

**WEST CENTRAL PELLETING LTD.  
ANNUAL MEETING OF SHAREHOLDERS – OCTOBER 27, 2020  
INFORMATION CIRCULAR**

**SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the management of West Central Pelleting Ltd. (“WCP” or the “Corporation”) to be used at the annual meeting of shareholders of the Corporation to be held at the time and place and for the purposes set forth in the notice of annual meeting accompanying this Information Circular. It is expected that the solicitation will be made primarily by mail. However, officers and employees of the Corporation may also solicit proxies by telephone, telecopier, e-mail, other electronic or communications devices, or in person. All expenses in connection with solicitation of proxies by management will be borne by the Corporation.

Unless otherwise indicated, the information in this circular is given as at August 25, 2020.

**APPOINTMENT AND REVOCATION OF PROXIES**

**The proxy nominees named in the enclosed Proxy are officers of the Corporation. A shareholder has the right to appoint a person or company, other than the person(s) designated in the proxy, to represent the shareholder at the annual meeting and may exercise such right by inserting the name of the person or company in the blank space provided in the proxy or by submitting another appropriate proxy. A person or company appointed as proxy need not be a shareholder.**

Holders of the Common Shares who are unable to attend the annual meeting in person and who wish to appoint a proxy holder to attend and act for them at the annual meeting are requested to complete, sign, date and return the enclosed form of proxy in the envelope provided. In order to be valid for use at the annual meeting, proxies must be delivered in one of the following ways:

- (a) deposited at the office of West Central Pelleting Ltd., either by delivery to such offices or by mailing to: West Central Pelleting Ltd. 313 – 2<sup>nd</sup> Ave East, Box 298, Wilkie, SK, S0K 4W0, to be received before the close of business on October 22, 2020.

-OR-

- (b) sent by fax, before the close of business on October 22, 2020, to the office of West Central Pelleting Ltd. 313 – 2<sup>nd</sup> Ave East, Box 298, Wilkie SK, S0K 4W0, whose fax number is (306) 843-2199;

-OR-

- (c) deposited at the registration desk at the time of registering for attendance at the meeting.

-OR-

- (d) e-mail to [carlawcp@sasktel.net](mailto:carlawcp@sasktel.net) before the close of business on October 22, 2020

**NOTE:** Proxies delivered in a manner referred to in (a) and (c) must be originally signed documents – proxies which were sent by fax or email which are photocopies or scanned will be accepted only when signed, completed and faxed or emailed to the office of the Corporation as described in (b) and (d).

A shareholder who has given a proxy may revoke it by depositing a written notice of revocation signed by the shareholder or the shareholder's attorney authorized in writing or by signing another proxy bearing a later date and in either case delivering the revocation or new proxy in the manner that proxies are delivered to the Corporation as described above.

Except as noted below respecting the completion of proxies for the election of directors, the person or company appointed as proxy has discretionary authority and may vote the shares represented thereby as such person or company considers best with respect to amendments or variations to matters identified in the notice of annual meeting or other matters which may properly come before the annual meeting. The management of the Corporation knows of no such amendments, variations or other matters to come before the annual meeting.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The directors have fixed the close of business on August 27, 2020 as the record date for the annual meeting. A person who is a shareholder on the record date is entitled to vote his or her shares except to the extent that the person has transferred the ownership of any of his or her shares after the record date and the transferee of the shares produces properly endorsed share certificates or otherwise establishes that he or she owns the shares or demands, not later than ten days before the annual meeting, that his or her name be included in the list of shareholders before the annual meeting, in which case the transferee is entitled to vote his or her shares at the annual meeting.

The Corporation has outstanding 16,100 Class "B" Voting Common shares without nominal or par value, each carrying the right to one vote at all meetings of the shareholders of the Corporation. To the knowledge of the directors and officers of the Corporation, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

## **ELECTION OF DIRECTORS**

The articles of the Corporation provide for a minimum of 3 directors and a maximum of 20 directors as the Board of Directors may determine from time to time. The Board of Directors has been fixed at 8 directors. No members of the Board of Directors have served as a director of another reporting issuer during the past year.

