

**THIS LETTER OF TRANSMITTAL IS FOR USE IN ACCEPTING THE OFFER BY CANTERRA SEEDS HOLDINGS LTD. TO PURCHASE CLASS A COMMON SHARES OF CANTERRA SEEDS HOLDINGS LTD. THE DEPOSITARY OR YOUR BROKER OR OTHER FINANCIAL ADVISOR CAN ASSIST YOU IN COMPLETING THIS LETTER OF TRANSMITTAL.**

**LETTER OF TRANSMITTAL**

**to tender Class A Common Shares of**

**CANTERRA SEEDS HOLDINGS LTD.**

**pursuant to the Offer to Purchase dated June 26, 2026**

**THE OFFER IS OPEN FOR ACCEPTANCE UNTIL 5:00 P.M. (CENTRAL TIME) ON AUGUST 10, 2026 (THE “EXPIRATION TIME”) OR AT SUCH LATER TIME AND DATE TO WHICH THE OFFER MAY BE EXTENDED, UNLESS TERMINATED OR WITHDRAWN IN ACCORDANCE WITH ITS TERMS.**

**USE THIS LETTER OF TRANSMITTAL IF:**

- 1. YOU WISH TO ACCEPT THE OFFER AND ARE DEPOSITING SHARE CERTIFICATE(S); OR**
- 2. YOU PREVIOUSLY DELIVERED A NOTICE OF GUARANTEED DELIVERY.**

This Letter of Transmittal (the “**Letter of Transmittal**”), properly completed and duly executed, together with all other required documents, must accompany the original certificate(s) (unless such certificate(s) are already retained in Canterra’s minute book) representing Class A common shares (the “**Class A Shares**”) of Canterra Seeds Holdings Ltd. (the “**Corporation**” or “**Canterra**”) deposited pursuant to the offer to purchase (the “**Offer**”) made by Canterra to purchase from holders of Class A Shares (“**Class A Shareholders**”) up to 755,115 Class A Shares in exchange for 3.25 Class E preference shares of Canterra (“**Class E Shares**”) per each Class A Share (the “**Purchase Price**”). The Offer is made upon the terms and subject to the conditions set forth in: (i) the offer to purchase dated June 26, 2026 (the “**Offer to Purchase**”); (ii) the accompanying issuer bid circular dated June 26, 2026 (the “**Circular**” and together with the Offer to Purchase, the “**Offer and Circular**”); and (iii) this Letter of Transmittal, and must be received by MLT Aikins LLP (the “**Depository**”) prior to the Expiration Time at its address set forth on the back cover page of this Letter of Transmittal.

The terms and conditions of the Offer and Circular are incorporated by reference in this Letter of Transmittal. The Offer and Circular contains important information and Class A Shareholders are urged to read the Offer and Circular in its entirety. Capitalized terms used but not defined in this Letter of Transmittal have the respective meanings ascribed thereto in the Offer and Circular.

Class A Shareholders should carefully consider the income tax consequences of accepting the Offer and tendering Class A Shares to the Offer. Certain material Canadian federal income tax consequences of accepting the Offer are discussed in Section 25 of the Circular entitled “*Income Tax Consequences*”. **All Class A Shareholders are urged to consult their own tax and legal advisors as to the application of Canadian income tax laws to their particular circumstances.**

If a Class A Shareholder wishes to tender Class A Shares pursuant to the Offer and cannot deliver original certificates for such Class A Shares, or time will not permit all required documents to reach the Depository prior to the Expiration Time, Class A Shareholders may tender their Class A Shares according to the guaranteed delivery procedure set forth in Section 4 of the Offer to Purchase entitled “*Procedure for Tendering Class A Shares – Guaranteed Delivery*” by using the notice of guaranteed delivery (the “**Notice of Guaranteed Delivery**”), which may be obtained from the

Corporation or the Depositary upon request using the contact information found on the back cover page of this Letter of Transmittal.<sup>1</sup>

