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**FOR IMMEDIATE RELEASE  
OCTOBER 22, 2014**

**SYMBOL: TSX: AGT**

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**AGT Food & Ingredients Inc. Announces \$80 Million Bought Deal Financing**

**REGINA, OCT 22, 2014** – AGT Food & Ingredients Inc. (TSX:AGT) ("**the Company**" or "**AGT**") is pleased to announce that it has entered into an agreement with a syndicate of investment dealers co-led by Cormark Securities Inc. ("**Cormark**"), GMP Securities L.P. (who together with Cormark, are acting as joint bookrunners) and Canaccord Genuity Corp. and including CIBC World Markets Inc., AltaCorp Capital Inc., Raymond James Ltd., Scotiabank and National Bank Financial Inc. (the "**Underwriters**") pursuant to which the Underwriters have agreed to purchase, on a "bought deal basis", 2,858,000 common shares ("**Shares**") from the treasury of the Company, at a price of \$28.00 per Share for aggregate gross proceeds of approximately \$80 million (the "**Offering**").

In addition, the Company has granted the Underwriters an option ("**Over-Allotment Option**"), exercisable in whole or in part, to purchase up to an additional 428,700 Shares from the treasury of the Company at the offering price exercisable at any time on or up to 30 days following the closing of the Offering, for market stabilization purposes and to cover over-allotments, if any. In the event that the Over-Allotment Option is exercised in its entirety, the aggregate gross proceeds of the Offering shall be approximately \$92 million.

The net proceeds of the Offering are intended to be used for further expansion of the food ingredients and packaged food segments, other growth opportunities, debt repayment and working capital.

Closing of the Offering is expected to occur on or about November 13, 2014 and is subject to certain conditions including but not limited to the receipt of all regulatory approvals including that of the Toronto Stock Exchange.

The Shares to be issued under the Offering will be offered by way of a short form prospectus in each of the provinces of Canada, except Québec, and may be offered in the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended, and certain other jurisdictions.

**This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.**



## **AGT Food and Ingredients Inc. Profile**

AGT Food and Ingredients Inc. (AGT) is a processor of value-added pulses, staple foods and ingredients for export and domestic markets as well as a supplier of retail packaged and canned foods to retail and food service sectors. Through its offices and processing facilities located in some of the best agricultural growing regions in Canada, the U.S., Turkey, China, Australia and South Africa, merchandising and sales offices in the U.K., the Netherlands, Spain, Switzerland and India and origination offices in Russia, AGT produces a full range of pulses and specialty crops including lentils, peas, chickpeas, beans and canary seed as well as food ingredients such as pulse flours, proteins, starches and fibres. Through its subsidiaries in Turkey, the Arbel Group, AGT also produces staple foods such as Arbella Pasta, rice, and milled wheat products, including bulgur and semolina.

## **Cautionary Statements**

Certain statements in this press release are forward-looking statements. In particular, this press release contains forward-looking statements with respect to, among other things, the time of the closing of the Offering and the expected use of the net proceeds of the Offering. The reader is cautioned that assumptions used in the preparation of such information, although considered reasonable by AGT at the time of preparation, may prove to be incorrect. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of AGT (including its operating subsidiaries) to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the actual results of harvests, fluctuations in the price of lentils and other crops, failure of plant, equipment or processes to operate as anticipated, accidents or labour disputes, risks relating to the integration of acquisitions or to international operations, as well as those factors referred to in the section entitled "Risk Factors" in the Annual Information Form of AGT dated March 31, 2014 which is available on SEDAR at [www.sedar.com](http://www.sedar.com), and which should be reviewed in conjunction with this document. Although AGT has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. AGT expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

## **For further information:**

### **Investor Relations**

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