



## CERES GLOBAL AG CORP. REPORTS RESULTS FOR ITS FOURTH QUARTER AND YEAR ENDED MARCH 31, 2015

**TORONTO, ON, (June 4, 2015)** – Ceres Global Ag Corp. (TSX: CRP) (“Ceres” or the “Corporation”) today announced its financial and operational results for the three and 12 months ended March 31, 2015.

The Corporation recognized a net loss for the year of \$1.4 million, an improvement of \$17.9 million compared to the year ended March 31, 2014. During the quarter ended March 31, 2015, the Corporation commenced grain operations at its Northgate facility, as construction on the high-speed grain elevator is progressing on budget and on schedule.

### Financial Results:

(in CAD)	Three Months Ended March 31, 2015	Three Months Ended March 31, 2014	Twelve Months Ended March 31, 2015	Twelve Months Ended March 31, 2014
Revenue	\$54.5 million	\$33.5 million	\$192.8 million	\$232.4 million
Gross profit (loss)	(\$0.2 million)	\$3.7 million	\$11.7 million	\$4.4 million
Income (loss) from operations	(\$2.5 million)	\$2.4 million	\$1.0 million	(\$12.9 million)
Net income (loss)	(\$3.5 million)	\$0.4 million	(\$1.4 million)	(\$19.3 million)
Earnings (loss) per share basic and fully diluted	(\$0.13)	\$0.03	(\$0.08)	(\$1.35)
EBITDA (loss) <sup>1</sup>	(\$1.6 million)	\$3.1 million	\$3.6 million	(\$12.8 million)

### Highlights:

- Gross profits for the year ended March 31, 2015 (YE 2015) were \$11.7 million compared to \$4.4 million for the fiscal year ended 2014 (YE 2014) driven by increased net trading margins;
- General and administrative expenses were \$10.7 million for YE 2015 compared to \$17.2 million for YE 2014, representing a reduction of \$6.5 million;
- Commencement of grain operations at Northgate during the quarter ended March 31, 2015 handling 1.7 million bushels of grain;
- Through May 31, 2015, the Corporation has loaded 544 railcars of grain at Northgate;

- Subsequent to quarter end, Ceres announced an agreement with a subsidiary of Parkland Fuel Corporation (TSX: PKI) for transloading propane at Northgate. Going forward, the Company anticipates Northgate could facilitate the transloading and shipment of additional payloads such as fertilizers or oil-based materials.
- Through May 31, 2015, the Corporation has loaded 109 railcars of propane at Northgate.
- Subsequent to quarter end, on May 29, 2015, the Corporation entered into an agreement to sell its Electric Steel grain facility in Minneapolis, Minnesota, to the University of Minnesota for gross proceeds of US\$1,450,000, subject to final approval by the University's Board of Regents. The Corporation is expecting to close on the sale in the first quarter of fiscal 2016. As at March 31, 2015, the carrying value of the related facility's property, plant and equipment totaled approximately US\$1,300,000 (CAD\$1,643,460).
- Subsequent to quarter end, on June 4, 2015, the Corporation's Board of Directors approved the commencement of a normal course issuer bid ("NCIB"), subject to acceptance by the Toronto Stock Exchange (the "TSX"). Pursuant to the NCIB, the Corporation proposes to purchase through the facilities of the TSX, from time to time over the next 12 months, if considered advisable, up to a maximum aggregate of 1,614,730 common shares of the Corporation, being approximately 10% of its unrestricted public float as of June 4, 2015, subject to a maximum aggregate purchase price of \$5 million pursuant to restrictions under the Corporation's credit agreement.

"Our fourth quarter and fiscal year were transformational periods for Ceres," said Ceres chief executive officer Patrick Bracken. "Northgate is now operational and starting to diversify the products it handles. Looking ahead, we anticipate that this strategic asset will become a cornerstone of our company and a significant catalyst for greater value creation for shareholders."

#### **Financial Highlights:**

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.

