



## Ag Growth Announces Second Quarter 2016 Results; Declares Dividends

Winnipeg, MB, August 11, 2016 – Ag Growth International Inc. (TSX: AFN) (“AGI” or the “Company”) today announced its financial results for the three and six-month periods ended June 30, 2016, and declared dividends for September, October and November 2016.

### Overview of Results

(thousands of dollars)	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Trade sales <sup>(1)</sup>	143,538	113,942	257,210	200,569
Adjusted EBITDA <sup>(1)</sup>	26,031	22,286	45,830	39,557
Net profit	5,285	8,173	10,982	4,764
Diluted profit per share	\$0.35	\$0.58	\$0.74	\$0.35
Adjusted net profit <sup>(1)</sup>	8,819	12,368	14,819	20,602
Diluted adjusted profit per share <sup>(1)(2)</sup>	\$0.59	\$0.88	\$0.99	\$1.50

(1) See “Non-IFRS Measures”.

(2) See “Diluted profit per share and Diluted adjusted profit per share”

Trade sales in the second quarter increased significantly over 2015 as strong North American Commercial sales, an increase in demand for Westeel product and contributions from other recent acquisitions more than offset lower sales of Farm equipment in the U.S. and a decrease in export sales originating from AGI’s North American facilities. Gross margins remained strong at Westeel and other Farm divisions due to previously realized synergies and the proactive purchasing of steel to protect against rising costs. Commercial gross margin percentages benefited from a favourable sales mix, improved results at Union Iron and low steel costs. Higher adjusted EBITDA and a non-cash gain on financial instruments were more than offset by non-cash items including share-based compensation and asset impairment charges, as well as losses on foreign exchange and higher debt service, resulting in a decrease in net profit and net profit per share.

“Despite softness in the US Farm market we saw strong results from many parts of AGI in the second quarter,” said Tim Close, President and CEO of AGI. “The acquisitions we completed over the past 18 months provided significant contributions and along with solid performances from key divisions served to offset some tough markets. We are continuing to see the positive impact of our strategy to diversify our Commercial business into new markets and add Westeel to our Farm group. We are very pleased to see Westeel producing the kind of results that come from combining market leading products and customer service with an excellent team. All recent acquisitions performed very well with VIS having another great quarter. While Brazil negatively impacted the quarter, the team has begun reshaping Entringer and building our new facility to position us for a bright future. We broke ground in the quarter and our new facility is emerging from the corn fields.

The size of the crop, commodity prices and weather are out of our control but its how we respond to the combination of those factors that marks our success. I am very proud of how our Farm teams have responded and managed through a challenging environment in the U.S. Our Domestic Commercial businesses had a very good quarter with the Hi Roller team achieving outstanding results from their new facility. We continue to see a lot of activity globally on the Commercial business and all Farm divisions are preparing for what is shaping up to be a great crop in the US and in Canada.

### **Diluted profit (per share) and Diluted adjusted profit (per share)**

A reconciliation of net profit and diluted profit per share to adjusted net profit and adjusted diluted profit per share is below.

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Profit as reported	5,285	8,173	10,982	4,764
Diluted per share as reported	\$0.35	\$0.58	\$0.74	\$0.35
Loss on foreign exchange	2,807	550	2,578	10,416
Assets under review <sup>(2)</sup>	(1,041)	469	(481)	1,299
Asset Impairment	2,313	0	2,313	0
M&A expenses	736	2,437	951	3,514
Contingent consideration expense	381	0	448	0
Gain on financial instruments	(3,105)	0	(3,425)	0
Loss on sale of PP&E	<u>1,443</u>	<u>739</u>	<u>1,453</u>	<u>609</u>
Adjusted profit <sup>(1)</sup>	<u>8,819</u>	<u>12,368</u>	<u>14,819</u>	<u>20,602</u>
Diluted adjusted profit per share <sup>(1)</sup>	<u>\$0.59</u>	<u>\$0.88</u>	<u>\$0.99</u>	<u>\$1.50</u>

(1) See "Non-IFRS Measures"

(2) Based on operations' profit

### **OUTLOOK**

AGI's Farm business represents approximately one-half of AGI's total revenue profile and is comprised primarily of portable grain handling equipment and Westeel's North American storage business. The primary demand driver for portable handling equipment is the amount of grain handled as this dictates farmer capacity requirements and the product replacement cycle. Favourable crop conditions in both Canada and the U.S. in 2016 support market expectations of bumper harvests and an uptick in demand has been noted in certain regions, particularly in western Canada. While a large crop is expected to increase end-user demand for portable equipment, the impact on AGI results in the third quarter may be constrained due to elevated inventory levels throughout the marketplace and dealer cautiousness with respect to adding additional inventory in advance of harvest. As a result, backlogs are similar to the prior year and based on current activity we expect third quarter Farm sales of portable equipment to be similar to 2015, however, with the

expectation of a large crop in the U.S. there is potential for upside. Sales in the fourth quarter will be influenced by, among other things, third quarter demand and resulting dealer inventory levels and the timing of harvest and conditions during harvest.

Westeel's storage business is comprised of corrugated storage bins, smoothwall bins and liquid storage tanks. Demand drivers for storage include volume of grains grown, crop trends, fertilizer storage and handling practices and the consolidation of farms. While the macro environment in Canada is supportive of these trends, demand in the first half of 2016 was negatively impacted by higher than normal dealer inventories. Increased second quarter demand allowed Westeel dealers to work down their inventory levels and a surge in new orders subsequent to June 30, 2016 has resulted in a significant increase in order backlog compared to 2015. Accordingly, Westeel sales in the third quarter are expected to be well above 2015 levels. Based on current conditions, management expects fourth quarter sales will benefit from strong dealer participation in preseason programs and as a result will also exceed the prior year. Sales volume in Q4 may be affected by the timing of shipments related to the preseason program.

AGI's Commercial business is comprised primarily of high capacity grain handling and conditioning equipment and storage in offshore markets. In North America, demand for Commercial equipment is less sensitive to a specific harvest but rather is driven primarily by macro factors including the longer-term trend towards higher crop volumes, the drive towards improved efficiencies in a mature market and, more recently, the dissolution of the Canadian Wheat Board, and current activity in North America is reflective of these trends. Commercial activity in North America remains robust and, excluding acquisitions, management anticipates second half sales to slightly exceed the prior year.

Offshore, the commercial infrastructure in many grain producing and importing countries remains vastly underinvested resulting in significant global opportunities for AGI's Commercial business. Our international business expanded significantly in 2015 due to increasing brand presence, continued momentum in Eastern Europe and Latin America and the acquisition of Italian subsidiaries Frame and PTM. Management expects a strong contribution from its Italian subsidiaries in 2016 as Frame delivers on a significant backlog and AGI further consolidates its sales structure. Excluding recent acquisitions, our international backlog is lower than the prior year as AGI had secured several large projects by early 2015 and similar projects are not in the current backlog. Accordingly, excluding acquisitions, management does not expect international sales to reach the record levels achieved in 2015. However, we have a large and high quality quote log and management continues to work towards securing a number of larger projects for delivery commencing in the second half of 2016 and into 2017.

AGI completed a number of acquisitions in recent months including VIS (November 2015), Entringer (March 2016), NuVision (April 2016) and Mitchell (July 2016). These acquisitions were funded with cash and the Company's revolver facility and include earn-out provisions. Management does not anticipate a positive EBITDA contribution from Brazilian-based Entringer in 2016, however, the addition of VIS, NuVision and Mitchell is expected to generate significant second half adjusted EBITDA, approximately in-line with the acquisition metrics disclosed upon announcing the transactions (see "Acquisitions").

AGI's results in the second half of 2016 and in fiscal 2017 may be impacted by the significant increase in steel prices experienced in the current year. While the impact on 2016 results has been partially mitigated through the proactive procurement of steel, the effect of higher input costs is expected to be more prominent in future quarters as previously procured steel is utilized. Current forecasts for steel generally indicate prices will remain well above 2015 levels. While management

will attempt to further mitigate increasing input costs through purchasing strategies and product sales price increases there may be a negative impact on gross margins should these initiatives not fully offset anticipated higher input costs.

Demand in 2016 will be influenced by, among other factors, weather patterns, crop conditions and the timing of harvest and conditions during harvest. Changes in global macroeconomic factors as well as sociopolitical factors in certain local or regional markets and the availability of credit and export credit agency support in offshore markets also may influence sales, primarily of commercial grain handling and storage products. Consistent with prior periods, Commercial sales are subject to the timing of customer commitment and delivery considerations. AGI's financial results are impacted by the rate of exchange between the Canadian and U.S. dollars and a weaker Canadian dollar relative to its U.S. counterpart positively impacts profit and adjusted EBITDA. However, a portion of the Company's foreign exchange exposure has been hedged through forward foreign exchange contracts and based on current rates of exchange the Company expects to realize a loss on these contracts in fiscal 2016.

Management anticipates second half results to reflect a significant contribution from recent acquisitions, strong demand in Canada for Farm products including Westeel storage equipment and continued strength in the North American Commercial business. However, the portable Farm market in the U.S. continues to be soft and the timing of commitments from international customers remains uncertain. On balance, based on current conditions, management anticipates second half adjusted EBITDA excluding acquisitions will approximate 2015 levels and including acquisitions will be well above prior year results.

## Dividends

AGI today announced the declaration of cash dividends of \$0.20 per common share for the months of September 2016, October 2016 and November 2016. The dividends are eligible dividends for Canadian income tax purposes. AGI's current annualized cash dividend rate is \$2.40 per share.

The table below sets forth the scheduled payable and record dates:

<b>Monthly dividend</b>	<b>Payable date</b>	<b>Record date</b>
September 2016	October 14, 2016	September 30, 2016
October 2016	November 15, 2016	October 31, 2016
November 2016	December 15, 2016	November 30, 2016

## MD&A and Financial Statements

AGI's financial statements and MD&A for the three and six-month periods ended June 30, 2016 can be obtained at <http://file.marketwire.com/release/AFN0811Q59.pdf> and will also be available electronically on SEDAR ([www.sedar.com](http://www.sedar.com)) and on AGI's website ([www.aggrowth.com](http://www.aggrowth.com)).

## **Conference Call**

Management will hold a conference call on Thursday, August 11, 2016, at 9:00 a.m. EST to discuss its results for the three and six month periods ended June 30, 2016. To participate in the conference call, please dial 1-866-225-2055 or for local access dial 416-340-2218. An audio replay of the call will be available for seven days. To access the audio replay, please dial 1-800-408-3053 or for local access dial 905-694-9451. Please quote passcode 5381818.

## **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 manufacturing facilities in Canada, the United States, Italy, Brazil, and the United Kingdom, and distributes its products globally.

For More Information Contact:

Investor Relations  
Steve Sommerfeld  
204-489-1855  
steve@aggrowth.com

## **NON-IFRS MEASURES**

In analyzing our results, we supplement our use of financial measures that are calculated and presented in accordance with International Financial Reporting Standards ("IFRS"), with a number of non-IFRS financial measures including "EBITDA", "Adjusted EBITDA", "gross margin", "funds from operations", "payout ratio", "adjusted payout ratio", "trade sales", "adjusted profit", and "diluted adjusted profit per share". A non-IFRS financial measure is a numerical measure of a company's historical performance, financial position or cash flow that excludes (includes) amounts, or is subject to adjustments that have the effect of excluding (including) amounts, that are included (excluded) in the most directly comparable measures calculated and presented in accordance with IFRS. Non-IFRS financial measures are not standardized; therefore, it may not be possible to compare these financial measures with other companies' non-IFRS financial measures having the same or similar businesses. We strongly encourage investors to review our consolidated financial statements and publicly filed reports in their entirety and not to rely on any single financial measure.

We use these non-IFRS financial measures in addition to, and in conjunction with, results presented in accordance with IFRS. These non-IFRS financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our IFRS results and the accompanying reconciliations to corresponding IFRS financial measures, may provide a more complete understanding of factors and trends affecting our business.

In this press release, we discuss certain of the non-IFRS financial measures, including the reasons that we believe that these measures provide useful information regarding our financial condition, results of operations, cash flows and financial position, as applicable, and, to the extent material, the additional purposes, if any, for which these measures are used. Reconciliations of non-IFRS financial measures to the most directly comparable IFRS financial measures are contained in this press release.

Management believes that the Company's financial results may provide a more complete understanding of factors and trends affecting our business and be more meaningful to management, investors, analysts and other interested parties when certain aspects of our financial results are adjusted for the gain (loss) on foreign exchange and other operating expenses and income. These measurements are non-IFRS measurements. Management uses the non-IFRS adjusted financial results and non-IFRS financial measures to measure and evaluate the performance of the business and when discussing results with the Board of Directors, analysts, investors, banks and other interested parties.

References to “EBITDA” are to profit before income taxes, finance costs, depreciation, amortization and asset impairment charges. References to “adjusted EBITDA” are to EBITDA before the Company’s gain or loss on foreign exchange, gains or losses on the sale of property, plant & equipment, non-cash share based compensation expenses, gains or losses on financial instruments, expenses related to corporate acquisition activity. Adjusted EBITDA excludes the results of AGI divisions Applegate and Mepu as the previously announced strategic review of these assets has resulted in their sale in 2016. Management believes that, in addition to profit or loss, EBITDA and adjusted EBITDA are useful supplemental measures in evaluating the Company’s performance. Management cautions investors that EBITDA and adjusted EBITDA should not replace profit or loss as indicators of performance, or cash flows from operating, investing, and financing activities as a measure of the Company’s liquidity and cash flows.

References to “trade sales” are to sales net of the gain or loss on foreign exchange. Management cautions investors that trade sales should not replace sales as an indicator of performance. Trade sales exclude the results of AGI divisions Applegate and Mepu as the previously announced strategic review of these assets has resulted in their sale in 2016.

References to “adjusted profit” and “diluted adjusted profit per share” are to profit for the period and diluted profit per share for the period adjusted for losses on foreign exchange, transaction costs, certain items considered by management to be unusual and non-recurring in nature and the gain (loss) on sale of property, plant and equipment.

## **FORWARD-LOOKING STATEMENTS**

This press release contains forward-looking statements that reflect our expectations regarding the future growth, results of operations, performance, business prospects, and opportunities of the Company. Forward-looking statements may contain such words as “anticipate”, “believe”, “continue”, “could”, “expect”, “intend”, “plan”, “will” or similar expressions suggesting future conditions or events. In particular, the forward looking statements in this MD&A include statements relating to our business and strategy, including our outlook for our financial and operating performance including our expectations for sales and adjusted EBITDA. Such forward-looking statements reflect our current beliefs and are based on information currently available to us, including certain key expectations and assumptions concerning anticipated grain production in our market areas, contributions from recent acquisitions, financial performance, business prospects, strategies, product pricing, regulatory developments, political events, tax laws, the sufficiency of budgeted capital expenditures in carrying out planned activities, currency exchange rates and the cost of materials, labour and services. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results to differ materially from results discussed in the forward-looking statements, including changes in international, national and local business conditions, weather patterns, crop planting, crop yields, crop conditions, the timing of

harvest and conditions during harvest, seasonality, industry cyclicality, volatility of production costs, agricultural commodity prices, the cost and availability of capital, currency exchange rates, competition and AGI's failure to achieve the expected benefits of the recent acquisitions. These risks and uncertainties are described under "Risks and Uncertainties" in our most recently filed Annual Information Form. These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. We cannot assure readers that actual results will be consistent with these forward-looking statements and we undertake no obligation to update such statements except as expressly required by law.

**AG GROWTH INTERNATIONAL INC.**  
**MANAGEMENT’S DISCUSSION AND ANALYSIS**  
**Dated: August 11, 2016**

This Management’s Discussion and Analysis (“MD&A”) should be read in conjunction with the audited consolidated comparative financial statements and accompanying notes of Ag Growth International Inc. (“AGI”, the "Company", "we", "our" or "us") for the year ended December 31, 2015 and the unaudited interim condensed consolidated comparative financial statements of the Company for the three and six month periods ended June 30, 2016. Results are reported in Canadian dollars unless otherwise stated.

The financial information contained in this MD&A has been prepared in accordance with International Financial Reporting Standards (“IFRS”). All dollar amounts are expressed in Canadian currency, unless otherwise noted.

Throughout this MD&A references are made to "trade sales", "EBITDA", “adjusted EBITDA”, “gross margin”, “funds from operations”, "payout ratio", “adjusted payout ratio”, “adjusted profit” and “diluted adjusted profit per share”. A description of these measures and their limitations are discussed below under "Non-IFRS Measures".

This MD&A contains forward-looking statements. Please refer to the cautionary language under the heading "Risks and Uncertainties" and "Forward-Looking Statements" in this MD&A and in our most recently filed Annual Information Form.

**SUMMARY OF RESULTS**

A brief summary of our operating results can be found below. A more detailed narrative is included later in this MD&A under “Explanation of Operating Results”.

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Trade sales <sup>(1)(2)</sup>	143,538	113,942	257,210	200,569
Adjusted EBITDA <sup>(1)(2)(3)</sup>	26,031	22,286	45,830	39,557
Net profit	5,285	8,173	10,982	4,764
Diluted profit per share	\$0.35	\$0.58	\$0.74	\$0.35
Adjusted net profit <sup>(1)</sup>	8,819	12,368	14,819	20,602
Diluted adjusted profit per share <sup>(1)(4)</sup>	\$0.59	\$0.88	\$0.99	\$1.50

(1) See “Non-IFRS Measures”.

(2) See “Basis of Presentation”.

(3) See “Adjusted EBITDA”.

(4) See “Diluted profit per share and Diluted adjusted profit per share” below in Summary of Results.

Trade sales in the second quarter increased significantly over 2015 as strong North American Commercial sales, an increase in demand for Westeel product and contributions from other recent acquisitions more than offset lower sales of Farm equipment in the U.S. and a decrease in export

sales originating from AGI's North American facilities. Gross margins remained strong at Westeel and other Farm divisions due to previously realized synergies and the proactive purchasing of steel to protect against rising costs. Commercial gross margin percentages benefited from a favourable sales mix, improved results at Union Iron and low steel costs. Higher adjusted EBITDA and a non-cash gain on financial instruments were more than offset by non-cash items including share-based compensation and asset impairment charges, as well as losses on foreign exchange and higher debt service, resulting in a decrease in net profit and net profit per share.

### **Basis of Presentation**

Trade sales and adjusted EBITDA in both 2015 and 2016 exclude the results of Applegate and Mepu as the previously announced strategic review of these assets has resulted in the sale of Mepu in Q2 2016 and the sale of Applegate in Q3 2016. See "Strategic Review of Applegate and Mepu Operations".

To allow for improved comparability between 2016 and 2015, certain metrics including trade sales and adjusted EBITDA have been presented both before and after results from the recent acquisitions of Westeel, PTM, Frame, VIS, Entringer and NuVision. See "Recent Acquisitions".

### **Trade Sales (see "Non-IFRS Measures" and "Basis of Presentation")**

(thousands of dollars)	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Excluding acquisitions				
Canada	25,780	23,146	46,753	44,912
US	45,126	48,930	89,908	92,423
International	8,810	23,769	18,656	45,137
<b>Subtotal excluding acquisitions</b>	<b>79,716</b>	<b>95,845</b>	<b>155,317</b>	<b>182,472</b>
Acquisitions				
Canada	39,552	15,892	69,778	15,892
US	2,510	1,121	3,079	1,121
International	21,760	1,084	29,036	1,084
<b>Subtotal Acquisitions</b>	<b>63,822</b>	<b>18,097</b>	<b>101,893</b>	<b>18,097</b>
<b>Total Trade Sales</b>	<b>143,538</b>	<b>113,942</b>	<b>257,210</b>	<b>200,569</b>

Trade sales in Canada, excluding acquisitions, increased over 2016 due to continued strength in the Commercial sector, while favourable crop conditions and positive farmer sentiment supported strong sales of Farm equipment. Total trade sales in Canada increased significantly due to the recent acquisitions of Westeel, VIS and NuVision. Increased second quarter demand allowed Westeel

dealers to work down their inventory levels and a surge in new orders subsequent to June 30, 2016 has resulted in a significant increase in order backlog compared to 2015. VIS and NuVision sales into the fertilizer sector were very strong and reflect the build-out underway in commercial fertilizer infrastructure.

In the United States, sales decreased slightly compared to the prior year as robust demand in the Commercial sector was more than offset by a significant decrease in sales of Farm equipment. When comparing against the prior year, it is important to note that Farm sales in the U.S. were at record levels in the first and second quarters of 2015 as dealers rebuilt inventory levels subsequent to very strong demand in 2014. Farm equipment sales in the second half of 2015 were weaker than expected and as a result some dealers carried excess inventory into 2016, while in general a negative sentiment encompassed the Farm sector. Competitor inventory levels also appear elevated resulting in an abundance of total inventory in the field and reduced urgency for farmers to purchase equipment. Although crop conditions in the U.S. appear very strong with some forecasts anticipating a record harvest, Farm dealer purchasing remained cautious amidst muted farmer buying behavior.

AGI's international sales, excluding acquisitions, decreased against a very strong 2015 comparative largely because offshore sales in the current period did not include large projects similar to those included in the first quarter of 2015. The timing of international sales is very much dependent on the timing of customer commitments which in 2016, not unlike certain other years, have been slower to materialize. AGI's international quote log remains very strong, however sales in 2016 are expected to be weighted towards the second half and in particular the fourth quarter. International sales related to acquisitions reflect strong Commercial demand for Frame storage equipment, primarily in Europe, the Middle East and Africa (the "EMEA").

See also "Outlook"

**Gross Margin** (see "Non-IFRS Measures" and "Basis of Presentation")

<b>Gross margin</b>				
	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
AGI excluding acquisitions	39.3%	36.0%	39.4%	37.1%
Acquisitions	26.7%	25.1%	28.5%	25.1%
<b>Consolidated</b>	<b>33.7%</b>	<b>34.3%</b>	<b>35.1%</b>	<b>36.1%</b>

Strong gross margins in 2016, excluding acquisitions, were achieved despite a decrease in sales of higher margin Farm equipment. Efficient labour utilization, the procurement of steel in advance of steel price increases, the positive impact of a weaker Canadian dollar and a favourable sales mix of Commercial equipment all contributed to the increase in gross margin. Gross margin percentages related to acquisitions benefited from favourable steel purchasing and from organizational synergies achieved at Westeel subsequent to its acquisition by AGI. The gross margin percentage was negatively impacted by poor margins at Entringer that resulted from negative market conditions in Brazil and certain one-time costs as AGI rationalized the production workforce to reflect current levels of demand. Integration efforts have resulted in changes to Entringer's pricing

model and in general have brought a focus to margin achievement however Entringer is not expected to generate positive EBITDA prior to completion of AGI's new production facility in 2017.

**Adjusted EBITDA** (see "Non-IFRS Measures" and "Basis of Presentation")

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Excluding Acquisitions	15,617	19,973	28,874	37,244
Acquisitions	10,414	2,313	16,956	2,313
<b>Consolidated</b>	<b>26,031</b>	<b>22,286</b>	<b>45,830</b>	<b>39,557</b>

Adjusted EBITDA in 2016, excluding acquisitions, decreased from 2015 as a lower contribution from Farm divisions and lower international sales, both compared against very strong 2015 results, was only partially offset by an increase in adjusted EBITDA at AGI's North American Commercial divisions that resulted from higher sales, a favourable product mix and improved results at Union Iron. Strong results from acquisitions reflect the organizational synergies achieved at Westeel and the procurement of steel in advance of the increase in steel costs, partially offset by a loss at Entringer. As a percentage of sales, adjusted EBITDA decreased compared against 2015 largely due to sales mix and negative EBITDA at Entringer.

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
<b>EBITDA</b> <sup>(1)</sup>	<b>21,427</b>	<b>19,596</b>	<b>40,307</b>	<b>24,144</b>
Loss on foreign exchange <sup>(2)</sup>	2,807	550	2,578	10,416
Share based compensation	2,704	(935)	3,320	145
Assets under review <sup>(3)</sup>	(362)	(101)	198	729
Gain on derivative instruments	(3,105)	0	(3,425)	0
M&A expenses	736	2,437	951	3,514
Contingent consideration expense	381	0	448	0
Loss on sale of PP&E	1,443	739	1,453	609
<b>Adjusted EBITDA</b> <sup>(1)</sup>	<b>26,031</b>	<b>22,286</b>	<b>45,830</b>	<b>39,557</b>

(1) See "Non-IFRS Measures".

(2) See "Impact of Foreign Exchange".

(3) See "Strategic Review of Applegate and Mepu Operations".

## Diluted profit per share and Diluted adjusted profit per share

Diluted profit per share for the three months ended June 30, 2016 was \$0.35 (2015 - \$0.58) and for the six months then ended was \$0.74 (2015 - \$0.35). Profit per share in 2015 and 2016 has been significantly impacted by the items below:

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Profit as reported	5,285	8,173	10,982	4,764
Diluted per share as reported	\$0.35	\$0.58	\$0.74	\$0.35
Loss on foreign exchange	2,807	550	2,578	10,416
Assets under review <sup>(2)(3)</sup>	(1,041)	469	(481)	1,299
Asset Impairment	2,313	0	2,313	0
M&A expenses	736	2,437	951	3,514
Contingent consideration expense	381	0	448	0
Gain on derivative instruments	(3,105)	0	(3,425)	0
Loss on sale of PP&E	<u>1,443</u>	<u>739</u>	<u>1,453</u>	<u>609</u>
Adjusted profit <sup>(1)</sup>	<u>8,819</u>	<u>12,368</u>	<u>14,819</u>	<u>20,602</u>
Diluted adjusted profit per share <sup>(1)</sup>	<u>\$0.59</u>	<u>\$0.88</u>	<u>\$0.99</u>	<u>\$1.50</u>

(1) See "Non-IFRS Measures"

(2) See "Strategic Review of Applegate and Mepu Operations".

