are on Input’s actual Streaming Contract, which allows Input to stop others from directly or substantially copying Input’s Streaming Contract with farmers.

### ***Cycles***

Input’s operations are year-round, particularly with respect to entering into Streaming Contracts and deploying capital to farmers. There is generally a higher level of activity during the non-farming season (generally November through April in western Canada). Accordingly, capital may be deployed under new Streaming Contracts at any point during the year. Notwithstanding the foregoing, Input also has a degree of seasonality in its business. Input’s revenue is received from canola deliveries and sales over the several months after the harvest has been completed. While Input plans to market and sell the majority of its canola between the end of harvest (September/October/November depending on the weather) and the end of the calendar year, some portion of the canola will not typically be delivered until into the next calendar year. Input expects to have its entire canola production sold by the end of Input’s fiscal year (March 31 of each year). Input expects to recognize the majority of its annual revenues during its fiscal third and fourth quarters, while capital deployment will be spread throughout the year.

### ***Economic Dependence***

The company is not particularly dependent on any one contract. Canola delivery contracts are negotiated among several grain companies from year to year, leaving no long term commitment risks in place.

In certain areas where Streaming Contracts are positioned, there may be fewer grain elevators than other areas. To the extent that this is the case, Input may be more dependent on the reliable operation of one or two grain elevators in such areas than it would be in areas with many more elevators.

Additionally, the western Canadian grain handling system is dependent on a reliable rail transportation system. At times, strikes at the Port of Vancouver, bad weather in the Rocky Mountains, cold weather on the Prairies, and competition for railcar space with other goods may result in a slowdown of grain sales for western Canadian farmers. This was the case during the months of October 2013 to March 2014. While this slowdown affected the speed of Input’s canola deliveries and cash flow, it equally affected farmers in such a way that the attraction of a canola streaming deal became more understandable to a large number of them.

## ***Employees***

At the end of the most recently completed financial year, the Company and its subsidiaries had two employees, one of whom is Gord Nystuen, Vice-President, Market Development. The executive management services of each Doug Emsley, President and Chief Executive Officer, and Brad Farquhar, Executive Vice-President and Chief Financial Officer, are provided through management corporations, Emsley & Associates (2002) Inc. and Nomad Capital Corp., respectively.

Additionally, Input has entered into a Cost Sharing Agreement, as amended and restated effective June 1, 2012, (the “**Cost Sharing Agreement**”) with Assiniboia Capital Corp. (“**ACC**”) whereby ACC provides employment services, consulting, related management and administrative services, including all required offices, facilities and equipment to Input on a cost sharing basis. The services do not include the services of Doug Emsley, Brad Farquhar or Gord Nystuen. The Cost Sharing Agreement enables Input to draw on staff expertise resident in ACC on an as-needed, cost-recovery basis. ACC must provide the services in a competent and professional manner and shall act honestly, in good faith and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and shall comply with all applicable bylaws, laws, regulations or ordinances of all competent authorities having jurisdiction over ACC or Input. Input releases and indemnifies ACC from any claims unless the claims are based on a breach of the foregoing constituting gross negligence, fraud, bad faith or wilful misconduct of ACC.

## **Risk Factors**

The operations of the Company are speculative due to the nature of its business which is principally the investment in Streaming Contracts. These risk factors could materially affect the Company’s future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. The risks described herein are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also materially and adversely affect its business.

### **Risks Relating to the Company’s Business**

#### ***Brief Operating History***

Although all persons involved in the management of the Company and the service providers to the Company have had significant experience in the agricultural industry, the Company does not yet have multi-year operating or performance history. The Company is in the early stages of its corporate development. As such, the Company is subject to many risks typical of such companies. There is no assurance that the Company will be successful and the likelihood of success must be considered in light of its relatively early stage of development. The Company may not achieve profitability in future periods or at all.

#### ***Scope and Nature of Business and Management***

The Company is a recently formed entity whose control and direction is concentrated within a small number of key individuals and whose prior operating history has been primarily limited to a small number of Streaming Contracts and periods of rising or strong prices for canola. Accordingly, there can

be no assurance that the Company will realize on its security in a timely basis or at all or in a manner that mitigates any losses incurred by the Company pursuant to its Streaming Contracts, and there can be no assurance that management will be able to effectively adjust to and manage the business in the event of a downturn in canola prices or prices for agricultural commodities generally.

### ***Agriculture is Risky - Adverse Weather Conditions and other Factors Affect Yield***

Adverse weather conditions represent a very significant operating risk affecting the agricultural industry. Weather conditions affect the types of crops grown, the quality and quantity of grain production and the levels of farm inputs which, in turn, affects sales mix, grain handling volumes and the level of canola sales. Adverse weather conditions, such as drought or excessive rains, can result in reduced crop production and in turn, reduce the canola yields. A reduction in canola yields because of adverse weather conditions and other factors, such as crop diseases, pests and wildlife, can have a material adverse effect on the Company's financial condition and results of operations. The ability of farm operators to meet their obligations and the Company's financial results are dependent on the yield of canola produced each year.