Gross profit for the year ended March 31, 2015 was \$11.7 million compared to \$4.4 million in 2014. For the year ended March 31, 2015, gross profit percentage was 6.1% versus 1.9% in 2014.

The increase in gross profit for the year ended March 31, 2015 compared to 2014 was primarily driven by an increased trading margin, and an increase in storage and rental income. Both were slightly offset by increases in operating expenses.

For the quarter ended March 31, 2015, gross profit was a loss of \$0.2 million compared to gross profit of \$3.7 million in the fourth quarter of 2014. For the quarter ended March 31, 2015, gross profit percentage was negative 0.4% versus 11% in the fourth quarter of 2014 due to static values on premium quality grain along with contracting grain for October/November delivery at Northgate that did not ship until January/February, as the Corporation sold into a weaker market during the fourth quarter ended March 31, 2015. However, this loss was an initial one-time start-up opportunity cost.

For the year ended March 31, 2015, general and administrative expenses totalled \$10.7 million, which represented a decrease compared to prior year of \$6.5 million, or 62%. The reduction in fiscal year 2015 compared to fiscal 2014 was due to the recognition in the prior year of expenses relating to the termination of the Corporation's management agreement with Front Street Capital (Front Street). In fiscal 2014, the Corporation recorded provisions for \$5.0 million for the management transition payment that was made on October 1, 2013 to Front Street, and \$1.4 million for contingent additional payments to Front Street, totalling \$6.4 million.

For the quarter ended March 31, 2015, general and administrative expense totaled \$2.2 million versus \$1.3 million in the fourth quarter of 2014. General and administrative expense for fiscal quarter four of 2014 was less due to the reduction in fair value of the Corporation's liability of future payments to Front Street relating to the termination of the management agreement. Excluding items relating to the termination of the management agreement, general and administrative expenses incurred as part of normal business operations were comparable from fiscal quarter four of 2014 to 2015.

Consolidated EBITDA was \$3.6 million for the year ended March 31, 2015 compared to a loss of \$12.8 million for the prior year. The increase in EBITDA was driven by increased gross profit and net trading margins.

Consolidated EBITDA for the quarter ended March 31, 2015 was a loss of \$1.6 million compared to EBITDA of \$3.1 million for the same quarter a year ago.

Consolidated net loss was \$1.4 million for the year ended March 31, 2015 compared to a net loss of \$19.3 million for the prior year. For the quarter ended March 31, 2015, net loss was \$3.5 million compared to net income of \$0.4 million during the same quarter of 2014.

## **Outlook**

Subsequent to March 31, 2015, the Corporation expanded its operations by opening a grain merchandising office in southeastern Ontario, which will play a key role in extending the Corporation's trading and merchandising reach into Ontario and the eastern Canadian markets, and enhance the utilization of the Port Colborne, Ontario, facility. Furthermore, the Corporation has expanded its existing hard wheat trading portfolio with the addition of key personnel, which will allow the Corporation to expand its geographic procurement and merchandising reach throughout North America. Management expects that these two expansions, coupled with a full year of Northgate grain origination, and other strategic initiatives will contribute positively to the Corporation's net earnings in fiscal 2016.

In addition, the Corporation's logistics-related initiatives anchor on the strategic geographic location of Northgate, which is located in a prime area to facilitate the movement of oil and natural gas from Canada to the United States. Under the Corporation's strategic propane transloading agreement, the Corporation unloads propane from inbound trucks loading it into railcars for shipment into the US market via the BNSF Railway from Northgate, Saskatchewan. This provides a direct link and an added access point for propane to enter the US market. Management expects this business to grow throughout fiscal year 2016.

## **Conference Call Details**

The Corporation will hold a conference call to discuss fourth quarter and fiscal 2015 results on Friday, June 5, 2015 at 11:00 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: 42641103. Please dial in 15 minutes prior to the call to secure a line. The conference call will be archived for replay until Friday, June 19, 2015 at midnight, ET. To access the archived conference call, please dial 1-855-859-2056 and enter the encore code 42641103.

