



CONCLUSION OF CONVERTIBLE NOTE FUNDING

January 11th, 2019, Toronto, ON, Canada – SOPerior Fertilizer Corp. (the “Company”) (TSX:SOP) is pleased to announce it has entered into a termination agreement to conclude its convertible note funding with The Lind Partners (“Lind”)

Terms of the Termination Agreement

- The Company will make a one-time payment to Lind of \$1,165,000 USD on or before March 1st, 2019, which payment will be reduced to \$1,140,000 USD if paid on or before January 31st, 2019 (the “**Release Payment**”);
- On the date of the Termination Agreement, the Company will issue to Lind: (i) common shares with an aggregate value of \$100,000 USD at a price per common share equal to the five-day volume weighted average trading price of the Company’s common shares on the Toronto Stock Exchange (“**TSX**”) immediately prior to the date of issuance; and (ii) warrants to purchase 5,000,000 common shares of the Company at exercise price of \$0.06 CAD per share for a period of 36 months from the date of issuance (together, the “**Security Consideration**”);
- Following the issuance of the Security Consideration and receipt of the Release Payment, the Funding Agreement will be terminated, the outstanding warrants issued to Lind on January 5, 2017 and exercisable for 6,511,326 common shares of the Company at a price of \$0.50 per common share will be terminated, and Lind will release the security it holds on Blawn Mountain and Valleyfield Fertilizer.

Executive Chairman and Director, R. Bruce Duncan commented, “We are pleased to have reached an agreement to retire the convertible note within the next few weeks, making SOP debt-free and paving the way to advance off-take discussions and commence negotiations with global project financiers to develop Blawn Mountain and related infrastructure.”

The Termination Agreement was conditionally approved by the TSX on January 4, 2019.

On Behalf of the Board of Directors

SOPERIOR FERTILIZER INC.

“R. Bruce Duncan”

Executive Chairman and Director

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FORWARD LOOKING STATEMENTS: *This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Investors are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. All of the forward-looking statements made in this press release are qualified by these cautionary statements and by those made in our filings with SEDAR in Canada (available at www.sedar.com).*