### ***Credit and Financial Stability of the Farm Operators***

The success of agriculture commodity streaming will depend on the credit and financial stability of the farm operators. The Company's financial performance will be adversely affected if its farm operators are unable to meet their obligations under the Streaming Contracts. The capital-intensive nature of farming causes farm operations to be heavily reliant on debt financing. Farm operators that have substantial debt may be affected by rising interest rates. In certain circumstances, an increase in interest rates may reduce the profitability and financial stability of the farm operator. The farm operator's returns and financial stability can also be positively or negatively affected by crop grade and quality issues, dockage levels, crop storage problems, farm equipment breakdowns, availability and quality of on-farm labour, changes in basis levels offered by grain buyers, transportation costs and complications, the availability of crop delivery slots and railway or port labour unrest. Certain expenditures, including crop storage and insurance costs and related charges, must be made throughout the period of investment regardless of whether the crop is producing any income.

### ***Grain Handling and Marketing System***

The grain handling and marketing system in western Canada is limited by the capacities of the grain collection network (both country and export facilities), capacities of the transportation system (ship, rail and truck), throughput issues, shipping bottlenecks, and union strikes, amongst other events. Any of these events may impede the ability of the Company to convert its canola into cash in the timeframe the Company anticipates.

### ***Agriculture Industry Cyclical***

The financial viability of the farm operator will be largely dependent on the performance of the Canadian agricultural industry, including in particular the agricultural industry in Saskatchewan. The agriculture sector has historically been a cyclical business. To the extent that the agricultural sector declines or experiences a downturn, the financial viability of farm operators could be materially adversely affected, including their ability to meet their obligations under the Streaming Contracts.

### ***Commodity Prices, International Trade and Political Uncertainty***

The business of the Company is directly dependent on the prices for grains, oilseeds and other agricultural commodities. The Company will be directly exposed to fluctuations in prices for these commodities. The prices for grains, oilseeds and other agricultural commodities are influenced by a variety of unpredictable factors that are beyond the control of the Company, including weather, government (Canadian, United States and other), farm programs and policies and changes in global demand or other economic factors. The world grain market is subject to numerous risks and uncertainties, including risks and uncertainties related to international trade and global political conditions. Lower or fluctuating commodity prices may have a material adverse effect on the Company's financial results, business prospects and financial condition. Regulation and political factors can also have a significant impact.

### ***Volatility of Canola Prices and Impact on Streaming Contracts***

The Company acquires canola from the farmer at a fixed cost during the term of the Streaming Contract and sells the canola at the prevailing market price at the time of the sale. The Company's financial performance is highly sensitive to prices for grains, oilseeds and other agricultural commodities and such prices are influenced by a variety of unpredictable factors that are beyond the control of the Company, including weather, farm programs and policies and changes in global demand and other economic factors. Given that the purchase price for the canola purchased under the Streaming Contracts is fixed for the term at the time of entering the Streaming Contract, lower or fluctuating canola prices during the term of such Streaming Contracts may have a material adverse effect on the Company's financial results, business prospects and financial condition. Such material adverse effects on the Company's financial results, business prospects and financial condition may have a greater impact if the Company cannot enter into new Streaming Contracts over successive years, which contracts take into account the prevailing market prices at the time of entering into the Streaming Contracts.

### ***No or Limited Control Over Farming Operations***

The farm operators have control over the farming operations and the yield and quality of the canola will be dependent on the farming practices of the farm operator. The farm operator may decide to suspend or discontinue farming operations and the Company will not be entitled to any material compensation if the farm operator shuts down or discontinues its operations on a temporary or permanent basis. The farm operator owns or leases the farm land and the farm equipment and is responsible for the day to day management and operations. The farm operator is responsible for the control of risks of farming as well as the responsibility for the capital and operating expenses and the work of farming. The Company will be reliant on the farm operators for management and control of the farming operations to produce the canola.

### ***Concentration of Streaming Contracts to a Single Agricultural Commodity May Carry Inherent Risks***

The Streaming Contracts will only be for canola. This commodity concentration exposes the Company to greater risk to factors affecting the production of canola, including weather conditions, crop grade and quality issues, dockage levels, availability of farm programs and general growing conditions than if the Company's Streaming Contracts were in respect of a diverse range of commodities. The demand for canola may be affected by a number of factors, including international economic conditions and the availability of substitute products for canola.

