



CERES GLOBAL AG CORP. REPORTS PROFITABLE RESULTS FOR THE THIRD QUARTER ENDED DECEMBER 31, 2014

FOR IMMEDIATE RELEASE

TORONTO, ON, (February 12, 2015) – Ceres Global Ag Corp. (TSX: CRP) (“Ceres” or the “Corporation”) announces it has released its financial results for the quarter and nine-month periods ended December 31, 2014. The following are key highlights during the quarter:

- Consolidated revenue was \$69.7 million for the third quarter ended December 31, 2014 (Q3 2015), compared to \$54.8 million for the quarter ended December 31, 2013 (Q3 2014).
- Consolidated gross profit was \$5.4 million for Q3 2015, compared to gross profit of \$0.1 million for Q3 2014. The increase was due to higher net trading margins as well as a slight increase in storage and rental income.
- Income from operations was \$3.3 million for Q3 2015, compared to loss from operations of \$(1.3) million for Q3 2014.
- Consolidated EBITDA was \$3.8 million for Q3 2015, compared to EBITDA loss of \$1.6 million for Q3 2014.
- Consolidated net income was \$2.3 million for Q3 2015, compared to net loss of \$(2.1) million for Q3 2014.
- Basic and fully diluted consolidated earnings per share was \$0.13 for Q3 2015, compared to loss per share of \$(0.15) per share for Q3 2014.
- Ceres successfully completed a fully backstopped rights offering with gross proceeds of \$75 million. The proceeds will be used to Fund the construction of a high speed grain elevator as well as the potential for oil and natural gas transloading facilities at Northgate Commodities Logistics Centre (“Northgate”, “NCLC”).
- Through this date Ceres has loaded 163 railcars of grain at Northgate.
- As of end Q3 2015, Ceres capitalized costs totaling \$38.9 million (March 31, 2014: \$14.8 million) for the Northgate project, including land acquisition costs, environmental costs, mass grading and site preparation and completion, and rail track costs.

“Our third quarter brought significant corporate and operational milestones,” stated CEO Patrick Bracken. “We have a strong balance sheet and leadership team in place and with initial operations underway at Northgate, we can continue to focus on scaling up our grain shipping capacity while also working to incorporate additional revenue streams at the facility.”

Financial Highlights:

Through its wholly owned subsidiary, Riverland Ag, Ceres is principally involved in an agricultural commodity-based business, in which changes in selling prices generally move in relation to changes in purchase prices. Therefore, increases or decreases in prices of the agricultural commodities that the business deals in will have a relatively equal impact on sales and cost of sales and a minimal impact on gross profit. Accordingly, management believes it is more important to focus on changes in gross profit than it is to focus on changes in revenue dollars.

Gross profit was \$5.4 million for the three-month period ended December 31, 2014, in comparison to \$0.1 million for the three-month period ended December 31, 2013. The increase compared to Q3 2014 is predominantly driven by higher net trading margins of \$5.7 million with a slight increase in storage and rental income of \$0.2 million, partially offset by additional operating expenses of \$0.6 million.

General and administrative (G&A) expenses totaled \$2.1 million for the three-month period ending December 31, 2014. This was in comparison to \$1.5 million for the corresponding period ended December 31, 2013. The change in G&A was attributable to slightly higher legal and professional fees.

Consolidated EBITDA was \$3.8 million for the three-month period ended December 31, 2014. This is in comparison to a loss \$(1.6) million for the three-month period ended December 31, 2013. The increase in EBITDA for the quarter was driven by increased net trading margins over the quarter.

Consolidated net income was \$2.3 million, or fully diluted earnings per share of \$0.13 for the three-month period ended December 31, 2014. This is compared to a net loss of \$(2.1) million, or fully diluted loss per share of \$(0.15) for the three-month period ended December 31, 2013. Increased gross profits, coupled with a higher share of investment income contributed to the increase in net income and fully diluted earnings per share for Q3 2015.

Cash totaled \$85.5 million as at December 31, 2014 compared to \$12.0 million at March 31, 2014. The increase in cash on hand of \$73.5 million is due entirely to proceeds received from rights offering net of share issuance costs paid.

Working capital totaled \$132.4 million as at December 31, 2014. Excluding assets held for sale, working capital increased significantly from \$45.5 million as at March 31, 2014. The increase was driven by four factors: proceeds from the rights offering; origination of long-term debt with proceeds received of \$29.1 million; higher net income for the period; and acquisition of property, plant, and equipment during the period of \$21.5 million.

Outlook:

Ceres is focused on expanding its commodity logistics assets and improving the effectiveness of its grain handling and storage assets via the construction of a cross border, transloading terminal hub (NCLC) in Northgate, Saskatchewan. Northgate will connect directly to BNSF's 32,000-mile network and presents a unique opportunity to secure Canadian-origin grain bushels for southbound movement in large consist trains.