(3) Based on operations' profit

## Acquisitions

### *Mitchell Mill Systems (July 18, 2016)*

Mitchell is a manufacturer of material handling equipment used in grain, fertilizer, animal feed, food processing, and industrial applications. Mitchell is recognized for its extensive design, fabrication and installation expertise and the company's product offering includes conveyor systems, bucket elevators, screw conveyors, and drag conveyors.

The transaction was completed at similar metrics to AGI's recent North American acquisitions. Mitchell's revenue for their fiscal year ended February 28, 2016 was approximately \$30 million. The financial consideration is comprised of a fixed amount payable upon closing, and a contingent amount payable over three years based on the achievement of EBITDA targets. The amount payable upon close was funded from cash on hand and AGI's revolving credit facility.

### ***NuVision (April 1, 2016)***

NuVision designs, manufactures, installs, and maintains fertilizer blending and handling facilities throughout Western Canada. NuVision sales and adjusted EBITDA, normalized primarily for related party items, averaged approximately \$18 million and \$3.4 million respectively over the previous four years.

The final purchase price will be based on five times NuVision's average EBITDA for the financial years 2015, 2016, 2017 and 2018, with a maximum purchase price of \$26 million. The maximum purchase price represents a multiple of approximately 4.0x 2015 normalized EBITDA. Terms of the transaction included payment of \$12 million upon closing with additional amounts payable annually based on achieved EBITDA in 2016, 2017 and 2018. All payments under the agreement are payable 50% in cash and 50% in AGI equipment and the cash amount payable upon closing was funded from AGI's cash balance.

### ***Entringer (March 9, 2016)***

Entringer is a Brazilian based manufacturer of grain bins, bucket elevators, dryers and cleaners. Founded in 1988 and strategically located in Brazil's Sao Paulo province, Entringer provides AGI with a measured entry into the rapidly expanding agricultural sector in Brazil. Entringer sales in 2015 were R\$38 million and EBITDA over the previous six years has averaged approximately R\$5.6 million. As expected, LTM EBITDA continues to be negative and reflects poor market conditions in Brazil as well as pricing practices and poor utilization of production labour that have been addressed by AGI subsequent to acquisition. The Company acquired Entringer for cash consideration of R\$30 million and contingent consideration of R\$15 million based on specified earnings targets.

### ***VIS (November 30, 2015)***

VIS is a Winnipeg-based manufacturer of material handling equipment used in the fertilizer, feed and grain sectors. VIS provides AGI with new capability and experience in the planning, design and manufacture of high throughput industrial fertilizer handling equipment. The purchase price of \$15 million represents a valuation of approximately 4.5 times VIS' trailing twelve month normalized EBITDA.

AGI acquired VIS for cash consideration of \$10.0 million and contingent consideration of \$5.0 million based on specified earnings targets. The amount payable upon closing was funded from AGI's cash balance.

### ***Westeel (May 20, 2015)***

Westeel is Canada's leading provider of grain storage solutions offering a wide range of on-farm and commercial products for the agricultural industry. The acquisition included Westeel's foreign sales offices, its 100% interest in Italian subsidiary PTM Technology, a manufacturer of grain handling equipment, and its 51% interest in Frame, an Italian manufacturer of storage bins. Westeel generated adjusted EBITDA of approximately \$20 million in 2014, net of an adjustment for corporate costs, and subsequent to acquisition AGI realized additional cost synergies at Westeel of approximately \$5 million. AGI acquired the 49% minority interest in Frame in the second quarter of 2016 for cash consideration €6.0 million.

The purchase price for Westeel was \$205 million, net of cash acquired and a redundant manufacturing plant. The acquisition was financed through the issuance of common shares, convertible unsecured subordinated debentures and long-term debt.

## Impact of Foreign Exchange

### *Sales and Adjusted EBITDA*

AGI's average rate of exchange for the three and six months ended June 30, 2016 was \$1.29 (2015 = \$1.24) and \$1.33 (2015 = \$1.24), respectively. A lower Canadian dollar results in an increase in reported trade sales as U.S. dollar denominated sales are translated into Canadian dollars at a higher rate. Similarly, a lower Canadian dollar results in an increase in U.S. dollar denominated inputs and SG&A expenses. As U.S. dollar sales exceed U.S. dollar costs, adjusted EBITDA benefits from a weaker Canadian dollar. In addition, a weaker Canadian dollar may result in higher input costs of certain Canadian dollar denominated inputs, including steel.

### *Gains and Losses on Foreign Exchange*

AGI has entered forward foreign exchange contracts with the objective of partially mitigating exposure to currency fluctuations. The table below summarizes outstanding foreign exchange contracts.

<b>Forward Foreign Exchange Contracts</b>			
<b>Settlement Dates</b>	<b>Face Amount USD (000's)</b>	<b>Average Rate CAD</b>	<b>CAD Amount (000's)</b>
2016 – Q3	33,500	\$1.18	39,453
2016 – Q4	26,000	\$1.18	30,773
2017 – Q1	9,000	\$1.25	11,216

In the three and six month periods ended June 30, 2016, AGI realized losses on maturing foreign exchange contracts of approximately \$2.7 million and \$6.3 million, respectively. Based on current rates of foreign exchange the Company expects to realize significant losses on its foreign exchange contracts for the balance of 2016. Currency fluctuations also result in non-cash gains or losses on foreign exchange. See "Financial Instruments – Foreign exchange contracts".

## CORPORATE OVERVIEW

AGI is a manufacturer of agricultural equipment with a focus on grain handling, storage and conditioning products. Our products service both Farm and Commercial markets and we sell to farmers, contractors and corporate entities. Our business is affected by regional and global trends in grain volumes, on-farm and commercial grain storage and handling practices, harvest conditions and, to a lesser extent, crop prices. Our business is seasonal, with higher sales occurring in the second and third calendar quarters compared with the first and fourth quarters. We manufacture in Canada, the U.S., Brazil and Europe and we sell products globally.

## OUTLOOK

AGI's Farm business represents approximately one-half of AGI's total revenue profile and is comprised primarily of portable grain handling equipment and Westeel's North American storage business. The primary demand driver for portable handling equipment is the amount of grain handled as this dictates farmer capacity requirements and the product replacement cycle. Favourable crop conditions in both Canada and the U.S. in 2016 support market expectations of bumper harvests and an uptick in demand has been noted in certain regions, particularly in western Canada. While a large crop is expected to increase end-user demand for portable equipment, the impact on AGI results in the third quarter may be constrained due to elevated inventory levels throughout the marketplace and dealer cautiousness with respect to adding additional inventory in advance of harvest. As a result, backlogs are similar to the prior year and based on current activity we expect third quarter Farm sales of portable equipment to be similar to 2015, however, with the expectation of a large crop in the U.S. there is potential for upside. Sales in the fourth quarter will be influenced by, among other things, third quarter demand and resulting dealer inventory levels and the timing of harvest and conditions during harvest.

Westeel's storage business is comprised of corrugated storage bins, smoothwall bins and liquid storage tanks. Demand drivers for storage include volume of grains grown, crop trends, fertilizer storage and handling practices and the consolidation of farms. While the macro environment in Canada is supportive of these trends, demand in the first half of 2016 was negatively impacted by higher than normal dealer inventories. Increased second quarter demand allowed Westeel dealers to work down their inventory levels and a surge in new orders subsequent to June 30, 2016 has resulted in a significant increase in order backlog compared to 2015. Accordingly, Westeel sales in the third quarter are expected to be well above 2015 levels. Based on current conditions, management expects fourth quarter sales will benefit from strong dealer participation in preseason programs and as a result will also exceed the prior year. Sales volume in Q4 may be affected by the timing of shipments related to the preseason program.

AGI's Commercial business is comprised primarily of high capacity grain handling and conditioning equipment and storage in offshore markets. In North America, demand for Commercial equipment is less sensitive to a specific harvest but rather is driven primarily by macro factors including the longer-term trend towards higher crop volumes, the drive towards improved efficiencies in a mature market and, more recently, the dissolution of the Canadian Wheat Board, and current activity in North America is reflective of these trends. Commercial activity in North America remains robust and, excluding acquisitions, management anticipates second half sales to slightly exceed the prior year.

Offshore, the commercial infrastructure in many grain producing and importing countries remains vastly underinvested resulting in significant global opportunities for AGI's Commercial business. Our international business expanded significantly in 2015 due to increasing brand presence, continued momentum in Eastern Europe and Latin America and the acquisition of Italian subsidiaries Frame and PTM. Management expects a strong contribution from its Italian subsidiaries in 2016 as Frame delivers on a significant backlog and AGI further consolidates its sales structure. Excluding recent acquisitions, our international backlog is lower than the prior year as AGI had secured several large projects by early 2015 and similar projects are not in the current backlog. Accordingly, excluding acquisitions, management does not expect international sales to reach the record levels achieved in 2015. However, we have a large and high quality quote log and management continues to work towards securing a number of larger projects for delivery commencing in the second half of 2016 and into 2017.

AGI completed a number of acquisitions in recent months including VIS (November 2015), Entringer (March 2016), NuVision (April 2016) and Mitchell (July 2016). These acquisitions were funded with cash and the Company's revolver facility and include earn-out provisions. Management does not anticipate a positive EBITDA contribution from Brazilian-based Entringer in 2016, however, the addition of VIS, NuVision and Mitchell is expected to generate significant second half adjusted EBITDA, approximately in-line with the acquisition metrics disclosed upon announcing the transactions (see "Acquisitions").

AGI's results in the second half of 2016 and in fiscal 2017 may be impacted by the significant increase in steel prices experienced in the current year. While the impact on 2016 results has been partially mitigated through the proactive procurement of steel, the effect of higher input costs is expected to be more prominent in future quarters as previously procured steel is utilized. Current forecasts for steel generally indicate prices will remain well above 2015 levels. While management will attempt to further mitigate increasing input costs through purchasing strategies and product sales price increases there may be a negative impact on gross margins should these initiatives not fully offset anticipated higher input costs.

Demand in 2016 will be influenced by, among other factors, weather patterns, crop conditions and the timing of harvest and conditions during harvest. Changes in global macroeconomic factors as well as sociopolitical factors in certain local or regional markets and the availability of credit and export credit agency support in offshore markets also may influence sales, primarily of commercial grain handling and storage products. Consistent with prior periods, Commercial sales are subject to the timing of customer commitment and delivery considerations. AGI's financial results are impacted by the rate of exchange between the Canadian and U.S. dollars and a weaker Canadian dollar relative to its U.S. counterpart positively impacts profit and adjusted EBITDA. However, a portion of the Company's foreign exchange exposure has been hedged through forward foreign exchange contracts and based on current rates of exchange the Company expects to realize a loss on these contracts in fiscal 2016.

Management anticipates second half results to reflect a significant contribution from recent acquisitions, strong demand in Canada for Farm products including Westeel storage equipment and continued strength in the North American Commercial business. However, the portable Farm market in the U.S. continues to be soft and the timing of commitments from international customers remains uncertain. On balance, based on current conditions, management anticipates second half adjusted EBITDA excluding acquisitions will approximate 2015 levels and including acquisitions will be well above prior year results.

## DETAILED OPERATING RESULTS

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Trade sales <sup>(1)(2)</sup>	143,538	113,942	257,210	200,569
Loss on FX	(2,712)	(1,063)	(4,656)	(8,224)
Sales <sup>(2)</sup>	<u>140,826</u>	<u>112,879</u>	<u>252,554</u>	<u>192,345</u>
Cost of inventories <sup>(2)</sup>	95,145	74,886	166,948	128,243
Depreciation / amortization <sup>(2)</sup>	<u>3,452</u>	<u>1,955</u>	<u>7,235</u>	<u>3,522</u>
Cost of sales <sup>(2)</sup>	<u>98,597</u>	<u>76,841</u>	<u>174,183</u>	<u>131,765</u>
General and administrative <sup>(2)</sup>	25,640	16,218	48,616	34,042
M&A expenses	736	2,437	951	3,514
Contingent consideration expense	381	0	448	0
Depreciation/ amortization <sup>(2)</sup>	2,198	1,435	4,170	2,692
Other operating expense (income)	(2,263)	279	(2,750)	(290)
Impairment of assets	2,313	0	2,313	0
Finance costs	5,927	3,976	11,886	7,076
Finance (income) expenses	84	(728)	(2,117)	1,962
Assets under review <sup>(3)</sup>	(1,041)	469	(481)	1,299
Profit before income taxes	8,254	11,952	15,335	10,285
Current income taxes	4,355	1,697	5,804	2,567
Deferred income taxes	(1,386)	2,082	(1,451)	2,954
Profit for the period	<u>5,285</u>	<u>8,173</u>	<u>10,982</u>	<u>4,764</u>
Profit per share				
Basic	<u>\$0.36</u>	<u>\$0.60</u>	<u>\$0.75</u>	<u>\$0.35</u>
Diluted	<u>\$0.35</u>	<u>\$0.58</u>	<u>\$0.74</u>	<u>\$0.35</u>

(1) See “Non-IFRS Measures”.

(2) See “Basis of Presentation”

(3) See Strategic Review of Applegate and Mepu Operations

### Strategic Review of Applegate and Mepu Operations

A strategic review of the Applegate and Mepu operations commenced in 2015. As noted under “Basis of Presentation”, results from Mepu and Applegate have been removed from our calculation

of Trade Sales and Adjusted EBITDA in both 2015 and 2016. For the three and six month periods ended June 30, 2016, Trade Sales related to these operations was \$7.5 million (2015 - \$9.5 million) and \$13.6 million (2015 - \$17.3 million), respectively. Combined, Applegate and Mepu reported second quarter adjusted EBITDA of \$0.3 million (2015 – negative \$0.1 million) and for the six months ended June 30 reported negative adjusted EBITDA of \$0.2 million (2015 – negative \$0.5 million).

The sale of Mepu in June 2016 resulted in cash proceeds on closing of \$3 million and management anticipates an additional \$2.8 million will be received in the second half of 2016 upon collection of accounts receivable and receipt of the second and final payment for inventory. Terms of the sale included a note receivable of \$0.8 million from the purchaser related to the building, repayable over ten years.

AGI reached an agreement in principle to sell the assets of Applegate with an expected closing date of August 2016. The sale is expected to result in cash proceeds on closing of \$4.2 million and management anticipates an additional \$2.2 million will be received in the second half of 2016 upon collection of accounts receivable.

#### **EBITDA AND ADJUSTED EBITDA RECONCILIATION**

(thousands of dollars)	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Profit before income taxes	8,254	11,952	15,335	10,285
Finance costs	5,927	3,976	11,886	7,076
Impairment of assets	1,517	0	1,517	0
Depr/amort in cost of sales	3,517	2,141	7,372	3,902
Depr/amort in SG&A expenses	2,212	1,527	4,197	2,881
<b>EBITDA <sup>(1)</sup></b>	<b>21,427</b>	<b>19,596</b>	<b>40,307</b>	<b>24,144</b>
Loss on foreign exchange	2,807	550	2,578	10,416
Share based compensation	2,704	(935)	3,320	145
M&A expenses	736	2,437	951	3,514
Contingent consideration expense	381	0	448	0
Gain on derivative instruments	(3,105)	0	(3,425)	0
Loss on sale of PP&E	1,443	739	1,453	609
Assets under review <sup>(2)</sup>	(362)	(101)	198	729
<b>Adjusted EBITDA <sup>(1)(3)</sup></b>	<b>26,031</b>	<b>22,286</b>	<b>45,830</b>	<b>39,557</b>
Adjusted EBITDA as a % of trade sales	<u>18%</u>	<u>20%</u>	<u>18%</u>	<u>20%</u>

(1) See “Non-IFRS Measures”.

(2) See “Strategic Review of Applegate and Mepu Operations”.

(3) See “Basis of Presentation”.

## ASSETS AND LIABILITIES

(thousands of dollars)	<b>June 30 2016</b>	<b>June 30 2015</b>
Total assets	755,971	730,121
Total liabilities	518,838	471,014

## EXPLANATION OF OPERATING RESULTS

Trade sales (see "Non-IFRS Measures" and "Basis of Presentation")

(thousands of dollars)	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Excluding acquisitions				
Canada	25,780	23,146	46,753	44,912
US	45,126	48,930	89,908	92,423
International	8,810	23,769	18,656	45,137
<b>Subtotal excluding acquisitions</b>	<b>79,716</b>	<b>95,845</b>	<b>155,317</b>	<b>182,472</b>
Acquisitions				
Canada	39,552	15,892	69,778	15,892
US	2,510	1,121	3,079	1,121
International	21,760	1,084	29,036	1,084
<b>Subtotal Acquisitions</b>	<b>63,822</b>	<b>18,097</b>	<b>101,893</b>	<b>18,097</b>
<b>Total Trade Sales</b>	<b>143,538</b>	<b>113,942</b>	<b>257,210</b>	<b>200,569</b>

### Canada

Trade sales in Canada, excluding acquisitions, increased over 2016 due to continued strength in the Commercial sector, while favourable crop conditions and positive farmer sentiment supported strong sales of Farm equipment. Total trade sales in Canada increased significantly due to the recent acquisitions of Westeel, VIS and NuVision. Increased second quarter demand allowed Westeel dealers to work down their inventory levels and a surge in new orders subsequent to June 30, 2016 has resulted in a significant increase in order backlog compared to 2015. VIS and NuVision sales into the fertilizer sector were very strong and reflect the build-out underway in the commercial fertilizer infrastructure.

## United States

In the United States, sales decreased slightly compared to the prior year as robust demand in the Commercial sector was more than offset by a significant decrease in sales of Farm equipment. When comparing against the prior year, it is important to note that Farm sales in the U.S. were at record levels in the first and second quarters of 2015 as dealers rebuilt inventory levels subsequent to very strong demand in 2014. Farm equipment sales in the second half of 2015 were weaker than expected and as a result some dealers carried excess inventory into 2016 while in general a negative sentiment encompassed the Farm sector. Competitor inventory levels also appear elevated resulting in an abundance of total inventory in the field and reduced urgency for farmers to purchase equipment. Although crop conditions in the U.S. appear very strong with some forecasts anticipating a record harvest, Farm dealer purchasing remained cautious amidst muted farmer buying behavior.

## International

AGI's international sales, excluding acquisitions, decreased against a very strong 2015 comparative largely because offshore sales in the current period did not include large projects similar to those included in the first quarter of 2015. The timing of international sales is very much dependent on the timing of customer commitments which in 2016, not unlike certain other years, have been slower to materialize. AGI's international quote log remains very strong however sales in 2016 are expected to be weighted towards the second half and in particular the fourth quarter. International sales related to acquisitions reflect strong Commercial demand for Frame storage equipment, primarily in the EMEA region.

## Gross Profit and Gross Margin

<b>Gross margin</b>				
	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
AGI excluding acquisitions	39.3%	36.0%	39.4%	37.1%
Acquisitions	26.7%	25.1%	28.5%	25.1%
<b>Consolidated</b>	<b>33.7%</b>	<b>34.3%</b>	<b>35.1%</b>	<b>36.1%</b>

(1) See "Non-IFRS Measures".

(2) Excludes depreciation and amortization included in cost of sales.

(3) See "Basis of Presentation"

Strong gross margins in 2016, excluding acquisitions, were achieved despite a decrease in sales of higher margin Farm equipment. Efficient labour utilization, the procurement of steel in advance of steel price increases, the positive impact of a weaker Canadian dollar and a favourable sales mix of Commercial equipment all contributed to the increase in gross margin. Gross margin percentages related to acquisitions benefited from favourable steel purchasing and from organizational synergies achieved at Westeel subsequent to its acquisition by AGI. The gross margin percentage was negatively impacted by poor margins at Entringer that resulted from negative market conditions in Brazil and certain one-time costs as AGI rationalized the production workforce to reflect current levels of demand. Integration efforts have resulted in changes to Entringer's pricing

model and in general have brought a focus to margin achievement however Entringer is not expected to generate positive EBITDA prior to completion of AGI's new production facility in 2017.

### General and Administrative Expenses

For the three and six months ended June 30, 2016, SG&A expenses excluding acquisitions were \$20.1 million (2015 - \$15.4 million) and \$39.1 million (2015 - \$35.1 million), respectively. The increase is largely related to the items below:

- Third party commission expense decreased \$0.5 million and \$1.0 million in the three and six month periods in 2016 primarily due to lower Farm sales volumes and to sales mix.
- Sundry expenses decreased \$0.4 million and \$0.6 million in the three and six month periods due largely to expenses in 2015 related to moving the Union Iron and Hi Roller operations to new production facilities.
- In the second quarter of 2016 the Company finalized a new share award program to replace the program that matured in 2015. The service period related to the new plan commenced January 1, 2016 and accordingly an expense for the period January 1 – June 30, 2016 was recorded in the second quarter of 2016. In addition, in Q2 2015 the Company lowered its forecasted achievement for the PSU resulting in reversal of previously accrued expenses. As a result, compared to 2015, share based compensation expense increased \$3.6 million and \$3.1 million in the three and six months ended June 30, 2016.
- Salaries and wages increased \$1.7 million and \$2.0 million in the three and six month periods as the expense in the current year anticipates achievement of bonus targets while these were largely reversed in the second quarter of 2015.
- The remaining variance is the result of a number of offsetting factors with no individual variance larger than \$0.5 million.

### EBITDA and Adjusted EBITDA

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
EBITDA <sup>(1)</sup>	21,427	19,596	40,307	24,144
Adjusted EBITDA <sup>(1)</sup>	26,031	22,286	45,830	39,557

(1) See the EBITDA and adjusted EBITDA reconciliation table above, “Non-IFRS Measures” and “Basis of Presentation”.

Adjusted EBITDA in 2016 increased compared to 2015 as a lower contribution from Farm divisions and lower international sales, both compared against very strong 2015 results, was offset by an increase in adjusted EBITDA at AGI's North American Commercial divisions and contributions from acquisitions made in 2015 and 2016. See “EBITDA and Adjusted EBITDA Reconciliation” above for a reconciliation between these measures.

## Finance Costs

### Senior Debt

(thousands of dollars)	Currency <sup>(1)</sup>	Maturity	Total Facility	Amount Drawn	Interest Rate <sup>(2)</sup>	Interest
Series A Notes	USD	2016	32,523	32,523	6.80%	Fixed
Swing Line	CAD	2019	20,000	0	4.10%	Floating
Swing Line	USD	2019	6,505	0	5.00%	Floating
Revolver <sup>(3)</sup>	CAD	2019	105,000	0	4.50%	Floating
Revolver	USD	2019	58,541	0	5.00%	Floating
Term Loan A	CAD	2019	50,000	50,000	3.84%	Fixed
Term Loan B	CAD	2022	40,000	40,000	4.32%	Fixed
Series B Notes	CAD	2025	25,000	25,000	4.44%	Fixed
<b>Total</b>			<b>337,569</b>	<b>147,523</b>		

(1) USD amounts translated to Canadian dollars at the June 30, 2016 rate of exchange of \$1.3009.

(2) As at June 30, 2016.

(3) In conjunction with its July 18, 2016 acquisition of Mitchell, AGI drew \$15 million on its CAD Revolver.

In addition to the above, as at June 30, 2016, the Company had outstanding \$138 million aggregate principal amount of 5.25% convertible unsecured subordinated debentures and \$75 million aggregate principal amount of 5.00% convertible unsecured subordinated debentures. See “Capital Resources”.

Finance costs for the quarter ended June 30, 2016 were \$5.9 million (2015 – \$4.0 million) and for the six months then ended were \$11.9 million (2015 - \$7.1 million). The higher expense in 2016 relates to financing the acquisition of Westeel partially through a convertible debenture issuance and through an increase in amounts drawn on the Company’s credit facility as well as a debenture issuance in September 2015. Finance costs in both periods include non-cash interest related to convertible debenture accretion, the amortization of deferred finance costs related to the convertible debentures, stand-by fees and other sundry cash interest.

### Finance Expense

Finance expense in both periods relates primarily to non-cash gains and losses on the translation of the Company’s U.S. dollar denominated long-term debt at the rate of exchange in effect at the end of the quarter.

### Other Operating Income

Other operating income in 2016 includes a gain on derivative instruments and in both periods includes gains and losses on the sale of property, plant & equipment and asset held for sale.

## Depreciation and amortization

Depreciation of property, plant and equipment and amortization of intangible assets are categorized on the income statement in accordance with the function to which the underlying asset is related. The increase in 2016 primarily relates to acquisitions made in 2015 and 2016. Total depreciation and amortization is summarized below:

Depreciation (thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Depreciation in cost of sales <sup>(1)</sup>	2,630	1,790	5,160	3,389
Depreciation in G&A <sup>(1)</sup>	<u>320</u>	<u>181</u>	<u>530</u>	<u>348</u>
Total Depreciation	<u>2,950</u>	<u>1,971</u>	<u>5,690</u>	<u>3,737</u>

(1) See “Basis of Presentation”.

Amortization (thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Amortization in cost of sales <sup>(1)</sup>	887	351	2,212	513
Amortization in G&A <sup>(1)</sup>	<u>1,892</u>	<u>1,346</u>	<u>3,667</u>	<u>2,533</u>
Total Amortization	<u>2,779</u>	<u>1,697</u>	<u>5,879</u>	<u>3,046</u>

(1) See “Basis of Presentation”.

## Current income tax expense

For the three and six month periods ended June 30, 2016 the Company recorded current tax expense of \$4.4 million (2015 – \$1.7 million) and \$5.8 million (2015 – \$2.6 million). Current tax expense relates primarily to Ag Growth U.S. subsidiaries.

