

Stonegate Agricom Announces Closing of Non-Brokered Private Placement

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TORONTO, Jan. 5, 2017 - [Stonegate Agricom Ltd.](#) ("Stonegate" or the "Company") (TSX: ST) is pleased to announce it has completed its previously announced non-brokered private placement (the "Private Placement") to Milfam II L.P. ("M2"), Alimco Financial Corp. and Lloyd I. Miller Trust A-4 of 100,000,000 units ("Units") at a price of CAD\$0.02 per Unit for gross proceeds of CAD\$2,000,000. Each Unit consists of (i) one common share in the capital of the Company (each, a "PP Share"); and (ii) one common share purchase warrant (each, a "PP Warrant") entitling the holder thereof to purchase one common share in the capital of the Company (each, a "Warrant Share") at a price of CAD\$0.03 per Warrant Share at any time prior to 5:00 p.m. (Toronto time) on January 7, 2019.

The net proceeds of the Private Placement were used primarily to redeem the Company's USD \$1,000,000 senior secured convertible promissory note held by M2. The balance of the proceeds will be used for permitting costs and land payments at the Company's Paris Hills Project and working capital purposes.

Mr. Lloyd I. Miller, III ("Miller") is the managing member of the general partner of M2 and Lloyd I. Miller Trust A-4. He also is a controlling shareholder of Alimco Financial Corporation, also known as Alliance Semiconductor Corporation. As a result of the Private Placement, Miller beneficially owns, or controls or directs, directly or indirectly 118,789,834 common shares, the PP Warrants and an additional 4,000,000 common share purchase warrants, representing 22.7% of the issued and outstanding common shares of the Company (on an undiluted basis) and 35.5% of the issued and outstanding common shares of the Company (on a partially diluted basis).

The PP Shares and PP Warrants have not been and will not be registered under the United States Securities Act of 1993, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold unless an exemption from registration is available. The PP Shares and PP Warrants were issued on a private placement basis pursuant to an exemption from registration provided by Regulation D under the U.S. Securities Act.

The PP Shares and PP Warrants will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

About Stonegate Agricom Ltd.

Stonegate Agricom, which is engaged in acquiring and developing agricultural nutrient projects, is currently focused on the development of the Paris Hills Phosphate Project located in Idaho. The Company believes that the deposit has sufficient size and grade to become a strategic, cost-effective source of phosphate supply for major fertilizer producers. More information is available at www.stonegateagricom.com.

Cautionary Note Regarding Forward-Looking Statements

This news release contains "forward-looking statements" and "forward-looking information" within the meaning of applicable law, including the forward looking information relating to the use of proceeds of the Private Placement. Generally, forward-looking statements and forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". All forward-looking statements and forward-looking information are based on reasonable assumptions that have been made by the Company as at the date of such information. Forward-looking statements and forward-looking information are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements and forward-looking information, including but not limited to: risks relating to having a significant shareholder, uncertainty of additional capital and the Company's ability to continue as a going concern, dilution to the common shares, currency fluctuations, uncertainty regarding the timing of receipt of required permits, as well as those factors discussed in the section entitled "Risk Factors" in the

Company's most recently filed annual information form available at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements and forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or forward-looking information. The forward-looking statements and forward-looking information contained in this news release are included for the purpose of providing investors with information to assist them in understanding the Company's expected financial and operational performance and may not be appropriate for other purposes. Stonegate does not undertake to update any forward-looking statement or forward-looking information that is included herein, except in accordance with applicable securities laws.

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