INPUTCAPITAL
THE AGRICULTURE STREAMING COMPANY

ANNUAL INFORMATION FORM

FOR THE FINANCIAL YEAR ENDED SEPTEMBER 30, 2016

Annual Information Form
for the financial year ended September 30, 2016

December 7, 2016

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1. 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 September 30, 2016. Where necessary, Input has updated the information in the AIF. For information presented as at any date other than September 30, 2016, 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 page 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”, “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. 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 the heading *“Risk Factors”*, which include, as they relate to Input:

- Input has limited operating history and, as such, the Company is subject to many risks typical of such companies;
- 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 (defined under the heading “Description of the Business”);
- there is no assurance that management will be able to effectively adjust to and manage the business in the event of fluctuating commodity 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 cyclicality;
- 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.

2. 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 has no subsidiaries.

3. General Development of the Business

History and Significant Acquisitions

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. For more information please refer to *"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).

Input - 2013 Public Offering and Private Placement

On October 4, 2013, Input completed a bought deal public offering (the "**2013 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 Green Holdings Limited, a Bermuda domiciled subsidiary of XL Group plc (formerly Catlin Group Limited which was acquired by XL Group plc on May 1, 2015) (the "**Strategic Investors**"). The aggregate gross proceeds of the 2013 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 "**2013 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 2013 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 2013 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 used to enter into additional Streaming Contracts.

Input - 2014 Public Offering

On July 9, 2014, Input completed a bought deal public offering (the "**2014 Public Offering**") of Shares for gross proceeds of $40,250,000.00.

The 2014 Public Offering was conducted by a syndicate of underwriters led by GMP Securities L.P. and including Paradigm Capital Inc., Beacon Securities Limited, Acumen Capital Financial Partners Limited, AltaCorp Capital Inc., Canaccord Genuity Corp., Cormark Securities Inc. and National Bank Financial Inc. (the "**2014 Underwriters**") who purchased, on a bought deal basis, an aggregate of 17,500,000 Shares at a price of $2.30 per Share for gross proceeds of $40,250,000.00.

On July 18, 2014, the 2014 Underwriters exercised in full their over-allotment option to purchase an additional 2,625,000 Shares at a price of $2.30 per Share for additional gross proceeds to Input of $6,037,500.00.

The aggregate gross proceeds of the 2014 Public Offering, including the exercises of the over-allotment option, were $46,287,500.00. The aggregate proceeds were and are still continuing to be used to enter into additional Streaming Contracts.

Wind-up, Dissolution and Cancellation of Subsidiaries

On November 18, 2014, Input completed the wind-up, dissolution and cancellation of Input's subsidiaries: Input Capital Limited Partnership 2, Input Capital GP 2 Corp., Input Capital Limited Partnership 3 and Input Capital GP 3 Corp. On March 31, 2016, Input completed the wind-up, dissolution and cancellation of Input Capital Limited Partnership and Input Capital GP Corp. For more information on Input's subsidiaries please refer to "*General Development of the Business-Three-year History and Significant Acquisition-Input Private Co. - Incorporation and Private Placement"*.

HSBC Bank Canada Credit Agreement

On June 22, 2016, Input announced that it had entered into a revolving credit facility for $25,000,000 with HSBC Bank Canada. The revolving credit facility is available to Input to fund up to 25% of the Upfront Payment (as defined by the Streaming Contract) of Streaming Contracts which are eligible to be funded pursuant to the terms and conditions of a credit agreement dated June 22, 2016, between Input and HSBC Bank Canada.

Change in Year End

On July 11, 2016, Input announced it would change its fiscal year end from March 31 to September 30 to better align the annual cycle of the Company's reporting periods with its business cycle.

Transition Year Overview

Due to Input's change in year end from March 31 to September 30, this AIF covers a six month transition year (the "Transition Year"). The Company began a new twelve month fiscal year on October 1, 2016, which will run until September 30, 2017 ("Fiscal 2017").

The Transition Year coincides primarily with the slow period in Input's annual business cycle. This is the period in which farmers are growing their crops, resulting in few new capital deployment opportunities for the Company, as well as little by way of crop sales until the very end of the period.

During the Transition Year, the Company deployed $7.9 million into Streaming Contracts, increasing its total number of streaming clients from 94 to 112. The Company has now deployed $123.4 million into Streaming Contract since inception.