A live audio webcast of the conference call will be available at [www.newswire.ca](http://www.newswire.ca). Please connect at least 15 minutes prior to the conference call to ensure adequate time for any software download that may be required to join the webcast. An archived replay of the webcast will be available for 365 days.

## **Non-IFRS Financial Measures**

<sup>1</sup>EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization) is not a standardized financial measure prescribed by IFRS; however, is one metric that is used by management to determine the Corporation's ability to service its debt and finance capital. EBITDA excludes gains and losses on property, plant and equipment and assets held for sale, as these items are considered to be non-reoccurring in nature.

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](http://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 as at March 31, 2015. 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 state-of-the art 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 year and quarter ended March 31, 2015. 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**

	<b>March 31,</b> <b><u>2015</u></b>	<b>March 31,</b> <b><u>2014</u></b>
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 5,136,032	\$ 12,009,400
Portfolio investments	848,163	848,163
Due from Brokers	8,641,335	4,620,007
Derivatives	9,472,984	2,965,891
Accounts receivable, trade	7,910,824	6,757,757
Inventories, grains	147,940,077	113,320,466
Sales taxes recoverable	1,137,391	1,469,543
Income taxes recoverable	-	58,465
Assets held for sale	-	18,233,455
Prepaid expenses and sundry assets	1,410,699	1,477,376
<b>Current assets</b>	<b>182,497,505</b>	<b>161,760,523</b>
<b>Investments in associates</b>	<b>5,619,412</b>	<b>4,625,667</b>
<b>Intangible assets</b>	<b>379,260</b>	<b>331,650</b>
<b>Investment property</b>	<b>-</b>	<b>14,803,988</b>
<b>Property, plant and equipment</b>	<b>120,450,079</b>	<b>50,687,083</b>
<b>Non-current assets</b>	<b>126,448,751</b>	<b>70,448,388</b>
<b>TOTAL ASSETS</b>	<b>\$ 308,946,256</b>	<b>\$ 232,208,911</b>
<b>LIABILITIES</b>		
<b>Current</b>		
Bank indebtedness	\$ 18,736,400	\$ 71,746,950
Accounts payable and accrued liabilities	17,388,202	7,567,634
Repurchase obligations	18,635,451	15,941,080
Derivatives	2,607,280	1,752,256
Provision for future payments to Front Street Capital	344,000	970,000
Warrants	1,719,000	-
<b>Current liabilities</b>	<b>59,430,333</b>	<b>97,977,920</b>
Long-term debt	30,381,310	-
Deferred income taxes	296,971	156,534
<b>Non-current liabilities</b>	<b>30,678,281</b>	<b>156,534</b>
<b>TOTAL LIABILITIES</b>	<b>90,108,614</b>	<b>98,134,454</b>
<b>SHAREHOLDERS' EQUITY</b>		
Common shares	208,884,960	137,100,022
Deferred share units	319,820	62,500
Contributed surplus	9,228,422	9,228,422
Currency translation account	22,179,246	8,072,943
Deficit	(21,774,806)	(20,389,430)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>218,837,642</b>	<b>134,074,457</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 308,946,256</b>	<b>\$ 232,208,911</b>