### ***Regulatory Regime Relating to the Farm Operator***

Agricultural operations are typically governed by a broad range of federal, state, provincial and local environmental, health and safety laws and regulations, permits, approvals, common law and other requirements that impose obligations relating to, among other things: worker health and safety; the release of substances into the natural environment; the production, processing, preparation, handling, storage, transportation, disposal, and management of substances (including liquid and solid, non-hazardous and hazardous wastes and hazardous materials); and the prevention and remediation of environmental impacts such as the contamination of soil and water (including groundwater). Failure by a farm operator to comply with applicable laws, rules, regulations and policies may subject the farm operator to civil or regulatory proceedings, including fines, injunctions, administrative orders or seizures and may have a material adverse effect on the farm operator's financial condition and operations and its ability to comply with its obligations under the Streaming Contracts.

### ***Regulatory Regime Relating to the Company***

While management believes that the Company has all licenses, permits, authorizations and approvals necessary to conduct its business and that the Company is not subject to any regulatory regime, there can be no assurance that these beliefs are accurate or that laws or regulatory regimes will not be changed in a manner that would adversely impact the Company, including by requiring it to obtain certain licenses, permits, authorizations or approvals or requiring it to operate subject to a regulatory regime.

### ***No New Streaming Contracts***

There can be no assurance that the Company will enter into new Streaming Contracts or disburse its current cash within the time expectations of management. Cash held by the Company will not provide an equivalent return as cash disbursed pursuant to new Streaming Contracts. The terms of any new Streaming Contracts may be less favourable to the Company than the existing Streaming Contracts.

### ***Expiry of Streaming Contracts***

Upon the expiry of a Streaming Contract, there can be no assurance that the contract will be renewed. The terms of any subsequent Streaming Contract may be less favourable to the Company than the existing Streaming Contract. The timing of the expiration of Streaming Contracts may be a factor if all expire the same year requiring a great influx of upfront payments to be made by the Company when it may not have the capital available to make such upfront payments.

### ***Concentration of Streaming Contracts***

The Company does not have any specific limits with respect to geographic region or the number of farm operators entering Streaming Contracts. Although the Company will generally seek to diversify the Streaming Contracts across Alberta, Saskatchewan and Manitoba and among various farm operators, this may not be the case at all times or if the Company deems it advantageous to be less diversified. Accordingly, the Company's business may be more susceptible to fluctuations in value resulting from adverse economic conditions affecting a particular geographic region than would be the case if the Company were required to maintain a specified measure of geographic diversification of its Streaming Contracts.

### ***The Collateral Securing a Streaming Contract May Not Be Sufficient***

The Company's business will depend on the creditworthiness of the farm operators and their ability to fulfill their obligations to the Company. While the Company will take security in the form of a general security agreement and in some cases, mortgages of the farm operator's land, there is no assurance that such security will be enforceable, properly perfected or will have priority as against other creditors. The value of the collateral securing the Streaming Contracts may not protect the Company from suffering a partial or complete loss if the farm operator fails to meet its commitments. Such losses would have a material adverse effect on the Company's revenue, net income, financial condition and results of operations. *The Saskatchewan Farm Security Act* (Saskatchewan) has restrictions preventing a listed entity from owning farm land in Saskatchewan and therefore, upon a realization of farm land, the Company would be required within two (2) years to divest its interest in such farm land. The timing of the divestiture of farm land could negatively affect the value of the farm land upon a realization. Additionally, the farm operator may seek to avail itself of potential legislative protections from the realization of security by its creditors, including in respect of the homestead, or certain legislative provisions may otherwise exempt a farm operator's property and assets from seizure and, if such protections or exemptions are applicable and available to a farm operator, the intended loss protection benefits of such security to the Company could be diminished. Also, applicable legislation in one or more of the provinces where the Company operates may impose various procedural requirements that need to be satisfied in order for the Company to realize on its security against farm operators, thereby resulting in delays in the enforcement process and increased costs of enforcement.

### ***Farm Operator Defaults May Lead to Unexpected Losses***

The Company's net investment in Streaming Contracts for its own account and to be held for future contracts exposes the Company to default risk. Default risk is the risk that the Company will incur an unexpected loss because its counterparties to Streaming Contracts fail to discharge their contractual obligations. The Company is exposed to default risk as it arises from events and circumstances beyond its control relating to adverse economic conditions, adverse farming conditions, business failure or fraud. Excessive default losses could adversely affect the Company's ability to generate and fund new Streaming Contracts. In the event of default by a farm operator, delays or limitations in enforcing rights may be experienced and costs incurred in protecting the Company's investment may be incurred. Furthermore, at any time, a farm operator may seek the protection of bankruptcy, insolvency or similar laws that could adversely affect the financial performance of the Company.

### ***Streaming Contract Strategy***

As part of the Company's business strategy, it has sought and will continue to seek new Streaming Contract opportunities in the canola industry. There can be no assurance that the Company will be successful in its efforts to enter into Streaming Contracts. Furthermore, the Company may fail to select appropriate farm operators with which to enter into Streaming Contracts or may fail to negotiate acceptable terms in such Streaming Contracts. The Company cannot ensure that it will enter into any Streaming Contract that it pursues, or is pursuing, on favourable terms, or that any Streaming Contract will ultimately benefit the Company.