During the Transition Year, the Company generated revenues of $8.04 million, comprised of $7.77 million from Streaming Contracts, on the sale of 16,166 metric tonnes ("**MT**") of canola for an average price of $481 per MT, and canola trading revenue of $0.27 million.

In the Transition Year, the Company made significant progress collecting from three farmers who previously defaulted on their Streaming Contracts. Through the Company's enforcement, collection and realization efforts to recover its capital associated with these contracts, it has now sold farm equipment and it has taken title of approximately 5,000 acres of farmland. Efforts are underway to sell this farmland to new owners.

Security enforcement is ongoing on the other two contracts. The timeframe expected to fully complete enforcement, collection and realization efforts was originally estimated at 18 to 24 months from November 2015 and continues to be on track with that time-frame. Management is confident that it will, after deducting expenses of its enforcement, collection and realization efforts and any other related expenses, fully recover the capital relating to these terminated contracts so that it can be redeployed with other farmers.

4. 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 first 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. Put another way, Input pre-purchases canola from farmers on a multi-year basis, paying a significant portion of the purchase price in advance. 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 installments, 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 Alberta, Saskatchewan and Manitoba. Under the Streaming Contracts, Input provides an upfront cash payment at the start of the contract. In addition, most streaming contracts provide for an annual crop payment to be paid to the farmer in one or two installments, in exchange for a pre-determined number of tonnes of canola ("**Base Tonnes**"), per year of the term of the contract, 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. Input also has the right to organize its own transportation in order to pick the canola up from the farmer's base of operations.

In addition to the Base Tonnes, the Streaming Contracts provide for Input to purchase additional tonnes of Canola ("**Bonus Tonnes**"). Input has a variety of formulas to calculate Bonus Tonnes, with an appropriate formula being included in each Streaming Contract upon negotiation with the farmer. Bonus Tonnes are also delivered by the farmer to the pre-determined delivery point, or picked up by the Company.

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.

Principal Product and Service

Input's principal service is pre-purchasing canola from farmers via Streaming Contracts, thus providing capital to farmers to assist with the working capital needs of their farm. Under the terms of a Streaming Contract, Input receives the right to receive, or purchase, a specified number of tonnes of canola in each year of the agreement..

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, elevators and crushers 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 (ICE). In addition, each canola buyer 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 or multi-year 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 and Service".*

Intangible Properties

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

- Trademark protection – Trademarks have been issued by the Canadian Intellectual Property Office in respect of the Input Capital Corp. logo (the "**Logo Mark**") and the word trademark "The Agriculture Streaming Company" (the "**Word Mark**"). The Logo Mark registered effective July 17, 2015 bearing registration number TMA908559. The Word Mark registered effective July 18, 2016 bearing registration number TMA943587. In the United States, the Company is the owner of a federal trademark registration for the Logo Mark under registration number 4924984 registered on March 29, 2016.
- Copyright protection – Canadian copyright registration has been issued by the Canadian Intellectual Property Office in respect of Input's Streaming Contract. Copyright registration was effective February 14, 2013 bearing registration number 1102168. 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. Accordingly, capital may be deployed under new Streaming Contracts at any point during the year. However, there is generally a higher level of activity during the non-farming season (generally October through April in western Canada). Input also has a degree of seasonality in its revenue. Input's revenue is received from canola deliveries and sales over the several months after the harvest has been completed. Input plans to market and sell the majority of its canola between the end of harvest (September/October/November/December depending on the weather) with the goal of completing all canola sales by the end of the following March. As a result, Input expects to recognize the majority of its annual revenues during its fiscal first and second quarters, with potential for a surge in revenue during September, immediately before year end. Capital deployment will be spread throughout the year.

Economic Dependence

With 112 clients now in place in three provinces, the Company is not dependent on any one contract. Canola delivery contracts are negotiated among several grain companies and crushers at multiple locations 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 or crushers 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 or crushers in such areas than it would be in areas with many more elevators or crushers.

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.

Employees

The executive management services of each of 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.

As at the date of this AIF, the Company has 24 employees which are directly employed by Input.

Additionally, Input has entered into a Cost Sharing Agreement, effective January 1, 2016, (the "**Cost Sharing**

Agreement") with Emsley & Associates (2002) Inc. ("**EAI**") whereby EAI provides employment services, consulting, related management and administrative services, including all required offices, facilities and equipment to Input on a cost sharing basis. Five individuals provide services to Input under the Cost Sharing Agreement. This Cost Sharing Agreement replaces a previous cost sharing agreement made between Input and Assiniboia Capital Corp.

