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## **Ceres Global Ag Corp. Announces Proposed Rights Offering and Term Loan to Finance Northgate Project**

**Toronto, ON**, September 29, 2014 – Ceres Global Ag Corp. (“Ceres” or the “Corporation”) (TSX: CRP) announces that it has received equity and debt financing proposals to advance the construction and development of the Northgate Commodity Logistics Centre. The major aspects of the proposals include:

1. an offering of rights (the “Rights Offering”) to purchase common shares for gross proceeds of C\$70 million. VN Capital Fund C, LP, a limited partnership controlled by the two principals of VN Capital Management, LLC, James Vanasek and Patrick Donnell Noone, and funds managed on behalf of Whitebox Advisors, LLC, have announced their intention to fully backstop the rights offering. Mr. Vanasek and Mr. Jacob Mercer of Whitebox Advisors are currently directors and their respective firms are shareholders of Ceres. The Rights Offering will be to all existing holders of common shares of Ceres and is expected to be priced at a 15% discount to the closing price of the common shares of C\$7.04 on Friday, September 26, 2014; and
2. a senior secured term loan in the principal amount of US\$30 million with a financial institution to replace the current US\$20 million bridge loan. The new loan is anticipated to provide financing for a term of up to 5 years.

Ceres has agreed to non-binding terms with VN Capital and Whitebox Advisors in connection with the standby commitment for the Rights Offering. The Rights Offering will be subject to definitive documentation with respect to the standby commitment and any required regulatory approvals.

“These financing proposals are critical milestones for Ceres as it ramps up the construction and development of Northgate,” said Patrick Bracken, President and CEO of Ceres. “They will provide the needed capital for the construction of the remaining rail infrastructure as well as the temporary and permanent grain transload facilities at Northgate.”

“With the completion of the proposed debt and equity financing, Ceres will be in a position to complete its current plans for the Northgate project, enabling the company to draw southern Saskatchewan commodities directly into the United States via the BNSF rail network,” said Mr. Vanasek. “This will provide the potential to boost the profits of Riverland's existing grain elevators while creating exciting new business opportunities, and we are pleased to be working with Whitebox Advisors and other investors to create value for Ceres shareholders going forward.”

CIBC World Markets Inc. is acting as the financial advisor to Ceres.

**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 48 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 Commodity Logistics Centre is a proposed \$90 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 regarding the proposed financings including the rights offering and the term loan, the standby commitment, the pricing of the rights offering, the completion of the term loan, the use of proceeds from the proposed financings and the development and construction of the Northgate Commodity Logistics Centre. Forward-looking information in this news release are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from current expectations, including risks regarding the transportation and grain industry, economic factors, receipt of regulatory approvals, and the ability of Ceres to move commodities via BNSF and to close the proposed financings, and many other factors beyond the control of Ceres. Forward-looking statements speak only as of the date on which they are made and Ceres undertakes no obligation to update forward-looking information if circumstances or management's expectations 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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