## Deferred income tax expense

For the three and six month periods ended June 30, 2016 the Company recorded deferred tax recovery of \$1.4 million (2015 – expense of \$2.1 million) and \$1.5 million (2015 – expense of \$3.0 million). Deferred tax recovery in 2016 relates to the increase of deferred tax assets plus a decrease in deferred tax liabilities that related to recognition of temporary differences between the accounting and tax treatment of depreciable assets, accruals and long-term provisions and convertible debentures.

Upon conversion to a corporation from an income trust in June 2009 (the “Conversion”) the Company received certain tax attributes that may be used to offset tax otherwise payable in Canada. The Company’s Canadian taxable income is based on the results of its divisions domiciled in Canada, including the corporate office, and realized gains or losses on foreign exchange. For the six-month period ended June 30, 2016, the Company offset \$0.1 million of Canadian tax otherwise payable (2015 - \$3.0 million). Through the use of these attributes and since the date of Conversion a cumulative amount of \$36.1 million has been utilized. Utilization of these tax attributes is

recognized in deferred income tax expense on the Company's income statement. As at June 30, 2016, the balance sheet asset related to these unused attributes was \$17.3 million.

Effective tax rate (thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Current tax expense	4,355	1,697	5,804	2,567
Deferred tax expense	(1,386)	2,082	(1,451)	2,954
<b>Total tax</b>	<b>2,969</b>	<b>3,779</b>	<b>4,353</b>	<b>5,521</b>
Profit (loss) before taxes	8,256	11,952	15,335	10,285
Total tax %	36.0%	31.6%	28.4%	53.7%

The effective tax rate in both periods was significantly impacted by non-cash income statement items that are not deductible for tax purposes.

Effective tax rate (thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Adjusted profit <sup>(1)</sup>	8,702	11,798	14,702	20,032
Total tax	2,969	3,779	4,353	5,521
Adjusted profit before tax	11,671	15,577	19,055	25,553
Tax %	25%	24%	23%	22%

(1) See "Non-IFRS Measures". A calculation of adjusted profit may be found under "Diluted profit per share and Diluted adjusted profit per share" above.

### Profit (loss) and diluted profit (loss) per share and adjusted diluted profit (loss) per share

For the three months ended June 30, 2016 the Company reported profit of \$5.3 million (2015 – \$8.2 million), basic profit per share of \$0.36 (2015 – \$0.60) and a fully diluted profit per share of \$0.35 (2015 – \$0.58). For the six months ended June 30, 2016 the Company reported profit of \$11.0 million (2015 – \$4.8 million), basic profit per share of \$0.75 (2015 – \$0.35) and a fully diluted profit per share of \$0.74 (2015 – \$0.35).

A reconciliation of adjusted profit per share is below:

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Profit as reported	5,285	8,173	10,982	4,764
Diluted per share as reported	\$0.35	\$0.58	\$0.74	\$0.35
Loss on foreign exchange	2,807	550	2,578	10,416
Assets under review <sup>(1)(2)</sup>	(1,041)	469	(481)	1,299
Asset Impairment	2,313	0	2,313	0
M&A expenses	736	2,437	951	3,514
Contingent consideration expense	381	0	448	0
Gain on derivative instruments	(3,105)	0	(3,425)	0
Loss on sale of PP&E	1,443	739	1,453	609
Adjusted profit <sup>(3)</sup>	<u>8,819</u>	<u>12,368</u>	<u>14,819</u>	<u>20,602</u>
Diluted adjusted profit per share <sup>(3)</sup>	<u>\$0.59</u>	<u>\$0.88</u>	<u>\$0.99</u>	<u>\$1.50</u>

(1) See “Strategic Review of Applegate and Mepu Operations”.

(2) Based on operations’ profit

(3) See “Non-IFRS Measures”

## QUARTERLY FINANCIAL INFORMATION

(thousands of dollars other than per share data and exchange rate):

2016					
	Average USD/CAD Exchange Rate	Sales <sup>(1)</sup>	Profit	Basic Profit per Share	Diluted Profit per Share
Q1	1.38	\$116,320	\$5,697	\$0.39	\$0.38
Q2	1.29	\$144,573	\$5,285	\$0.36	\$0.35
<b>YTD</b>	<b>1.33</b>	<b>\$260,893</b>	<b>\$10,982</b>	<b>\$0.75</b>	<b>\$0.74</b>

(1) Excludes discontinued operations.

2015					
	Average USD/CAD Exchange Rate	Sales	Profit / (Loss)	Basic Profit (loss) per Share	Diluted Profit (loss) per Share
Q1	1.23	\$87,259	\$(3,409)	\$(0.26)	\$(0.26)
Q2	1.24	\$122,396	\$8,173	\$0.60	\$0.58
Q3	1.30	\$125,590	\$(8,638)	\$(0.60)	\$(0.60)
Q4	1.33	\$114,239	\$(21,355)	\$(1.48)	\$(1.48)
<b>YTD</b>	<b>1.27</b>	<b>\$449,484</b>	<b>\$(25,229)</b>	<b>\$(1.81)</b>	<b>\$(1.81)</b>

2014					
	Average USD/CAD Exchange Rate	Sales	Profit / (Loss)	Basic Profit per Share	Diluted Profit per Share
Q1	1.09	\$84,278	\$1,218	\$0.09	\$0.09
Q2	1.10	\$112,838	\$13,638	\$1.04	\$0.98
Q3	1.09	\$114,915	\$8,653	\$0.66	\$0.65
Q4	1.13	\$88,114	\$(19,409)	\$(1.48)	\$(1.45)
<b>YTD</b>	<b>1.10</b>	<b>\$400,145</b>	<b>\$4,100</b>	<b>\$0.31</b>	<b>\$0.31</b>

The following factors impact the comparison between periods in the table above:

- AGI's acquisition of Westeel (Q2 2015), VIS (Q4 2015), Entringer (Q1 2016) and NuVision (Q2 2016) significantly impacts comparisons to prior periods of assets, liabilities and operating results.
- The loss and loss per share in the fourth quarter of 2015 was significantly impacted by an asset impairment charge of \$13.4 million at the Mepu and Applegate divisions.
- The loss and loss per share in the fourth quarter of 2014 was significantly impacted by an expense of \$16.9 million related to the Company's agreement with the CRA regarding its conversion to a corporation (see "AGI Conversion – Agreement with CRA").
- Sales, gain (loss) on foreign exchange, profit, and profit per share in all periods are impacted by the rate of exchange between the Canadian and U.S. dollars.

Interim period sales and profit historically reflect seasonality. The second and third quarters are typically the strongest primarily due to the timing of construction of commercial projects and higher in-season demand at the farm level. Due to the seasonality of AGI's working capital movements, cash provided by operations will typically be highest in the fourth quarter. The seasonality of AGI's business may be impacted by a number of factors including weather and the timing and quality of harvest in North America.

## CASH FLOW AND LIQUIDITY

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Profit before income taxes from continuing operations	6,736	11,903	14,377	11,120
Add charges (deduct credits) to operations not requiring a current cash payment:				
Depreciation/Amortization	5,693	3,540	11,501	6,517
Translation (gain) loss on FX	946	(5,949)	(4,899)	7,194
Non-cash interest expense	1,084	653	2,153	1,237
Share based compensation	2,704	(935)	3,320	145
Defined benefit pension plan	38	53	92	53
Non-cash Investment tax credit	51	7	0	(69)
Derivative instruments	(3,105)	0	(3,525)	0
Impairment charge	3,009	0	3,009	0
Dividends on share based compensation	0	0	(55)	0
Contingent consideration expense	449	0	449	0
Loss on sale of assets	<u>1,435</u>	<u>739</u>	<u>1,445</u>	<u>609</u>
	19,040	10,011	27,867	26,806

Net change in non-cash working capital balances related to operations:				
Accounts receivable	(15,851)	(2,461)	(19,819)	(18,457)
Inventory	7,224	10,693	881	(6117)
Prepaid expenses	(178)	(405)	(932)	(600)
Accounts payable	1,299	(5,986)	8,324	(288)
Customer deposits	(2,277)	386	(3,587)	(1,434)
Provisions	<u>(227)</u>	<u>167</u>	<u>(387)</u>	<u>503</u>
	<u>(10,010)</u>	<u>2,394</u>	<u>(15,520)</u>	<u>(26,393)</u>
Income tax paid	(931)	(119)	(1,063)	(159)
Cash provided by operations (net of discontinued operations)	<u>8,099</u>	<u>12,286</u>	<u>11,284</u>	<u>254</u>

## **Working Capital Requirements**

Interim period working capital requirements typically reflect the seasonality of the business. AGI's collections of accounts receivable are weighted towards the third and fourth quarters. This collection pattern, combined with historically high sales in the third quarter that result from seasonality, typically lead to accounts receivable levels increasing throughout the year and peaking in the third quarter. Inventory levels typically increase in the first and second quarters and then begin to decline in the third or fourth quarter as sales levels exceed production. Requirements for fiscal 2016 are expected to be generally consistent with historical patterns however recent acquisitions have had the effect of increasing business activity in Q4 and Q1. Growth in international business may result in an increase in the number of days accounts receivable remain outstanding and result in increased usage of working capital in certain quarters. Working capital may also be deployed to secure steel supply and pricing.

## **Capital Expenditures**

Maintenance capital expenditures in the quarter ended June 30, 2016 were \$1.1 million (0.7% of trade sales) compared to \$1.3 million (1.1%) in 2015. Maintenance capital expenditures in the six months ended June 30, 2016 were \$2.0 million (0.8% of trade sales) compared to \$1.7 million (0.8%) in 2015. Management generally anticipates maintenance capital expenditures in a fiscal year to approximate 1.0% - 1.5% of sales. Maintenance capital expenditures in 2016 relate primarily to purchases of manufacturing equipment and building repairs and were funded through cash on hand, bank indebtedness and cash from operations.

AGI defines maintenance capital expenditures as cash outlays required to maintain plant and equipment at current operating capacity and efficiency levels. Non-maintenance capital expenditures encompass other investments, including cash outlays required to increase operating capacity or improve operating efficiency. AGI had non-maintenance capital expenditures of \$1.4 million in the quarter ended June 30, 2016 (2015 - \$11.4 million) and \$1.6 million in the six months then ended (2015 - \$21.5 million). In 2016, non-maintenance capital expenditures relate primarily to equipment purchases, facility upgrades and the construction of AGI's production facility in Brazil. In the second quarter of 2016 a total of \$0.6 million was expended on the Brazil facility and management anticipates a total of approximately \$35 - \$40 million will be required to complete the project with the majority of these funds expended in 2016. Maintenance and non-maintenance capital expenditures are expected to be financed through bank indebtedness, cash on hand or through the Company's credit facility (see "Capital Resources").

## **Cash Balance**

The Company's cash balance at June 30, 2016 was \$28.1 million (June 30, 2015 – \$6.1 million; December 31, 2015 - \$58.2 million).

**CONTRACTUAL OBLIGATIONS** (thousands of dollars)

	<b>Total</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020+</b>
2013 Debentures	86,250	0	0	86,250	0	0
2014 Debentures	51,750	0	0	0	51,750	0
2015 Debentures	75,000	0	0	0	0	75,000
Long-term debt	147,523	32,523	0	0	50,000	65,000
Finance lease	1,265	101	1,164	0	0	0
Operating leases	9,138	1,177	2,063	1,652	1,177	3,069
<b>Total obligations</b>	<b>370,926</b>	<b>33,801</b>	<b>3,227</b>	<b>87,902</b>	<b>102,927</b>	<b>143,069</b>

The 2013, 2014 and 2015 Debentures relate to the aggregate principal amount of the Debentures (see "Convertible Debentures" below) and long-term debt is comprised of a revolver facility, term debt and non-amortizing notes (see "Capital Resources").

**CAPITAL RESOURCES****Cash**

The Company's cash balance at June 30, 2016 was \$28.1 million (June 30, 2015 – \$6.1 million; December 31, 2015 - \$58.2 million).

**Debt Facilities**

	<b>Currency<sup>(1)</sup></b>	<b>Maturity</b>	<b>Total Facility</b>	<b>Amount Drawn</b>	<b>Interest Rate<sup>(2)</sup></b>	<b>Interest</b>
Series A Notes	USD	2016	32,523	32,523	6.80%	Fixed
Swing Line	CAD	2019	20,000	0	4.10%	Floating
Swing Line	USD	2019	6,505	0	5.00%	Floating
Revolver	CAD	2019	105,000	0	4.10%	Floating
Revolver	USD	2019	58,541	0	5.00%	Floating
Term Loan A	CAD	2019	50,000	50,000	3.84%	Fixed
Term Loan B	CAD	2022	40,000	40,000	4.32%	Fixed
Series B Notes	CAD	2025	25,000	25,000	4.44%	Fixed
<b>Total Senior<sup>(3)</sup></b>			<b>337,569</b>	<b>147,523</b>		

(1) USD amounts translated to Canadian dollars at the June 30, 2016 rate of exchange of \$1.3009.

(2) As at June 30, 2016.

(3) In conjunction with its July 18, 2016 acquisition of Mitchell, AGI drew \$15 million on its CAD Revolver.

The Company has a credit facility (the "Credit Facility") with a syndicate of Canadian chartered banks that includes committed revolver facilities of \$105.0 million and U.S. \$45.0 million. The

Company's Term Loans A and B are with the same chartered banks with which it has the Credit Facility. Amounts drawn under the facility bear interest at BA plus 2.50% per annum based on performance calculations. The Company has also issued US \$25.0 million and CAD \$25.0 million aggregate principal amount secured notes through a note purchase and private shelf agreement (the "Series A and Series B Notes"). The Series A and B Notes are non-amortizing. AGI is subject to certain financial covenants, including a maximum leverage ratio and a minimum debt service ratio, and is in compliance with all financial covenants.

## **Convertible Debentures**

### Debentures (2013)

In December 2013 the Company issued \$86.3 million aggregate principal amount of convertible unsecured subordinated debentures (the "2013 Debentures") at a price of \$1,000 per 2013 Debenture. The 2013 Debentures bear interest at an annual rate of 5.25% payable semi-annually on June 30 and December 31. Each 2013 Debenture is convertible into common shares of the Company at the option of the holder at a conversion price of \$55.00 per common share. The maturity date of the 2013 Debentures is December 31, 2018.

On and after December 31, 2016 and prior to December 31, 2017, the 2013 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the common shares during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On and after December 31, 2017, the 2013 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest.

On redemption or at maturity, the Company may, at its option, subject to regulatory approval and provided that no event of default has occurred, elect to satisfy its obligation to pay the principal amount of the 2013 Debentures, in whole or in part, by issuing and delivering for each \$100 due that number of freely tradeable common shares obtained by dividing \$100 by 95% of the volume weighted average trading price of the common shares on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date fixed for redemption or the maturity date, as the case may be. Any accrued and unpaid interest thereon will be paid in cash. The Company may also elect, subject to any required regulatory approval and provided that no event of default has occurred, to satisfy all or part of its obligation to pay interest on the 2013 Debentures by delivering sufficient freely tradeable common shares to satisfy its interest obligation.

The 2013 Debentures trade on the TSX under the symbol AFN.DB.A.

### Debentures (2014)

In December 2014 the Company issued \$51.8 million aggregate principal amount of extendible convertible unsecured subordinated debentures (the "2014 Debentures") at a price of \$1,000 per 2014 Debenture. The 2014 Debentures bear interest at an annual rate of 5.25% payable semi-annually on June 30 and December 31. Each 2014 Debenture is convertible into common shares of the Company at the option of the holder at a conversion price of \$65.57 per common share.

On and after December 31, 2017 and prior to December 31, 2018, the 2014 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the common shares during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On and after December 31, 2018, the 2014 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest.

On redemption or at maturity, the Company may, at its option, subject to regulatory approval and provided that no event of default has occurred, elect to satisfy its obligation to pay the principal amount of the 2014 Debentures, in whole or in part, by issuing and delivering for each \$100 due that number of freely tradeable common shares obtained by dividing \$100 by 95% of the volume weighted average trading price of the common shares on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date fixed for redemption or the maturity date, as the case may be. Any accrued and unpaid interest thereon will be paid in cash. The Company may also elect, subject to any required regulatory approval and provided that no event of default has occurred, to satisfy all or part of its obligation to pay interest on the 2014 Debentures by delivering sufficient freely tradeable common shares to satisfy its interest obligation.

The 2014 Debentures trade on the TSX under the symbol AFN.DB.B.

#### Debentures (2015)

In September 2015 the Company issued \$75 million aggregate principal amount of convertible unsecured subordinated debentures (the "2015 Debentures") at a price of \$1,000 per 2015 Debenture. The 2015 Debentures bear interest at an annual rate of 5.00% payable semi-annually on June 30 and December 31. Each 2015 Debenture is convertible into common shares of the Company at the option of the holder at a conversion price of \$60.00 per common share. The maturity date of the 2015 Debentures is December 31, 2020.

On and after December 31, 2018 and prior to December 31, 2019, the 2019 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the common shares during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On and after December 31, 2019, the 2015 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest.

On redemption or at maturity, the Company may, at its option, subject to regulatory approval and provided that no event of default has occurred, elect to satisfy its obligation to pay the principal amount of the 2015 Debentures, in whole or in part, by issuing and delivering for each \$100 due that number of freely tradeable common shares obtained by dividing \$100 by 95% of the volume weighted average trading price of the common shares on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date fixed for redemption or the maturity date, as the case may be. Any accrued and unpaid interest thereon will be paid in cash. The Company may also elect, subject to any required regulatory approval and provided that no event of default has occurred, to satisfy all or part of its obligation to pay interest on the 2015 Debentures by delivering sufficient freely tradeable common shares to satisfy its interest obligation.

The 2015 Debentures trade on the TSX under the symbol AFN.DB.C.

## COMMON SHARES

The following number of common shares were issued and outstanding at the dates indicated:

	# Common Shares
December 31, 2014	13,165,627
Shares issues to partially finance acquisition of Westeel <sup>(1)</sup>	1,112,050
Shares issued under DRIP	132,165
Shares issued under EIAP	169,592
Shares issued on exercise of DDCP grants	10,934
December 31, 2015	14,590,368
Shares issued under EIAP	26,550
Shares issued under DRIP	87,866
June 30, 2016	14,704,784
Shares issued under DRIP in July 2016	10,902
August 11, 2016	<u>14,715,686</u>

(1) Subscription receipts issued in November 2014 converted into common shares upon completion of the acquisition of Westeel.

A total of 915,000 common shares are available for issuance under the Company's Equity Incentive Award Plan (the "EIAP"). As at June 30, 2016 and August 11, 2016, a total of 293,000 restricted Awards ("RSUs") have been granted and 207,667 remain outstanding. As at June 30, 2016, 119,631 performance Awards ("PSUs") had been granted, all of which had vested. As at August 11, 2016 a total of 342,131 PSUs have been granted and 222,500 remain outstanding.

A total of 59,909 deferred grants of common shares have been granted under the Company's Directors' Deferred Compensation Plan and 18,436 common shares have been issued.

A total of 3,607,415 common shares are issuable on conversion of the outstanding 2013, 2014 and 2015 Debentures.

AGI's common shares trade on the TSX under the symbol AFN.

## DIVIDENDS

In the quarter ended June 30, 2016 AGI declared dividends to shareholders of \$8.8 million (2015 - \$8.4 million) and in the six months then ended declared dividends of \$17.6 million (2015 - \$16.3 million). AGI's policy is to pay monthly dividends. The Company's Board of Directors reviews financial performance and other factors when assessing dividend levels. An adjustment to dividend levels may be made at such time as the Board determines an adjustment to be appropriate. Dividends in a fiscal year are typically funded entirely through cash from operations, although due to seasonality dividends may be funded on a short-term basis by the Company's operating lines,

and through the DRIP. Dividends in the quarter ended June 30, 2016 were financed \$1.3 million by the DRIP (2015 – \$1.0 million) and the remainder was financed from cash on hand and cash from operations or bank indebtedness. Dividends in the six months ended June 30, 2016 were financed \$2.7 million by the DRIP (2015 – \$2.6 million) and the remainder was financed from cash on hand and cash from operations or bank indebtedness.

## FUNDS FROM OPERATIONS AND PAYOUT RATIO

In 2016 management adjusted its calculation of funds from operations as described below. The change was made to simplify the calculation and provide readers with a clearer measure of FFO. The comparative percentages in the table below have been restated to reflect the change in definition.

Funds from operations (“FFO”), defined under “Non-IFRS Measures”, is adjusted EBITDA less cash taxes, cash interest expense, realized losses on foreign exchange and maintenance capital expenditures. The objective of presenting this measure is to provide a measure of free cash flow. The definition excludes changes in working capital as they are necessary to drive organic growth and have historically been financed by the Company’s operating facility (See “Capital Resources”). Funds from operations should not be construed as an alternative to cash flows from operating, investing, and financing activities as a measure of the Company’s liquidity and cash flows.

(thousands of dollars)	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Adjusted EBITDA	26,031	22,286	45,830	39,557
Interest expense	(5,927)	(3,976)	(11,886)	(7,076)
Non-cash interest	1,084	653	2,153	1,237
Cash taxes	(931)	(119)	(1,063)	(159)
Maintenance CAPEX	(1,106)	(1,326)	(2,041)	(1,700)
Realized loss on FX	(2,668)	(1,759)	(6,251)	(3,690)
<b>Funds from operation</b>	<b><u>16,483</u></b>	<b><u>15,759</u></b>	<b><u>26,742</u></b>	<b><u>28,169</u></b>
Dividends	8,813	9,255	17,591	17,158
<b>Payout Ratio</b>	<b>53%</b>	<b>59%</b>	<b>66%</b>	<b>61%</b>

The Company’s payout ratio has been negatively impacted by realized losses on foreign exchange contracts. Excluding these losses, the Company’s payout ratio for the twelve-month period ended June 30, 2016 was 63% (2015 – 56%). The Company expects to realize additional foreign exchange losses in 2016 however based on current rates of exchange these losses are expected to be lower than those recoded in the same quarters in 2015. See “Foreign exchange contracts” below.

The Company's payout ratio calculated under the previous methodology for the twelve-months ended June 30, 2016 was 84% (2015 – 65%).

## FINANCIAL INSTRUMENTS

### Foreign exchange contracts

Risk from foreign exchange arises as a result of variations in exchange rates between the Canadian and the U.S. dollars and to a lesser extent to variations in exchange rates between the Euro and the Canadian dollar. AGI has entered into foreign exchange contracts with three Canadian chartered banks to partially hedge its foreign currency exposure and as at June 30, 2016, had outstanding the following foreign exchange contracts:

<b>Forward Foreign Exchange Contracts</b>			
<b>Settlement Dates</b>	<b>Face Amount USD (000's)</b>	<b>Average Rate CAD</b>	<b>CAD Amount (000's)</b>
2016 – Q3	33,500	\$1.18	39,453
2016 – Q4	26,000	\$1.18	30,773
2017 – Q1	9,000	\$1.25	11,216

The fair value of the outstanding forward foreign exchange contracts in place as at June 30, 2016 was a loss of \$7.0 million. Consistent with prior periods, the Company has elected to apply hedge accounting for these contracts and the unrealized loss has been recognized in other comprehensive income.

### Interest Rate Swaps

The Company has entered into interest rate swap contracts to manage its exposure to fluctuations in interest rates.

	<b>Currency</b>	<b>Maturity</b>	<b>Total Facility (000's)</b>	<b>Amount of Swap (000's)</b>	<b>Fixed Rate</b>
Term Loan A	CAD	2019	50,000	50,000	3.84%
Term Loan B	CAD	2022	40,000	40,000	4.32%

The fair value of the interest rate swap contracts in place as at December 31, 2016 was a loss of \$2.8 million. The Company has elected to apply hedge accounting for these contracts and the unrealized loss has been recognized in other comprehensive income.

### Equity Compensation hedge

On March 18, 2016, the Company entered into an equity swap agreement with a financial institution to manage the cash flow exposure due to fluctuations in its share price related to the EIAP. Pursuant to this agreement, the financial institution has agreed to pay the Company the total return of the

defined underlying common shares which includes both the dividend income they may generate and any capital appreciation. In return, the Company has agreed to pay the Counterparty a funding cost calculated daily based on floating rate option [CAD-BA-COOR] plus a spread of 2.0% and any administrative fees or expenses which are incurred by the counterparty directly. As at June 30, 2016, the equity swap agreement covered 500,000 common shares of the Company at a price of \$34.10 and the agreement matures on March 22, 2019.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. By their nature, these estimates are subject to a degree of uncertainty and are based on historical experience and trends in the industry. Management reviews these estimates on an ongoing basis. While management has applied judgment based on assumptions believed to be reasonable in the circumstances, actual results can vary from these assumptions. It is possible that materially different results would be reported using different assumptions.

AGI believes the accounting policies that are critical to its business relate to the use of estimates regarding the recoverability of accounts receivable and the valuation of inventory, intangibles, goodwill, convertible debentures and deferred income taxes. AGI's accounting policies are described in the notes to its December 31, 2015 audited financial statements.

### **Allowance for Doubtful Accounts**

Due to the nature of AGI's business and the credit terms it provides to its customers, estimates and judgments are inherent in the on-going assessment of the recoverability of accounts receivable. AGI maintains an allowance for doubtful accounts to reflect expected credit losses. A considerable amount of judgment is required to assess the ultimate realization of accounts receivable and these judgments must be continuously evaluated and updated. AGI is not able to predict changes in the financial conditions of its customers, and the Company's judgment related to the recoverability of accounts receivable may be materially impacted if the financial condition of the Company's customers deteriorates.