**CERES GLOBAL AG CORP.****Consolidated Statements of Comprehensive Income (Loss)**

For years ended March 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
<b>REVENUES</b>	\$ 192,765,006	\$ 232,353,830
Cost of sales	(181,073,981)	(227,982,570)
<b>GROSS PROFIT</b>	<b>11,691,025</b>	<b>4,371,260</b>
General and administrative expenses	(10,742,873)	(17,227,514)
<b>INCOME (LOSS) FROM OPERATIONS</b>	948,152	(12,856,254)
Finance loss	(188,963)	(2,918,839)
Finance expenses	(2,906,495)	(4,717,551)
Loss on impairment of assets held for sale	-	(763,201)
Gain on sale of property, plant and equipment	-	199,540
<b>LOSS BEFORE INCOME TAXES AND UNDERNOTED ITEM</b>	<b>(2,147,306)</b>	<b>(21,056,305)</b>
Income taxes (recovered)	419,315	(1,322,628)
<b>LOSS BEFORE UNDERNOTED ITEM</b>	<b>(2,566,621)</b>	<b>(19,733,677)</b>
Share of net income in investments in associates	1,181,245	463,700
<b>LOSS FOR THE PERIOD</b>	<b>(1,385,376)</b>	<b>(19,269,977)</b>
<b>Other comprehensive gain for the period</b>		
Gain on translation of foreign currency accounts of foreign operations	14,106,303	9,365,847
<b>TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD</b>	<b>\$ 12,720,927</b>	<b>\$ (9,904,130)</b>
<b>WEIGHTED-AVERAGE NUMBER OF SHARES FOR THE PERIOD</b>	<b>18,360,019</b>	<b>14,260,601</b>
<b>LOSS PER SHARE</b>		
Basic	\$ (0.08)	\$ (1.35)
Diluted	\$ (0.08)	\$ (1.35)
<b>Supplemental disclosure of selected information:</b>		
Depreciation included in Cost of sales	\$ 2,742,253	\$ 2,843,568
Depreciation included in General and administrative expenses	\$ 79,470	\$ 156,167
Amortization of financing costs included in Finance expenses	\$ 742,445	\$ 530,988
Personnel costs included in Cost of sales	\$ 1,663,530	\$ 1,527,417
Personnel costs included in General and administrative expenses	\$ 520,687	\$ 442,982

**CERES GLOBAL AG CORP.**  
**Consolidated Statements of Cash Flows**  
**For the years ended March 31 2015 and 2014**

	<u>2015</u>	<u>2014</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (1,385,376)	\$ (19,269,977)
Adjustments for:		
Depreciation of property, plant and equipment	2,821,723	2,999,735
Revaluation of warrants conditionally issued	75,000	-
Realized loss on sale of investments	-	2,974,760
Unrealized increase in fair value of investments	-	(513,896)
Loss on assets held for sale	-	763,201
Realized gain on sale of property, plant and equipment	-	(199,540)
Finance expenses	2,906,495	4,717,551
Income tax expense (recovery)	419,315	(1,322,628)
Deferred share units issued to Directors and fair value adjustment	276,032	62,500
Share of net income in investments in associates	(1,181,245)	(463,700)
Changes in non-cash working capital accounts	(24,014,566)	79,030,214
Interest paid	(2,471,290)	(4,634,761)
Income taxes recovered (paid)	(170,017)	955,867
<b>Cash flow provided by (used in) operating activities</b>	<b>(22,723,929)</b>	<b>65,099,326</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
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
Acquisition of, and costs capitalized on, investment property	(5,052,271)	(9,806,713)
Proceeds from sale of property, plant and equipment	-	1,549,940
Acquisition of property, plant and equipment	(24,444,302)	(2,509,343)
<b>Cash flow used in investing activities</b>	<b>(22,549,833)</b>	<b>(7,388,688)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net proceeds from (repayment of) bank indebtedness	(56,885,000)	(52,670,000)
Proceeds from term loans	29,065,000	-
Net repayment of repurchase obligations	365,329	(12,939,394)
Financing costs paid	(1,933,734)	(105,340)
Proceeds from common shares issued	75,000,000	-
Share issuance costs	(1,571,062)	-
Deferred share units redeemed	(18,712)	-
Repurchase of common shares under normal course issuer bid	-	(964,424)
<b>Cash flow provided by (used in) financing activities</b>	<b>44,021,821</b>	<b>(66,679,158)</b>
<b>Foreign exchange cash flow adjustment on accounts denominated in a foreign currency</b>	<b>(5,621,427)</b>	<b>534,084</b>
<b>Increase (decrease) in cash for the period</b>	<b>(6,873,368)</b>	<b>(8,434,436)</b>
Cash, beginning of period	12,009,400	20,443,836
<b>Cash, end of period</b>	<b>\$ 5,136,032</b>	<b>\$ 12,009,400</b>