

NEWS RELEASE TRANSMITTED BY MARKETWIRE

FOR: AG GROWTH INCOME FUND

TSX SYMBOL: AFN.UN

April 19, 2009

Ag Growth Announces Proposed Conversion to a Corporation with a 17 Cent Per Share Monthly Dividend

Conference Call Scheduled for 8:00 A.M. EST on Monday April 20, 2009

WINNIPEG, MANITOBA--(Marketwire - April 19, 2009) - Ag Growth Income Fund (TSX:AFN.UN) ("Ag Growth") is pleased to announce it has entered into an agreement (the "Arrangement Agreement") pursuant to which, among other things, it will convert from an income trust to a corporation (the "Conversion").

Following Conversion, Ag Growth expects to pay a monthly dividend of 17 cents per share, unchanged from Ag Growth's previous distribution amount.

Ag Growth has been proactively assessing several options available to provide long-term stability of distributions for Ag Growth unitholders while minimizing the impact of the trust taxation legislated by the Federal Government in June 2007. Ag Growth believes the early conversion to a corporation through the proposed Arrangement Agreement with Benachee Resources Inc. ("Benachee") accomplishes both of these objectives.

The Conversion will occur pursuant to a statutory plan of arrangement (the "Plan of Arrangement") under Section 192 of the Canada Business Corporations Act ("CBCA") and is expected to become effective in June 2009. Ag Growth's present monthly distribution of 17 cents per trust unit will continue until the Conversion is completed. Ag Growth presently anticipates that subsequent to the Conversion a monthly dividend in the amount of 17 cents per share will be paid to shareholders.

Rationale and Benefits for the Conversion

On October 31, 2006, the Department of Finance announced the Specified Investment Flow-Through ("SIFT") trust income and distribution tax (the "SIFT Tax"), which will apply to Ag Growth in 2011. In order to qualify under new legislation for a tax-free conversion, Ag Growth must convert to a corporation before the end of 2013. Having regard to these legislative changes, as well as the opportunities to advance Ag Growth's long-term strategic plan, Ag Growth believes that it is in its best interests to proceed with the Conversion at this time.

In addition:

- the Plan of Arrangement provides for an effective and efficient method of converting from a SIFT to a corporation consistent with existing legislation;

This is Exhibit 2 referred to in the affidavit of ANDREW GOTTWALD sworn before me, this 20th day of APRIL 2009.


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- in respect of the \$0.17 monthly (\$2.04 annual) dividend anticipated to be paid on the common shares of Ag Growth Industries Corporation ("New Ag Growth") following the Conversion, Canadian taxable unitholders should benefit from lower income taxes paid on dividends compared to taxes paid on current distributions;
- the Conversion will enable New Ag Growth to reinvest a significant portion of its free cash flow into the business in order to capitalize on future growth opportunities;
- the Conversion may result in greater access to capital in Canada, the United States and other international markets and the removal of the "normal growth" and "undue expansion restrictions" in the SIFT legislation which limits Ag Growth's ability to consider strategic acquisitions;
- the Conversion may result in improved liquidity resulting in higher trading volumes;
- the Conversion is expected to be a tax deferred rollover for unitholders of Ag Growth ("Ag Growth Unitholders") resident in Canada;
- New Ag Growth will have an estimated combined Canadian and U.S. tax basis of approximately \$325 million following the Conversion; and
- the Conversion will lead to a simplified and more efficient corporate structure that will reduce overhead and administrative costs.

Details of the Conversion

Under the Plan of Arrangement, Ag Growth Unitholders will receive one common share of Benachee in exchange for every trust unit of Ag Growth held on the effective date of the Conversion, and Benachee will change its name to "Ag Growth Industries Corporation". Upon completion of the Conversion, New Ag Growth will operate the existing businesses of Ag Growth and its subsidiaries and the existing trustees and management of Ag Growth will become the board and management of New Ag Growth. New Ag Growth is not, as a consequence of the Conversion, acquiring any additional business carried on by Benachee. Pursuant to the Plan of Arrangement, Benachee will transfer substantially all of its assets and all of its liabilities to a new subsidiary of its parent corporation. Pursuant to the Plan of Arrangement consideration with an aggregate value of \$13 million (calculated in accordance with the Plan of Arrangement) in the form of cash, \$4 million in common shares and \$4 million in convertible preferred shares of New Ag Growth, will be received by Benachee's parent corporation and paid to its principal creditor. The number of fully diluted New Ag Growth common shares outstanding will increase from the present 12,755,000 trust units to approximately 13,078,039 New Ag Growth common shares (assuming the conversion of the preferred shares).

The Conversion is subject to various customary commercial conditions, including the receipt of regulatory approvals which include the approval of The Toronto Stock Exchange. The Conversion is also subject to the approval of the court (both pursuant to the CBCA in respect of the Plan of Arrangement and the Companies' Creditors Arrangement Act ("CCAA") in respect of Benachee and its parent corporation, which are

subject to an order providing creditor protection under the CCAA) and of not less than 66 2/3% of the votes cast at the meeting (the "Meeting") of Ag Growth Unitholders to be held to consider the Conversion. CCAA Court approval is to be obtained by April 30, 2009. The mailing to Ag Growth Unitholders of an information circular in respect of the Meeting is expected to occur in May 2009 and the Conversion is expected to occur prior to the end of June 2009.

Complete details of the terms of the Plan of Arrangement are set out in the Arrangement Agreement that will be filed by Ag Growth on SEDAR (www.sedar.com).