U.S. Shareholders (as defined in Schedule I – *Information for U.S. Shareholders*) should be aware that acceptance of the Offer may have certain tax consequences under United States law. Such consequences are not described in the Circular, and U.S. Shareholders should consult their tax advisors with respect to those consequences. **U.S. Shareholders must complete Schedule I – *Information for U.S. Shareholders*, attached hereto.**

**Any questions or requests for assistance may be directed to the Depositary at the address and telephone number set forth on the back cover page of this Letter of Transmittal. Additional copies of the Offer and Circular, this Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained from the Depositary. Manually executed photocopies of this Letter of Transmittal and the Notice of Guaranteed Delivery will be accepted. Class A Shareholders may also contact their investment dealer, stock broker, commercial bank, trust company or other nominee for assistance concerning the Offer.**

**DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN THE ADDRESS OF THE DEPOSITARY SET FORTH ON THE BACK COVER PAGE OF THIS LETTER OF TRANSMITTAL WILL NOT CONSTITUTE A VALID TENDER TO THE DEPOSITARY. YOU MUST SIGN THIS LETTER OF TRANSMITTAL IN THE APPROPRIATE SPACE PROVIDED BELOW.**

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<sup>1</sup> Guaranteed Delivery is **only** relevant to Class A Shareholders who hold through an intermediary or nominee and whose certificates will not be delivered prior to the Expiration Time.

**TO: CANTERRA SEEDS HOLDINGS LTD.**

**AND TO: MLT AIKINS LLP, as Depositary**

The undersigned delivers to Canterra the enclosed certificate(s) for Class A Shares (as applicable) and, subject only to the provisions of the Offer to Purchase regarding withdrawal, irrevocably accepts the Offer for such Class A Shares upon the terms and conditions contained in the Offer and Circular. Where certificates representing Class A Shares are already held by the Depositary, the undersigned hereby authorizes and directs the Depositary to treat such certificates as having been delivered and tendered pursuant to this Letter of Transmittal. The following are the details of the certificate(s):

<b>DESCRIPTION OF SHARES TENDERED</b>		
<b>Name(s) in which Certificate is Registered</b> (Please Fill in Exactly as Name(s) Appear(s) on Class A Share Certificate(s))	<b>Number of Class A Shares Represented by Certificate</b>	<b>Number of Class A Shares Tendered*</b>
<b>TOTAL:</b>		
<p><b>* Class A Shareholders who wish to maintain their eligibility to produce and sell seed varieties of Canterra must, following completion of the Offer and inclusive of both registered and beneficial holdings, continue to hold an aggregate of no less than:</b></p> <ul style="list-style-type: none"><li><b>(i) 2,400 Class A Shares, if such Class A Shareholder owns less than three retail locations; and</b></li><li><b>(ii) 4,600 Class A Shares, if such Class A Shareholder owns three or more retail locations.</b></li></ul> <p><b>Accordingly, such Class A Shareholders should ensure that the number of Class A Shares tendered pursuant to the Offer as indicated in Column 3 above does not result in a remaining aggregate holding of less than 2,400 or 4,600 Class A Shares, as applicable</b></p>		

The undersigned acknowledges receipt of the Offer and Circular and acknowledges that there will be a binding agreement between the undersigned and Canterra, effective as of the time at which Canterra takes up Class A Shares deposited by the undersigned pursuant to this Letter of Transmittal, upon the terms and subject to the conditions of the Offer and Circular. The undersigned represents and warrants that: (a) the undersigned has received the Offer and Circular; (b) the undersigned has full power and authority to tender, sell, assign and transfer the Class A Shares tendered to the Offer and all rights and benefits arising from such Tendered Class A Shares; (c) the undersigned has good title to and is the beneficial owner of the Tendered Class A Shares; (d) the Tendered Class A Shares have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any of the Tendered Class A Shares to any other person; (e) the deposit of the Tendered Class A Shares complies with applicable securities laws; and (f) when and to the extent the Tendered Class A Shares are taken up and paid for by Canterra, Canterra will acquire good title thereto, free and clear of all hypothecs, liens, charges, encumbrances, security interests, claims, restrictions and equities whatsoever, together with all rights and benefits arising therefrom.