Five members of the Board are to be elected at the annual meeting of shareholders. The representatives of management named in the enclosed Proxy, if named as a proxy, will vote only as directed by the shareholder submitting the Proxy. If the shareholder submitting the Proxy does not direct how to vote for a particular director, the management persons (if designated to represent the shareholder) will take no action on behalf of the shareholder with regard to the vote for a particular director.

Five candidates have been duly nominated for the positions on the Board of Directors to be elected at the forthcoming annual meeting. The five vacant director's positions may be filled at any time thereafter by the board as long as all necessary qualifications according to the Act are met. No nominations from the floor at the annual meeting are permitted. The five directors elected for two year terms will hold office until the 2022 Annual Shareholders Meeting, unless the office of the director is vacated earlier in accordance with the bylaws of the Corporation or *The Business Corporations Act* (Saskatchewan).

The following table and ensuing paragraphs set out the name of each of the five proposed nominees for election as a director named in the enclosed Proxy (Terry Baumgartner, Wesley Garrett, Richard Norwig, Edwin Fittkau and Ryan Haase) and his or her present occupation or employment and any other principal occupations and employments held within the five preceding years, his or her positions with the Corporation, the periods during which he or she has served as a director, and approximate number of shares of the Corporation beneficially owned, directly or indirectly, by him or her over which control or direction is exercised by that proposed nominee. Similar information is also provided for the two directors whose terms continue namely Donald Karstens and Wayne Kappel.

<b>Name</b>	<b>Positions with Corporation in last 12 months</b>	<b>Period(s) when a Director- Expiry of current term</b>	<b>Voting Shares Owned Beneficially Directly or Indirectly</b>
Donald Gregory Karstens NE 36-39-19 W3 Box 692 Wilkie SK S0K 4W0	Director	June 2014-June 2021	56 Class "B" shares
Wayne Donald Kappel NW 4-40-19 W3 Box 630 Wilkie SK S0K 4W0	Director	Mar 2012-June 2021	22 Class "B" shares
Terry Baumgartner SW 14-15-12-W3 Box 105 Kendal SK S0G 2P0	Director	June 2004-October 2020	33 Class "B" shares
Wesley Arthur Garrett SW 2-39-17 W3 Box 25 Landis SK S0K 2K0	Director	June 2010-October 2020	10 Class "B" Shares
Richard August Norwig SE 1-17-10 W2 Box 141 Wolseley SK S0G 5H0	Director	June 2014-October 2020	20 Class "B" shares
Edwin Fittkau Box 206 Cando, SK S0K 0V0	Director	Not applicable	1 Class "B" share
Ryan Haase 9406 Meadow Lark Lane North Battleford, SK S9A 3V3	Director	Not applicable	3 Class "B" shares

**The background of each individual is as follows:**

Donald Karstens is and for the last 5 years, been a farmer in Saskatchewan.

Wayne Kappel is and for the last 5 years, been a farmer in Saskatchewan.

Terry Baumgartner is and for the last 5 years, been a farmer in Saskatchewan.

Wesley Garrett is and for the last 5 years, been a farmer in Saskatchewan.

Richard Norwig is and for the last 5 years, been a farmer in Saskatchewan.

Edwin Fittkau is and for the last 4 years, been a farmer in Saskatchewan. Prior to that he was a Credit Union manager.

Ryan Haase is and for the last 5 years been a pulse plant operations manager in Saskatchewan.

## COMMITTEES

Audit Committee:	Richard Norwig, Wesley Garrett, Wayne Kappel, Terry Baumgartner, Donald Karstens
Human Resource/Nominating Committee:	Terry Baumgartner, Richard Norwig, Wayne Kappel, Donald Karstens, Wesley Garrett
Safety Committee:	Wayne Kappel, Donald Karstens, Richard Norwig, Wesley Garrett, Terry Baumgartner
Capital Committee:	Terry Baumgartner, Donald Karstens, Richard Norwig, Wesley Garrett, Wayne Kappel
Marketing and Promotion Committee:	Terry Baumgartner, Wesley Garrett, Donald Karstens, Richard Norwig, Wayne Kappel

