



## **CERES GLOBAL AG CORP. ANNOUNCES PROPOSED PRIVATE PLACEMENT**

**Minneapolis, MN (September 20, 2019)** – Ceres Global Ag Corp. (“Ceres” or the “Company”) (TSX: CRP) announced today that it intends to sell, on a non-brokered private placement basis, 2,793,499 common shares of the Company (the “Shares”) at a price of \$4.53 per Share for gross proceeds of \$12,654,550.47 (the “Private Placement”).

The Company expects that insiders of the Company will subscribe for the full amount of Shares offered in the Private Placement, including VN Capital Fund C, L.P. (“VN Capital”) which has agreed to subscribe for 2,757,487 Shares. The Company may, at its discretion, make additional shares available for subscription by non-insider accredited investors.

VN Capital has agreed to a standstill agreement under which for a period of 18 months from the closing of the Private Placement, VN Capital will not be permitted, without the consent of the Company’s board of directors, to purchase Company shares except from private parties in blocks of 250,000 or more shares. The Company may, at its discretion, make additional shares available for subscription by non-insider accredited investors.

The Private Placement is priced at a premium of 5.3% to the five-day volume weighted trading price on TSX for the five days ended August 30, 2019. The net proceeds from the Private Placement will be used initially to repay debt incurred in connection with inventory financing and later to fund anticipated growth-based projects.

Closing of the Private Placement is subject to the receipt of approval by the Toronto Stock Exchange. Any Shares issued pursuant to the Private Placement will be subject to a hold period of four months and one day from the closing date of the Private Placement, in accordance with applicable Canadian securities laws.

Pursuant to Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), the Private Placement constitutes a “related party transaction” as insiders of the Company will subscribe for Shares. The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101.

All dollar amounts in this news release are denominated in Canadian dollars unless otherwise indicated.

*This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in the United States nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), or any state securities laws and may not be offered or sold in the United States or to U.S. Persons (as*

*defined in the 1933 Act) unless registered under the 1933 Act and any applicable securities laws of any state of the United States or an applicable exemption from the registration requirements is available.*

### **About Ceres Global Ag Corp. ([ceresglobalagcorp.com](http://ceresglobalagcorp.com))**

Through its network of commodity logistics centers and team of industry experts, Ceres procures and supplies North American agricultural commodities and value-added products and provides reliable supply chain logistics services to industrial products, fertilizer products, and energy products customers worldwide.

Ceres is headquartered in Minneapolis, Minnesota and together with its affiliated companies, operates 13 locations across Saskatchewan, Manitoba, Ontario, and Minnesota. These facilities have an aggregate grain and oilseed storage capacity of approximately 30.8 million bushels.

Ceres has a 50% interest in Savage Riverport, LLC, a joint venture with Consolidated Grain and Barge Co., a 50% in Gateway Energy Terminal, a joint venture with Steel Reef Infrastructure Corp., a 25% interest in Stewart Southern Railway Inc., a short-line railway located in southeast Saskatchewan with a range of 130 kilometers, and a 17% interest in Canterra Seed Holdings Ltd, a Canada-based seed development company.

For more information about Ceres, please visit [www.ceresglobalagcorp.com](http://www.ceresglobalagcorp.com)

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*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 the timing and completion of the Private Placement, the proposed use of proceeds and the receipt of regulatory approval. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “expects”, “intends”, “anticipates”, “believes” or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would” or “might”, “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. 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.*