The Cost Sharing Agreement enables Input to draw on staff expertise resident in EAI on an as-needed, cost-recovery basis. EAI 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 EAI or Input. Input releases and indemnifies EAI from any claims unless the claims are based on a breach of the foregoing constituting gross negligence, fraud, bad faith or willful misconduct of EAI.

5. 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

<u>Novel Business Model and Limited Operating History</u>

The Company has been operational and applying its streaming business model within the agricultural sector since 2012. The streaming business model employed by the Company is unique within the agricultural sector and different from traditional canola purchasing and/or financing options historically made available to famers. There is no assurance that the streaming business model will be successful or widely accepted by farmers. As a result, the Company may not achieve profitability in future periods.

The Company's prior operating history has been primarily limited to Streaming Contracts over periods of rising or strong prices for canola. Accordingly, in the event of fluctuating and declining canola prices or agricultural commodities prices generally, there can be no assurance that the Company will realize on its security on 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 the Company will be able to effectively adjust in the event of a fluctuation or decline in prices.

<u>Agriculture is Risky - Adverse Weather Conditions and other Factors Affect Yield</u>

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. The Company requires the farm operators to carry crop insurance, but this crop insurance may not be sufficient to enable the farm operators to meet their obligations to the Company.

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 Cyclicality

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 regions of Alberta, Saskatchewan and Manitoba. 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 from the farm operator the right to receive, or purchase, a specified number of tonnes of canola in each year over 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 upfront portion of 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.

<u>No or Limited Control Over Farming Operations</u>

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 may 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.

<u>Concentration of Streaming Contracts to a Single Agricultural Commodity May Carry Inherent Risks</u>

While the Company is willing and able to accept other commodities in lieu of canola, the Streaming Contracts are presently only denominated in canola. This commodity concentration exposes the Company to greater risk of 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.

<u>Regulatory Regime Relating to the Farm Operator</u>

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.

<u>Regulatory Regime Relating to the Company</u>

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.

<u>No New Streaming Contracts</u>

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 many expire the same year requiring a large amount 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 most cases, mortgages of the farm operator’s farmland, 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 divesture of farm land could negatively affect the value of the farm land upon a realization. Additionally, as part of the Company’s enforcement of its security, it may temporarily hold real or personal property which will be reported on the Company’s financial statements in accordance with International Financial Reporting Standards. The value of the property reported on the financial statements may not be the value realized on divesting of such property. Furthermore, 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.

<u>Streaming Contract Strategy</u>

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.

<u>Company's Use of Debt Financing and the Credit Agreement</u>

The Company's existing indebtedness is described under *"General Business Development – History and Significant Acquisition – HSBC Bank Canada Credit Agreement"*. Debt obligations may be incurred by the Company in the future. The Company's present indebtedness and any additional debt it may incur in the future could have negative consequences on its business.

The Credit Agreement features negative covenants that limit the Company's ability, among other things, to:

- make any material change in the nature of the Company's business and operations;
- consolidate, amalgamate or merge with any other person;
- dispose of, or create or permit a lien upon the Company's assets; and
- change the capital structure or engage in any reorganization transaction.

A breach of any of the negative covenants in the Credit Agreement or in the Company's ability to comply with positive covenants and financial covenants or the inability of the Company to repay the indebtedness could result in a default under the Credit Agreement. If a default occurs, the lenders under the Credit Agreement may elect to declare all borrowings outstanding under the facility, together with accrued interest and other fees, to be immediately due and payable.

<u>Lack of Funding May Limit the Ability to Originate Streaming Contracts</u>

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.

<u>Competition</u>

The Company experiences competition for agriculture commodity Streaming Contracts with farmers in the form of more traditional 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.

<u>Reliance on Ability and Judgment of Management</u>

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 any members of its management team. 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.

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 the management team in respect of the identification of agriculture commodity streaming partners, and ongoing management of the business of the Company.

While management of the Company will endeavour to enter into business arrangements that would be considered normal in the industry, occasional conflicts may arise. 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;
- 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.

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.