### **Valuation of Inventory**

Assessments and judgments are inherent in the determination of the net realizable value of inventories. The cost of inventories may not be fully recoverable if they are slow moving, damaged, obsolete, or if the selling price of the inventory is less than its cost. AGI regularly reviews its inventory quantities and reduces the cost attributed to inventory no longer deemed to be fully recoverable. Judgment related to the determination of net realizable value may be impacted by a number of factors including market conditions.

### **Goodwill and Intangible Assets**

Assessments and judgments are inherent in the determination of the fair value of goodwill and intangible assets. Goodwill and indefinite life intangible assets are recorded at cost and finite life intangibles are recorded at cost less accumulated amortization. Goodwill and intangible assets are tested for impairment at least annually. Assessing goodwill and intangible assets for impairment requires considerable judgment and is based in part on current expectations regarding future performance. The classification of assets into cash generating units requires significant judgment and interpretations with respect to the integration between assets, the nature of products, the way in which management allocates resources and other relevant factors. Changes in circumstances

including market conditions may materially impact the assessment of the fair value of goodwill and intangible assets.

### **Deferred Income Taxes**

Deferred income taxes are calculated based on assumptions related to the future interpretation of tax legislation, future income tax rates, and future operating results, acquisitions and dispositions of assets and liabilities. AGI periodically reviews and adjusts its estimates and assumptions of income tax assets and liabilities as circumstances warrant. A significant change in any of the Company's assumptions could materially affect AGI's estimate of deferred tax assets and liabilities. See "Risks and Uncertainties – Income Tax Matters".

### **Future Benefit of Tax-loss Carryforwards**

AGI should only recognize the future benefit of tax-loss carryforwards where it is probable that sufficient future taxable income can be generated in order to fully utilize such losses and deductions. We are required to make significant estimates and assumptions regarding future revenues and profit, and our ability to implement certain tax planning strategies, in order to assess the likelihood of utilizing such losses and deductions. These estimates and assumptions are subject to significant uncertainty and if changed could materially affect our assessment of the ability to fully realize the benefit of the deferred income tax assets. Deferred tax asset balances would be reduced and additional income tax expense recorded in the applicable accounting period in the event that circumstances change and we, based on revised estimates and assumptions, determined that it was no longer probable that those deferred tax assets would be fully realized. See "Risks and Uncertainties – Income Tax Matters".

### **Retirement Benefits**

Provisions for defined benefit post-employment obligations are calculated by independent actuaries and reviewed by management. The principal actuarial assumptions and estimates are based on independent actuarial advice and include the discount rate and other factors.

## **RISKS AND UNCERTAINTIES**

The risks and uncertainties described below are not the only risks and uncertainties we face. Additional risks and uncertainties not currently known to us or that we currently consider immaterial also may impair operations. If any of the following risks actually occur, our business, results of operations and financial condition, and the amount of cash available for dividends could be materially adversely affected. See also "Risks and Uncertainties" in AGI's most recent Annual Information Form, which is available on SEDAR ([www.sedar.com](http://www.sedar.com)).

### ***Industry Cyclicity and General Economic Conditions***

Our success depends substantially on the health of the agricultural industry. The performance of the agricultural industry, including the grain handling, storage and conditioning business, is cyclical. Sales of agricultural equipment generally are related to the health of the agricultural industry, which is affected by farm income, farm input costs, debt levels and land values, all of which reflect levels of agricultural commodity prices, acreage planted, crop yields, agricultural product demand, including crops used as renewable energy sources such as ethanol, government policies and government subsidies. Sales also are influenced by economic conditions, interest rate and exchange rate levels, and the availability of distributor and customer financing. Trends in the agricultural industry, such as farm consolidations, may affect the agricultural equipment market. In addition, weather conditions, such as floods, heat waves or droughts, can affect farmers' buying decisions. Downturns in the agricultural industry due to these or other factors could vary by market

and are likely to result in decreases in demand for agricultural equipment, which would adversely affect our sales, growth, results of operations and financial condition.

To the extent that the agricultural industry declines or experiences a downturn, this is likely to have a negative impact on the grain handling, storage and conditioning business, and the business of AGI. Among other things, the agricultural sector has in recent years benefited from an increase in crop production and investment in agricultural infrastructure including outside of North America. To the extent crop production declines or economic conditions result in a decrease in agricultural investment including in offshore markets, this is likely to have a negative impact on the agricultural industry in those markets and the business of AGI. In addition, if the ethanol industry declines or experiences a downturn, due to changes in governmental policies or otherwise, this may have a negative impact on the demand for and prices of certain crops which may have a negative impact on the grain handling, storage and conditioning industry, and the business of AGI.

Future developments in the North American and global economies may negatively affect the demand for our products. Management cannot estimate the level of growth or contraction of the economy as a whole or of the economy of any particular region or market that we serve. Adverse changes in our financial condition and results of operations may occur as a result of negative economic conditions, declines in stock markets, contraction of credit availability, political instability or other factors affecting economic conditions generally.

#### ***Risk of Decreased Crop Yields***

Decreased crop yields due to poor or unusual weather conditions, natural disasters or other factors are a significant risk affecting AGI. Both reduced crop volumes and the accompanying decline in farm incomes can negatively affect demand for grain handling, storage and conditioning equipment.

#### ***Potential Volatility of Production Costs***

Our products include various materials and components purchased from others, some or all of which may be subject to wide price variation. Consistent with industry practice, AGI seeks to manage its exposure to material and component price volatility by planning and negotiating significant purchases on an annual basis, and through the alignment of material input pricing with the terms of contractual sales commitments. AGI endeavours to pass through to customers, most, if not all, material and component price volatility. There can be no assurance, however, that industry conditions will allow AGI to continue to reduce its exposure to volatility of production costs by passing through price increases to its customers. A significant increase in the price of any component or material, such as steel, could adversely affect our profitability.

#### ***Foreign Exchange Risk***

AGI's consolidated financial statements are presented in Canadian dollars. AGI generates the majority of its sales in U.S. dollars and the remainder in Canadian dollars and other currencies including Euros, but a materially smaller proportion of its expenses are denominated in U.S. dollars and currencies other than the Canadian dollar. In addition, AGI denominates a portion of its long term borrowings in U.S. dollars as part of its foreign currency hedging strategy. Accordingly, fluctuations in the rate of exchange between the Canadian dollar and principally the U.S. dollar may significantly affect the Company's financial results. If the Canadian dollar strengthens relative to the U.S. dollar, profit and adjusted EBITDA would decline whereas a weakening of the Canadian dollar relative to the U.S. dollar would increase profit and adjusted EBITDA. The Company regularly enters hedging arrangements as part of its foreign currency hedging strategy to partially mitigate the potential effect of fluctuating exchange rates. To the extent AGI enters into such hedging arrangements, it potentially foregoes the benefits that might result from a weakening of

the Canadian dollar relative to the U.S. dollar or other currencies in which it generate sales and in addition may realize a loss on its forward foreign exchange contracts to the extent that the relevant exchange rates are above the contract rates at the date of maturity of the contracts. Conversely, to the extent that AGI does not fully hedge its foreign exchange exposure, it remains subject to the risk that a strengthening Canadian dollar relative to the U.S. dollar or other currencies in which it generates sales will adversely affect its financial results, which effects could be material to its business, prospects and financial condition.

### ***Acquisition and Expansion Risk***

AGI has historically expanded its operations by increasing the scope or changing the nature of operations at existing facilities and by acquiring or developing additional businesses, products and technologies in existing and new markets. There can be no assurance that the Company will continue to be able to identify, acquire, develop or profitably manage additional businesses, or successfully integrate any acquired business, products, or technologies into AGI's business, or increase the scope or change the nature of operations at existing facilities without substantial expenses, delays or other operational or financial difficulties. The Company's ability to increase the scope, or change the nature of, its operations or acquire or develop additional businesses may be impacted by its cost of capital and access to credit.

Acquisitions and expansions, including the acquisition of businesses or the development of manufacturing capabilities outside of North America, may involve a number of special risks including diversion of management's attention, failure to retain key personnel, unanticipated events or circumstances, unanticipated market dynamics in new agricultural markets, added political and economic risk in other jurisdictions, risks associated with new market development outside of North America, and legal liabilities, some or all of which could have a material adverse effect on AGI's performance. In emerging markets, some of these (and other) risks can be greater than they might be elsewhere. In addition, there can be no assurance that an increase in the scope or a change in the nature of operations at existing facilities or that acquired or newly developed businesses, products, or technologies will achieve anticipated revenues and income. There is a risk that some or all of the expected benefits will fail to materialize, or may not occur within the time periods anticipated by management. The realization of some or all of such benefits may be affected by a number of factors, many of which are beyond the control of AGI.

The challenges involved in the integration of acquired businesses may include, among other things, the following:

- the necessity of coordinating both geographically disparate and geographically overlapping organizations;
- integration of information technology systems and resources;
- integrating the acquired business into AGI's accounting system and adjusting AGI's internal control environment to cover the operations of the acquired business;
- performance shortfalls relative to expectations at one or both of the businesses as a result of the diversion of management's attention to the acquisition; and
- unplanned costs required to integrate the businesses and achieve synergies.

Further, actual cost synergies, the expenses required to realize the cost synergies and the sources of the cost synergies anticipated in connection with acquisitions could differ materially from management's estimates. In light of these significant uncertainties, an investor should not place undue reliance on the estimated cost synergies.

The failure of the Company to manage its acquisition or expansion strategy successfully could have a material adverse effect on AGI's results of operations and financial condition.

### ***International Sales and Operations***

A portion of AGI's sales are generated in overseas markets the majority of which are in emerging markets such as countries in Eastern Europe, including most significantly Ukraine and also Russia and Romania, as well as countries in Central and South America including Brazil, the Middle East and Southeast Asia. An important component of AGI's strategy is to increase its offshore sales and operations in the future. Sales and operations outside of North America, particularly in emerging markets, are subject to various additional risks, including: currency exchange rate fluctuations; foreign economic conditions; trade barriers; competition with North American and international manufacturers and suppliers; exchange controls; restrictions on dividends and the repatriation of funds; national and regional labour strikes; political risks; limitations on foreign investment; sociopolitical instability; fraud; risk of trade embargoes and sanctions prohibiting sales to specific persons or countries; risks of increases in duties; taxes and changes in tax laws; expropriation of property, cancellation or modification of contract rights, unfavourable legal climate for the collection of unpaid accounts; unfavourable political or economic climate limiting or eliminating support from export credit agencies; changes in laws and policies governing operations of foreign-based companies; as well as risks of loss due to civil strife and acts of war.

There is no guarantee that one or more of these factors will not materially adversely affect AGI's offshore sales and operations in the future, which could have a material adverse effect on AGI's results of operations and financial condition.

There have also been instances of political turmoil and other instability in some of the countries in which AGI operates, including most recently in Ukraine, which has and is currently experiencing political changes, civil unrest and military action, which are contributing to significant economic uncertainty and volatility. AGI continues to closely monitor the political, economic and military situation in Ukraine, and will seek to take actions to mitigate its exposure to potential risk events. However, AGI has no way to predict outcome of the situation in Ukraine. Continued unrest, military activities, or broader-based trade sanctions or embargoes, should they be implemented, could have a material adverse effect on our sales in Ukraine and Russia and other countries in the region, and a material adverse effect on our sales, growth, results of operations and financial condition.

### ***Anti-Corruption Laws***

The Company's business practices must comply with the *Corruption of Public Foreign Officials Act* (Canada) and other applicable similar laws. These anti-corruption laws generally prohibit companies and their intermediaries from making improper payments or providing anything of value to improperly influence government officials or private individuals for the purpose of obtaining or retaining a business advantage regardless of whether those practices are legal or culturally expected in a particular jurisdiction. These risks can be more acute in emerging markets. Recently, there has been a substantial increase in the global enforcement of anti-corruption laws. If violations of these laws were to occur, they could subject us to fines and other penalties as well as increased compliance costs and could have an adverse effect on AGI's reputation, business and results of operations and financial condition.

### ***Agricultural Commodity Prices, International Trade and Political Uncertainty***

Prices of agricultural commodities are influenced by a variety of unpredictable factors that are beyond the control of AGI, including weather, government (Canadian, United States and other) farm programs and policies, and changes in global demand or other economic factors. A decrease

in agricultural commodity prices could negatively affect the agricultural sector, and the business of AGI. New legislation or amendments to existing legislation, including the *Energy Independence and Security Act in the U.S. of 2007* or the 2014 Farm Bill, may ultimately affect demand for the Company's products. The world grain market is subject to numerous risks and uncertainties, including risks and uncertainties related to international trade and global political conditions.

### ***Competition***

AGI experiences competition in the markets in which it operates. Certain of AGI's competitors have greater financial and capital resources than AGI. AGI could face increased competition from newly formed or emerging entities, as well as from established entities that choose to focus (or increase their existing focus) on AGI's primary markets. As the grain handling, storage and conditioning equipment sector is fragmented, there is also a risk that a larger, formidable competitor may be created through a combination of one or more smaller competitors. AGI may also face potential competition from the emergence of new products or technology.

### ***Seasonality of Business***

The agricultural equipment business is highly seasonal, which causes our quarterly results and our cash flow to fluctuate during the year. Our sales historically have been higher in the second and third calendar quarters compared with the first and fourth quarters and our cash flow has been lower in the first three quarters of each calendar year, which may affect the ability of the Company to make cash dividends to shareholders, or the quantum of such dividends, if any. No assurance can be given that AGI's credit facility will be sufficient to offset the seasonal variations in AGI's cash flow.

### ***Business Interruption***

The operation of AGI's manufacturing facilities are subject to a number of business interruption risks, including delays in obtaining production materials, plant shutdowns, labour disruptions and weather conditions/natural disasters. AGI may suffer damages associated with such events that it cannot insure against or which it may elect not to insure against because of high premium costs or other reasons. For instance, AGI's Rosenort facility is located in an area that is often subject to widespread flooding, and insurance coverage for this type of business interruption is limited. AGI is not able to predict the occurrence of business interruptions.

### ***Litigation***

In the ordinary course of its business, AGI may be party to various legal actions, the outcome of which cannot be predicted with certainty. One category of potential legal actions is product liability claims. Farming is an inherently dangerous occupation. Grain handling, storage and conditioning equipment used on farms or in commercial applications may result in product liability claims that require insuring of risk and management of the legal process.

### ***Dependence on Key Personnel***

AGI's future business, financial condition, and operating results depend on the continued contributions of certain of AGI's executive officers and other key management and personnel, certain of whom would be difficult to replace.

### ***Labour Costs and Shortages***

The success of AGI's business depends on a large number of both hourly and salaried employees. Changes in the general conditions of the employment market could affect the ability of AGI to hire or retain staff at current wage levels. The occurrence of either of these events could have an adverse effect on the Company's results of operations.

### ***Distribution, Sales Representative and Supply Contracts***

AGI typically does not enter into written agreements with its dealers, distributors or suppliers in North America. As a result, such parties may, without notice or penalty, terminate their relationship with AGI at any time. In addition, even if such parties should decide to continue their relationship with AGI, there can be no guarantee that the consideration or other terms of such contracts will continue on the same basis.

AGI often enters into supply agreements with customers outside of North America. These contracts may include penalties for non-performance including in relation to product quality, late delivery and in some cases project assembly services. In addition, contractual commitments negotiated with foreign customers conducted in languages other than English may increase the likelihood of disputes with respect to agreed upon commitments. In the event AGI fails to perform to the standards of its contractual commitments, it could suffer a negative financial impact, which in some cases could be material.

### ***Availability of Credit***

AGI's credit facility matures on May 19, 2019 and is renewable at the option of the lenders. There can be no guarantee the Company will be able to obtain alternate financing and no guarantee that future credit facilities will have the same terms and conditions as the existing facility. This may have an adverse effect on the Company, its ability to pay dividends and the market value of its Common Shares and other securities. In addition, the business of the Company may be adversely impacted in the event that the Company's customers do not have access to sufficient financing to purchase AGI's products and services. Sales related to the construction of commercial grain handling facilities, sales to developing markets, and sales to North American farmers may be negatively impacted.

### ***Interest Rates***

AGI's term and operating credit facilities bear interest at rates that are in part dependent on performance based financial ratios. The Company's cost of borrowing may be impacted to the extent that the ratio calculation results in an increase in the performance based component of the interest rate. To the extent that the Company has term and operating loans where the fluctuations in the cost of borrowing are not mitigated by interest rate swaps, the Company's cost of borrowing may be impacted by fluctuations in market interest rates.

### ***Operating Hazards***

AGI's revenue is dependent on the continued operation of its facilities. The operation of facilities involves risks, including the failure or substandard performance of equipment, natural disasters, suspension of operations and new governmental statutes, regulations, guidelines and policies. AGI's operations are also subject to various hazards incidental to the production, use, handling, processing, storage and transportation of certain hazardous materials. These hazards can cause fatal personal injury, severe damage to and destruction of property and equipment and environmental damage. There can be no assurance that as a result of past or future operations, there will not be claims of injury by employees or members of the public due to exposure, or alleged exposure, to these materials. There can be no assurance as to the actual amount of these liabilities or their timing.

### ***Uninsured and Underinsured Losses***

AGI uses its discretion in determining amounts, coverage limits and deductibility provisions of insurance, with a view to maintaining appropriate insurance coverage on its assets and operations at a commercially reasonable cost and on suitable terms. This may result in insurance coverage that, in the event of a substantial loss, would not be sufficient to pay the full current market value or current replacement cost of its assets or cover the cost of a particular claim.

AGI obtains insurance for certain of its accounts receivables outside of North America while assuming a percentage of the risk, most often 10% of the insured amount. In the event that AGI is unable to collect on its accounts receivables outside of North America, the Company will incur financial losses related to the uninsured portion.

### ***Income Tax Matters***

Income tax provisions, including current and deferred income tax assets and liabilities, and income tax filing positions require estimates and interpretations of income tax rules and regulations of the various jurisdictions in which AGI operates and judgments as to their interpretation and application to AGI's specific situation. The amount and timing of reversals of temporary differences also depends on AGI's future operating results, acquisitions and dispositions of assets and liabilities. The business and operations of AGI are complex and AGI has executed a number of significant financings, acquisitions, reorganizations and business combinations over the course of its history. The computation of income taxes payable as a result of these transactions involves many complex factors as well as AGI's interpretation of and compliance with relevant tax legislation and regulations. While AGI believes that its' existing and proposed tax filing positions are probable to be sustained, there are a number of existing and proposed tax filing positions that are or may be the subject of review by taxation authorities. Therefore, it is possible that additional taxes could be payable by AGI and the ultimate value of AGI's income tax assets and liabilities could change in the future and that changes to these amounts could have a material adverse effect on AGI and its financial results.

### ***Leverage, Restrictive Covenants***

The degree to which AGI is leveraged could have important consequences to shareholders, including: (i) the ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited; (ii) a material portion of AGI's cash flow from operations may need to be dedicated to payment of the principal of and interest on indebtedness, thereby reducing funds available for future operations and to pay dividends; (iii) certain of the borrowings under the Company's credit facility may be at variable rates of interest, which exposes AGI to the risk of increased interest rates; and (iv) AGI may be more vulnerable to economic downturns and be limited in its ability to withstand competitive pressures. AGI's ability to make scheduled payments of principal and interest on, or to refinance, its indebtedness will depend on its future operating performance and cash flow, which are subject to prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control.

The ability of AGI to pay dividends or make other payments or advances will be subject to applicable laws and contractual restrictions contained in the instruments governing its indebtedness, including the Company's credit facility and note purchase agreement. AGI's credit facility and note purchase agreements contain restrictive covenants customary for agreements of this nature, including covenants that limit the discretion of management with respect to certain business matters. These covenants place restrictions on, among other things, the ability of AGI to incur additional indebtedness, to pay dividends or make certain other payments and to sell or otherwise dispose of material assets. In addition, the credit facility and note purchase agreements contain a number of financial covenants that will require AGI to meet certain financial ratios and financial tests. A failure to comply with these obligations could result in an event of default, which, if not cured or waived, could permit acceleration of the relevant indebtedness and trigger financial penalties including a make-whole provision in the note purchase agreement. If the indebtedness under the credit facility and/or note purchase agreements were to be accelerated, there can be no assurance that the assets of AGI would be sufficient to repay in full that indebtedness. There can

also be no assurance that the credit facility or any other indebtedness of the Company will be able to be refinanced.

### ***Information Systems, Privacy and Data Protection***

Security breaches and other disruptions to AGI's information technology infrastructure could interfere with AGI's operations and could compromise AGI's and its customers' and suppliers' information, exposing AGI to liability that would cause AGI's business and reputation to suffer.

In the ordinary course of business, AGI relies upon information technology networks and systems, some of which are managed by third parties, to process, transmit and store electronic information, and to manage or support a variety of business processes and activities, including supply chain, manufacturing, distribution, invoicing and collection of payments from dealers or other purchasers of AGI equipment. AGI uses information technology systems to record, process and summarize financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting, legal and tax requirements.

Additionally, AGI collects and stores sensitive data, including intellectual property, proprietary business information and the proprietary business information of AGI's customers and suppliers, as well as personally identifiable information of AGI's customers and employees, in data centers and on information technology networks. The secure operation of these information technology networks and the processing and maintenance of this information is critical to AGI's business operations and strategy. Despite security measures and business continuity plans, AGI's information technology networks and infrastructure may be vulnerable to damage, disruptions or shutdowns due to attacks by hackers or breaches due to employee error or malfeasance or other disruptions during the process of upgrading or replacing computer software or hardware, power outages, computer viruses, telecommunication or utility failures or natural disasters or other catastrophic events. The occurrence of any of these events could compromise AGI's networks, and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability or regulatory penalties under laws protecting the privacy of personal information, disrupt operations, and damage AGI's reputation, which could adversely affect AGI's business.

### ***Labour Relations***

AGI's workforce is comprised of both unionized and non-union employees. With respect to those employees that are covered by collective bargaining agreements, there can be no assurance as to the outcome of any negotiations to renew such agreements on satisfactory terms. Failure to renegotiate collective bargaining agreements could result in strikes, work stoppages or interruptions, and if any of these events were to occur, they could have a material adverse effect on AGI's reputation, operations and financial performance. If non-unionized employees become subject to collective agreements, the terms of any new collective agreements would have implications for the affected operations, and those implications could be material.

### ***Environmental***

Due to the nature of its operations, AGI is subject to environmental laws relating to, among other things, air emissions, the management of contaminants and wastes (including the generation, handling, storage, transportation, treatment and disposal of contaminants and wastes), discharges to water and the remediation of environmental impacts. No assurance can be given that all environmental liabilities have been determined or accurately quantified, that AGI is not responsible for a material environmental condition not known to it, or that environmental laws and regulations will not change or be enforced in the future in a manner that will have an adverse effect on the business, financial condition or results of operations of AGI.

### ***Climate Change***

AGI recognizes climate change as an important environmental issue facing society. Accordingly, AGI is committed to responsibly managing the regulatory and physical impacts of climate change on its business. AGI believes that it is unlikely that changes to regulations would result in direct material changes to AGI's operations and/or costs; however, AGI recognizes that environmental risks are important from the perspective of corporate social responsibility. Poorly executed environmental performance could have negative legal or community relations impacts. In addition, AGI recognizes that many of its customers and suppliers operate businesses that will face new regulations in the near future. Changes to suppliers' operations to comply with new regulations could result in higher material costs to AGI. Physical changes of climate change could cause variations in agricultural yields and growing seasons, which may reduce demand from agricultural customers.

## **CHANGES IN ACCOUNTING POLICIES AND FUTURE ACCOUNTING CHANGES**

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

### **Share-based Payment ["IFRS 2"]**

In June 2016, the IASB issued amendments to IFRS 2, Share-based Payment, clarifying how to account for certain types of share-based payment transactions. The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, share-based payment transactions with a net settlement feature for withholding tax obligations and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The amendments apply for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of the amendments to IFRS 2 on its consolidated financial statements.

### **Financial instruments: classification and measurement ["IFRS 9"]**

In July 2014, on completion of the impairment phase of the project to reform accounting for financial instruments and replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the final version of IFRS 9 Financial Instruments. IFRS 9 includes guidance on the classification and measurement of financial assets and financial liabilities, impairment of financial assets [i.e. recognition of credit losses], and a new hedge accounting model. Under the classification and measurement requirements for financial assets, financial assets must be classified and measured at either amortized cost or at fair value through profit or loss or through OCI, depending on the basis of the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset. The classification requirements for financial liabilities are unchanged from IAS 39. IFRS 9 requirements address the problem of volatility in net earnings arising from an issuer choosing to measure certain liabilities at fair value and require that the portion of the change in fair value due to changes in the entity's own credit risk be presented in OCI, rather than within net earnings. The new general hedge accounting model is intended to be simpler and more closely focus on how an entity manages its risks, replaces the IAS 39 effectiveness testing requirements with the principle of an economic relationship, and eliminates the requirement for retrospective assessment of hedge effectiveness. The new requirements for impairment of financial assets introduce an expected loss impairment model that requires more timely recognition of expected credit losses. IAS 39 impairment requirements are based on an

incurred loss model where credit losses are not recognized until there is evidence of a trigger event. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early application permitted. The Company is currently evaluating the impact of adopting this standard on its consolidated financial statements.

#### **Revenue from Contracts with Customers [“IFRS 15”]**

IFRS 15, Revenue from Contracts with Customers, issued by the IASB in May 2014, is applicable to all revenue contracts and provides a model for the recognition and measurement of gains or losses from sales of some non-financial assets. The core principle is that revenue is recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively [for example, service revenue and contract modifications] and improve guidance for multiple-element arrangements. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively, with earlier adoption permitted. Entities will transition following either a full or modified retrospective approach. The Company is currently evaluating the impact of the above standard on its consolidated financial statements.

