



Ag Growth International Calls Meetings of Holders of its Debentures and Subscription Receipts to Seek Extensions to Expiry and Early Maturity Dates

WINNIPEG, MB, March 24, 2015 – Ag Growth International Inc. (TSX: AFN) (“AGI” or the “Company”) announced that it has called meetings (the “**Meetings**”) of the holders of its subscription receipts (the “**Subscription Receipts**”) and 5.25% extendible convertible debentures (the “**Debentures**”) to request amendments to the terms of such securities to extend their expiry and early maturity dates in the event AGI’s previously announced acquisition (the “**Acquisition**”) of Vicwest Inc.’s (“**Vicwest**”) Westeel Division is not completed by April 30, 2015.

Although AGI still anticipates that the Acquisition will close by the current deadline of April 30, 2015 under the arrangement agreement (the “**Arrangement Agreement**”) between, among others, AGI, Vicwest and Kingspan Group Limited (“Kingspan”), regulatory approval of the Acquisition and the related acquisition by Kingspan of the outstanding shares of Vicwest remains outstanding under the *Competition Act* (Canada) (“**Competition Act Approvals**”) and such approvals are not expected to be obtained until after the date on which AGI would be required to give notice of the Meetings if the Meetings are to be held before April 30, 2015. Accordingly, AGI believes it is prudent to call and give notice of the Meetings now in the event the Competition Act Approvals are delayed and ultimately not received prior to the current deadline. If the Competition Act Approvals are received before the Meetings are convened and an extension to the expiry and early maturity dates is not required, AGI will cancel the Meetings.

Further details as to the proposed new expiration and maturity dates of the Subscription Receipts and Debentures and the proposed amendments to the agreements governing the Subscription Receipts and Debentures in order to give effect thereto is included in the information circulars (the “**Information Circulars**”) mailed to holders of Subscription Receipts and Debentures in connection with the Meetings, and which are available on SEDAR at www.sedar.com.

Company Profile

Ag Growth International Inc. is a leading manufacturer of portable and stationary grain handling, storage and conditioning equipment, including augers, belt conveyors, grain storage bins, grain handling accessories, grain aeration equipment and grain drying systems. AGI has eleven manufacturing facilities in Canada, the United States, the United Kingdom and Finland, and distributes its products globally.

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Forward-Looking Statements

This press release contains forward-looking information within the meaning of applicable Canadian securities law (“forward-looking statements”). Statements other than statements of historical fact contained in this press release may constitute forward-looking statements including, without limitation, management’s expectations, projections, estimates, intentions and beliefs concerning anticipated future events, results, circumstances, economic performance or expectations with respect to the Company, including AGI’s business operations, business strategy and financial condition. Forward-looking statements may include words such as “anticipates”, “believes”, “budgets”, “could”, “estimates”, “expects”, “goal”, “intends”, “may”,

“outlook”, “plans”, “strive”, “target”, “will”, “should”, “proposes”, “predicts”, “potential”, “continue”. Some of the specific forward-looking statements in this press release include, but are not limited to, statements with respect to: holding of the Meetings; receipt of the Competition Act Approvals, including the timing of such receipt; and completion of the Acquisition, including timing thereof.

The forward-looking statements contained herein reflect the internal projections and expectations of AGI and are based on information currently available to AGI. In developing these forward-looking statements, certain material assumptions were made that AGI believes are reasonable. Actual events and results may differ materially from events and results discussed in the forward-looking statements, as they are subject to a number of risks and uncertainties, including but not limited to the risk that the Competition Act Approvals will not be received on the currently anticipated timelines or at all, that the other outstanding conditions to completion of the Acquisition will be satisfied on the currently anticipated timelines or at all, or that if the Competition Act approvals are not obtained or such other conditions are not satisfied by April 30, 2015, that the parties to the Arrangement Agreement will agree to an extension of the April 30, 2015 deadline for closing.

Material factors or assumptions that were applied to drawing a conclusion or making an estimate set out in forward-looking statements, include, but are not limited to: the view of management regarding current and anticipated market conditions; the timely receipt of the Competition Act Approvals; the approval of the holders of the Subscription Receipts and the Debentures to the extensions of the expiry and maturity dates; the agreement by the parties to the Arrangement Agreement to an extension of the April 30, 2015 deadline for closing if required; and successful completion of the Acquisition; and the other factors and assumptions described herein and in other reports on file with Canadian securities regulatory authorities.

There can be no assurance that the Competition Act Approvals will be obtained or the Acquisition will occur on the timelines set forth herein. The Acquisition is subject to various approvals and the fulfilment of certain conditions, and there can be no assurance that any such approvals will be obtained and/or any such conditions will be satisfied. The Acquisition could be modified, restructured or terminate at any time.

Readers are cautioned that the preceding list of material factors or assumptions is not exhaustive. Although forward-looking statements contained in this press release are based upon what management believes are reasonable assumptions, there can be no assurance that actual events or results will be consistent with these forward-looking statements. Accordingly, readers should not place undue reliance on such forward-looking statements and assumptions as management cannot provide assurance that actual events, results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, AGI. These forward-looking statements are subject to change as a result of new information, future events or other circumstances.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this press release are made as of the date hereof and AGI undertakes no obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless so required by applicable Canadian securities laws.