The NCLC is designed to utilize high-efficiency rail loops, capable of handling unit trains of up to 120 railcars. In January 2015, the tracks were inspected and approved by the BNSF Railroad and 63 rail cars were initially loaded and shipped. A grain handling and shipping facility at Northgate will be the initial focus, followed by transloading facility(s) to facilitate exports from Western Canada's energy sector and or a potential supply handling facility that would offer unloading and logistic support for supplies used in oil

and gas production.

The proposed permanent grain elevator at the NCLC is expected to become a significant originator of grains from Saskatchewan and Manitoba producers and the Corporation views that the NCLC elevator will contribute to repositioning and enhancing the profitability potential of Riverland Ag.

Conference Call Details

The Corporation will hold a conference call to discuss its third quarter (F2015) financial results on Friday, February 13, 2015 at 10:00 a.m. EST. Patrick Bracken, President and CEO, and Mark Kucala, CFO, will co-chair the conference call.

All interested parties can join the conference call by dialing 1-888-231-8191 or 647-427-7450, conference ID: 69568800. Please dial in 15 minutes prior to the call to secure a line. The conference call will be archived for replay until Friday, February 27, 2015 at midnight, EST. To access the archived conference call, please dial 1-855-859-2056 and enter the encore code 69568800.

Non-IFRS Financial Measures

EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization) is not a standardized financial measure prescribed by IFRS; however, management believes that most of its shareholders, creditors, other stakeholders and investment analysts benefit from using this performance measure in analyzing Ceres' results. Ceres also uses this measure internally to monitor the Corporation's performance.

In calculating EBITDA, Ceres excludes its share of the net income (loss) from investments in associates and the gain (loss) on sale or impairment of property, plant and equipment. Ceres may calculate EBITDA differently than other companies; therefore, Ceres' EBITDA may not be comparable to similar measures presented by other issuers.

Investors are cautioned that EBITDA should not be construed as alternatives to net income or loss, or to other standardized financial measures determined in accordance with IFRS, and are not intended to represent cash flows or results of operations in accordance with IFRS.

About Ceres Global Ag Corp. (ceresglobalagcorp.com)

Ceres Global Ag Corp. is a Toronto-based company focused on two primary businesses: a Grain Storage, Handling and Merchandising unit, anchored by its 100% ownership of Riverland Ag Corp., and a Commodity Logistics unit, containing its 25% interest in Stewart Southern Railway Inc. and its development of the Northgate, SK Commodity Logistics Centre. Riverland Ag Corp. is a collection of nine (9) grain storage and handling assets in Minnesota, New York, and Ontario having aggregate storage capacity of approximately 47 million bushels. Riverland Ag also manages two (2) facilities in Wyoming on behalf of its customer-owner. Stewart Southern Railway Inc. is a short-line railway with a range of 130 kilometres that operates in South-eastern Saskatchewan. The Northgate Commodities Logistics Centre is a proposed \$96 million grain, oil and oilfield supplies transloading site being developed in conjunction with Riverland Ag and several potential energy company partners, connected to BNSF Railway.

Cautionary Notice: This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation and United States securities laws. Forward-looking information may include, but is not limited to, statements regarding future operations and results, anticipated business prospects and financial

performance of Ceres and its subsidiaries, including the plans, costs, timing and capital for the development of the Northgate Commodities Logistics Centre, expectations or projections about the future, strategies and goals for growth, expected and future cash flows, costs, planned capital expenditures, regulatory change, general economic political and market conditions anticipated capital projects, construction and completion dates, operating and financial results, critical accounting estimates, the expected financial and operational consequences of future commitments. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", "may have implications" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Key assumptions upon which such forward-looking information is based are listed in the "Forward-Looking Information" section of the interim MD&A for the quarter ended December 31, 2014. Many such assumptions are based on factors and events that are not within the control of Ceres and there is no assurance they will prove to be correct. Factors that could cause actual results to vary materially from results anticipated by such forward-looking information include, among others, risks related to weather, politics and governments, changes in environmental and other laws and regulations, competitive factors in agricultural, food processing and feed sectors, construction and completion of capital projects, labour, equipment and material costs, access to capital markets, interest and currency exchange rates, technological developments, global and local economic conditions, the ability of Ceres to successfully implement strategic initiatives and whether such strategic initiatives will yield the expected benefits, the ability of Ceres to successfully defend the claim by The Scoular Company, the operating performance of the Corporation's assets, the availability and price of commodities and regulatory environment, processes and decisions. Although Ceres has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results that are not anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Ceres undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking information.