#### **Leases [“IFRS 16”]**

In January 2016, the IASB released IFRS 16, Leases, to replace the previous leases Standard, IAS 17, Leases, and related Interpretations. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, the customer [lessee] and the supplier [lessor]. IFRS 16 eliminates the classification of leases as either operating leases or finance leases and introduces a single lessee accounting model. IFRS 16 also substantially carries forward the lessor accounting requirements. Accordingly, a lessor continues to classify its leases as operating lease or finance leases, and to account for those two types of leases differently.

IFRS 16 will be effective for the Company's fiscal year beginning on January 1, 2019, with earlier application permitted only if the Company applies IFRS 15, Revenue from contracts with customers. The Company has not yet assessed the impact of the adoption of this standard on its consolidated financial statements.

### **DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS**

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including AGI's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

Management of AGI is responsible for designing internal controls over financial reporting for the Company as defined under National Instrument 52-109 issued by the Canadian Securities Administrators. Management has designed such internal controls over financial reporting, or caused them to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS.

The Company acquired VIS (see “Acquisitions - VIS (November 30, 2015)”) on November 30, 2015, Entringer (see “Acquisitions – Entringer (March 9, 2016)”) on March 9, 2016 and NuVision (see “Acquisitions – NuVision (April 1, 2016)”) on April 1, 2016. Management has not completed

its review of internal controls over financial reporting or disclosure controls and procedures for these newly acquired operations. Since the acquisition occurred within 365 days of the end of the reporting period, management has limited the scope of design, and subsequent evaluation, of disclosure controls and procedures and internal controls over financial reporting to exclude controls, policies and procedures of this acquisition, as permitted under Section 3.3 of National Instrument 52-109 - *Certification of Disclosure in Issuer's Annual and Interim Filings*. For the period covered by this MD&A, management has undertaken specific procedures to satisfy itself with respect to the accuracy and completeness of VIS', Entringer's and NuVision's financial information. The following is the summary financial information pertaining to VIS, Entringer and NuVision that were included in AGI's consolidated financial statements for the quarter June 30, 2016:

<i>(thousands of dollars)</i>	<b>VIS</b>	<b>Entringer</b>	<b>NuVision</b>
Revenue	\$5,571	\$43	\$5,089
Profit (loss)	\$958	\$(300)	\$(260)
Current assets <sup>1</sup>	\$8,044	\$3,058	6,871
Non-current assets <sup>1</sup>	\$12,798	\$13,555	16,715
Current liabilities <sup>1</sup>	\$18,014	\$16,736	16,942
Non-current liabilities <sup>1</sup>	\$1,674	\$200	0

Note 1 - Balance sheet as at June 30, 2016

There have been no material changes in AGI's internal controls over financial reporting that occurred in the three-month period ended June 30, 2016, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **NON-IFRS MEASURES**

In analyzing our results, we supplement our use of financial measures that are calculated and presented in accordance with IFRS, with a number of non-IFRS financial measures including "EBITDA", "Adjusted EBITDA", "gross margin", "funds from operations", "payout ratio", "adjusted payout ratio", "trade sales", "adjusted profit", and "diluted adjusted profit per share". A non-IFRS financial measure is a numerical measure of a company's historical performance, financial position or cash flow that excludes (includes) amounts, or is subject to adjustments that have the effect of excluding (including) amounts, that are included (excluded) in the most directly comparable measures calculated and presented in accordance with IFRS. Non-IFRS financial measures are not standardized; therefore, it may not be possible to compare these financial measures with other companies' non-IFRS financial measures having the same or similar businesses. We strongly encourage investors to review our consolidated financial statements and publicly filed reports in their entirety and not to rely on any single financial measure.

We use these non-IFRS financial measures in addition to, and in conjunction with, results presented in accordance with IFRS. These non-IFRS financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our IFRS results and the accompanying reconciliations to corresponding IFRS financial measures, may provide a more complete understanding of factors and trends affecting our business.

In this MD&A, we discuss the non-IFRS financial measures, including the reasons that we believe that these measures provide useful information regarding our financial condition, results of operations, cash flows and financial position, as applicable, and, to the extent material, the additional purposes, if any, for which these measures are used. Reconciliations of non-IFRS financial measures to the most directly comparable IFRS financial measures are contained in this MD&A.

Management believes that the Company's financial results may provide a more complete understanding of factors and trends affecting our business and be more meaningful to management, investors, analysts and other interested parties when certain aspects of our financial results are adjusted for the gain (loss) on foreign exchange and other operating expenses and income. These measurements are non-IFRS measurements. Management uses the non-IFRS adjusted financial results and non-IFRS financial measures to measure and evaluate the performance of the business and when discussing results with the Board of Directors, analysts, investors, banks and other interested parties.

References to "EBITDA" are to profit before income taxes, finance costs, depreciation, amortization and asset impairment charges. References to "adjusted EBITDA" are to EBITDA before the Company's gain or loss on foreign exchange, gains or losses on the sale of property, plant & equipment, non-cash share based compensation expenses, gains or losses on financial instruments, expenses related to corporate acquisition activity. Adjusted EBITDA excludes the results of AGI divisions Applegate and Mepu as the previously announced strategic review of these assets has resulted in their sale in 2016. Management believes that, in addition to profit or loss, EBITDA and adjusted EBITDA are useful supplemental measures in evaluating the Company's performance. Management cautions investors that EBITDA and adjusted EBITDA should not replace profit or loss as indicators of performance, or cash flows from operating, investing, and financing activities as a measure of the Company's liquidity and cash flows.

References to "trade sales" are to sales net of the gain or loss on foreign exchange. Management cautions investors that trade sales should not replace sales as an indicator of performance. Trade sales exclude the results of AGI divisions Applegate and Mepu as the previously announced strategic review of these assets has resulted in their sale in 2016.

References to "funds from operations" are to adjusted EBITDA less cash taxes, cash interest expense, realized losses on foreign exchange and maintenance capital expenditures. Management believes that, in addition to cash provided by (used in) operating activities, funds from operations provide a useful supplemental measure in evaluating its performance.

References to "payout ratio" are to dividends declared as a percentage of funds from operations. References to "adjusted payout ratio" are to declared dividends paid in cash as a percentage of funds from operations.

References to "adjusted profit" and "diluted adjusted profit per share" are to profit for the period and diluted profit per share for the period adjusted for the non-cash CRA settlement, losses on foreign exchange, transaction costs, non-cash loss on available-for-sale investment and gain on sale of property, plant and equipment.

In addition, this MD&A includes certain financial information relating to Entringer, which is prepared in accordance with Brazilian generally accepted accounting principles ("Brazilian GAAP"), which differ in some material respects from IFRS, and accordingly may not be

comparable to the financial statements of AGI or other Canadian public companies. In the case of the Entringer financial information, references to “normalized EBITDA” are to Entringer’s unaudited earnings before income taxes, finance costs, depreciation and amortization and include certain normalization adjustments including owner/manager compensation structure and related party transactions. Management believes that, in addition to sales, profit or loss and cash flows from operating, investing, and financing activities, normalized EBITDA is a useful supplemental measure in evaluating a company’s performance. Normalized EBITDA is not a financial measure recognized by IFRS or Brazilian GAAP and does not have standardized meanings prescribed by IFRS or Brazilian GAAP. Management cautions investors that normalized EBITDA should not replace sales or profit or loss as indicators of performance, or cash flows from operating, investing, and financing activities as a measure of a company’s liquidity and cash flows. AGI’s method of calculating normalized EBITDA may differ from the methods used by other issuers.

## **FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements that reflect our expectations regarding the future growth, results of operations, performance, business prospects, and opportunities of the Company. Forward-looking statements may contain such words as “anticipate”, “believe”, “continue”, “could”, “expects”, “intend”, “plans”, “will” or similar expressions suggesting future conditions or events. In particular, the forward looking statements in this MD&A include statements relating to our business and strategy, including our outlook for our financial and operating performance including our expectations for sales and adjusted EBITDA, and with respect to our ability to achieve the expected benefits of the recent acquisitions and the contribution therefrom. Such forward-looking statements reflect our current beliefs and are based on information currently available to us, including certain key expectations and assumptions concerning anticipated grain production in our market areas, financial performance, business prospects, strategies, product pricing, regulatory developments, tax laws, the sufficiency of budgeted capital expenditures in carrying out planned activities, political events, currency exchange rates, the cost of materials, labour and services and the value of businesses and assets and liabilities assumed pursuant to the recent acquisitions. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results to differ materially from results discussed in the forward-looking statements, including changes in international, national and local business conditions, weather patterns, crop planting, crop yields, crop conditions, the timing of harvest and conditions during harvest, seasonality, industry cyclicality, volatility of production costs, agricultural commodity prices, the cost and availability of capital, currency exchange rates, competition and AGI failure to achieve the expected benefits of the recent acquisitions. These risks and uncertainties are described under “Risks and Uncertainties” in this MD&A and in our most recently filed Annual Information Form. These factors should be considered carefully, and readers should not place undue reliance on the Company’s forward-looking statements. There can be no assurance that any of the anticipated benefits of the Entringer acquisition will be realized. We cannot assure readers that actual results will be consistent with these forward-looking statements and we undertake no obligation to update such statements except as expressly required by law.

## **ADDITIONAL INFORMATION**

Additional information relating to AGI, including AGI’s most recent Annual Information Form, is available on SEDAR ([www.sedar.com](http://www.sedar.com)).

Unaudited interim condensed consolidated financial statements

**Ag Growth International Inc.**

June 30, 2016

**Ag Growth International Inc.**

**Unaudited interim condensed consolidated  
statements of financial position**

[in thousands of Canadian dollars]

As at

	June 30, 2016	December 31, 2015
	\$	\$
<b>Assets [note 17]</b>		
<b>Current assets</b>		
Cash and cash equivalents	28,126	58,234
Cash held in trust [note 5]	250	250
Accounts receivable [note 14]	98,978	73,524
Inventory	97,604	98,722
Prepaid expenses and other assets [note 26]	3,917	2,790
Due from vendor [note 5]	1,522	—
Current portion of note receivable and consideration receivable [note 6]	388	—
Income taxes recoverable	228	916
	<b>231,013</b>	<b>234,436</b>
<b>Non-current assets</b>		
Property, plant and equipment, net [note 26]	160,418	165,687
Goodwill [note 9]	181,783	164,081
Intangible assets, net [note 8]	170,067	163,781
Available-for-sale investment [note 11]	900	900
Other assets [note 19]	—	234
Note receivable [note 6]	700	—
Income taxes recoverable	3,977	3,930
Derivative instruments [note 21]	3,505	—
Deferred tax asset [note 20]	213	84
	<b>521,563</b>	<b>498,697</b>
Assets held for sale [note 10]	3,395	6,606
<b>Total assets</b>	<b>755,971</b>	<b>739,739</b>
<b>Liabilities and shareholders' equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities [note 23]	62,635	47,721
Customer deposits	20,561	21,461
Dividends payable [note 15[d]]	2,938	2,883
Current portion of contingent consideration [note 5]	4,187	2,687
Due to vendor [note 5]	6,661	1,114
Acquisition, transaction and financing costs payable	397	732
Other financial liabilities [note 5[b]]	—	9,017
Income taxes payable	8,474	4,472
Current portion of long-term debt [note 17]	32,523	34,600
Current portion of obligations under finance lease [note 17[d]]	244	209
Current portion of derivative instruments [note 21]	7,039	20,577
Provisions	6,488	6,550
	<b>152,147</b>	<b>152,023</b>
<b>Non-current liabilities</b>		
Long-term debt [note 17]	112,683	112,331
Due to vendor	752	800
Contingent consideration [note 5]	12,064	1,976
Other liabilities [note 19]	984	—
Convertible unsecured subordinated debentures [note 18]	199,362	197,585
Obligations under finance lease [note 17[d]]	1,021	1,177
Derivative instruments [note 21]	2,823	3,191
Deferred tax liability [note 20]	37,002	32,938
	<b>366,691</b>	<b>349,998</b>
<b>Total liabilities</b>	<b>518,838</b>	<b>502,021</b>
<b>Shareholders' equity [note 15]</b>		
Common shares	248,438	244,840
Accumulated other comprehensive income	42,627	42,560
Equity component of convertible debentures	6,912	6,912
Contributed surplus [note 15 [b]]	13,698	10,193
Deficit	(74,542)	(66,787)
<b>Total shareholders' equity</b>	<b>237,133</b>	<b>237,718</b>
<b>Total liabilities and shareholders' equity</b>	<b>755,971</b>	<b>739,739</b>
Commitments and contingencies [note 26]		

See accompanying notes

On behalf of the Board of Directors:

(signed) Bill Lambert  
Director

(signed) David A. White, CA, ICD.D  
Director

**Ag Growth International Inc.**

**Unaudited interim condensed consolidated statements of income**

[in thousands of Canadian dollars, except per share amounts]

	Three-month period ended		Six-month period ended	
	June 30, 2016 \$	June 30, 2015 \$	June 30, 2016 \$	June 30, 2015 \$
<b>Sales</b>	<b>144,573</b>	117,619	<b>260,893</b>	203,375
Cost of goods sold <i>[note 7[d]]</i>	<b>101,629</b>	81,323	<b>181,111</b>	141,645
<b>Gross profit</b>	<b>42,944</b>	36,296	<b>79,782</b>	61,730
<b>Expenses</b>				
Selling, general and administrative <i>[note 7[e]]</i>	<b>29,461</b>	20,866	<b>55,386</b>	41,862
Other operating expense (income) <i>[note 7[a]]</i>	<b>(2,273)</b>	279	<b>(2,759)</b>	(290)
Impairment charge <i>[note 13]</i>	<b>3,009</b>	—	<b>3,009</b>	—
Finance costs <i>[note 7[c]]</i>	<b>5,927</b>	3,976	<b>11,886</b>	7,076
Finance expense (income) <i>[note 7[b]]</i>	<b>84</b>	(728)	<b>(2,117)</b>	1,962
	<b>36,208</b>	24,393	<b>65,405</b>	50,610
Profit before income taxes	<b>6,736</b>	11,903	<b>14,377</b>	11,120
Income tax expense (recovery) <i>[note 20]</i>				
Current	<b>4,355</b>	1,697	<b>5,804</b>	2,567
Deferred	<b>(1,386)</b>	2,082	<b>(1,451)</b>	2,954
	<b>2,969</b>	3,779	<b>4,353</b>	5,521
Profit from continuing operations	<b>3,767</b>	8,124	<b>10,024</b>	5,599
Profit (loss) from discontinued operations, net of tax <i>[note 6]</i>	<b>1,518</b>	49	<b>958</b>	(835)
<b>Profit for the period</b>	<b>5,285</b>	8,173	<b>10,982</b>	4,764
Profit per share from continuing operations <i>[note 24]</i>				
Basic	<b>0.26</b>	0.60	<b>0.68</b>	0.41
Diluted	<b>0.25</b>	0.58	<b>0.67</b>	0.41
Profit per share from discontinued operations <i>[note 24]</i>				
Basic	<b>0.10</b>	0.00	<b>0.07</b>	(0.06)
Diluted	<b>0.10</b>	0.00	<b>0.07</b>	(0.06)
Profit per share <i>[note 24]</i>				
Basic	<b>0.36</b>	0.60	<b>0.75</b>	0.35
Diluted	<b>0.35</b>	0.58	<b>0.74</b>	0.35

See accompanying notes

**Ag Growth International Inc.**

**Unaudited interim condensed consolidated  
statements of comprehensive income**

[in thousands of Canadian dollars]

	Three-month period ended		Six-month period ended	
	June 30, 2016 \$	June 30, 2015 \$	June 30, 2016 \$	June 30, 2015 \$
Profit for the period	<b>5,285</b>	8,173	<b>10,982</b>	4,764
Other comprehensive income (loss)				
Items that may be reclassified subsequently to profit or loss				
Change in fair value of derivatives designated as cash flow hedges	<b>374</b>	1,955	<b>7,246</b>	(11,187)
Losses on derivatives designated as cash flow hedges recognized in net earnings in the current period	<b>2,853</b>	2,445	<b>6,658</b>	3,782
Actuarial gains on defined benefit plans	<b>(947)</b>	—	<b>(1,124)</b>	—
Exchange differences on translation of foreign operations	<b>2,136</b>	(3,177)	<b>(9,315)</b>	14,456
Income tax effect on cash flow hedges	<b>(871)</b>	(1,105)	<b>(3,754)</b>	2,035
Income tax effect on defined benefit plans	<b>304</b>	—	<b>304</b>	—
Other comprehensive income (loss) from discontinued operations <i>[note 6]</i>	<b>14</b>	82	<b>52</b>	(36)
<b>Other comprehensive income for the period</b>	<b>3,863</b>	200	<b>67</b>	9,050
<b>Total comprehensive income for the period</b>	<b>9,148</b>	8,373	<b>11,049</b>	13,814

See accompanying notes

**Ag Growth International Inc.**

**Unaudited interim condensed consolidated statement of changes in shareholders' equity**

[in thousands of Canadian dollars]

Six-month period ended June 30, 2016

	Common shares \$	Equity component of convertible debentures \$	Contributed surplus \$	Deficit \$	Cash flow hedge reserve \$	Foreign currency reserve \$	Defined benefit plan reserve \$	Total equity \$
<b>As at January 1, 2016</b>	<b>244,840</b>	<b>6,912</b>	<b>10,193</b>	<b>(66,787)</b>	<b>(17,358)</b>	<b>59,761</b>	<b>157</b>	<b>237,718</b>
Profit for the period	—	—	—	10,982	—	—	—	10,982
Other comprehensive income (loss)	—	—	—	—	10,150	(9,263)	(820)	67
Share-based payment transactions [notes 15 and 16]	849	—	3,505	—	—	—	—	4,354
Dividend reinvestment plan [notes 15[d] and 15[e]]	2,749	—	—	—	—	—	—	2,749
Dividends to shareholders [note 15[d]]	—	—	—	(17,586)	—	—	—	(17,586)
Dividends on share-based compensation awards [note 15[d]]	—	—	—	(1,151)	—	—	—	(1,151)
<b>As at June 30, 2016</b>	<b>248,438</b>	<b>6,912</b>	<b>13,698</b>	<b>(74,542)</b>	<b>(7,208)</b>	<b>50,498</b>	<b>(663)</b>	<b>237,133</b>

See accompanying notes

**Ag Growth International Inc.**

**Unaudited interim condensed consolidated statement of changes in shareholders' equity**

[in thousands of Canadian dollars]

Six-month period ended June 30, 2015

	Common shares	Equity component of convertible debentures	Contributed surplus	Retained earnings (deficit)	Cash flow hedge reserve	Foreign currency reserve	Total equity
	\$	\$	\$	\$	\$	\$	\$
<b>As at January 1, 2015</b>	184,771	3,135	12,954	(5,972)	(6,545)	21,383	209,726
Profit for the period	—	—	—	4,764	—	—	4,764
Other comprehensive income (loss)	—	—	—	—	(5,370)	14,420	9,050
Share-based payment transactions <i>[notes 15 and 16]</i>	202	—	336	—	—	—	538
Dividend reinvestment plan transactions <i>[notes 15[d] and 15[e]]</i>	2,201	—	—	—	—	—	2,201
Dividends to shareholders <i>[note 15[d]]</i>	—	—	—	(16,278)	—	—	(16,278)
Dividends on subscription receipts	—	—	—	(1,112)	—	—	(1,112)
Dividends on share-based compensation awards <i>[note 15[d]]</i>	—	—	—	(393)	—	—	(393)
Equity component of convertible debentures	—	1,497	—	—	—	—	1,497
Share issuance related to Westeel Acquisition	49,114	—	—	—	—	—	49,114
<b>As at June 30, 2015</b>	<b>236,288</b>	<b>4,632</b>	<b>13,290</b>	<b>(18,991)</b>	<b>(11,915)</b>	<b>35,803</b>	<b>259,107</b>

See accompanying notes

## Ag Growth International Inc.

### Unaudited interim condensed consolidated statements of cash flows

[in thousands of Canadian dollars, except per share amounts]

	Three-month period ended		Six-month period ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
	\$	\$	\$	\$
<b>Operating activities</b>				
Profit before income taxes for the period	6,736	11,903	14,377	11,120
Add (deduct) items not affecting cash				
Depreciation of property, plant and equipment	2,914	1,909	5,622	3,606
Amortization of intangible assets	2,779	1,631	5,879	2,911
Non-cash investment tax credit	51	7	—	(69)
Translation loss (gain) on foreign exchange	946	(5,949)	(4,899)	7,194
Non-cash component of interest expense	1,084	653	2,153	1,237
Share-based compensation expense	2,704	(935)	3,320	145
Loss on sale of property, plant and equipment	1,451	739	1,461	740
Gain on sale of asset held for sale	(16)	—	(16)	(131)
Defined benefit plan expense	156	93	313	93
Employer contribution to defined benefit plans	(118)	(40)	(221)	(40)
Non-cash investment in derivative instruments	(3,105)	—	(3,425)	—
Dividends receivable on equity swap	—	—	(100)	—
Dividends on share based compensation	—	—	(55)	—
Contingent consideration	449	—	449	—
Impairment charge	3,009	—	3,009	—
	19,040	10,011	27,867	26,806
Net change in non-cash working capital				
balances related to operations <i>[note 12]</i>	(10,010)	2,394	(15,520)	(26,393)
Income taxes paid	(931)	(119)	(1,063)	(159)
<b>Cash provided by (used in) operating activities</b>	<b>8,099</b>	<b>12,286</b>	<b>11,284</b>	<b>254</b>
<b>Investing activities</b>				
Acquisition of property, plant and equipment	(2,424)	(13,068)	(3,577)	(23,524)
Acquisition of Entringer, net of cash acquired <i>[note 5[d]]</i>	—	—	(9,711)	—
Acquisition of NuVision <i>[note 5 [e]]</i>	(6,000)	—	(6,000)	—
Acquisition of Westeel, net of cash acquired <i>[note 5[b]]</i>	—	(208,459)	—	(208,459)
Acquisition of European subsidiary <i>[note 5[b]]</i>	(8,775)	—	(8,775)	—
Changes to deposits related to property, plant and equipment	—	1,219	—	(1,359)
Transfer from cash held in trust	6,000	—	—	—
Transaction costs paid and payable	(216)	77	(1,055)	546
Proceeds from sale of property, plant and equipment	213	14	239	21
Proceeds from sale of assets held for sale	1,202	—	1,202	1,147
Proceeds on disposal of business <i>[note 6]</i>	3,107	—	3,107	—
Development and purchase of intangible assets	(755)	(424)	(1,322)	(742)
<b>Cash provided by (used in) investing activities</b>	<b>(7,648)</b>	<b>(220,641)</b>	<b>(25,892)</b>	<b>(232,370)</b>
<b>Financing activities</b>				
Repayment of obligations under capital lease	(87)	—	(222)	—
Decrease in bank indebtedness	—	(5,585)	—	—
Costs related to issuance of long-term debt	—	—	(10)	—
Issuance of long-term debt	—	177,465	—	177,465
Subscription receipts financing costs	—	—	—	(123)
Subscription receipts commission payable	—	(1,036)	—	(1,036)
Common share issuance	—	51,766	—	51,766
Dividends paid in cash	(7,522)	(8,300)	(14,842)	(14,962)
<b>Cash provided by (used in) financing activities</b>	<b>(7,609)</b>	<b>214,310</b>	<b>(15,074)</b>	<b>213,110</b>
Net increase (decrease) in cash and cash equivalents from continuing operations	(7,158)	6,445	(29,682)	(19,006)
Net increase (decrease) in cash and cash equivalents from discontinued operations <i>[note 6]</i>	(232)	(302)	(426)	(146)
<b>Net increase (decrease) in cash and cash equivalents   during the period</b>	<b>(7,390)</b>	<b>6,143</b>	<b>(30,108)</b>	<b>(19,152)</b>
Cash and cash equivalents, beginning of period	35,516	—	58,234	25,295
<b>Cash and cash equivalents, end of period</b>	<b>28,126</b>	<b>6,143</b>	<b>28,126</b>	<b>6,143</b>
<b>Supplemental cash flow information</b>				
Interest paid	7,861	5,106	10,000	6,062

See accompanying notes

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### **1. Organization**

The unaudited interim condensed consolidated financial statements of Ag Growth International Inc. ["Ag Growth Inc."] for the three-month and six-month periods ended June 30, 2016 were authorized for issuance in accordance with a resolution of the directors on August 10, 2016. Ag Growth International Inc. is a listed company incorporated and domiciled in Canada, whose shares are publicly traded at the Toronto Stock Exchange. The registered office is located at 198 Commerce Drive, Winnipeg, Manitoba, Canada.

#### **2. Operations**

Ag Growth Inc. conducts business in the grain handling, storage and conditioning market.

Included in these unaudited interim condensed consolidated financial statements are the accounts of Ag Growth Inc. and all of its subsidiary partnerships and incorporated companies; together, Ag Growth Inc. and its subsidiaries are referred to as "AGI" or the "Company".

#### **3. Statement of compliance and basis of presentation**

##### **[a] Statement of compliance**

These unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standards ["IAS"] 34 – *Interim Financial Reporting* on a basis consistent with International Financial Reporting Standards ["IFRS"] as issued by the International Accounting Standards Board ["IASB"].

The accounting policies applied by the Company in these unaudited interim condensed consolidated financial statements are the same as those applied by the Company in its audited annual consolidated financial statements as at and for the year ended December 31, 2015, except for the adoption of new standards and interpretations effective as of January 1, 2016. As required by IAS 34, the nature and effect of those changes are disclosed below.