6. Dividend Policy and Distributions

On December 6, 2016, the Board adopted a policy to pay quarterly dividends to holders of its Class A common shares. In accordance with the adoption of the Company's new dividend policy, on the same day, the Board determined that the Company would pay an annual dividend of $0.04 per Class A common share which would be declared and payable quarterly. The first dividend payment will be payable on or about January 16, 2017 to shareholders of record as of December 30, 2016.

The Company's dividend policy and any decision to pay dividends will be reviewed from time to time by the Board in the context of the Company's earnings, financial condition and other relevant factors. The only restrictions on the Company paying dividends are the financial capacity and solvency test under *The Business Corporations Act* (Saskatchewan) and the Credit Agreement.

7. Description of Capital Structure

The authorized capital of Input consists of an unlimited number of Shares. As of the date of this AIF, 81,662,758 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.

8. 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 most recently completed financial year.

Month	High ($)	Low ($)	Volume
October 2015	**$2.96**	$2.23	2,546,526
November 2015	**$2.89**	$1.55	11,050,883
December 2015	**$1.85**	$1.68	1,157,302
January 2016	**$1.83**	$1.57	1,202,690
February 2016	**$1.80**	$1.58	2,178,245
March 2016	**$1.76**	$1.51	1,366,362
April 2016	**$1.70**	$1.50	2,318,689
May 2016	**$2.40**	$1.60	1,911,244
June 2016	**$2.28**	$1.95	1,315,654
July 2016	**$2.16**	$1.97	1,237,483
August 2016	**$2.16**	$1.78	1,568,950
September 2016	**$1.99**	$1.78	779,218

The closing price of the Shares on the TSXV on September 30, 2016 was $1.84.

Prior Sales

Shares

The following table summarizes details of the Shares issued by the Company during the 12-month period prior to September 30, 2016:

Date of Issuance	Security	Price per Security ($)	Number of Securities
December 21, 2015	Shares [1]	$1.00	140,000
June 28, 2016	Shares [1]	$1.28	50,000

Stock Options

The following table summarizes details of the stock options issued by the Company during the 12 month period prior to September 30, 2016:

Date of Issuance	Security	Exercise Price ($)	Number of Securities
November 16, 2015	Stock Options [2]	$1.88	30,900
June 8, 2016	Stock Options [2]	$2.18	912,700

[1]Issued pursuant to an exercise of options granted by the Company under an option agreement.

[2]Issued to certain directors, officers, employees and consultants of the Company.

9. Escrowed Securities and Securities Subject to Contractual Restrictions

To the Company's knowledge, there are no securities of the Company in escrow or that are subject to a contractual restriction on transfer as at the most recently completed financial year.

10. 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.

Name, Province/State and Country of Residence	Position(s) with the Company	Principal Occupation
DOUG EMSLEY 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.
BRAD FARQUHAR 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.
DAVID A. BROWN, C.M., Q.C. Kettleby, ON CANADA Director since: July 19, 2013	Lead Director and member of the Audit Committee	Counsel, Davies Ward Phillips & Vineberg LLP
JOHN P.A. BUDRESKI Vancouver, BC CANADA Director since: August 16, 2016	Director	President and Chief Executive Officer of Morien Resources Corp. and Executive Chairman of EnWave Corporation
LORNE HEPWORTH London, ON CANADA Director since: July 19, 2013	Director and member of the Audit Committee	Corporate Director
DAVID H. LAIDLEY, FCPA, FCA Montreal, QC CANADA Director since: July 19, 2013	Director and Chair 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.

Mr. Emsley has a wide array of business and professional experience. He was previously Director, President and Chief Executive Officer of Assiniboia Farmland GP 3 Corp., which was the general partner of Assiniboia Farmland Limited

Partnership, a partnership which 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 ("ISC") (ISV.TO), and also serves as Vice Chairman of the Board of Directors of ISC and Chairman of the Compensation Committee. Mr. Emsley is also a director of Greenfield Carbon Offsetters Inc. and the Saskatchewan Roughrider Football Club. He is also the Chairman and CEO of Security Resource Group Inc. (an IT and physical security firm) and Sabre West Oil & Gas Ltd. (an oil and gas company). 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 and from June 2007 to September 2014 served on the Board of Directors of the Bank of Canada. 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 was previously Vice-President of Assiniboia Farmland GP3 Corp., Assiniboia Farmland Holdings LP, Assiniboia Farmland LP, and Palliser Farmland Management Corp.