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CERES GLOBAL AG CORP.
Consolidated Balance Sheets
(Unaudited)

| | Note | December 31, 2014 | March 31, 2014 |
|---|-------|-----------------------|-----------------------|
| ASSETS | | | |
| Current | | | |
| Cash | | \$ 85,529,675 | \$ 12,009,400 |
| Portfolio investments, at fair value | 4 | 848,163 | 848,163 |
| Due from Brokers | 5 | 6,662,412 | 4,620,007 |
| Derivatives | 12(a) | 9,040,716 | 2,965,891 |
| Accounts receivable, trade | | 23,896,322 | 6,757,757 |
| Inventories, grains | | 157,247,609 | 113,320,466 |
| GST - HST recoverable | | 805,143 | 1,469,543 |
| Income taxes recoverable | | 32,265 | 58,465 |
| Assets held for sale | 6 | - | 18,233,455 |
| Prepaid expenses and sundry assets | | 811,023 | 1,477,376 |
| Current assets | | 284,873,328 | 161,760,523 |
| Investments in associates | | 5,657,920 | 4,625,667 |
| Intangible assets | | 348,810 | 331,650 |
| Investment property | 7 | - | 14,803,988 |
| Property, plant and equipment | 8 | 104,237,009 | 50,687,083 |
| Non-current assets | | 110,243,739 | 70,448,388 |
| TOTAL ASSETS | | \$ 395,117,067 | \$ 232,208,911 |
| LIABILITIES | | | |
| Current | | | |
| Bank indebtedness | 9 | \$ 106,153,747 | \$ 71,746,950 |
| Accounts payable and accrued liabilities | | 27,650,589 | 7,567,634 |
| Repurchase obligations | 11 | 11,229,285 | 15,941,080 |
| Derivatives | 12(a) | 5,263,445 | 1,752,256 |
| Provision for future payments to Front Street Capital | 15 | 551,000 | 970,000 |
| Warrants | 13(c) | 1,644,000 | - |
| Current liabilities | | 152,492,066 | 97,977,920 |
| Long-term debt | 10 | 28,264,636 | - |
| Deferred income taxes | | 261,523 | 156,534 |
| Non-current liabilities | | 28,526,159 | 156,534 |
| TOTAL LIABILITIES | | 181,018,225 | 98,134,454 |
| SHAREHOLDERS' EQUITY | | | |
| Common shares | 13(e) | 209,098,750 | 137,100,022 |
| Deferred share units | 14 | 218,983 | 62,500 |
| Contributed surplus | | 9,228,422 | 9,228,422 |
| Currency translation account | | 13,842,275 | 8,072,943 |
| Deficit | | (18,289,588) | (20,389,430) |
| TOTAL SHAREHOLDERS' EQUITY | | 214,098,842 | 134,074,457 |
| COMMITMENTS | 8 | | |
| CONTINGENT LIABILITY | 18 | | |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | | \$ 395,117,067 | \$ 232,208,911 |

The accompanying notes are an integral part of these financial statements.

ON BEHALF OF THE BOARD

"Harold Wolkin"

Director

"Doug Speers"

Director

CERES GLOBAL AG CORP.

Interim Condensed Consolidated Statements of Comprehensive Income (Loss)

For the three-month and nine-month periods ended December 31

(Unaudited)