## EXECUTIVE COMPENSATION

### SUMMARY COMPENSATION TABLE

Name and Principal Position	Annual Compensation			Long-term Compensation Awards	Securities Under Options Granted (#)	All Other Compensation (\$)
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)		
Lorne Davey General Manager <sup>1</sup>	2019/2020	\$185,062.82	Nil	Nil	Nil	Nil
	2018/2019	\$187,103.53	Nil	Nil	Nil	Nil
	2017/2018	\$155,939.81	Nil	Nil	Nil	Nil

#### Notes:

1. Lorne Davey was hired as General Manager in March of 2015 and has served as Chief Executive Officer since September of 2016.

In the 2016/17 fiscal year, the Corporation appointed Terry Anne Sayers to the position of Chief Financial Officer. Furthermore, there were no other executive officers of the Corporation, nor any person earning \$150,000.00 or more.

## COMPENSATION OF DIRECTORS 2019-2020

Name	Position (Committee)	Honorarium
Terry Baumgartner	Director (1), (2), (3), (4), (5), (7)	\$4,830.00
Wesley Garrett	Director, Treasurer (1), (2), (3), (4), (5), (7)	\$4,980.00

Wayne Kappel	Director, Secretary (1), (2), (3), (4), (5), (7)	\$6,050.00
Donald Karstens	Director, President (1), (2), (3), (4), (5), (6), (7)	\$5,830.00
Richard Norwig	Director, Vice President, Chairman (1), (2), (3), (4), (5), (7)	\$4,830.00
	<b>TOTAL</b>	<b>\$26,520.00</b>

#### **Committees**

- (1) **Member of Audit Committee**
- (2) **Member of Human Resource/Nominating Committee**
- (3) **Member of Safety Committee**
- (4) **Member of Capital Committee**
- (5) **Member of Marketing Committee**
- (6) **GM Direct Report**
- (7) **Share Trading Committee**

The Human Resource/Nominating Committee recommends Board compensation, reviews the compensation level on an annual basis, and reports its findings to the Board. Effective June 21, 2016, the directors of the Corporation receive compensation for their services in an amount equal to \$50.00 per hour to a maximum of \$400.00 per day. A retainer fee of \$200.00 per month is added to cover regular phone and internet usage, paper and printing costs, meeting preparation costs and research time. Directors are reimbursed for reasonable expenses incurred in discharging their responsibilities as directors: reimbursements include mileage at \$0.53 per kilometre for travel.

The compensation established for directors and the Chair has been determined by the Board. The compensation is modest and for the most part is meant to provide a sufficient amount of money to directors for their time in order that they do not have a net cost in fulfilling their duties, including their attendance at directors' meetings.

#### **PERFORMANCE EVALUATION**

The Human Resource/Nominating Committee conducts an annual evaluation of the performance of the Chair of the Board by having Board members confidentially complete a written survey. Results of the survey are tabulated by a member of the Committee and discussed with the Chair.

The Chair of the Board prepares an annual Board evaluation survey to examine; i) the performance of the Board as a whole, and ii) the performance of individual directors. All directors participate in the self evaluation session.

#### **FINANCIAL STATEMENTS**

It is necessary at annual meetings that the shareholders of the Corporation receive and consider the financial statements for the most recently completed fiscal year of the Corporation together with the auditor's report on such financial statements. Reference is made to the financial statements and auditors report with respect to the fiscal year ended February 29, 2020 which accompanied this Information Circular.

#### **APPOINTMENT OF AUDITORS**

Management of the Corporation recommends the appointment of Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the directors to fix the auditor's remuneration. Ernst & Young LLP (formerly Hergott Duval Stack LLP) was first appointed auditors of West Central Pelleting Ltd. on February 12, 2009. The management designates

named in the enclosed Form of Proxy intend to vote FOR the reappointment of Ernst & Young LLP as auditors of the Corporation at the remuneration to be fixed by the Board of Directors.