### ***Lack of Funding May Limit the Ability to Originate Streaming Contracts***

The Company is dependent on its ability to secure funding for the upfront payments for Streaming Contracts. While the Company will actively pursue new sources of funding and expects to have sufficient cash flow from operations, there can be no assurance that such funding will be available to finance additional Streaming Contracts.

### ***Competition***

The Company experiences competition for agriculture commodity Streaming Contracts with farmers in the form of other types of farm financing arrangements. Certain of the Company's competitors, including Farm Credit Canada and other institutional lenders, may have greater financial and capital resources than the Company. The Company could face increased competition from newly formed or emerging entities, as well as from established entities that choose to focus (or increase their existing focus) on farming ventures or on a commodity streaming business. A more significant potential source of competition exists in the future with potential copycat firms seeking to enter into the agriculture streaming business. There can be no guarantee that sufficient farmers will be willing to enter into agriculture commodity streaming arrangements with the Company on commercially acceptable terms or at all.

### ***Reliance on Ability and Judgment of Management***

The success of the Company will, to a large extent, depend on the good faith, experience, ability and judgment of the board, management and any consultants and advisors to make appropriate decisions with respect to the operations of the Company. The Company does not maintain key person life insurance for Doug Emsley, Brad Farquhar, or Gord Nystuen. If the Company loses the services of one or more of these individuals, the business, financial condition and results of operations of the Company may be materially adversely affected.

### ***Past Performance***

The past performance of the founders and any affiliated companies, limited partnerships or projects is not indicative of future performances.

### ***Devotion of Time of Directors and Officers***

Certain directors and officers of the Company will devote only a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

### ***Conflicts of Interest of Management and Others***

Investors should appreciate that they will be relying on the good faith, experience, ability and judgment of management of Doug Emsley, Brad Farquhar or Gord Nystuen in respect of the identification of agriculture commodity streaming partners, and ongoing management of the business of the Company.

In addition, Doug Emsley and Brad Farquhar manage or provide services to Assiniboia Capital Corp. and Assiniboia Farmland Holdings LP ("Assiniboia Farmland"). It is likely that some of the Streaming

Contracts entered into by the Company will be with tenants farming land owned by Assiniboia Farmland and some portion of the upfront payments made to farm operators may be directed to be paid to Assiniboia Farmland for rent. While management of the Company will endeavour to enter into business arrangements that would be considered normal in the industry, occasional conflicts may arise between the interests of the Company and Assiniboia Farmland. Such conflicts will be properly dealt with pursuant to the terms of the SBCA.

***Quarterly Net Income and Results of Operations are Difficult to Forecast and May Fluctuate Substantially***

The quarterly net income and results of operations are difficult to forecast. There may be substantial fluctuations in net income and results of operations from quarter to quarter. There is a high degree of seasonality in the agricultural industry and in the Company's business, which may affect the timing of cash flows. There should not be reliance on results of operations in any prior reporting period to be indicative of performance in future reporting periods.

**Risks Relating to the Ownership of Shares**

***Market Price of the Shares***

The Company's business is in the early stages of development and an investment in the Shares is highly speculative. Securities of companies involved in the agriculture industry have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. The price of the Shares is also likely to be significantly affected by short-term changes in commodity prices or in the Company's financial condition or results of operations as reflected in its financial statements.

***Global Financial Conditions***

Global financial conditions have always been subject to volatility. Access to public financing has been negatively impacted by sovereign debt concerns in Europe and the United States, as well as concerns over global growth rates and conditions. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's operations and the value and the price of the Shares could be adversely affected.

***Volatile Market Price for the Shares***

The market price for the Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company's quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Company operates;
- addition or departure of the Company's executive officers and other key personnel;
- release or expiration of transfer restrictions on outstanding Shares;
- sales or perceived sales of additional Shares;

- operating and financial performance that vary from the expectations of management, securities analysts and investors;
- regulatory changes affecting the Company's industry generally and its business and operations;
- announcements of developments and other material events by the Company or its competitors;
- changes in global financial markets and global economies and general market conditions, such as interest rates and agricultural commodity price volatility;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies; and
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Shares may be materially adversely affected.

### ***No Dividends***

The Company's current policy is to retain earnings to finance the growth and development of its business and to otherwise reinvest in its business. Therefore, the Company does not anticipate the Company paying cash dividends on the Shares in the near future. The Company's dividend policy will be reviewed from time to time by the Board in the context of the Company's earnings, financial condition and other relevant factors. Until the time that the Company does pay dividends, which it may never do, the Company's shareholders will not be able to receive a return on their Shares unless they sell them.

### ***Future Capital Requirements***

The Company may need to raise additional funds through public or private debt or equity financings in order to:

- fund ongoing operations;
- take advantage of opportunities, including more rapid expansion of the Company's business or the acquisition of complementary businesses; or
- respond to competitive pressures.