| | Note | <u>3 months</u> | | <u>9 months</u> | |
|---|-------|-------------------|---------------------|---------------------|------------------------|
| | | 2014 | 2013 | 2014 | 2013 |
| REVENUES | \$ | 69,697,349 | \$ 54,812,688 | \$ 138,281,335 | \$ 198,904,279 |
| Cost of sales | | (64,288,980) | (54,686,267) | (126,382,179) | (198,203,738) |
| GROSS PROFIT | | 5,408,369 | 126,421 | 11,899,156 | 700,541 |
| General and administrative expenses | 15 | (2,115,984) | (1,470,156) | (8,445,899) | (15,919,092) |
| INCOME (LOSS) FROM OPERATIONS | | 3,292,385 | (1,343,735) | 3,453,257 | (15,218,551) |
| Realized gain on sale of property, plant and equipment | | - | 19,629 | - | 196,415 |
| Finance loss | 12(b) | (149,157) | (1,041,781) | (296,409) | (2,890,796) |
| Finance expenses | | (802,097) | (1,262,530) | (1,971,232) | (3,586,542) |
| INCOME (LOSS) BEFORE INCOME TAXES AND UNDERNOTED ITEM | | 2,341,131 | (3,628,417) | 1,185,616 | (21,499,474) |
| Income taxes (recovery) | | 19,478 | (1,014,628) | 305,528 | (1,218,762) |
| INCOME (LOSS) BEFORE UNDERNOTED ITEM | | 2,321,653 | (2,613,789) | 880,088 | (20,280,712) |
| Share of net income (loss) in investments in associates | | (28,973) | 481,037 | 1,219,753 | 620,099 |
| NET INCOME (LOSS) FOR THE PERIOD | | 2,292,680 | (2,132,752) | 2,099,841 | (19,660,613) |
| Other comprehensive gain for the period | | | | | |
| Gain (loss) on translation of foreign currency accounts of foreign operations | | 4,749,614 | 3,503,613 | 5,769,332 | 5,088,043 |
| TOTAL COMPREHENSIVE GAIN (LOSS) FOR THE PERIOD | \$ | 7,042,294 | \$ 1,370,861 | \$ 7,869,173 | \$ (14,572,570) |
| WEIGHTED-AVERAGE NUMBER OF SHARES FOR THE PERIOD | | 17,918,254 | 14,209,760 | 15,431,300 | 14,277,594 |
| PROFIT (LOSS) PER SHARE | | | | | |
| Basic | \$ | 0.13 | \$ (0.15) | \$ 0.14 | \$ (1.38) |
| Diluted | \$ | 0.13 | \$ (0.15) | \$ 0.14 | \$ (1.38) |
| Supplemental disclosure of selected information: | | | | | |
| Depreciation included in Cost of sales | \$ | 689,218 | \$ 705,192 | \$ 1,981,941 | \$ 2,095,325 |
| Depreciation included in General and administrative expenses | \$ | 12,503 | \$ 39,306 | \$ 65,945 | \$ 115,394 |
| Amortization of financing costs included in Finance expenses | \$ | 153,333 | \$ 113,319 | \$ 447,444 | \$ 336,003 |
| Personnel costs included in Cost of sales | \$ | 404,620 | \$ 382,431 | \$ 1,235,606 | \$ 1,091,370 |
| Personnel costs included in General and administrative expenses | \$ | 124,783 | \$ 80,380 | \$ 328,857 | \$ 277,238 |

The accompanying notes are an integral part of these financial statements.

CERES GLOBAL AG CORP.
Interim Condensed Consolidated Statements of Cash Flows
For the nine-month period ended December 31
(Unaudited)

| | <u>Note</u> | <u>2014</u> | <u>2013</u> |
|--|-------------|----------------------|---------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net income (loss) for the period | | \$ 2,099,842 | \$ (19,660,613) |
| Adjustments for: | | | |
| Depreciation of property, plant and equipment | | 1,981,941 | 2,210,719 |
| Realized gain on sale of property, plant and equipment | 12(b) | - | (196,415) |
| Realized loss on sale of investments | | - | 2,974,760 |
| Change in fair value of investments | | - | (513,896) |
| Finance expense | | 1,971,232 | 3,586,542 |
| Income tax expense (recovery) | | 305,528 | (1,218,762) |
| Deferred share units issued to Directors and fair value adjustment | 14 | 175,195 | - |
| Share of net income in investments in associates | | (1,219,753) | (620,099) |
| | | 5,313,985 | (13,437,764) |
| Changes in non-cash working capital accounts | 17 | (36,594,285) | 79,313,434 |
| Interest paid | | (1,523,762) | (3,491,113) |
| Income taxes paid | | 16,885 | (90,141) |
| Cash flow provided by (used in) operating activities | | (32,787,177) | 62,294,416 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Proceeds from disposition of assets held for sale | | 6,759,240 | - |
| Proceeds from sale of investments | | - | 3,189,928 |
| Dividend received from associate | | 187,500 | 125,000 |
| Repayment of loan receivable from associate | | - | 62,500 |
| Proceeds from sale of property, plant and equipment | | - | 1,525,663 |
| Acquisition of, and costs capitalized on, investment property | 7 | (5,052,271) | (7,855,485) |
| Acquisition of property, plant and equipment | 8 | (21,475,715) | (1,381,775) |
| Cash flow used in investing activities | | (19,581,246) | (4,334,169) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Net proceeds from (repayment of) bank indebtedness | 9 | 29,829,600 | (46,660,500) |
| Proceeds from term loans | 10 | 29,067,500 | - |
| Net repayment of repurchase obligations | | (5,260,896) | (24,432,286) |
| Financing costs paid | | (1,940,223) | - |
| Proceeds from common shares issued | | 75,000,000 | - |
| Share issuance costs | | (1,357,272) | - |
| Deferred share units redeemed | | (18,712) | - |
| Repurchase of common shares under normal course issuer bid | | - | (981,362) |
| Cash flow provided by (used in) financing activities | | 125,319,997 | (72,074,148) |
| Foreign exchange cash flow adjustment on accounts denominated in a foreign currency | | 568,701 | 137,601 |
| Increase (decrease) in cash for the period | | 73,520,275 | (13,976,300) |
| Cash, beginning of period | | 12,009,400 | 20,443,836 |
| Cash, end of period | | \$ 85,529,675 | \$ 6,467,536 |

The accompanying notes are an integral part of these financial statements