**IN CONSIDERATION OF THE OFFER AND FOR VALUE RECEIVED**, upon the terms and subject to the conditions set forth in the Offer and Circular, subject only to the withdrawal rights set out in Section 5 of the Offer to

Purchase entitled “*Withdrawal Rights*”, the undersigned irrevocably accepts the Offer for and in respect of the Tendered Class A Shares and (i) delivers to Canterra the enclosed original certificate(s) representing such Tendered Class A Shares, or (ii) directs the Depositary to treat certificates representing such Tendered Class A Shares already held by the Depositary on behalf of the undersigned as delivered, in accordance with the terms of the Offer.

Subject to and effective upon acceptance for purchase of the Class A Shares tendered hereby, in accordance with the terms of the Offer, the undersigned hereby sells, assigns and transfers to or upon the order of Canterra all rights, title and interest in and to all Class A Shares tendered hereby and all rights and benefits arising from the Tendered Class A Shares. Class A Shares acquired pursuant to the Offer will be acquired by Canterra free and clear of all hypothecs, liens, charges, encumbrances, security interests, claims, restrictions and equities whatsoever, together with all rights and benefits arising therefrom.

The undersigned irrevocably constitutes and appoints, effective on and after the Expiration Time, each officer and director of Canterra, and any other person designated by Canterra in writing, as the true and lawful agent, attorney, attorney-in-fact and proxy of the holder of the Tendered Class A Shares covered by this Letter of Transmittal (which Tendered Class A Shares to the extent taken up and paid for, are hereinafter referred to as the “**Purchased Securities**”) with respect to such Purchased Securities, with full power of substitution in the name and on behalf of such Class A Shareholder (such power of attorney being an irrevocable power coupled with an interest), where certificates representing the Purchased Securities are held in the minute books of Canterra, to deliver or cause to be delivered certificates for such Purchased Securities, together with all accompanying evidences of transfer and authenticity, to or to the order of Canterra upon receipt by the Depositary, as the undersigned’s agent of the Purchase Price, and to register or record the cancellation of such Purchased Securities to the extent consisting of securities on the appropriate securities register(s) of Canterra;

The undersigned understands that if the number of Class A Shares properly tendered and not properly withdrawn pursuant to the Offer is greater than 755,115, such tendered Class A Shares will be purchased on a *pro rata* basis according to the number of Class A Shares validly tendered or deemed to be tendered by the tendering Class A Shareholders (with any fractions of Class A Shares rounded down to the nearest whole share to avoid the purchase of fractional Class A Shares). See Section 3 of the Offer to Purchase, “*Number of Class A Shares; Proration*”. Canterra’s determination as to proration shall be final and binding on all parties, except as otherwise finally determined in a subsequent judicial proceeding in a court of competent jurisdiction or as required by law.

The undersigned understands that the Purchase Price payable by Canterra will be satisfied through the issuance of 3.25 Class E Shares and will be subject to any applicable withholding taxes and the treatment of fractional Class E Shares, if any. Resulting fractions of Class E Shares will be rounded down to the nearest whole share to avoid the issuance of fractional Class E Shares. Class A Shares taken up and paid for by Canterra will be promptly cancelled by Canterra.

The undersigned accepts the Offer under the terms of the Offer and Circular and this Letter of Transmittal and revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by such depositing Class A Shareholder at any time with respect to the Tendered Class A Shares. The undersigned agrees that no subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise will be granted with respect to the Tendered Class A Shares by or on behalf of the depositing Class A Shareholder unless and to the extent the Tendered Class A Shares are not taken up and paid for under the Offer or are withdrawn in accordance with Section 5 of the Offer to Purchase entitled “*Withdrawal Rights*”.