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.

Mr. Farquhar is a Director of Greenfield Carbon Offsetters Inc., Legacy Group of Companies Ltd., Mongolia Growth Group Ltd., where he also serves on the Compensation Committee and Nominating Committee, Chair of the board of directors of SIM Canada and also on the advisory board of AgFunder, the world's largest community of professional agriculture investors. He is a former director of the International Centre for Human Rights and Democratic Development and the Regina & District Chamber of Commerce.

David Brown, C.M., Q.C. - 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 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.

John P.A. Budreski – Director and member of the Audit Committee

Mr. Budreski has been the President and Chief Executive Officer of Morien Resources Corp. since November 2012 and Executive Chairman of EnWave Corporation since June 2014. He was a Managing Director and a Vice Chairman with Cormark Securities Inc. from 2009 to 2012. He was the President and Chief Executive Officer of Orion Securities Inc. from 2005 to 2007. During the periods from February 2012 to October 2012 and from December 2007 to February 2009, Mr. Budreski was an independent businessman. Prior to this, he filled the roles of a Managing Director of Equity Capital Markets and Head of Investment Banking for Scotia Capital Inc. from March 1998 to February 2005 after starting out as a Managing Director of US Institutional Equity Group for Scotia Capital. He also held senior roles in investment banking and equity sales and trading for RBC Dominion Securities and worked for Toronto Dominion Bank. He holds an MBA from the University of Calgary and a Bachelor of Engineering from TUNS/Dalhousie.

Lorne Hepworth - Director and member of the Audit Committee

Mr. Hepworth retired in 2014 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 the Global Institute for Food Security, a member of the Board of CARE Canada, and of the Advisory Board for Assiniboia Farmland Holdings LP. He is a past Chair of Genome Canada; and, recently served on The Expert Panel on Sustainable Management of Water in the Agricultural Landscapes of Canada and on the Governance Committee of the Canadian International Food Security Research Fund. In 2014 he was named to the Canadian Agricultural Hall of Fame. 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, FCPA, FCA - 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 (FCPA) 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, except for David Laidley, FCPA, FCA and John P.A. Budreski. Mr. Laidley was a director of 2907160 Canada Inc. (formerly ProSep Inc.) ("**ProSep**") from August 2008 until January 2014 and 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. Mr. Budreski was a Director of EarthFirst Canada Inc. ("**EarthFirst**") until March 2, 2010. EarthFirst obtained creditor protection under the CCAA) on November 4, 2008. The CCAA process has now been completed and EarthFirst has been amalgamated with another company and no longer exists as a separate entity; 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, FCPA, FCA, and John P.A. Budreski. Mr. Laidley was a director of ProSep from August 2008 until January 2014 and 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. Mr. Budreski became a director of Colossus Minerals Inc. ("**Colossus**") in late March of 2014 pursuant to the terms of, and upon the completion of, a Court supervised restructuring. Prior to Mr. Budreski joining the Board of Colossus, Colossus had failed to file its requisite disclosure materials with the applicable regulatory bodies and, on April 29, 2014, the Ontario Securities Commission issued a cease trade order against Colossus. As of the date hereof, the cease trade order remains in effect.

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".

11. 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.

12. Transfer Agent and Registrar

The Transfer Agent and Registrar for Input's Shares is TSX Trust Company, 300 – 5th Avenue SW, 10th Floor, Calgary Alberta, T2P 3C4.

13. Material Contracts

The Company has entered into a facilities letter and credit agreement with HSBC Bank Canada, each dated June 22, 2016.

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, effective January 1, 2016, with Emsley & Associates (2002) Inc.

The Company has entered into an investment agreement dated September 16, 2013 (the "Investment Agreement") among Catlin Re Switzerland Ltd. and Catlin Underwriting Agencies Limited, for and on behalf of Syndicate 2003. A copy of the Investment Agreement can be found on SEDAR (www.sedar.com).

14. Interest of Experts

Deloitte LLP, Chartered Professional 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 Professional 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.

15. Additional Information

Additional information relating to the Company can be found on SEDAR (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 July 4, 2016 filed on SEDAR (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 upcoming annual meeting of shareholders currently scheduled to be held on February 7, 2017 which will be available on SEDAR (www.sedar.com). Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the six month transition year ended September 30, 2016.