Any additional capital raised through the sale of equity may dilute the Company's shareholders' percentage ownership of the Shares. Capital raised through debt financing would require the Company to make periodic interest payments and may impose restrictive covenants on the conduct of the Company's business. Furthermore, additional financings may not be available on terms favourable to the Company, or at all. A failure to obtain additional funding could prevent the Company from making

expenditures that may be required to implement the Company's growth strategy and grow or maintain the Company's operations.

### ***Future Sales of Shares by Shareholders***

Sales of a substantial number of Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Shares intend to sell Shares, could reduce the market price of the Shares.

### ***A Significant Number of Shares are Owned by a Limited Number of Existing Shareholders***

The Company's management, directors and employees own a substantial number of the outstanding Shares (on a fully diluted basis). In addition, the Strategic Investor owns a substantial number of the Shares outstanding. As such, the Company's management, directors and employees, as a group, and the Strategic Investors, each are in a position to exercise significant influence over matters requiring shareholder approval, including the election of directors and the determination of significant corporate actions. As well, these shareholders could delay or prevent a change in control of the Company that could otherwise be beneficial to the Company's shareholders.

### ***Publication of Inaccurate or Unfavourable Research by Securities Analysts or Other Third Parties***

The trading market for the Shares relies in part on the research and reports that securities analysts and other third parties choose to publish about the Company. The Company does not control these analysts or other third parties. The price of the Shares could decline if one or more securities analysts downgrade the Shares or if one or more securities analysts or other third parties publish inaccurate or unfavourable research about the Company or cease publishing reports about the Company.

## **Dividends and Distributions**

The Company has not paid any dividends since its incorporation. For details of the Company's current dividend policy, see "Description of the Business – Risks Relating to the Ownership of Shares – No Dividends".

## **Description of Capital Structure**

The authorized capital of Input consists of an unlimited number of Shares. As of the date of this AIF, 61,244,634 Shares are issued and outstanding.

There are no special rights or restrictions attached to the Shares. The Shares rank equally as to all benefits which might accrue to the holders thereof, including the right to receive dividends out of monies of the Company properly applicable to the payment of dividends if and when declared by the Board of Directors of the Company and to participate rateably in the remaining assets of the Company in any distribution on a dissolution or winding-up. The Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions. Other than as provided for in this AIF, there are no provisions restricting the issuance of Shares or any other material restrictions.

All registered shareholders are entitled to receive a notice of all meetings of shareholders to be convened by the Company. At any general meeting, subject to the restrictions on joint registered owners of Shares, on a show of hands every registered shareholder who is present in person or by proxy and entitled to vote has one vote, and on a poll, every registered shareholder who is entitled to vote has one vote for each Share held and may exercise such vote either in person or by proxy.

## Market for Shares

### Trading Price and Volume

The Shares are currently listed on the TSXV under the trading symbol “INP”. The following table sets forth the reported intraday high and low prices and the trading volume for the Shares on the TSXV for the 12- month period prior to the date of this AIF.

Month	High (\$)	Low (\$)	Volume
April 2013	-	-	0
May 2013	-	-	0
June 2013	-	-	0
July 1- 22, 2013 <sup>(1)</sup>	-	-	0
July 22 - 31, 2013 <sup>(1)</sup>	\$2.12	\$1.60	1,301,306
August 2013	\$1.87	\$1.60	1,020,145
September 2013	\$1.74	\$1.56	1,416,847
October 2013	\$1.87	\$1.55	3,032,447
November 2013	\$1.87	\$1.60	1,035,098
December 2013	\$1.98	\$1.63	2,106,177
January 2014	\$2.73	\$1.82	6,369,265
February 2014	\$2.67	\$2.20	6,159,749
March 2014	\$2.60	\$2.10	3,200,203

#### Notes:

- (1) On July 16, 2013 the Corporation completed the Consolidation. Trading of the Common Shares was halted on April 11, 2013. The Common Shares resumed trading on the TSXV following completion of the Qualifying Transaction on July 22, 2013. See “Summary Description of the Business - Reverse Takeover and Qualifying Transaction”.

The closing price of the Shares on the TSXV on March 31, 2014 was \$2.20.

### Prior Sales

#### Shares

The following table summarizes details of the Shares issued by the Corporation during the 12 month period prior to the date of March 31, 2014:

Month of Issuance	Security	Price per Security (\$)	Number of Securities
July 2013	Shares <sup>(1)</sup>	\$1.52 <sup>(2)</sup>	34,796,023
October 2013	Shares <sup>(3)</sup>	\$1.60	25,626,737
February 2014	Shares <sup>(4)</sup>	\$1.60	750

March 2014	Shares <sup>(4)</sup>	\$1.60	38,937
			<b>60,462,447</b>

Notes:

- (1) Issued pursuant to the Amalgamation Agreement among the Corporation, Input Private Co. and 101235315 Saskatchewan Ltd.
- (2) Deemed price on a post-Consolidation basis.
- (3) Issued pursuant to the Public Offering and Private Placement.
- (4) Issued pursuant to an exercise of options granted by the Company.