## **AUDIT COMMITTEE DISCLOSURE**

### ***Audit Committee Charter***

#### ***Purpose***

The primary purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of the Corporation in fulfilling its oversight responsibilities for (a) the accounting and financial reporting processes; (b) the Corporation’s banking and investment activities; (c) the external auditors, including performance, qualifications and their audit of the Corporation’s financial statements; (d) the Corporation’s process for monitoring compliance with laws and regulations; and (e) the internal controls.

In addition, the Committee provides an avenue for communication between external auditors, management and the Board. The Committee shall have an understanding with the external auditors that they are to maintain an open relationship with the Committee and that the ultimate accountability of the external auditors is to the Board and the Committee. The Committee, in its capacity as a committee of the Board, subject to the requirements of applicable law, is directly responsible for oversight of the relationship between the Corporation and the external auditors.

The Committee shall make regular reports to the Board concerning its activities and in particular shall review with the Board any issues that arise with respect to the quality or integrity of the Corporation’s financial statements, the performance of the external auditors or the Corporation’s process for monitoring compliance with laws and regulations.

#### ***Composition of the Committee***

The Committee shall be composed of at least three and not more than six Directors; selected by the Board on an annual basis. All members of the Committee must have reasonable knowledge of the agricultural industry. Furthermore, where possible, it is desirable that the various members of the audit committee be financially literate (possessing the ability to read and understand financial statements that have a form and level of complexity of accounting issues generally comparable to those reasonably expected to be encountered at West Central Pelleting Ltd.), or acquire financial literacy within a reasonable period of time after appointment to the Committee. The Corporation does, however, note that it is exempt from certain requirements by virtue of paragraph 6.1 of National Instrument 52-110, and where such exemption is needed in connection with any particular member of the Committee from time to time, the said exemption is relied upon.

#### ***Meetings***

The Committee will meet annually and as many times as the Committee deems necessary to carry out its duties.

The Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend meetings of the Committee and assist thereat in the discussion and consideration of any matter.

A meeting of the Committee may be convened by the Chair or any other member of the Committee. The Chair shall, upon the direction of any of the foregoing, arrange a meeting of the

Committee. The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of copies of the minutes of its meetings.

### ***Duties and Responsibilities***

The following duties and responsibilities of the Board are delegated to the Committee with the duty to report and make recommendations to the Board with respect thereto:

- Review and discuss with management and the external auditors the audited annual financial statements and make recommendations to the Board with respect to approval thereof.
- Review with the Board and discuss with management quarterly the interim financial statements of the Corporation.
- Meet with external auditors to review and approve the annual audit plan of the Corporation's financial statements prior to the annual audit being undertaken by the external auditors.
- Review the results of the external auditor's work including findings and recommendations, management's response, and any resulting changes in accounting practices or policies and the impact such changes may have on the financial statements.
- Review with the Board the Corporation's investment activities and banking arrangements.
- Review with the Board the Corporation's delegation of signing authority.
- Monitor compliance by the Corporation with all payments and remittances required to be made in accordance with applicable law, where the failure to make such payments could render the directors of the Corporation personally liable.
- On an annual basis, review the Corporation's system of internal controls over accounting and financial reporting.
- Be responsible for evaluation of external auditors.
- Review and oversee the resolution of any communication from the external auditors reflecting a difference of opinion between management and the external auditors and any management or internal control letter issued, or proposed to be issued, by external auditors to the Corporation.
- Annually review any material related party transactions and potential conflicts of interest involving the Board or officers of the Corporation.
- Monitor compliance by the Corporation with its responsibilities under pension plans.
- Perform any other activities consistent with this Charter, the Corporation's bylaws and governing laws, as the Committee or Board deems necessary or appropriate.

*Approved by the Board January 7, 2006*

### ***Composition of Audit Committee***

The current members of the audit committee are Chairman Wayne Kappel, Wesley Garrett, Terry Baumgartner, Donald Karstens, and Richard Norwig, all of whom are financially literate as that term is defined in National Instrument 52-110. During the 2019-2020 fiscal year, audit committee members were independent with the exception of Richard Norwig and Wayne Kappel as that term is defined by National Instrument 52-110.