##### **Amendments to IAS 1, Presentation of Financial Statements**

The amendments to IAS 1 are part of the IASB's initiative to improve presentation and disclosure in financial reports. The application of IAS 1 has not materially impacted the unaudited interim condensed consolidated financial statements.

##### **Discontinued operations**

A disposal group qualifies as discontinued operations if it is a component of an entity that either has been disposed of, or is classified as held for sale, and,

- [i] Represents a separate major line of business or geographical area of operations;
- [ii] Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- [iii] Is a subsidiary acquired exclusively with a view to resale.

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statements of income and comprehensive income. Additional disclosures are provided in note 6.

These unaudited interim condensed consolidated financial statements do not include all the information and notes required by IFRS for annual financial statements and therefore should be read in conjunction with the audited annual consolidated financial statements and notes for the Company's fiscal year ended December 31, 2015, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **[b] Basis of preparation**

The unaudited interim condensed consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the parent company, Ag Growth International Inc. All values are rounded to the nearest thousand. They are prepared on the historical cost basis, except for derivative financial instruments and available-for-sale investments, which are measured at fair value.

Accounting measurements at interim dates, rather than at year end, inherently involve a greater reliance on estimates. In the opinion of management, the unaudited interim condensed consolidated financial statements include all adjustments of a normal recurring nature to present fairly the unaudited interim condensed consolidated financial position of the Company as at June 30, 2016.

#### **[c] Standards issued but not yet effective**

Standards issued but not yet effective up to the date of issuance of the Company's unaudited interim condensed consolidated financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

#### **Financial instruments: classification and measurement ["IFRS 9"]**

In July 2014, on completion of the impairment phase of the project to reform accounting for financial instruments and replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the final version of IFRS 9 Financial Instruments. IFRS 9 includes guidance on the classification and measurement of financial assets and financial liabilities, impairment of financial assets [i.e. recognition of credit losses], and a new hedge accounting model. Under the classification and measurement requirements for financial assets, financial assets must be classified and measured at either amortized cost or at fair value through profit or loss or through OCI, depending on the basis of the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset. The classification requirements for financial liabilities are unchanged from IAS 39. IFRS 9 requirements address the problem of volatility in net earnings arising from an issuer choosing to measure certain liabilities at fair value and require that the portion of the change in fair value due to changes in the entity's own credit risk be presented in OCI, rather than within net earnings. The new general hedge accounting model is intended to be simpler and more closely focus on how an entity manages its risks, replaces the IAS 39 effectiveness testing requirements with the principle of an economic relationship, and eliminates the requirement for retrospective assessment of hedge effectiveness. The new requirements for impairment of financial assets introduce an expected loss impairment model that requires more timely

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

recognition of expected credit losses. IAS 39 impairment requirements are based on an incurred loss model where credit losses are not recognized until there is evidence of a trigger event. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early application permitted. The Company is currently evaluating the impact of adopting this standard on its consolidated financial statements.

#### **Revenue from Contracts with Customers [“IFRS 15”]**

IFRS 15, Revenue from Contracts with Customers, issued by the IASB in May 2014, is applicable to all revenue contracts and provides a model for the recognition and measurement of gains or losses from sales of some non-financial assets. The core principle is that revenue is recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively [for example, service revenue and contract modifications] and improve guidance for multiple-element arrangements. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively, with earlier adoption permitted. Entities will transition following either a full or modified retrospective approach. The Company is currently evaluating the impact of the above standard on its consolidated financial statements.

#### **Leases [“IFRS 16”]**

In January 2016, the IASB released IFRS 16, Leases, to replace the previous leases Standard, IAS 17, Leases, and related Interpretations. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, the customer [lessee] and the supplier [lessor]. IFRS 16 eliminates the classification of leases as either operating leases or finance leases and introduces a single lessee accounting model. IFRS 16 also substantially carries forward the lessor accounting requirements. Accordingly, a lessor continues to classify its leases as operating lease or finance leases, and to account for those two types of leases differently.

IFRS 16 will be effective for the Company's fiscal year beginning on January 1, 2019, with earlier application permitted only if the Company applies IFRS 15, Revenue from contracts with customers. The Company has not yet assessed the impact of the adoption of this standard on its consolidated financial statements.

#### **Share-based Payment [“IFRS 2”]**

In June 2016, the IASB issued amendments to IFRS 2, Share-based Payment, clarifying how to account for certain types of share-based payment transactions. The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, share-based payment transactions with a net settlement feature for withholding tax obligations and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The amendments apply for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of the amendments to IFRS 2 on its consolidated financial statements.

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### **4. Seasonality of business**

Interim period sales and earnings historically reflect some seasonality. The third quarter is typically the strongest primarily due to high in-season demand at the farm level. AGI's collections of accounts receivable are weighted towards the third and fourth quarters. This collection pattern, combined with seasonally high sales in the third quarter, result in accounts receivable levels increasing throughout the year and normally peaking in the third quarter.

#### **5. Business combinations**

##### **[a] Rem Grain Vac product line**

Effective February 3, 2014, the Company acquired the assets related to the Rem Grain Vac product line ["Grain Vac"]. The acquisition of Grain Vac provides the Company with a complementary product line.

During 2015, the allocation of the purchase price to acquired assets and liabilities was finalized. As at June 30, 2016, the Company had cash held in trust of \$250 [2015 – \$250] relating to the acquisition of Grain Vac.

##### **[b] Vicwest's Westeel Division**

Effective May 20, 2015, the Company acquired substantially all of the assets of Vicwest's Westeel Division ["Westeel"], Canada's leading provider of grain storage solutions. The acquisition of Westeel provides the Company with an expanded growth platform within North America and around the world.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The purchase has been accounted for by the acquisition method with the results of Westeel included in the Company's net earnings from the date of acquisition. The assets acquired and liabilities assumed of Westeel on the date of acquisition have been recorded in the unaudited interim condensed consolidated financial statements at their estimated fair values as follows:

	\$
Cash and cash equivalents	13,183
Accounts receivable	22,281
Inventory	27,555
Prepaid expenses and other assets	868
Investment in European subsidiary	5,481
Property, plant and equipment	42,871
Intangible assets	
Distribution network	37,600
Brand name	43,300
Order backlog	1,700
Goodwill	81,237
Other long term assets	702
Accounts payable and accrued liabilities	(22,358)
Customer deposits	(709)
Provisions	(1,172)
Income taxes payable	(4,825)
Deferred tax liability	(21,478)
Other liabilities	(3,172)
Obligations under finance leases	(1,422)
Purchase consideration	<u>221,642</u>

The goodwill of \$81,237 comprises the value of the assembled workforce and other expected synergies arising from the acquisition.

The fair value of accounts receivable acquired is \$22,281. This consists of the gross contractual value of \$23,300, less the estimated amount not expected to be collected of \$1,019.

In the three-month period ended June 30, 2016, the estimated fair value of the land and building in Regina, Saskatchewan was decreased based on a more in-depth review of the condition of the property as at the date of acquisition. This has resulted in a decrease to property, plant and equipment and an increase in goodwill, each in the amount of \$500 from the period previously reported.

Also in the three-month period ended June 30, 2016, a liability was identified that was not recorded at the acquisition date. This has resulted in an increase to goodwill and accounts payable and accrued liabilities, each in the amount of \$426.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

Included in other liabilities is a put option liability which relates to Westeel's European subsidiary. The put option held by the European subsidiary's non-controlling shareholders provides them an option to put the remaining minority interest to the Company. Significant judgment was required to assess the date when the Company gained control over the European subsidiary and the Company determined that for the purposes of financial reporting such control was effective as at October 1, 2015. Factors relevant to this assessment included Board representation from the Company.

From the date of acquisition, Westeel contributed to the 2015 results \$73,214 of revenue and \$1,058 of net income. If the acquisition had taken place as at January 1, 2015, revenue from continuing operations in 2015 would have increased by an additional \$60,806 and profit from continuing operations in 2015 would have increased by an additional \$3,171.

The impacts on the cash flows on the acquisition of Westeel are as follows:

	\$
Purchase consideration	221,642
Less cash acquired	(13,183)
Less cash acquired with European subsidiary	(2,466)
Purchase consideration transferred	<u>205,993</u>

During the three-month period ended June 30, 2016, the allocation of the purchase price to acquired assets and liabilities was finalized.

Transaction costs related to the Westeel acquisition in the three- and six-month periods ended June 30, 2016 were \$79 and \$79, respectively [2015 – \$2,089 and \$3,154] and are included in selling, general and administrative expenses.

For the purposes of funding the purchase price, AGI issued \$51.75 million subscription receipts [the "Subscription Receipts"] and \$51.75 million aggregate principal amount extendible convertible unsecured subordinated debentures [note 18]. The remainder of the purchase price was funded by the Company through expanded credit facilities [note 17].

Upon the completion of the Westeel acquisition, the Subscription Receipt holders received one common share of AGI per Subscription Receipt.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The assets and liabilities of the European subsidiary on the date of control of October 1, 2015 have been recorded in the unaudited interim condensed consolidated financial statements at their estimated fair values:

	\$
Cash and cash equivalents	2,466
Accounts receivable	3,417
Inventory	8,803
Prepaid expenses and other assets	1,243
Deferred tax asset	48
Property, plant and equipment	228
Intangible assets	
Distribution networks	1,780
Brand name	1,929
Order backlog	806
Goodwill	2,579
Accounts payable and accrued liabilities	(12,109)
Purchase consideration	<u>11,190</u>

The goodwill of \$2,579 comprises the value of the assembled workforce and other expected synergies arising from the acquisition.

The fair value of the accounts receivable acquired is \$3,417. This consists of the gross contractual value of \$3,517, less the estimated amount not expected to be collected of \$100.

In the six-month period ended June 30, 2016, the Company identified certain non-refundable customer deposits recorded in the purchase price allocation. These deposits related to projects that were terminated prior to acquisition, and should not have been included in the allocation of the purchase price. This has resulted in a decrease in accounts payable and a decrease in goodwill, each in the amount of \$1,129 from the period previously reported.

From the date of acquisition, the European subsidiary contributed to the 2015 results \$14,098 of revenue and \$1,217 of net income. If the acquisition had taken place as at January 1, 2015, revenue from continuing operations in 2015 would have increased by an additional \$17,223 and profit from continuing operations in 2015 would have increased by an additional \$157.

The allocation of purchase consideration to the acquired assets and liabilities is preliminary, utilizing information available at the time unaudited interim condensed consolidated financial statements were prepared. The final allocation may change when more information becomes available.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

There was no cash consideration exchanged at the date of control. The consideration given up or assumed consisted of the fair value of the previously held 51% interest in the European subsidiary and the recognition of a financial liability to acquire the remaining non-controlling interest based on the expected cash outflow which has been recorded as an other financial liability as at December 31, 2015. During the three-month period ended June 30, 2016, the Company acquired the remaining 49% of the European subsidiary for consideration of 6.0 million Euros.

Transaction costs related to the European subsidiary acquisition in the three- and six-month periods ended June 30, 2016 were \$93 and \$153, respectively [2015 – nil and nil] and are included in selling, general and administrative expenses.

#### [c] GJ Vis Holdings Inc. ["Vis"]

Effective November 30, 2015, the Company acquired 100% of the outstanding shares of Vis, a manufacturer of commercial fertilizer and feed handling equipment. The acquisition of Vis provides the Company with a new capability and experience in the planning, design and manufacture of high throughput industrial fertilizer handling equipment.

The purchase has been accounted for by the acquisition method with the results of Vis included in the Company's net earnings from the date of acquisition. The assets and liabilities of Vis on the date of acquisition have been recorded in the unaudited interim condensed consolidated financial statements at their estimated fair values:

	\$
Accounts receivable	1,073
Inventory	2,770
Prepaid expenses and other assets	89
Income taxes receivable	46
Property, plant and equipment	4,080
Intangible assets	
Distribution network	2,643
Brand name	2,473
Order backlog	583
Goodwill	3,637
Accounts payable and accrued liabilities	(849)
Customer deposits	(922)
Deferred tax liability	(1,674)
Purchase consideration	<u>13,949</u>

The goodwill of \$3,637 comprises the value of the assembled workforce and other expected synergies arising from the acquisition.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The fair value of the accounts receivable acquired is \$1,073. This consists of the gross contractual value of \$1,123, less the estimated amount not expected to be collected of \$50.

From the date of acquisition, Vis contributed to the 2015 results \$1,353 of revenue and \$196 of net income. If the acquisition had taken place as at January 1, 2015, revenue from continuing operations in 2015 would have increased by an additional \$13,854, and profit from continuing operations in 2015 would have increased by an additional \$451.

The impacts on the cash flows on the acquisition of Vis are as follows:

	\$
Cash paid	10,000
Contingent consideration	4,663
Due from vendor	(714)
Purchase consideration	<u>13,949</u>

The allocation of the purchase price to acquired assets and liabilities is preliminary, utilizing information available at the time the unaudited interim condensed consolidated financial statements were prepared. The final allocation of the purchase price and the working capital adjustment may change when more information becomes available.

Transaction costs related to the Vis acquisition in the three- and six-month periods ended June 30, 2016 were \$100 and \$124, respectively [2015 – nil and nil] and are included in selling, general and administrative expenses.

The contingent consideration is based on Vis meeting predetermined earnings targets in 2016 and 2017. A maximum payment of \$3,000 in 2016 and \$2,000 in 2017 would be required if Vis meets the targets. The Company believes the likelihood of the maximum payment is very high. The present value of the contingent consideration was determined using a 5% discount rate. \$2,687 was recorded in current liabilities and \$1,976 was recorded in non-current liabilities as at the date of acquisition.

#### **[d] Entringer Industrial S.A. [“Entringer”]**

Effective March 9, 2016, the Company acquired 100% of the outstanding shares of Entringer S.A. [“Entringer”], a Brazilian based manufacturer of grain bins, bucket elevators, dryers and cleaners. The acquisition of Entringer provides a strategic position for AGI's entry into the expanding agricultural market in Brazil.

The purchase has been accounted for by the acquisition method with the results of Entringer included in the Company's net earnings from the date of acquisition. The assets and liabilities of Entringer on the date of acquisition have been recorded in the unaudited interim condensed consolidated financial statements at their estimated fair values:

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

	\$
Cash and cash equivalents	1,215
Accounts receivable	1,246
Inventory	748
Prepaid expenses and other assets	160
Property, plant and equipment	4,123
Intangible assets	
Distribution network	443
Brand name	968
Goodwill	8,858
Accounts payable and accrued liabilities	(5,164)
Other liabilities	(301)
Purchase consideration	<u>12,296</u>

The goodwill of \$8,858 comprises the value of the assembled workforce and other expected synergies arising from the acquisition.

The fair value of the accounts receivable acquired is \$1,246. This consists of the gross contractual value of \$1,496 less the estimated amount not expected to be collected of \$250.

In the three-month period ended June 30, 2016, the Company identified specific inventories included in the assets that should have been reserved for, resulting in a decrease in inventory and increase in goodwill, each in the amount of \$373.

Also, the Company identified health plan costs that were not historically recorded by the vendors, but will be covered by the Company post acquisition, resulting in an increase in accounts payable and accrued liabilities and an increase in goodwill, each in the amount of \$182.

As well, a liability was identified that was not recorded at the acquisition date. This has resulted in an increase in accounts payable and accrued liabilities and an increase in goodwill, each in the amount of \$322.

The Company continues to work on the purchase price allocation and has identified updated amounts for assets acquired and liabilities assumed. This has resulted in a decrease to goodwill in the amount of \$49 and various decreases to assets and liabilities.

From the date of acquisition, Entringer contributed to the 2016 results \$1,192 of revenue and \$1,439 of net loss. If the acquisition had taken place as at January 1, 2016, revenue from continuing operations in 2016 would have increased by an additional \$1,096 and profit from continuing operations in 2016 would have decreased by an additional \$1,819.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The impacts on the cash flows on the acquisition of Entringer are as follows:

	\$
Cash paid	10,926
Contingent consideration	2,667
Due from Vendor	(1,297)
Purchase consideration	<u>12,296</u>

The allocation of the purchase price to acquired assets and liabilities is preliminary, utilizing information available at the time the unaudited interim condensed consolidated financial statements were prepared. The final allocation of the purchase price and the working capital adjustment may change when more information becomes available.

Transaction costs related to the Entringer acquisition in the three- and six-month periods ended June 30, 2016 were \$90 and \$206, respectively [2015 – nil and nil] and are included in selling, general and administrative expenses.

The contingent consideration is based on Entringer meeting predetermined earnings targets in 2016, 2017 and 2018. A maximum payment of \$1,800 in each of 2017, 2018 and 2019 would be required if Entringer meets the targets. The Company believes the likelihood of the maximum payment is low. The present value of the contingent consideration was determined using a 5% discount rate. \$2,667 was recorded in non-current liabilities as at the date of acquisition.

#### **[e] NuVision Industries Inc. [“NuVision”]**

Effective April 1, 2016, the Company acquired 100% of the outstanding shares of NuVision Industries Inc. [“NuVision”], a Canadian based designer and builder of complete turnkey fertilizer blending plants and material handling facilities. The acquisition of NuVision provides a significant additional step in AGI's strategic entry into the fertilizer sector.

The purchase has been accounted for by the acquisition method with the results of NuVision included in the Company's net earnings from the date of acquisition. The assets and liabilities of NuVision on the date of acquisition have been recorded in the unaudited interim condensed consolidated financial statements at their estimated fair values:

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

	\$
Accounts receivable	4,389
Inventory	1,205
Prepaid expenses and other assets	35
Property, plant and equipment	492
Intangible assets	
Distribution network	6,396
Brand name	3,627
Order backlog	741
Goodwill	10,136
Accounts payable and accrued liabilities	(2,591)
Customer deposits	(2,261)
Income taxes payable	(327)
Deferred tax liability	(2,416)
Purchase consideration	<u>19,426</u>

The goodwill of \$10,136 comprises the value of the assembled workforce and other expected synergies arising from the acquisition.

The fair value of the accounts receivable acquired is \$4,389. This consists of the gross contractual value of \$4,439 less the estimated amount not expected to be collected of \$50.

From the date of acquisition, NuVision contributed to the 2016 results \$5,089 of revenue and \$119 of net loss. If the acquisition had taken place as at January 1, 2016, revenue from continuing operations in 2016 would have increased by an additional \$4,380 and profit from continuing operations in 2016 would have increased by an additional \$280.

The impacts on the cash flows on the acquisition of NuVision are as follows:

	\$
Cash paid	6,000
Fair value of equipment to be provided to vendor	6,000
Contingent consideration	8,166
Due from vendor	(740)
Purchase consideration transferred	<u>19,426</u>

The allocation of the purchase price to acquired assets and liabilities is preliminary, utilizing information available at the time the unaudited interim condensed consolidated financial statements were prepared. The final allocation of the purchase price and the working capital adjustment may change when more information becomes available.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

Costs related to the NuVision acquisition in the three- and six-month periods ended June 30, 2016 were \$66 [2015 – nil] and are included in selling, general and administrative expenses.

The contingent consideration is based on NuVision meeting predetermined earnings targets in 2016, 2017 and 2018. Payments totalling \$14 million between 2017 through 2019 would be required if NuVision meets the targets. The Company believes the likelihood of the maximum payment is moderate. The present value of the contingent consideration has been determined using a 5% discount rate. \$1,348 has been recorded in current liabilities and \$6,818 has been recorded in non-current liabilities as at the date of acquisition.

#### 6. Discontinued operations

During the second quarter of 2016, the Company entered into an agreement with Arskametalli Oy ["Arska"] to sell selected assets of our wholly-owned subsidiary Mepu Oy ["Mepu"]. On June 15, 2016 we completed the sale and, after preliminary customary adjustments and transactions costs, we recognized net cash proceeds on sale of \$3,107. Final closing adjustments will be recognized and remaining proceeds of \$1,088 will be received as \$290 in the fourth quarter of 2016 and ten payments of \$105 due annually beginning June of 2017. The present value of these ten payments has been calculated to be \$798. The financial results attributable to Mepu have been presented as discontinued operations.

The results of discontinued operations for the three- and six- month periods ended June 30, 2016 are as follows:

#### Statement of profit (loss) from discontinued operations

	Three-month period ended		Six-month period ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
	\$	\$	\$	\$
<b>Sales</b>	<b>3,792</b>	4,777	<b>5,232</b>	6,280
Cost of goods sold	<b>3,083</b>	3,873	<b>4,358</b>	5,230
<b>Gross profit</b>	<b>709</b>	904	<b>874</b>	1,050
<b>Expenses</b>				
Selling, general and administrative	<b>683</b>	858	<b>1,409</b>	1,888
Other operating income	<b>—</b>	(3)	<b>(1)</b>	(3)
Impairment charge (recovery)	<b>(1,492)</b>	—	<b>(1,492)</b>	—
	<b>(809)</b>	855	<b>(84)</b>	1,885
<b>Profit (loss) from discontinued operations for the period</b>	<b>1,518</b>	49	<b>958</b>	(835)

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### Statement of comprehensive income (loss) from discontinued operations

	Three-month period ended		Six-month period ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
	\$	\$	\$	\$
<b>Profit (loss) from discontinued operations for the period</b>	<b>1,518</b>	49	<b>958</b>	(835)
Other comprehensive income				
Items that may be reclassified subsequently to profit or (loss)				
Exchange difference on translating foreign operations	14	82	52	(36)
Other comprehensive income (loss) from discontinued operations for the period	14	82	52	(36)
<b>Total comprehensive income (loss) from discontinued operations for the period</b>	<b>1,532</b>	131	<b>1,010</b>	(871)

#### Statement of cash flows from discontinued operations for the period

	Three-month period ended		Six-month period ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
	\$	\$	\$	\$
Cash flows (used in) from operating activities	(124)	(219)	(315)	21
Cash flows (used in) from investing activities	(108)	(83)	(111)	(167)
Cash flows (used in) from discontinued operations	(232)	(302)	(426)	(146)

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### 7. Other expenses (income)

	Three-month period ended		Six-month period ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
	\$	\$	\$	\$
<b>[a] Other operating expense (income)</b>				
Net loss on disposal of property, plant and equipment	1,451	739	1,461	740
Net gain on disposal of assets held for sale	(16)	—	(16)	(131)
Other	(3,708)	(460)	(4,204)	(899)
	<b>(2,273)</b>	<b>279</b>	<b>(2,759)</b>	<b>(290)</b>
<b>[b] Finance expense (income)</b>				
Interest income from banks	(11)	(215)	(39)	(230)
Loss (gain) on foreign exchange	95	(513)	(2,078)	2,192
	<b>84</b>	<b>(728)</b>	<b>(2,117)</b>	<b>1,962</b>
<b>[c] Finance costs</b>				
Interest on overdrafts and other finance costs	27	35	60	99
Interest, including non-cash interest, on debts and borrowings	2,296	1,552	4,544	2,198
Interest, including non-cash interest, on convertible debentures [note 18]	3,604	2,389	7,282	4,779
	<b>5,927</b>	<b>3,976</b>	<b>11,886</b>	<b>7,076</b>
<b>[d] Cost of goods sold</b>				
Depreciation	2,603	1,741	5,105	3,289
Amortization of intangible assets	887	351	2,212	513
Warranty provision (recovery)	(152)	369	(62)	705
Cost of inventory recognized as an expense	98,291	78,862	173,856	137,138
	<b>101,629</b>	<b>81,323</b>	<b>181,111</b>	<b>141,645</b>
<b>[e] Selling, general and administrative expenses</b>				
Depreciation	312	168	517	317
Amortization of intangible assets	1,892	1,280	3,667	2,398
Minimum lease payments recognized as an operating lease expense	672	576	1,370	993
Transaction costs	1,117	2,437	1,399	3,514
Selling, general and administrative	25,468	16,405	48,433	34,640
	<b>29,461</b>	<b>20,866</b>	<b>55,386</b>	<b>41,862</b>
<b>[f] Employee benefits expense</b>				
Wages and salaries	35,328	31,687	69,181	57,548
Share-based payment transaction expense [notes 16[a] and [b]]	2,704	(935)	3,320	145
Pension costs	961	670	1,893	1,277
	<b>38,993</b>	<b>31,422</b>	<b>74,394</b>	<b>58,970</b>
Included in cost of goods sold	23,983	20,494	46,837	38,472
Included in selling general and administrative expense	15,010	10,928	27,557	20,498
	<b>38,993</b>	<b>31,422</b>	<b>74,394</b>	<b>58,970</b>

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### 8. Intangible assets

	\$
<b>Balance, January 1, 2015</b>	75,618
Internal development	1,760
Acquired	93,565
Amortization	(8,610)
Impairment	(2,185)
Exchange differences	3,633
<b>Balance, December 31, 2015</b>	<u>163,781</u>
Internal development	1,322
Acquired	12,191
Amortization	(5,879)
Impairment	(169)
Exchange differences	(1,179)
<b>Balance, June 30, 2016</b>	<u><b>170,067</b></u>

#### 9. Goodwill

	June 30, 2016	December 31, 2015
	\$	\$
<b>Balance, beginning of period</b>	<b>164,081</b>	71,356
Acquisition <i>[note 5]</i>	<b>18,883</b>	87,564
Impairment <i>[note 13]</i>	—	(414)
Exchange differences	<b>(1,181)</b>	5,575
<b>Balance, end of period</b>	<u><b>181,783</b></u>	<u>164,081</u>

#### 10. Assets held for sale

In the three-month period ended March 31, 2015, AGI sold land and buildings in Lethbridge, Alberta and the related carrying amount of \$1,101 was removed from assets held for sale. In the three-month period ended June 30, 2015, AGI acquired Westeel, which included land and building in Regina, Saskatchewan that met the definition of assets held for sale. The related carrying amount of \$3,600 has been recorded as assets held for sale. In the three-month period ended September 30, 2015, AGI transferred all production activities from an existing facility to a new facility, both located in Decatur, Illinois. AGI concluded that the grounds, building and selected equipment at the existing Decatur, Illinois facility met the definition of assets held for sale. The related carrying amount of \$1,274 has been recorded as assets held for sale.