Stock Options

The following table summarizes details of the stock options issued by the Company during the 12 month period prior to March 31, 2014:

Month of Issuance	Security	Price per Security (\$) <sup>(3)</sup>	Number of Securities
July 2013	Stock Options <sup>(1)</sup>	\$1.00	3,129,602
July 2013	Stock Options <sup>(2)</sup>	\$1.28	350,000
December 2013	Stock Options <sup>(2)</sup>	\$1.73	2,386,622
			<b>5,866,224</b>

Notes:

- (1) Issued pursuant to the Amalgamation Agreement among the Corporation, Input Private Co. and 101235315 Saskatchewan Ltd.
- (2) Issued to certain directors and consultants of the Corporation.
- (3) Exercise price of the stock options.

## Escrowed Securities and Securities Subject to Contractual Restrictions

To the Company's knowledge, the following table sets forth the number of Share in escrow or that are subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class for the Company's most recently completed financial year.

Escrowed Securities and Securities Subject to Contractual Restrictions		
Designation of Class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of Class
Shares	7,442,103 <sup>(1)</sup>	12.15
Options	1,935,220 <sup>(1)</sup>	32.69

Notes:

- (1) Pursuant to the terms and conditions of the TSXV, as part of the Company's Qualifying Transaction ACC, Doug Emsley, Brad Farquhar, each personally and through their holding companies, and Gord Nystuen entered into an escrow agreement dated July 17, 2013, wherein each deposited securities with an escrow agent to be held in escrow under the Agreement.

## Directors and Officers

The following table sets forth the name, province/state and country of residence, position held with the Company and principal occupation of each person who is a director and/or an executive officer of the Company.

<u>Name, Province/State and Country of Residence</u>	<u>Position(s) with the Company</u>	<u>Principal Occupation</u>
<b>DOUG EMSLEY</b> Regina, SK CANADA  Director since: July 19, 2013	Chairman of the Board of Directors, Director, President and Chief Executive Officer.	Chairman of the Board of Directors, Director, President and Chief Executive Officer of the Company.
<b>BRAD FARQUHAR</b> Regina, SK CANADA  Director since: July 19, 2013	Director, Executive Vice-President and Chief Financial Officer	Director, Executive Vice-President and Chief Financial Officer of the Company.
<b>DAVID A. BROWN, Q. C.</b> Kettleby, ON CANADA  Director since: July 19, 2013	Director and member of the Audit Committee	Counsel, Davies Ward Phillips & Vineberg LLP
<b>DR. LORNE HEPWORTH</b> Ottawa, ON CANADA  Director since: July 19, 2013	Director and member of the Audit Committee	Corporate Director
<b>DAVID H. LAIDLEY, FCPA, FCA</b> Montreal, QC CANADA  Director since: July 19, 2013	Director and member of the Audit Committee	Corporate Director

Each director's term of office expires at the next annual meeting of shareholders of the Company or when his successor is duly elected or appointed, unless his term ends earlier in accordance with the articles or by-laws of the Company, he resigns from office or he becomes disqualified to act as a director of the Company.

The principal occupations, businesses or employments of each of the Company's directors and executive officers within the past five years are disclosed in the brief biographies set forth below.

***Doug Emsley - Chairman of the Board of Directors, President and Chief Executive Officer.***

Mr. Emsley is the Chairman of the Board of Directors, Director, President and Chief Executive Officer of the Company. He also serves in a similar capacity at Assiniboia Capital Corp., which currently manages a \$128 million portfolio of Saskatchewan farmland on behalf CPPIB Assiniboia Inc. and Assiniboia Farmland Holdings LP, which owns and rents approximately 115,000 acres of Saskatchewan farmland to farmers.

Mr. Emsley has a wide array of business and professional experience. He is Director, President and Chief Executive Officer of Assiniboia Farmland GP 3 Corp., which is the general partner of Assiniboia Farmland Limited Partnership, a partnership which recently completed a sale of 115,000 acres of Saskatchewan farmland to CPPIB Assiniboia Inc. and Assiniboia Farmland Holdings LP. He is the President of Emsley & Associates. (2002) Inc. Mr. Emsley is a director of the Information Services Corporation, the Bank of Canada, Greenfield Carbon Offsetters Inc., a start-up involved in the creation of carbon credits, the Public Policy Forum, and of the Saskatchewan Roughrider Football Club. He was previously a trustee of Royal Utilities Income Fund (RU.UN-T), then a TSX-listed income trust involved in the mining of thermal coal in western Canada, where he also served as Chair of the Audit Committee. Mr. Emsley has an MBA from York, University in Toronto.

