



6200 E. Primrose Green Dr.
Regina, SK CANADA S4V 3L7
www.agtfoods.com

Phone: (306) 525-4490
Fax: (306) 525-4463

FOR IMMEDIATE RELEASE
JANUARY 15, 2019

SYMBOL: TSX: AGT

**AGT Mails Shareholder Materials for February 5, 2019 Meeting and
Appoints D.F. King & Co. as Proxy Solicitation Agent**

REGINA, JAN 15, 2019 – AGT Food and Ingredients Inc. (TSX:AGT) (“**AGT**” or the “**Company**”) announces that it has mailed its management information circular, related voting materials and letter of transmittal (collectively, the “**Meeting Materials**”) to its shareholders in connection with the special meeting (the “**Meeting**”) of AGT’s shareholders to consider the previously announced transaction with a group of investors led by President and Chief Executive Officer, Murad Al-Katib, and including Fairfax Financial Holdings Limited, Point North Capital Inc., and certain other members of the management team and employees of the Company (collectively, the “**Buyer Group**”).

At the Meeting, AGT shareholders will be asked to approve the acquisition by the Buyer Group of the issued and outstanding common shares of the Company (“**AGT Shares**”) by way of a statutory plan of arrangement under the *Business Corporations Act* (Ontario) (the “**Transaction**”), other than AGT Shares owned by the Buyer Group, for cash consideration of C\$18.00 for each AGT Share held.

The Meeting will be held on February 5, 2019 at the Confederation Room 5/6 of the Fairmont Royal York, 100 Front Street West, Toronto, Ontario, M5J 1E3 at 10:00 a.m. (Toronto time).

The record date of determining the AGT shareholders entitled to receive notice of and vote at the Meeting was December 17, 2018. The Meeting Materials are available on AGT’s profile on SEDAR (www.sedar.com). Shareholders are encouraged to read the Meeting Materials, in particular the management information circular, in detail.

The Company also announces that it has retained the services of D.F. King & Co. (“**D.F. King**”) to assist with shareholder communication and solicitation of proxies. In connection with these services, D.F. King will receive a fee of C\$20,000, plus reasonable out-of-pocket expenses.

Shareholders who have questions regarding the Transaction or who require assistance with voting may contact the proxy solicitation agent, D.F. King, by telephone toll-free in North America at 1.800.926.4985 (1.212.771.1133 by collect call) or by email at inquires@dfking.com.

AGT Food and Ingredients Inc. Profile

AGT Food and Ingredients Inc. 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 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, the Meeting and the Transaction. 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. Please see “Cautionary Statement Regarding Forward-Looking Statements” in the management information circular, as well risk factors referred to in the section entitled “Risk Factors” in the Annual Information Form of AGT which is available on SEDAR at www.sedar.com. 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

Omer Al-Katib

(306) 525-4490

ir@agtfoods.com