In the three-month period ended June 30, 2016, AGI sold the land and building in Winnipeg, Manitoba which were classified as assets held for sale and the related carrying amount of \$1,186 was removed from assets held for sale. Also, the carrying amount of the land and building in Regina, Saskatchewan was reduced from \$3,600

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

to \$2,745 [note 5[b]] and the carrying amount of the land and building in Decatur, Illinois was reduced from \$1,274 to \$650.

As at June 30, 2016, assets held for sale consist of land, grounds, buildings and selected equipment in Regina, Saskatchewan and Decatur, Illinois.

#### 11. Available-for-sale investment

In fiscal 2009, AGI invested \$2 million in a privately held Canadian farming company ["Investco"]. In conjunction with AGI's investment, Investco made a \$2 million deposit to AGI for future purchases of grain handling and storage equipment to support their farming operations and AGI was to become a strategic supplier to Investco. The deposit was fully utilized in 2014. AGI assesses at each reporting period whether there is any objective evidence that its investment is impaired. In 2014, AGI had concluded its investment in Investco was impaired based on external information available and observable conditions and as a result, AGI recorded a \$1.1 million charge to reflect management's estimate of the fair value of its investment in Investco.

#### 12. Net change in non-cash working capital

The net change in the non-cash working capital balances related to operations is calculated as follows:

	Three-month period ended		Six-month period ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
	\$	\$	\$	\$
Accounts receivable	(15,851)	(2,461)	(19,819)	(18,457)
Inventory	7,224	10,693	881	(6,117)
Prepaid expenses and other assets	(178)	(405)	(932)	(600)
Accounts payable and accrued liabilities	1,299	(5,986)	8,324	(288)
Customer deposits	(2,277)	386	(3,587)	(1,434)
Provisions	(227)	167	(387)	503
	(10,010)	2,394	(15,520)	(26,393)

#### 13. Impairment of assets

During 2015, AGI conducted a strategic review regarding operations in Union City, USA and Yläne, Finland. Management concluded that these operations were no longer strategically aligned with the business objectives of AGI and accordingly determined to exit the businesses by way of divestiture or disposal. As a result, the Company concluded that certain of the assets of these CGU's were impaired and incurred impairment charges of \$13,439 during the fourth quarter of 2015 to reflect the FVLCS of these assets. These non-cash impairment charges were recorded to income. Management's estimate of the recoverable amount of these assets was based on external information and observable conditions where possible, supplemented by internal analysis as required, which falls within Level 3 of the fair value hierarchy – refer to note 21[c] for further details related to the determination of fair value.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

As at June 30, 2016, Mepu has been classified as a discontinued operation [note 6] and Applegate has been classified as a continuing operation. AGI completed the sale of Mepu on June 15, 2016 [note 6] and accordingly Mepu has been classified as a discontinued operation. Based on the terms of the sale the final impairment amount related to Mepu was \$5,109 and as a result a reduction of the impairment charge of \$1,492 was recorded in the three months ended June 30, 2016. This amount is included in profit from discontinued operation on the consolidated statement of income.

Subsequent to June 30, 2016, AGI reached an agreement on the terms to sell Applegate. Based on these terms the final impairment amount related to Applegate was \$7,534 and as a result an additional impairment charge of \$696 was recorded in the three months ended June 30, 2016 in the consolidated statement of income.

In the three months ended June 30, 2016, AGI finalized plans to transfer certain assets from its Nobleford, AB production facility to a facility in Brazil that is currently under construction. An impairment charge of \$2.3 million related to property, plant and equipment, inventory and intangibles which were determined to be obsolete was recorded in the three months ended June 30, 2016 in the consolidated statement of income.

#### 14. Accounts receivable

As is typical in the agriculture sector, AGI may offer extended terms on its accounts receivable to match the cash flow cycle of its customer. The following table sets forth details of the age of trade accounts receivable that are not overdue, as well as an analysis of overdue amounts and the related allowance for doubtful accounts:

	June 30, 2016	December 31, 2015
	\$	\$
Total accounts receivable	100,257	77,820
Less allowance for doubtful accounts	(1,279)	(4,296)
<b>Total accounts receivable, net</b>	<b>98,978</b>	<b>73,524</b>
<b>Of which</b>		
Neither impaired nor past due	73,663	44,624
Not impaired and past the due date as follows		
Within 30 days	13,452	18,745
31 to 60 days	4,831	5,046
61 to 90 days	2,396	2,835
Over 90 days	5,915	6,570
Less allowance for doubtful accounts	(1,279)	(4,296)
<b>Total accounts receivable, net</b>	<b>98,978</b>	<b>73,524</b>

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### 15. Equity

##### [a] Common shares

###### Authorized

Unlimited number of voting common shares without par value

###### Issued

14,704,784 common shares

	Shares #	Amount \$
<b>Balance, January 1, 2015</b>	13,165,627	184,771
Dividend reinvestment plan costs	—	(16)
Dividend reinvestment shares issued from treasury	132,165	5,252
Exercise of grants under DDCP <i>[note 16[b]]</i>	10,934	396
Settlement of 2012 EIAP obligation	163,678	5,162
Dividends on 2012 EIAP	5,914	137
Share issuance related to Westeel acquisition <i>[note 5[b]]</i>	1,112,050	49,138
<b>Balance, December 31, 2015</b>	<b>14,590,368</b>	<b>244,840</b>
Dividend reinvestment shares issued from treasury <i>[note 15[e]]</i>	87,866	2,749
Settlement of 2012 EIAP obligation	26,550	849
<b>Balance, June 30, 2016</b>	<b>14,704,784</b>	<b>248,438</b>

##### [b] Contributed surplus

	Six-month period ended June 30, 2016 \$	Year ended December 31, 2015 \$
<b>Balance, beginning of period</b>	<b>10,193</b>	12,954
Equity-settled director compensation <i>[note 16[b]]</i>	<b>200</b>	268
Exercise of grants under DDCP	—	(396)
Dividends on 2012 EIAP	<b>1,151</b>	881
Settlement of 2012 EIAP dividends	<b>(163)</b>	(1,066)
Obligation under 2012 EIAP <i>[note 16[a]]</i>	<b>3,120</b>	2,736
Settlement of 2012 EIAP obligation	<b>(809)</b>	(5,184)
2015 convertible unsecured subordinated debentures	<b>6</b>	—
<b>Balance, end of period</b>	<b>13,698</b>	10,193

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### **[c] Accumulated other comprehensive income**

Accumulated other comprehensive income is comprised of the following:

##### **Cash flow hedge reserve**

The cash flow hedge reserve contains the effective portion of the cash flow hedge relationships incurred as at the reporting date.

##### **Foreign currency translation reserve**

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. It is also used to record the effect of hedging net investments in foreign operations.

#### **[d] Dividends paid and proposed**

In the three-month period ended June 30, 2016, the Company declared dividends of \$8,808 or \$0.60 per common share [2015 – \$8,370 or \$0.60 per common share] and dividends on share compensation awards of \$235 [2015 – \$188]. In the six-month period ended June 30, 2016, the Company declared dividends of \$17,586 or \$1.20 per common share [2015 – \$16,278 or \$1.20 per common share] and dividends on share compensation awards of \$1,151 [2015 – \$393]. For the three- and six-month periods ended June 30, 2016, 35,625 and 87,866 common shares were issued to shareholders from treasury under the dividend reinvestment plan [the “DRIP”]. In the three-month period ended June 30, 2016, dividends paid to shareholders were financed \$7,522 [2015 – \$8,300] from cash on hand and \$1,291 [2015 – \$955] by the DRIP. In the six-month period ended June 30, 2016, dividends paid to shareholders were financed \$14,842 [2015 – \$14,962] from cash on hand and \$2,749 [2015 – \$2,639] by the DRIP.

AGI’s dividend policy is to pay cash dividends on or about the 15th of each month to shareholders of record on the last business day of the previous month. The Company’s current monthly dividend rate is \$0.20 per common share. Subsequent to June 30, 2016, the Company declared dividends of \$0.20 per common share on July 29, 2016.

#### **[e] Dividend reinvestment plan**

On March 5, 2013, the Company announced the adoption of the DRIP. Eligible shareholders who elect to reinvest dividends under the DRIP will initially receive common shares issued from treasury at a discount of 4% from the market price of the common shares, with the market price being equal to the volume-weighted average trading price of the common shares on the Toronto Stock Exchange for the five trading days preceding the applicable dividend payment date. The Company incurred costs of nil [2015 – nil] with respect to administration of the DRIP.

#### **[f] Shareholder protection rights plan**

On December 20, 2010, the Company’s Board of Directors adopted a Shareholders’ Protection Rights Plan [the “Rights Plan”]. Specifically, the Board of Directors has implemented the Rights Plan by authorizing the issuance of one right [a “Right”] in respect of each common share [the “Common Shares”] of the Company. If a person or

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

a Company, acting jointly or in concert, acquires [other than pursuant to an exemption available under the Rights Plan] beneficial ownership of 20% or more of the Common Shares, Rights [other than those held by such acquiring person which will become void] will separate from the Common Shares and permit the holder thereof to purchase that number of Common Shares having an aggregate market price [as determined in accordance with the Rights Plan] on the date of consummation or occurrence of such acquisition of Common Shares equal to four times the exercise price of the Rights for an amount in cash equal to the exercise price. The exercise price of the Rights pursuant to the Rights Plan is \$150 per Right.

#### **[g] Preferred shares**

On May 14, 2014, the shareholders of AGI approved the creation of two new classes of preferred shares, each issuable in one or more series without par value and each with such rights, restrictions, designations and provisions as the Company's Board of Directors may, at any time from time to time determine, subject to an aggregate maximum number of authorized preferred shares. In particular, no preferred shares of either class may be issued if:

- [i] The aggregate number of preferred shares that would then be outstanding would exceed 50% of the aggregate number of common shares then outstanding; or
- [ii] The maximum aggregate number of common shares into which all of the preferred shares then outstanding could be converted in accordance with their terms would exceed 20% of the aggregate number of common shares then outstanding; or
- [iii] The aggregate number of votes which the holders of all preferred shares then outstanding would be entitled to cast at any meeting of the shareholders of the Company [other than meetings at which only holders of preferred shares are entitled to vote] would exceed 20% of the aggregate number of votes which the holders of all common shares then outstanding would be entitled to cast at any such meeting.

As at June 30, 2016 and December 31, 2015, no preferred shares were issued or outstanding.

#### **16. Share-based compensation plans**

##### **[a] Equity incentive award plan ["EIAP"]**

###### **The 2012 EIAP**

On May 11, 2012, the shareholders of AGI approved an Equity Incentive Award Plan [the "2012 EIAP"] which authorizes the Board to grant Restricted Awards ["Restricted Awards"] and Performance Awards ["Performance Awards"] [collectively the "Awards"] to persons who are officers, employees or consultants of the Company and its affiliates. Awards may not be granted to Non-Management Directors.

On May 5, 2016, the shareholders of AGI approved an amendment to the 2012 EIAP to increase the number of common shares available for issuance to 915,000. At the discretion of the Board, the 2012 EIAP provides for cumulative adjustments to the number of common shares to be issued pursuant to, or the value of, Awards on each date that dividends are paid on the common shares. The 2012 EIAP provides for accelerated vesting in the event of a change in control, retirement, death or termination without cause.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

Each Restricted Award will entitle the holder to be issued the number of common shares designated in the Restricted Award with such common shares to be issued as to one-third on each of the third, fourth and fifth anniversary dates of the date of grant, subject to earlier vesting in certain events. The Company has an obligation to settle any amount payable in respect of a Restricted Award by common shares issued from treasury of the Company.

Each Performance Award requires the Company to deliver to the holder at the Company's discretion either the number of common shares designated in the Performance Award multiplied by a Payout Multiplier or the equivalent amount in cash after the third and prior to the fourth anniversary date of the grant. The Payout Multiplier is determined based on an assessment of the achievement of pre-defined measures in respect of the applicable period. The Payout Multiplier may not exceed 200%. As at June 30, 2016, 293,000 Restricted Awards and 342,131 Performance Awards have been granted. The Company has accounted for the 2012 EIAP as an equity-settled plan. The fair values of the Restricted Awards and the Performance Awards were based on the share price as at the grant date and the assumption that there will be no forfeitures. During the three- and six-month periods ended June 30, 2016, AGI expensed \$2,612 and \$3,120 for the 2012 EIAP [2015 – recovered \$981 and expensed \$42].

#### **[b] Directors' deferred compensation plan ["DDCP"]**

Under the DDCP, every Director receives a fixed base retainer fee, an attendance fee for meetings and a committee chair fee, if applicable, and a predetermined minimum of the total compensation must be taken in common shares. A Director will not be entitled to receive the common shares he or she has been granted until a period of three years has passed since the date of grant or until the Director ceases to be a Director, whichever is earlier. The Directors' common shares are fixed based on the fees eligible to him or her for the respective period and his or her decision to elect for cash payments for dividends related to the common shares; therefore, the Director's remuneration under the DDCP vests directly in the respective service period. The three-year period [or any shorter period until a Director ceases to be a Director] qualifies only as a waiting period to receive the vested common shares.

For the three- and six-month periods ended June 30, 2016, an expense of \$92 and \$200 [2015 – \$46 and \$103] was recorded for the share grants, and a corresponding amount has been recorded to contributed surplus. The share grants were measured with the contractual agreed amount of service fees for the respective period.

The total number of common shares issuable pursuant to the DDCP shall not exceed 70,000, subject to adjustment in lieu of dividends, if applicable. For the three- and six-month periods ended June 30, 2016, 2,487 and 5,337 [2015 – 912 and 1,991] common shares were granted under the DDCP and as at June 30, 2016, a total of 59,909 [2015 – 49,526] common shares had been granted under the DDCP and 18,436 [2015 – 7,502] common shares had been issued.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### [c] Summary of expenses recognized under share-based payment plans

For the three- and six-month periods ended June 30, 2016, an expense of \$2,704 and \$3,320 [2015 - recovery of \$935 and expense of \$145] was recognized for employee and Director services rendered.

A summary of the status of the options under the 2012 EIAP is presented below:

	2012 EIAP	
	Restricted awards	Performance awards
	#	#
<b>Outstanding, January 1, 2015</b>	241,000	110,000
Granted	16,000	9,631
Vested	(54,383)	(119,631)
Forfeited	(8,283)	—
<b>Balance, December 31, 2015</b>	194,334	—
Granted	33,000	222,500
Vested	(15,557)	—
Forfeited	(4,110)	—
<b>Balance, June 30, 2016</b>	<b>207,667</b>	<b>222,500</b>

There is no exercise price on the 2012 EIAP awards.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### 17. Long-term debt and obligations under finance leases

	Interest rate %	Maturity	June 30, 2016 \$	December 31, 2015 \$
<b>Current portion of long-term debt</b>				
Series A secured notes [U.S. dollar denominated]	6.8	2016	<b>32,523</b>	34,600
<b>Total current long-term debt</b>			<b>32,523</b>	34,600
<b>Non-current portion of long-term debt</b>				
Series B secured notes	4.4	2025	<b>25,000</b>	25,000
Term A secured loan	3.4	2019	<b>50,000</b>	50,000
Term B secured loan	3.4	2022	<b>40,000</b>	40,000
<b>Total non-current long-term debt</b>			<b>115,000</b>	115,000
Less deferred financing costs			<b>2,317</b>	2,669
<b>Long-term debt</b>			<b>112,683</b>	112,331
Current portion of obligations under finance leases	Euribor +2	2017	<b>244</b>	209
Non-current portion of obligations under finance leases	Euribor +2	2017	<b>1,021</b>	1,177
<b>Obligations under finance leases</b>			<b>1,265</b>	1,386
<b>Total interest-bearing loans and borrowings</b>			<b>146,471</b>	148,317

#### [a] Bank indebtedness

AGI has operating facilities of \$20.0 million and U.S. \$5.0 million. The facilities bear interest at prime plus 0.2% to prime plus 1.75% per annum based on performance calculations. The effective interest rate during the six-month period ended June 30, 2016 on AGI's Canadian dollar operating facility was 4.0% [2015 – 3.2%] and on its U.S. dollar operating facility was 3.5% [2015 – 3.5%]. As at June 30, 2016, there was nil [December 31, 2015 – nil] outstanding under these facilities. The facilities mature March 19, 2019.

Collateral for the operating facilities ranks pari passu with the Series A secured notes and include a general security agreement over all assets, first position collateral mortgages on land and buildings, assignments of rents and leases and security agreements for patents and trademarks.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### **[b] Long-term debt**

The Series A secured notes were issued on October 29, 2009. The non-amortizing notes bear interest at 6.8% payable quarterly and mature on October 29, 2016. The Series A secured notes are denominated in U.S. dollars. Collateral for the Series A secured notes and term loans ranks pari passu and include a general security agreement over all assets, first position collateral mortgages on land and buildings, assignments of rents and leases and security agreements for patents and trademarks.

The Series B secured notes were issued on May 22, 2015. The non-amortizing notes bear interest at 4.4% payable quarterly and mature on May 22, 2025. Collateral for the Series B secured notes and term loans ranks pari passu and include a general security agreement over all assets, first position collateral mortgages on land and buildings, assignments of rents and leases and security agreements for patents and trademarks.

The Term A secured loan was issued on May 20, 2015 and matures on May 19, 2019. The facilities bear interest at BA plus 2.5% per annum based on performance calculations. Interest on the non-amortizing loan has been fixed at 3.8% through an interest rate swap contract [note 21]. Collateral for the Term A loan and secured notes ranks pari passu and include a general security agreement over all assets, first position collateral mortgages on land and buildings, assignments of rents and leases and security agreements for patents and trademarks.

The Term B secured loan was issued on May 20, 2015 and matures on May 19, 2022. The facilities bear interest at BA plus 2.5% per annum based on performance calculations. Interest on the non-amortizing loan has been fixed at 4.3% through an interest rate swap contract [note 21]. Collateral for the Term B loan and secured notes ranks pari passu and include a general security agreement over all assets, first position collateral mortgages on land and buildings, assignments of rents and leases and security agreements for patents and trademarks.

AGI has revolver facilities of \$105 million and U.S. \$45 million. The facilities bear interest at prime plus 0.2% to prime plus 1.75% per annum based on performance calculations. As at June 30, 2016, there was nil [December 31, 2015 – nil] outstanding under these facilities. The facilities mature May 19, 2019.

#### **[c] Covenants**

AGI is subject to certain financial covenants in its credit facility agreements which must be maintained to avoid acceleration of the termination of the agreement. The financial covenants require AGI to maintain a debt to earnings before interest, taxes, depreciation and amortization ["EBITDA"] ratio of less than 3.25 and to provide debt service coverage of a minimum of 1.0. The covenant calculations exclude the convertible unsecured subordinated debentures from the definition of debt. As at June 30, 2016 and December 31, 2015, AGI was in compliance with all financial covenants.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### [d] Obligations under finance lease

The Company has a real estate lease that matures on December 31, 2017. The lease is denominated in Euros and bears interest at Euribor plus 2%.

#### 18. Convertible unsecured subordinated debentures

	June 30, 2016	December 31, 2015
	\$	\$
Principal amount	<b>213,000</b>	213,000
Equity component	<b>(9,922)</b>	(9,922)
Accretion	<b>3,102</b>	2,193
Financing fees, net of amortization	<b>(6,818)</b>	(7,686)
<b>Convertible unsecured subordinated debentures</b>	<b>199,362</b>	197,585

#### 2013 Debentures

In December 2013, the Company issued \$86.3 million aggregate principal amount of convertible unsecured subordinated debentures [the "2013 Debentures"] at a price of \$1,000 per 2013 Debenture. The net proceeds of the offering, after payment of the underwriters' fee of \$3.5 million and expenses of the offering of \$0.6 million, were approximately \$82.2 million. The 2013 Debentures bear interest at an annual rate of 5.25% payable semi-annually on June 30 and December 31. The maturity date of the 2013 Debentures is December 31, 2018.

Each 2013 Debenture is convertible into common shares of the Company at the option of the holder at any time on the earlier of the maturity date and the date of redemption of the 2013 Debenture, at a conversion price of \$55.00 per common share being a conversion rate of approximately 18.1818 common shares per \$1,000 principal amount of 2013 Debentures. No conversion options were exercised during the six-month period ended June 30, 2016 [year ended December 31, 2015 – nil]. As at June 30, 2016, AGI has reserved 1,568,182 common shares for issuance upon conversion of the 2013 Debentures.

The 2013 Debentures are not redeemable before December 31, 2016. On and after December 31, 2016 and prior to December 31, 2017, the 2013 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the common shares during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On and after December 31, 2017, the 2013 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest.

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

On redemption or at maturity, the Company may, at its option, elect to satisfy its obligation to pay the principal amount of the 2013 Debentures by issuing and delivering common shares. The Company may also elect to satisfy its obligations to pay interest on the 2013 Debentures by delivering common shares. The Company does not expect to exercise the option to satisfy its obligations to pay the principal amount or interest by delivering common shares. The number of any shares issued will be determined based on market prices at the time of issuance.

The Company presents and discloses its financial instruments in accordance with the substance of its contractual arrangement. Accordingly, upon issuance of the 2013 Debentures, the Company recorded a liability of \$86,250, less related offering costs of \$3,847. The liability component has been accreted using the effective interest rate method, and during the six-month period ended June 30, 2016, the Company recorded accretion of \$437 [2015 – \$411], non-cash interest expense relating to financing costs of \$375 [2015 – \$352] and interest expense of \$2,264 [2015 – \$2,264]. The residual value assigned to the holder's option to convert the 2013 Debentures to common shares in the total amount of \$4,480 has been separated from the fair value of the liability and is included in shareholders' equity, net of income tax of \$1,134 and its pro rata share of financing costs of \$211.

#### **2014 Debentures**

In December 2014, the Company issued \$51.8 million aggregate principal amount of extendible convertible unsecured subordinated debentures [the "2014 Debentures"] at a price of \$1,000 per 2014 Debenture. The 2014 Debentures bear interest at an annual rate of 5.25% payable semi-annually on June 30 and December 31. The maturity date of the 2014 Debentures is December 31, 2019.

Each 2014 Debenture is convertible into common shares of the Company at the option of the holder at any time on the earlier of the maturity date and the date of redemption of the 2014 Debenture, at a conversion price of \$65.57 per common share being a conversion rate of approximately 15.2509 common shares per \$1,000 principal amount of 2014 Debentures. No conversion options were exercised during the six-month period ended June 30, 2016 [year ended December 31, 2015 – nil]. As at June 30, 2016, AGI has reserved 789,233 common shares for issuance upon conversion of the 2014 Debentures.

The 2014 Debentures are not redeemable before December 31, 2017. On and after December 31, 2017 and prior to December 31, 2018, the 2014 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the common shares during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On and after December 31, 2018, the 2014 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest.

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

On redemption or at maturity, the Company may, at its option, elect to satisfy its obligation to pay the principal amount of the 2014 Debentures by issuing and delivering common shares. The Company may also elect to satisfy its obligation to pay interest on the 2014 Debentures by delivering sufficient common shares. The Company does not expect to exercise the option to satisfy its obligations to pay the principal amount or interest by delivering common shares. The number of shares issued will be determined based on market prices at the time of issuance.

The Company presents and discloses its financial instruments in accordance with the substance of its contractual arrangement. Accordingly, upon issuance of the 2014 Debentures, the Company recorded a liability of \$51,750, less related offering costs of \$2,663 and the estimated fair value of the holder's conversion option. The liability component has been accreted using the effective interest rate method, and during the six-month period ended June 30, 2016, the Company recorded accretion of \$198 [2015 – \$186], non-cash interest expense relating to financing costs of \$229 [2015 – \$217] and interest expense on the 5.25% coupon of \$1,358 [2015 – \$679]. The residual value assigned to the holder's option to convert the 2014 Debentures to common shares in the total amount of \$2,165 has been separated from the fair value of the liability and is included in shareholders' equity, net of income tax of \$557 and its pro rata share of financing costs of \$111.

#### **2015 Debentures**

In September 2015, the Company issued \$75.0 million aggregate principal amount of convertible unsecured subordinated debentures [the "2015 Debentures"] at a price of \$1,000 per 2015 Debenture. The 2015 Debentures bear interest at an annual rate of 5.00% payable semi-annually on June 30 and December 31. The maturity date of the 2015 Debentures is December 31, 2020.

Each 2015 Debenture is convertible into common shares of the Company at the option of the holder at any time on the earlier of the maturity date and the date of redemption of the 2015 Debenture, at a conversion price of \$60.00 per common share being a conversion rate of approximately 16.6667 common shares per \$1,000 principal amount of 2015 Debentures. No conversion options were exercised during the six-month period ended June 30, 2016. As at June 30, 2016, AGI has reserved 1,250,000 common shares for issuance upon conversion of the 2015 Debentures.

The 2015 Debentures are not redeemable before December 31, 2018. On and after December 31, 2018 and prior to December 31, 2019, the 2015 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the common shares during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On and after December 31, 2018, the 2015 Debentures may be redeemed, in whole or in part, at the option of the Company at a price equal to their principal amount plus accrued and unpaid interest.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

On redemption or at maturity, the Company may, at its option, elect to satisfy its obligation to pay the principal amount of the 2015 Debentures by issuing and delivering common shares. The Company may also elect to satisfy its obligation to pay interest on the 2015 Debentures by delivering sufficient common shares. The Company does not expect to exercise the option to satisfy its obligations to pay the principal amount or interest by delivering common shares. The number of shares issued will be determined based on market prices at the time of issuance.