***Brad Farquhar - Director, Executive Vice-President and Chief Financial Officer***

Mr. Farquhar co-founded the Company with Mr. Emsley and serves as a Director, Executive Vice-President and Chief Financial Officer to the Company. He also serves in a similar capacity at Assiniboia Capital Corp., which currently manages a \$128 million portfolio of Saskatchewan farmland on behalf CPPIB Assiniboia Inc. and Assiniboia Farmland Holdings LP, which owns and rents approximately 115,000 acres of Saskatchewan farmland to farmers.

Mr. Farquhar is a trained financial planner and has completed the Canadian Securities Course of the Canadian Securities Institute. He received a Master of Public Administration degree in Electoral Governance from Griffith University in Australia, studied political science at Carleton University, and completed a Bachelor of Arts in Liberal Arts at Providence College. He has been engaged as an international consultant on matters related to the conduct of elections in Central Asia, the Middle East, and the Caribbean. He has also been a part-time faculty member in the Department of Political Science at the University of Regina. Mr. Farquhar previously served as Executive Director of the Saskatchewan Party and Executive Assistance to the Leader of the Opposition.

Mr. Farquhar is a Director of Greenfield Carbon Offsetters Inc., a start-up involved in the creation of carbon credits, and Chair of the board of directors of SIM Canada. He is a former director of the International Centre for Human Rights and Democratic Development and the Regina & District Chamber of Commerce.

***David Brown - Director and member of the Audit Committee***

Mr. Brown is Counsel at Davies Ward Phillips & Vineberg LLP. Mr. Brown served as chairman and Chief Executive Officer of the Ontario Securities Commission (“OSC”) from April 1998 to June 2005. Prior to joining the OSC, he was a senior corporate law partner with a predecessor firm to Davies Ward Phillips & Vineberg for 29 years, focusing on mergers and acquisitions, corporate finance and reorganization. He is

a Director and Member of the Funds Advisory Board at Invesco Trimark Group of Mutual Funds. In addition, Mr. Brown is a member of the Dean's Advisory Council at the Wilfrid Laurier School of Business and Economics, the founding chair of the Council of Governors for the Canadian Public Accountability Board. Mr. Brown is a past chair of the Technical Committee and a member of the Executive Committee of the International Organization of Securities Commissions. He was appointed Queen's Counsel in 1984, a member of the Order of Canada in 2009 and he received the Queen's Jubilee Medal in 2012. Mr. Brown received an honorary doctorate of laws from McMaster University in 2005, his LL.B from the University of Toronto in 1966 and his Bachelor's degree in Civil Engineering from Carleton University in 1963.

#### ***Dr. Lorne Hepworth - Director and member of the Audit Committee***

Dr. Hepworth recently retired as President of CropLife Canada, the national trade association representing developers, manufacturers and distributors of plant science innovations for use in agriculture, urban and public health settings. Dr. Hepworth is currently the Chair of the Board of Genome Canada, a member of the Board of CARE Canada and on the Canadian International Food Security Research Fund Governance Advisory Committee. He is also a member of the Advisory Board for Assiniboia Farmland Holdings LP. He recently served on the Expert Panel on Sustainability Management of Water in Agriculture. He has served as a member of the Advisory Board of the National Research Council of Canada, Plant Biotechnology Institute, the Canadian Agri-Food Research Council, the federal Pest Management Advisory Committee and National Biotechnology Advisory Committee. A graduate of the Western College of Veterinary Medicine at the University of Saskatchewan (1971), Dr. Hepworth was a veterinarian in Alberta and Saskatchewan until 1982, when he was elected to Saskatchewan's Legislative Assembly. He subsequently served nine years in Cabinet, during which he was minister of Agriculture, Education, Finance, and Energy and Mines. From 1993 to 1997, he held several executive positions with the Canadian Agra group of companies specializing in agri-food/feed production, processing and marketing.

#### ***David Laidley - Director and Chairman of the Audit Committee***

Mr. Laidley is a former Chairman of Deloitte LLP (Canada), an audit and financial services firm, where he was a partner from 1975 until his retirement in 2007. Mr. Laidley served as Chairman of Deloitte LLP from 2000 to 2006 and during that time, he also served on the Global Board of Deloitte Touche Tohmatsu as well as its Governance Committee and he chaired its Audit Committee. As a chartered professional accountant, he has enjoyed a distinguished career spanning 40 years with Canada's largest professional services firm, with specialization in its tax and audit practices. Applying his background in tax, he has counseled many clients in the areas of corporate reorganizations, acquisitions and divestitures. Mr. Laidley serves on the boards of Aimia Inc., EMCOR Group Inc.(NYSE), Aviva Canada Inc. and CT Real Estate Investment Trust. He previously served on the boards of ProSep Inc., Nautilus Indemnity Holdings Limited (former Chairman), Biovail Corporation (now Valeant Pharmaceuticals International Inc.) and the Bank of Canada. Mr. Laidley is a Fellow of the Ordre des comptables professionnels agréés du Québec and holds a Bachelor of Commerce degree from McGill University.