The undersigned covenants to execute, upon request of Canterra, any additional documents deemed by the Depositary or Canterra to be necessary or desirable to complete the sale, assignment and transfer of the Tendered Class A Shares, all in accordance with the terms of the Offer and acknowledges that all authority herein conferred or agreed to be conferred may be exercised during any subsequent legal incapacity of the undersigned and shall, to the extent permitted by law, survive the death or incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned.

**If you are a Class A Shareholder of record and you tender your Class A Shares directly to the Depository, you will not be obligated to pay any brokerage fees or commissions. If you hold your Class A Shares through an investment dealer, stock broker, commercial bank, trust company or other nominee, you should consult with such persons regarding whether transaction costs will apply.**

<b>BOX A ENTITLEMENT DELIVERY (To be completed by Class A Shareholders requesting delivery of original certificates)</b>	
All certificates representing Class A Shares or Class E Shares will be retained in the minute books of the Corporation, or, if indicated, the address set forth below.	
Street: _____	Province / State: _____
City: _____	Postal / Zip Code: _____

<b>BOX B SHAREHOLDER SIGNATURE (To be completed by Class A Shareholders resident in Canada)</b>	
Must be duly executed by registered owner(s) exactly as name(s) appear(s) on certificate(s) or on a security position listing or by person(s) authorized to become registered owner(s) by certificate(s) and documents transmitted with this Letter to Transmittal. If signature is by an executor, administrator, trustee, guardian, officer of a corporation or other legal representative acting in a fiduciary or representative capacity, please set forth the full title.	
AUTHORIZED SIGNATURE:	AREA CODE AND PHONE NUMBER:
NAME(S):	DATE:
CAPACITY:	Canadian SIN or BIN:
ADDRESS:	

**SCHEDULE I  
INFORMATION FOR U.S. SHAREHOLDERS**

<b>BOX A TAX MATTERS (To be completed by U.S. Shareholders)</b>
<p><b>Indicate whether you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder.</b></p> <p><input type="checkbox"/> The person signing this Letter of Transmittal represents that he/she/it is a U.S. Shareholder or is acting on behalf of a U.S. Shareholder.</p> <p>A “U.S. Shareholder” is any Shareholder that is either: (a) providing an address on record that is located within the United States or any territory or possession thereof; or (b) a U.S. Person for Tax Purposes as described in Instruction 8.</p> <p style="text-align: center;"><b>If you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder then in order to avoid potential U.S. backup withholding, you must generally complete an Internal Revenue Service (“IRS”) Form W-9 (if the U.S. Shareholder is a U.S. Person For Tax Purposes) or the appropriate IRS Form W-8 (if the U.S. Shareholder is not a U.S. Person For Tax Purposes).</b></p>

<b>BOX B SHAREHOLDER SIGNATURE (To be completed by U.S. Shareholders)</b>	
<p>Must be duly executed by registered owner(s) exactly as name(s) appear(s) on certificate(s) or on a security position listing or by person(s) authorized to become registered owner(s) by certificate(s) and documents transmitted with this Letter to Transmittal. If signature is by attorney-in-fact, executor, administrator, trustee, guardian, officer of a corporation or other legal representative acting in a fiduciary or representative capacity, please set forth the full title.</p>	
AUTHORIZED SIGNATURE:	AREA CODE AND PHONE NUMBER:
NAME(S):	DATE:
CAPACITY:	U.S. Shareholders who are U.S. Persons For Tax Purposes must provide their U.S. Taxpayer Identification No. and complete IRS Form W-9
ADDRESS:	U.S. TIN:

**TAX INFORMATION FOR U.S. SHAREHOLDERS**

To prevent backup withholding on any payment made to a U.S. Shareholder (or person acting on behalf of a U.S. Shareholder) with respect to Class A Shares tendered pursuant to the Offer, you are required, if you are a U.S. Person for Tax Purposes (as defined below), to provide us your current U.S. taxpayer identification number, “**TIN**,” (or the TIN of the person on whose behalf you are acting) and certify, under penalties of perjury, that such TIN is correct, that you are not subject to backup withholding and that you are a U.S. Person for Tax Purposes, by properly completing and executing the IRS Form W-9, which may be obtained at the IRS website (<https://www.irs.gov/forms-pubs/about-form-w-9>). The TIN is generally the U.S. Social Security number, the U.S. Individual Taxpayer Identification Number or the U.S. federal employer identification number of the U.S. Person for Tax Purposes. The U.S. Person for Tax Purposes is required to furnish the TIN of the registered owner of the Class A Shares. The instructions on page 5 of the Form W-9 explain the proper certification to use if the Class A Shares are registered in more than one name or are not registered in the name of the actual owner.

If you are a U.S. Shareholder that is not a U.S. Person for Tax Purposes, you may be subject to backup withholding on payments received pursuant to the Offer unless you furnish the appropriate, properly completed and executed IRS Form W-8, which may be obtained at the IRS website (<https://www.irs.gov/forms-pubs/about-form-w-8>).

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be credited against the U.S. Shareholder's U.S. federal income tax liability, and a U.S. Shareholder may obtain a refund of any excess amounts withheld by filing the appropriate claim for refund with the IRS in a timely manner.

You are a "**U.S. Person for Tax Purposes**" if you are, for U.S. federal income tax purposes: (1) a citizen of the United States, or a resident alien of the United States (as determined under the U.S. Internal Revenue Code of 1986, as amended, and, if applicable, as modified by a tax treaty); (2) a partnership, corporation, company, or association created or organized in the United States or under the laws of the United States (or any state thereof, including the District of Columbia); (3) an estate whose income is subject to U.S. federal income tax regardless of its source, or (4) a trust if a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust (or certain other electing trusts).

Certain U.S. Persons for Tax Purposes (including certain corporations) are exempt from backup withholding and reporting requirements. Such exempt holders should indicate their exempt status by entering the correct "Exempt payee code" on line 4 in IRS Form W-9. See the instructions beginning on page 3 of the Form W-9 for additional instructions. Each U.S. Shareholder is urged to consult his or her own U.S. tax advisor to determine whether, in connection with the Offer, such holder is exempt from backup withholding and information reporting.

**Failure to provide the required information on the Form W-9 or the Form W-8, as applicable, may subject the U.S. Shareholder to penalties imposed by the IRS and backup withholding on any payment received pursuant to the Offer. Willfully providing false information may subject the U.S. Shareholder to criminal penalties including fines and/or imprisonment.**

Please note that the foregoing certifications do not exempt any holder from any compensation-related or other withholding that may be required. Payments made pursuant to the Offer that are treated as wages will be subject to all applicable wage withholding, regardless of whether a Form W-9 or applicable Form W-8 is provided.

Taxes withheld from the consideration paid pursuant to the Offer will be treated for all purposes as having been paid to the persons with respect to whom such amounts were withheld.

The information provided herein does not constitute a full discussion of the U.S. tax considerations applicable to the Offer. All U.S. Shareholders are urged to consult their U.S. tax advisor regarding the U.S. tax considerations relevant to them in their particular circumstances.

**ANY U.S. SHAREHOLDER WHO IS A U.S. PERSON FOR TAX PURPOSES AND WHO FAILS TO PROPERLY COMPLETE FORM W-9, AND ANY U.S. SHAREHOLDER WHO IS NOT A U.S. PERSON FOR TAX PURPOSES AND WHO FAILS TO PROPERLY COMPLETE THE APPROPRIATE FORM W-8, MAY BE SUBJECT TO BACKUP WITHHOLDING AT THE APPLICABLE STATUTORY RATE WITH RESPECT TO ALL PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE OFFER AND MAY BE SUBJECT TO PENALTIES.**

**The Depositary for this Offer is:**

**MLT Aikins LLP**

**By Registered Mail, Mail or by Courier**

MLT Aikins LLP  
3000 – 360 Main Street  
Winnipeg, Manitoba, R3C 4G1  
Attention: Krista Olsson

**Inquiries**

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