The Company presents and discloses its financial instruments in accordance with the substance of its contractual arrangement. Accordingly, upon issuance of the 2015 Debentures, the Company recorded a liability of \$75,000, less related offering costs of \$3,509 and the estimated fair value of the holder's conversion option. The liability component has been accreted using the effective interest rate method, and during the six-month period ended June 30, 2016, the Company recorded accretion of \$275 [2015 – nil], non-cash interest expense relating to financing costs of \$280 [2015 – nil] and interest expense on the 5.00% coupon of \$1,875 [2015 – nil]. The residual value assigned to the holder's option to convert the 2015 Debentures to common shares in the total amount of \$3,277 has been separated from the fair value of the liability and is included in shareholders' equity, net of income tax of \$835 and its pro rata share of financing costs of \$162.

#### 19. Retirement benefit plans

During the three- and six-month periods ended June 30, 2016, the expenses associated with the Company's defined pension benefit was \$156 and \$313 [2015 – \$93 and \$93]. At June 30, 2016, the accrued pension benefit liability was \$984 [December 31, 2015 – accrued pension benefit of \$234 included in other assets] which is included in other liabilities on the unaudited interim condensed consolidated statements of financial position.

#### 20. Income taxes

The major components of income tax expense for the six-month periods ended June 30, 2016 and 2015 are as follows:

##### Unaudited interim condensed consolidated statements of income

	2016	2015
	\$	\$
<b>Current tax expense</b>		
Current income tax charge	5,804	2,567
<b>Deferred tax expense (recovery)</b>		
Origination and reversal of temporary differences	(1,451)	2,954
<b>Income tax expense reported in the unaudited interim condensed consolidated statements of income</b>	<b>4,353</b>	<b>5,521</b>

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### Unaudited interim condensed consolidated statements of comprehensive income

	2016 \$	2015 \$
<b>Deferred tax related to items charged or credited directly to other comprehensive income during the period</b>		
Unrealized gain (loss) on derivatives	3,754	(2,035)
Actuarial gains on defined benefit plans	(304)	—
Exchange differences on translation of foreign operations	(679)	808
<b>Income tax charged (credited) directly to other comprehensive income</b>	<b>2,771</b>	<b>(1,227)</b>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

	As at June 30, 2016 \$	As at December 31, 2015 \$
Inventories	(90)	(90)
Property, plant and equipment and other assets	(20,132)	(21,115)
Intangible assets	(33,807)	(32,833)
Deferred financing costs	(651)	(611)
Accruals and long-term provisions	4,247	4,238
Tax loss carryforwards expiring between 2020 to 2036	1,844	1,614
Investment tax credits	(627)	(627)
Canadian exploration expenses	13,229	13,218
Capitalized development expenditures	(1,261)	(1,060)
Convertible debentures	(1,841)	(2,087)
EIAP liability	562	82
Derivative instruments	(925)	—
Other comprehensive income	2,663	6,417
<b>Net deferred tax liability</b>	<b>(36,789)</b>	<b>(32,854)</b>

#### Reflected in the unaudited interim condensed consolidated statements of financial position as follows

Deferred tax assets	213	84
Deferred tax liabilities	(37,002)	(32,938)
<b>Deferred tax liability, net</b>	<b>(36,789)</b>	<b>(32,854)</b>

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which these temporary differences and loss carryforwards become deductible. Based on the analysis of taxable temporary differences and future taxable income, management of the Company is of the opinion that there is convincing evidence available for the probable realization of all deductible temporary differences of the Company's tax entities incurred other than losses in its Finnish operations of 5,865 Euros [December 31, 2015 – 6,283 Euros] and its Brazilian operations of 8,895 BRL [December 31, 2015 – 2,764 BRL]. Accordingly, the Company has recorded a deferred tax asset for all other deductible temporary differences as at June 30, 2016 and as at December 31, 2015.

Included in the current year's income tax expense was nil [December 31, 2015 – \$1,652] withholding tax paid on the repatriation of surplus from a subsidiary. As at June 30, 2016, there was no recognized deferred tax liability [December 31, 2015 – nil] for taxes that would be payable on the unremitted earnings of certain of the Company's subsidiaries. The Company has determined that undistributed profits of its subsidiaries will not be distributed in the foreseeable future. The temporary differences associated with investments in subsidiaries, for which a deferred tax asset has not been recognized, aggregate to \$622 [December 31, 2015 – \$622].

Income tax provisions, including current and deferred income tax assets and liabilities, and income tax filing positions require estimates and interpretations of federal and provincial income tax rules and regulations, and judgments as to their interpretation and application to AGI's specific situation. The amount and timing of reversals of temporary differences will also depend on AGI's future operating results, acquisitions and dispositions of assets and liabilities. The business and operations of AGI are complex, and AGI has executed a number of significant financings, acquisitions, reorganizations and business combinations over the course of its history. The computation of income taxes payable as a result of these transactions involves many complex factors, as well as AGI's interpretation of and compliance with relevant tax legislation and regulations. While AGI believes that its tax filing positions are probable to be sustained, there are a number of tax filing positions that may be the subject of review by taxation authorities. Therefore, it is possible that additional taxes could be payable by AGI, and the ultimate value of AGI's income tax assets and liabilities could change in the future, and that changes to these amounts could have a material effect on unaudited interim condensed consolidated financial statements.

There are no income tax consequences to the Company attached to the payment of dividends in either 2016 or 2015 by the Company to its shareholders.

#### **21. Financial instruments and financial risk management**

##### **[a] Management of risks arising from financial instruments**

AGI's principal financial liabilities, other than derivatives, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company has deposits, trade and other receivables, and cash and short-term deposits that are derived directly from its operations. The Company also holds an available-for-sale investment and enters into derivative transactions.

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The Company's activities expose it to a variety of financial risks: market risk [including foreign exchange and interest rate], credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to mitigate certain risk exposures. The Company does not purchase any derivative financial instruments for speculative purposes. Risk management is the responsibility of the corporate finance function, which has the appropriate skills, experience and supervision. The Company's domestic and foreign operations along with the corporate finance function identify, evaluate and, where appropriate, mitigate financial risks. Material risks are monitored and are regularly discussed with the Audit Committee of the Board of Directors. The Audit Committee reviews and monitors the Company's financial risk-taking activities and the policies and procedures that were implemented to ensure that financial risks are identified, measured and managed in accordance with Company policies.

The risks associated with the Company's financial instruments are as follows:

#### **Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Components of market risk to which AGI is exposed are discussed below. Financial instruments affected by market risk include trade accounts receivable and payable, available-for-sale investments and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at June 30, 2016 and December 31, 2015.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant. The analyses exclude the impact of movements in market variables on the carrying value of provisions and on the non-financial assets and liabilities of foreign operations.

The following assumptions have been made in calculating the sensitivity analyses:

- The unaudited interim condensed consolidated statements of financial position sensitivity relates to derivatives.
- The sensitivity of the relevant unaudited interim condensed consolidated statements of income item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held as at June 30, 2016 and December 31, 2015, including the effect of hedge accounting.
- The sensitivity of equity is calculated by considering the effect of any associated cash flow hedges as at June 30, 2016 and December 31, 2015 for the effects of the assumed underlying changes.

#### **Foreign currency risk**

The objective of the Company's foreign exchange risk management activities is to minimize transaction exposures and the resulting volatility of the Company's earnings, subject to liquidity restrictions, by entering into foreign exchange forward contracts. Foreign currency risk is created by fluctuations in the fair value or cash flows of financial instruments due to changes in foreign exchange rates and exposure.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

A significant part of the Company's sales are transacted in U.S. dollars and, as a result, fluctuations in the rate of exchange between the U.S. and Canadian dollar can have a significant effect on the Company's cash flows and reported results. To mitigate exposure to the fluctuating rate of exchange, AGI enters into foreign exchange forward contracts and denominates a portion of its debt in U.S. dollars. As at June 30, 2016, AGI's U.S. dollar denominated debt totalled \$32.5 million [December 31, 2015 – \$34.6 million] and the Company has entered into the following foreign exchange forward contracts to sell U.S. dollars in order to hedge its foreign exchange risk on revenue:

Settlement dates	Face value	Average rate
	U.S. \$	Cdn \$
July – December 2016	59,500	1.18
January – February 2017	9,000	1.25

The Company enters into foreign exchange forward contracts to mitigate foreign currency risk relating to certain cash flow exposures. The hedged transactions are expected to occur within a maximum 24-month period. The Company's foreign exchange forward contracts reduce the Company's risk from exchange movements because gains and losses on such contracts offset gains and losses on transactions being hedged. The Company's exposure to foreign currency changes for all other currencies is not material.

AGI's sales denominated in U.S. dollars for the six-month period ended June 30, 2016 were U.S. \$104.7 million, and the total of its cost of goods sold and its selling, general and administrative expenses denominated in that currency were U.S. \$61.9 million. Accordingly, a 10% increase or decrease in the value of the U.S. dollar relative to its Canadian counterpart would result in a \$10.5 million increase or decrease in sales and a total increase or decrease of \$6.2 million in its cost of goods sold and its selling, general and administrative expenses. In relation to AGI's foreign exchange hedging contracts, a 10% increase or decrease in the value of the U.S. dollar relative to its Canadian counterpart would result in a \$5.4 million increase or decrease in the foreign exchange gain and a \$8.9 million increase or decrease to other comprehensive income.

The counterparties to the contracts are three multinational commercial banks and therefore credit risk of counterparty non-performance is remote. Realized gains or losses are included in net earnings, and for the three- and six-month periods ended June 30, 2016, the Company realized a loss on its foreign exchange contracts of \$2,668 and \$6,251 [2015 – \$1,788 and \$3,690].

The open foreign exchange forward contracts as at June 30, 2016 are as follows:

Notional amount of currency sold	Notional Canadian dollar equivalent		
	Weighted average rate	Cdn \$ equivalent	Unrealized loss
\$		\$	\$
U.S. dollar contract	1.19	81,441	7,039

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The terms of the foreign exchange forward contracts have been negotiated to match the terms of the commitments. There were no highly probable transactions for which hedge accounting has been claimed that have not occurred and no significant element of hedge ineffectiveness requiring recognition in the unaudited interim condensed consolidated statements of income.

The cash flow hedges of the expected future sales were assessed to be highly effective and a net unrealized loss of \$7,039 [2015 – \$15,240], with a deferred tax asset of \$2,663 [2015 – \$4,405] relating to the hedging instruments, is included in accumulated other comprehensive income.

#### **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Furthermore, as AGI regularly reviews the denomination of its borrowings, the Company is subject to changes in interest rates that are linked to the currency of denomination of the debt. AGI's Series A secured notes, Series B secured notes and convertible unsecured subordinated debentures outstanding at June 30, 2016 and December 31, 2015 are at a fixed rate of interest.

#### **Interest rate swap contracts**

On May 22, 2015, the Company entered into interest rate swap contracts to manage its exposure to fluctuations in interest rates on its core borrowings. Through these contracts, the Company agreed to receive interest on notional amounts from the counterparty and pay interest on the same notional amounts at rates between 3.84% and 4.32%. The notional amounts are \$90,000 in aggregate resetting the last business day of each month. The contracts expire in May 2019 and May 2022.

The interest rate swap contracts are derivative financial instruments designated as cash flow hedges and changes in the fair value were recognized as a component of other comprehensive income to the extent that it has been assessed to be effective.

The amount of loss recorded in other comprehensive income during the three- and six-month periods ended June 30, 2016 was \$55 and \$823 [2015 – \$1,073 and \$1,073].

#### **Equity swap**

On March 18, 2016, the Company entered into an equity swap agreement with a financial institution to manage the cash flow exposure due to fluctuations in its share price related to the EIAP.

Pursuant to this agreement, the Counterparty has agreed to pay the Company the total return of the defined underlying common shares which includes both the dividend income they may generate and any capital appreciation. In return, the Company has agreed to pay the Counterparty a funding cost calculated daily based on floating rate option [CAD-BA-COOR] plus a spread of 2.0% and any administrative fees or expenses which are incurred by the Counterparty directly.

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

As at June 30, 2016, the equity swap agreement covered 500,000 common shares of the Company at a price of \$34.10 and the agreement matures on March 22, 2019.

As at June 30, 2016, the unrealized gain on the equity swap was \$3,425 and in the three- and six-month periods ended June 30, 2016, the Company has recorded a gain in the statement of profit and loss of \$3,105 and \$3,425 [2015 – nil and nil].

#### **Credit risk**

Credit risk is the risk that a customer will fail to perform an obligation or fail to pay amounts due, causing a financial loss. A substantial portion of AGI's accounts receivable are with customers in the agriculture industry and are subject to normal industry credit risks. A portion of the Company's sales and related accounts receivable are also generated from transactions with customers in overseas markets, several of which are in emerging markets such as countries in Eastern Europe. It is often common business practice for international customers to pay invoices over an extended period of time. Accounts receivable is subject to credit risk exposure and the carrying values reflect management's assessment of the associated maximum exposure to such credit risk. The Company regularly monitors customers for changes in credit risk. The Company's credit exposure is mitigated through the use of credit practices that limit transactions according to the customer's credit quality and due to the accounts receivable being spread over a large number of customers. Trade receivables from international customers are often insured for events of non-payment through third-party export insurance. In cases where the credit quality of a customer does not meet the Company's requirements, a cash deposit or letter of credit is received before goods are shipped.

Assessments about the recoverability of financial assets, including accounts receivable, require significant judgment in determining whether there is objective evidence that a loss event has occurred and estimates of the amount and timing of future cash flows. The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability to collect on its trade receivables which is netted against the accounts receivable on the unaudited interim condensed consolidated statements of financial position. Emerging markets are subject to various additional risks including currency exchange rate fluctuations, foreign economic conditions and foreign business practices. One or more of these factors could have a material effect on the future collectability of such receivables. In assessing whether objective evidence of impairment exists at each reporting period the Company considers its past experience of collecting payments, historical loss experience, customer credit ratings and financial data as available, collateral on amounts owing including insurance coverage from export credit agencies, as well as observable changes in national or local economic conditions.

The Company does not believe that any single customer group represents a significant concentration of credit risk.

#### **Liquidity risk**

Liquidity risk is the risk that AGI will encounter difficulties in meeting its financial liability obligations. AGI manages its liquidity risk through cash and debt management. In managing liquidity risk, AGI has access to committed short- and long-term debt facilities as well as to equity markets, the availability of which is dependent on market conditions. AGI believes it has sufficient funding through the use of these facilities to meet foreseeable borrowing requirements.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### [b] Fair value

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are carried in the unaudited interim condensed consolidated financial statements:

	June 30, 2016		December 31, 2015	
	Carrying amount	Fair value	Carrying amount	Fair value
	\$	\$	\$	\$
<b>Financial assets</b>				
Loans and receivables				
Cash and cash equivalents	28,126	28,126	58,234	58,234
Cash held in trust	250	250	250	250
Accounts receivable	98,978	98,978	73,524	73,524
Due from vendor	1,522	1,522	—	—
Derivative instruments	3,505	3,505	—	—
Available-for-sale investment	900	900	900	900
Note receivable and consideration receivable	1,088	1,088	—	—
<b>Financial liabilities</b>				
Other financial liabilities				
Interest-bearing loans and borrowings	146,471	148,300	148,317	148,531
Trade payables and provisions	69,123	69,123	54,271	54,271
Dividends payable	2,938	2,938	2,883	2,883
Acquisition, transaction and financing costs payable	397	397	732	732
Due to vendor	7,413	7,413	1,914	1,914
Contingent consideration	16,251	16,251	4,663	4,663
Other financial liabilities	—	—	9,017	9,017
Derivative instruments	9,862	9,862	23,768	23,768
Convertible unsecured subordinated debentures	199,362	181,542	197,585	185,414

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The following methods and assumptions were used to estimate the fair values:

- Cash and cash equivalents, cash held in trust, accounts receivable, dividends payable, acquisition, transaction and financing costs payable, accounts payable and accrued liabilities, due to vendor, contingent consideration and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair value of unquoted instruments and loans from banks is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.
- The Company enters into derivative financial instruments with financial institutions with investment grade credit ratings. Derivatives valued using valuation techniques with market observable inputs are mainly foreign exchange forward contracts and one option embedded in each convertible debt agreement. The most frequently applied valuation techniques include forward pricing, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and foreign exchange spot and forward rates.
- AGI includes its available-for-sale investment which is in a private company in Level 3 of the fair value hierarchy as it trades infrequently and has little price transparency. AGI reviews the fair value of this investment at each reporting period and when recent arm's length market transactions are not available, management's estimate of fair value is determined using a market approach based on external information and observable conditions where possible, supplemented by internal analysis as required. In 2015, AGI transferred the available-for-sale investment from Level 2 to Level 3 as direct observable market data was not available.

#### **[c] Fair value ["FV"] hierarchy**

AGI uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

##### ***Level 1***

The fair value measurements are classified as Level 1 in the FV hierarchy if the fair value is determined using quoted, unadjusted market prices for identical assets or liabilities.

##### ***Level 2***

Fair value measurements that require inputs other than quoted prices in Level 1, and for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly, are classified as Level 2 in the FV hierarchy.

##### ***Level 3***

Fair value measurements that require unobservable market data or use statistical techniques to derive forward curves from observable market data and unobservable inputs are classified as Level 3 in the FV hierarchy.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The FV hierarchy of financial instruments recorded on the unaudited interim condensed consolidated statements of financial position is as follows:

	June 30, 2016			December 31, 2015		
	Level 1 \$	Level 2 \$	Level 3 \$	Level 1 \$	Level 2 \$	Level 3 \$
<b>Financial assets</b>						
Derivative instruments	—	3,505	—	—	—	—
Available-for-sale investment	—	—	900	—	—	900
Note receivable and consideration receivable	—	1,088	—	—	—	—
Assets held for sale	—	3,395	—	—	—	—
<b>Financial liabilities</b>						
Interest-bearing loans and borrowings	—	146,471	—	—	148,317	—
Contingent consideration	—	—	16,251	—	—	4,663
Other financial liabilities	—	—	—	—	—	9,017
Derivative instruments	—	9,862	—	—	23,768	—
Convertible unsecured subordinated debentures	—	199,362	—	—	197,585	—

During the reporting periods ended June 30, 2016 and December 31, 2015, there were no transfers between Level 1 and Level 2 fair value measurements.

Interest from financial instruments is recognized in finance costs and finance income. Foreign currency and impairment reversal impacts for loans and receivables are reflected in finance expenses (income).

## 22. Capital disclosure and management

The Company's capital structure is comprised of shareholders' equity and long-term debt. AGI's objectives when managing its capital structure are to maintain and preserve AGI's access to capital markets, continue its ability to meet its financial obligations, including the payment of dividends, and finance future organic growth and acquisitions.

AGI manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company is not subject to any externally imposed capital requirements other than financial covenants in its credit facilities and as at June 30, 2016 and December 31, 2015, all of these covenants were complied with [note 17[c]].

## **Ag Growth International Inc.**

### **Notes to unaudited interim condensed consolidated financial statements**

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The Board of Directors does not establish quantitative capital structure targets for management, but rather promotes sustainable and profitable growth. Management monitors capital using non-GAAP financial metrics, primarily total debt to the trailing 12 months EBITDA and net debt to total shareholders' equity. There may be instances where it would be acceptable for total debt to trailing EBITDA to temporarily fall outside of the normal targets set by management such as in financing an acquisition to take advantage of growth opportunities or industry cyclicalities. This would be a strategic decision recommended by management and approved by the Board of Directors with steps taken in the subsequent period to restore the Company's capital structure based on its capital management objectives.

#### **23. Related party disclosures**

##### **Relationship between parent and subsidiaries**

The main transactions between the corporate entity of the Company and its subsidiaries is the providing of cash fundings based on the equity and convertible debt funds of Ag Growth Inc. Furthermore, the corporate entity of the Company is responsible for the billing and supervision of major construction contracts with external customers and the allocation of sub-projects to the different subsidiaries of the Company. Finally, the parent company provides management services to the Company entities. Between the subsidiaries there are limited inter-company sales of inventories and services. Because all subsidiaries are currently 100% owned by Ag Growth Inc., these inter-company transactions are 100% eliminated on consolidation.

##### **Other relationships**

Burnet, Duckworth & Palmer LLP ["BDP"] provides legal services to the Company and a Director of AGI is a partner of BDP. The total cost of these legal services in the six-month period ended June 30, 2016 was \$60 [2015 – \$690] and \$50 [2015 – \$2,035] is included in accounts payable and accrued liabilities as at June 30, 2016. These transactions were incurred during the normal course of business.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### 24. Profit (loss) per share

Profit (loss) per share is based on the consolidated profit (loss) for the year divided by the weighted average number of shares outstanding during the year. Diluted profit (loss) per share is computed in accordance with the treasury stock method and based on the weighted average number of shares and dilutive share equivalents.

The following reflects the income and share data used in the basic and diluted profit per share computations:

	Three-month period ended		Six-month period ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
	\$	\$	\$	\$
Net profit from continuing operations	<b>3,767</b>	8,124	<b>10,024</b>	5,599
Net profit (loss) from discontinued operations	<b>1,518</b>	49	<b>958</b>	(835)
Net profit attributable to shareholders for basic and diluted profit per share	<b>5,285</b>	8,173	<b>10,982</b>	4,764
Basic weighted average number of shares	<b>14,680,742</b>	13,718,978	<b>14,650,161</b>	13,449,639
Dilutive effect of DDCP	<b>39,013</b>	41,122	<b>37,590</b>	40,586
Dilutive effect of RSU [note 15[d]]	<b>212,429</b>	242,000	<b>216,637</b>	238,055
Diluted weighted average number of shares	<b>14,932,184</b>	14,002,100	<b>14,904,388</b>	13,728,280
Profit per share from continuing operations				
Basic	<b>0.26</b>	0.60	<b>0.68</b>	0.41
Diluted	<b>0.25</b>	0.58	<b>0.67</b>	0.41
Profit (loss) per share from discontinued operations				
Basic	<b>0.10</b>	0.00	<b>0.07</b>	(0.06)
Diluted	<b>0.10</b>	0.00	<b>0.07</b>	(0.06)
Profit per share				
Basic	<b>0.36</b>	0.60	<b>0.75</b>	0.35
Diluted	<b>0.35</b>	0.58	<b>0.74</b>	0.35

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these unaudited interim condensed consolidated financial statements.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

The 2013, 2014 and 2015 convertible unsecured subordinated debentures were excluded from the calculation of diluted net profit per share in the three- and six-month periods ended June 30, 2016 because their effect is anti-dilutive.

#### 25. Reportable business segment

The Company manufactures agricultural equipment with a focus on grain handling, storage and conditioning products. As at June 30, 2016, aggregation of operating segments was applied to determine that the Company had only one reportable segment. The primary factors considered in the application of the aggregation criteria included the similar long-term average gross margins and growth rates across the segments, the nature of the products manufactured by the segments all being related to the handling, storage and conditioning of agricultural commodities, and the similarity in the production processes of the segments.

The Company operates primarily within three geographical areas: Canada, United States and International. The following details the revenues, property, plant and equipment, goodwill, intangible assets and available-for-sale investment by geographical area, reconciled to the Company's unaudited financial statements:

	Revenue				Property, plant and equipment, goodwill, intangible assets and available-for-sale investment	
	Three-month period ended		Six-month period ended		As at	As at
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015	June 30, 2016	December 31, 2015
	\$	\$	\$	\$	\$	\$
Canada	<b>65,398</b>	39,103	<b>116,750</b>	60,870	<b>370,017</b>	352,741
United States	<b>48,249</b>	53,663	<b>96,253</b>	96,284	<b>109,770</b>	120,479
International	<b>30,926</b>	24,853	<b>47,890</b>	46,221	<b>33,381</b>	21,229
	<b>144,573</b>	117,619	<b>260,893</b>	203,375	<b>513,168</b>	494,449

The revenue information above is based on the location of the customer. The Company has no single customer that represents 10% or more of the Company's revenue.

#### 26. Commitments and contingencies

##### [a] Contractual commitment for the purchase of property, plant and equipment

As of the reporting date, the Company has entered into commitments to purchase property, plant and equipment of \$3,890 [2015 – \$18,012] for which deposits of \$625 [2015 – \$14,835] were made as at June 30, 2016.

## Ag Growth International Inc.

### Notes to unaudited interim condensed consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

June 30, 2016

#### [b] Letters of credit

As at June 30, 2016, the Company has outstanding letters of credit in the amount of \$79 [December 31, 2015 – \$4,802].

#### [c] Operating leases

The Company leases office and manufacturing equipment, warehouse facilities and vehicles under operating leases with minimum aggregate rent payable in the future as follows:

	\$
Within one year	2,269
After one year but no more than five years	5,042
After five years	1,825
	<u>9,136</u>

These leases have a life of between one and nine years with no renewal options included in the contracts.

During the three- and six-month periods ended June 30, 2016, the Company recognized an expense of \$672 and \$1,370 [2015 – \$576 and \$993] for leasing contracts. This amount relates only to minimum lease payments.

#### [d] Legal actions

The Company is involved in various legal matters arising in the ordinary course of business. The resolution of these matters is not expected to have a material adverse effect on the Company's financial position, results of operations or cash flows.

### 27. Subsequent events

Effective July 2016, the Company acquired 100% of the outstanding shares of Mitchell Mill Systems ["Mitchell"] for a maximum purchase price of \$30 million. Upon acquisition, a cash amount of \$16.8 million was paid to the vendors. The contingent consideration is payable over three years based on the achievement of earnings targets in 2017, 2018 and 2019.