### ***Audit Fees***

The aggregate fees billed by the Corporation's external auditors for audit fees for the fiscal years ending February 28, 2019 and February 29, 2020 were \$42,000.00 and \$44,000.00 respectively.

### ***Audit-Related Fees***

The aggregate fees billed for audit related fees with respect to IFRS 15 and IFRS 9 implementation for the fiscal year ending February 28, 2019 were \$10,000. There were no audit related fees billed for the fiscal year ending February 29, 2020.

### ***Tax Fees***

The aggregate fees billed by the Corporation's external auditors for tax compliance, tax advice and tax planning for the fiscal years ending February 28, 2019 and February 29, 2020 were \$4,400.00 and \$4,600.00 respectively.

### ***All Other Fees***

Other fees for the fiscal year ending February 28, 2019 were \$2,000.00 for Continuous Disclosure Review. Other fees for the fiscal year ending February 29, 2020 were \$1,600.00 for Continuous Disclosure Review.

## **AGGREGATE INDEBTEDNESS**

There is no aggregate indebtedness to the Corporation by a director or executive officer of the Corporation.

## **CORPORATE GOVERNANCE DISCLOSURE**

Currently, the Board of Directors is responsible for overseeing the majority of issues respecting corporate governance including: (i) nomination of directors, (ii) orientation and education of directors, (iii) promotion of ethical business conduct within the Corporation, (iv) compensation of directors and (v) assessment of Board performance.

The Board of Directors has established a code of business and ethical conduct with respect to the operations of the Corporation. The Board expects integrity in all manners of performance. Shareholders, customers, suppliers and employees are to be respected, and dealings with those persons are to be conducted in a fair and equitable manner. The Corporation is also to comply with all applicable governing laws, rules and regulations.

The Board of Directors: Code of Conduct Policy has guidelines for Conflict of Interest situations. In the event a Board member is a close relative of a member of staff, the Director will remove himself/herself from any decision that would have a financial or professional implication on the staff member. If the employee holds a senior management position with the Corporation, a director other than the director in a potential conflict of interest situation will be appointed by the Board to serve as the direct report for the employee. In 2019-2020, Don Karstens served in this position.

The Board of Directors is also responsible for overseeing director orientation. New directors are provided with a Director's Manual containing information on directors' responsibilities and liabilities, committee structures and Board policies. An orientation session is held with new and current directors in attendance following the election of new directors.

The Corporation has a Nomination Committee which is made up of Wayne Kappel, Donald Karstens, Wesley Garrett, Terry Baumgartner and Richard Norwig. The purpose of the Nomination Committee is to coordinate and manage the nomination process for the annual meeting. If necessary, the



Nominating Committee will also identify potential candidates for nomination to the Board of Directors from a current list of shareholders of the Corporation.

Save and except for Don Karstens and Richard Norwig, all directors of the Corporation are “independent”, within the meaning of National Instrument 58-101 and National Instrument 52-110.

## **ADDITIONAL ITEMS**

### ***Delivery of Additional Information***

Additional information relating to the Corporation is available on the SEDAR website at [www.sedar.com](http://www.sedar.com) and on the Corporation’s website at [www.westcentralpelleting.com](http://www.westcentralpelleting.com). Financial information concerning the Corporation is provided in West Central Pelleting Ltd.’s financial statements and Management Discussion and Analysis for the most recently completed financial year ending February 29, 2020. Any shareholder of record of the Corporation or any other person or company who wishes to receive a copy of the Corporation’s audited financial statements or current MD&A for the year ended February 29, 2020, may obtain a copy of each by (i) writing to West Central Pelleting Ltd., Attention President, 313-2<sup>nd</sup> Ave East, Box 298, Wilkie, SK, S0K 4W0, (ii) emailing [carlawcp@sasktel.net](mailto:carlawcp@sasktel.net), Re: 2020 Documents, or (iii) calling (306)843-3399 and asking for Carla Hoffman.

I HEREBY CERTIFY that the contents and sending of this Information Circular have been approved by the directors of West Central Pelleting Ltd.

Dated this 28 day of August, 2020.



Donald Karstens - President