

**AGI ANNOUNCES \$75 MILLION OFFERING OF CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES AND REDEMPTION OF OUTSTANDING DEBENTURES DUE 2018**

*NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES*

Winnipeg, MB, December 6, 2017 - Ag Growth International Inc. (TSX: AFN) ("AGI" or the "Company") announced today that it has reached an agreement with a syndicate of underwriters led by CIBC Capital Markets, National Bank Financial Inc. and TD Securities Inc. (the "Underwriters"), pursuant to which AGI will issue on a "bought deal" basis, subject to regulatory approval, \$75,000,000 aggregate principal amount of convertible unsecured subordinated debentures (the "Debentures") at a price of \$1,000 per Debenture (the "Offering"). AGI has also granted to the Underwriters an over-allotment option, exercisable in whole or in part for a period expiring 30 days following closing, to purchase up to an additional \$11,250,000 aggregate principal amount of Debentures at the same price. If the over-allotment option is fully exercised, the total gross proceeds from the Offering to AGI will be approximately \$86,250,000.

The net proceeds of the Offering will be used to redeem Ag Growth's outstanding 5.25% Convertible Unsecured Subordinated Debentures due December 31, 2018 (the "2018 Debentures").

A preliminary short form prospectus qualifying the distribution of the Debentures will be filed with the securities regulatory authorities in each of the provinces of Canada (other than Quebec). Closing of the Offering is expected to occur on or about January 3, 2018. The Offering is subject to normal regulatory approvals, including approval of the Toronto Stock Exchange.

The Debentures will bear interest from the date of issue at 4.50% per annum, payable semi-annually in arrears on June 30 and December 31 each year commencing June 30, 2018. The Debentures will have a maturity date of December 31, 2022 (the "Maturity Date").

The Debentures will be convertible at the holder's option at any time prior to the close of business on the earlier of the business day immediately preceding the Maturity Date and the date specified by AGI for redemption of the Debentures into fully paid and non-assessable common shares ("Common Shares") of the Company at a conversion price of \$88.15 per Common Share (the "Conversion Price"), being a conversion rate of approximately 11.3443 Common Shares for each \$1,000 principal amount of Debentures.

The Debentures will not be redeemable by the Company before December 31, 2020. On and after December 31, 2020 and prior to December 31, 2021, the Debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange for the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the Conversion Price. On and after December 31, 2021, the Debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount plus accrued and unpaid interest regardless of the trading price of the Common Shares.

Concurrent with the Offering, AGI announced today that it has given notice of its intention to redeem its 2018 Debentures in accordance with the terms of the supplemental trust indenture dated December 17, 2013, governing the 2018 Debentures. The redemption of the 2018

Debentures will be effective on January 9, 2018 (the "Redemption Date"). Upon redemption, AGI will pay to the holders of 2018 Debentures the redemption price (the "Redemption Price") equal to the outstanding principal amount of the 2018 Debentures to be redeemed, together with all accrued and unpaid interest thereon up to but excluding the Redemption Date, less any taxes required to be deducted or withheld.

This press release is not an offer of Debentures for sale in the United States. The Debentures may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended, or an exemption from such registration. The Company has not registered and will not register the Debentures under the U.S. Securities Act of 1933, as amended. The Company does not intend to engage in a public offering of Debentures in the United States. This press release shall not constitute an offer to sell, nor shall there be any sale of, the Debentures in any jurisdiction in which such offer, solicitation or sale would be unlawful.

## Company Profile

AGI is a leading manufacturer of portable and stationary grain and fertilizer handling, storage and conditioning equipment, including augers, belt conveyors, chain conveyors, grain storage bins, grain handling accessories, grain aeration equipment and grain drying systems. AGI has manufacturing facilities in Canada, the United States, the United Kingdom, Brazil, South Africa and Italy and distributes its product globally.

## For More Information Contact:

Investor Relations  
Steve Sommerfeld  
204-489-1855  
steve@aggrowth.com

## Forward-Looking Information

This news release contains forward-looking information within the meaning of applicable securities laws that reflects our expectations regarding the future growth, results of operations, performance, business prospects, and opportunities of the Company. Forward-looking information may contain such words as "anticipate", "believe", "continue", "could", "expect", "intend", "plan", "will" or similar expressions suggesting future conditions or events. In particular, this press release includes forward-looking statements relating to the proposed timing of completion of the Offering and the anticipated use of the net proceeds of the Offering. Such forward-looking information is based on current expectations that involve a number of risks and uncertainties which could cause actual results to differ from those anticipated. These risks include, but are not limited to, the failure or delay in satisfying any of the conditions to the completion of the Offering. Additional information on these and other factors that could affect AGI's operations, financial results or dividend payments are described under "Risks and Uncertainties" and "Forward-Looking Information" in our most recently filed Management's Discussion and Analysis and Annual Information Form. These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking information. We cannot assure readers that actual results will be consistent with this forward-looking information and we undertake no obligation to update such information except as expressly required by law.