### ***Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

To the knowledge of the Company, no director:

- (I) is, as at the date of this AIF, or has been, within 10 years before the date of this AIF, a Director, Chief Executive Officer (“CEO”) or Chief Financial Officer (“CFO”) of any company (including the Company) that:
  - (1) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (2) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or
- (II) is, as at the date of this AIF, or has been within 10 years before the date of this AIF, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that 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
- (III) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
- (IV) has been subject to 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
- (V) has been subject to any 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, except for David Laidley was a director of 2907160 Canada Inc. (formerly ProSep Inc.) (“ProSep”) from August 2008 until January 2014. On April 12, 2013, the Autorité des marchés financiers issued a management cease trade order restricting all trading in securities of ProSep by management and insiders of ProSep due to failure to file its annual disclosure documents within the prescribed time period. The management cease trade order was revoked on June 17, 2013. On October 28, 2013, ProSep filed for and obtained creditor protection under the *Companies’ Creditors Arrangement Act* (Canada). At the same time, the Superior Court of Quebec (Commercial Division) approved the sale of substantially all of ProSep’s assets to a third party. The distribution of ProSep’s liquidation proceeds was completed and ProSep was dissolved on January 15, 2014.

## ***Conflicts of Interest***

To the best of Input's knowledge, and other than as disclosed in this AIF, there are no known existing or potential material conflicts of interest between Input and any director or officer of Input, except that certain of the directors and officers serve as directors and officers of other public companies and therefore it is possible that a conflict may arise between their duties as a director or officer of Input and their duties as a director or officer of such other companies. See "Description of the Business - Risk Factors - Risks Relating to the Company - Conflicts of Interest".

## **Promoters**

Doug Emsley may be considered a promoter of Input. As of the date hereof, Mr. Emsley beneficially owns, controls or directs, directly or indirectly, a total of 10,678,946 Shares, comprising 17.44% of the issued and outstanding Shares. This total number of Shares is comprised of 10,210,526 Shares owned directly by ACC Holdings Ltd., the total amount of which are attributable to Mr. Emsley by virtue of "control", and **468,420** Shares owned directly by Emsley & Associates (2002) Inc. and Mr. Emsley.

Brad Farquhar may be considered a promoter of Input. As of the date hereof, Mr. Farquhar beneficially owns, controls or directs, directly or indirectly, a total of 2,397,117 Shares, comprising 3.91% of the issued and outstanding Shares. This total number of Shares is comprised of Shares owned directly by ACC Holdings Ltd. which are attributable to Farquhar Holdings Ltd., a company controlled by Mr. Farquhar, based on its percentage ownership in ACC Holdings Ltd., and 63,255 Shares owned directly by Farquhar Holdings Ltd.

Gord Nystuen may be considered a promoter of Input. As of the date hereof, Mr. Nystuen beneficially owns, controls or directs, directly or indirectly, a total of 608,848 Common Shares, comprising 0.99% of the issued and outstanding Shares. This total number of Shares is comprised of Shares owned directly by ACC Holdings Ltd. which are attributable to Mr. Nystuen based on his percentage ownership in ACC Holdings Ltd., and 25,000 Shares owned directly by Mr. Nystuen.

## **Interest of Management and Others in Material Transactions**

Other than as described herein, no directors, executive officers or principal shareholders of Input or any associate or affiliate of the foregoing have had any material interest, direct or indirect, in any transactions in which Input has participated since April 1, 2012, which has materially affected or is reasonably expected to materially affect Input.

## **Transfer Agent and Registrar**

The Transfer Agent and Registrar for Input's Shares is TMX Equity Financial Trust Company, 505 Third Street South West, Suite 850, Calgary, Alberta, T2P 3E6.

## **Material Contracts**

The Company has entered into management agreements with each of Emsley & Associates (2002) Inc. and Nomad Capital Corp., companies controlled by Doug Emsley and Brad Farquhar, respectively.

The Company has entered into a cost sharing agreement, as amended and restated effective June 1, 2012, with Assiniboia Capital Corp.

## **Interest of Experts**

Deloitte LLP, Chartered Accountants, are the independent auditors of the Company and are independent of the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Saskatchewan.

McKercher LLP are the legal counsel of the Company. The partners and associates of McKercher LLP each as a group, own, directly or indirectly, in the aggregate, less than 1% of the Common Shares.

## **Additional Information**

Additional information relating to the Company can be found on SEDAR ([www.sedar.com](http://www.sedar.com).)

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the management information circular of the Company dated May 15, 2013 filed on SEDAR ([www.sedar.com](http://www.sedar.com)). This information will also be contained in the management information circular of the Company to be prepared in connection with the Company's 2014 annual meeting of shareholders currently scheduled to be held in August 2014 which will be available on SEDAR ([www.sedar.com](http://www.sedar.com)). Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the financial year ended March 31, 2014.



**INPUT CAPITAL**  
THE AGRICULTURE STREAMING COMPANY