Fairness Opinion

The board of trustees of Ag Growth retained TD Securities Inc. ("TD Securities") to act as its financial advisor in connection with this transaction. Pursuant to this mandate, TD Securities has provided the board of trustees with an opinion that, as at the date thereof and subject to the particular assumptions, considerations and limitations summarized therein, the consideration to be received by unitholders pursuant to the Arrangement Agreement is fair, from a financial point of view, to such unitholders. The full text of the TD Securities fairness opinion will be appended to the management information circular to be provided to unitholders in connection with the proposed Conversion.

Trustee Approval

The board of trustees of Ag Growth has unanimously determined that the Conversion is fair to Ag Growth Unitholders and in the best interests of Ag Growth and the Ag Growth Unitholders. The board of trustees recommends that Ag Growth Unitholders approve the Conversion.

Creditor Support Agreement

The senior creditor of Benachee's parent corporation has entered into a support agreement with Ag Growth pursuant to which, among other things, it has agreed to support the Plan of Arrangement and the application for the CCAA approval order. Cormark Securities Inc. is acting as financial advisor to the senior creditor for the purposes of this transaction.

Conference Call

Ag Growth Income Fund will hold a conference call on April 20, 2009 at 8:00 A.M. EST to discuss the Conversion.

To participate in the conference call, please dial 1-866-223-7781 or for local access dial 416-340-8018. Please quote confirmation code 4005207.

An audio replay of the call will be available for 7 days. To access the audio replay, please dial 1-800-408-3053 or for local access dial 416-695-5800. Please quote confirmation code 7811145. About Ag Growth

Ag Growth is a leading manufacturer of portable and stationary grain handling, storage and conditioning equipment, including augers, belt

conveyors, grain storage bins, grain handling accessories and grain aeration equipment. Ag Growth's sales, marketing, and distribution system is comprised of approximately 1,400 dealers and distributors that distribute product in 48 states, nine provinces, and overseas.

This press release contains certain forward-looking statements and forward-looking information ("forward-looking information") within the meaning of applicable Canadian securities laws. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "believe", "plan", "intend", "objective", "continuous", "ongoing", "estimate", "expect", "may", "will", "project", "should" or similar words suggesting future outcomes. In particular, this press release includes forward-looking information relating to dividends, taxes, plans and objectives, access to capital, projected costs, business strategy and anticipated benefits of the Conversion. Ag Growth believes the expectations reflected in such forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon.

Forward-looking information is based on various assumptions. Those assumptions are based on information currently available to Ag Growth, including information obtained from third party industry analysts and other third party sources and include the historic performance of Ag Growth's businesses, current economic trends, completion of the Conversion and utilization of the tax basis, currency, exchange and interest rates, trading data and cost estimates. You are cautioned that the preceding list of assumptions is not exhaustive.

Forward-looking information is not a guarantee of future performance and involves a number of risks and uncertainties some of which are described herein. Such forward-looking information necessarily involves known and unknown risks and uncertainties, which may cause Ag Growth's actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking information. These risks and uncertainties include but are not limited to the risks identified in Ag Growth's Annual Information Form under the heading "Risk Factors" and the risks associated with the availability and amount of the tax basis. Any forward-looking information is made as of the date hereof and, except as required by law, Ag Growth assumes no obligation to publicly update or revise such information to reflect new information, subsequent or otherwise.

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FOR FURTHER INFORMATION PLEASE CONTACT:

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Steve Sommerfeld
Investor Relations
(204) 489-1855
Email: steve@aggrowth.com

INDUSTRY: Agriculture-Equipment and Supplies, Agriculture-Farming,
Manufacturing and Production-Machinery and Tools

SUBJECT: DTV

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This exhibit is referred to in the
affidavit of ANDREW GOTTWALD
sworn before me, this 20th
day of APRIL 2009

Tahera Diamond Corporation Announces Plan of Arrangement with Ag Growth Income Fund

A COMMISSIONER FOR TAKING AFFIDAVITS

TORONTO, April 19, 2009 - Tahera Diamond Corporation ("Tahera" or the "Company") is pleased to announce that it has entered into an agreement (the "Arrangement Agreement") with Ag Growth Income Fund (TSX: AFN.UN) ("Ag Growth") pursuant to which, among other things, Benachee Resources Inc. ("Benachee"), a wholly-owned subsidiary of the Company, will transfer substantially all of its assets and liabilities to a new subsidiary of the Company.

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This transaction will occur pursuant to a statutory plan of arrangement (the "Plan of Arrangement") under Section 192 of the *Canada Business Corporations Act* ("CBCA") and is expected to become effective in June 2009.

Under the Plan of Arrangement, Ag Growth unitholders will receive one common share of Benachee in exchange for every trust unit of Ag Growth held on the effective date of the transaction, and Benachee will change its name to "Ag Growth Industries Corporation". Upon completion of the transaction, Ag Growth Industries Corporation ("New Ag Growth") will operate the existing businesses of Ag Growth and its subsidiaries and the existing trustees and management of Ag Growth will become the board and management of New Ag Growth. New Ag Growth is not, as a consequence of this transaction, acquiring any additional business carried on by Benachee. Pursuant to the Plan of Arrangement, Benachee will transfer all of its assets and all of its liabilities to a new subsidiary of the Company. Pursuant to the Plan of Arrangement, consideration with an aggregate value of \$13 million (calculated in accordance with the Plan of Arrangement) in the form of cash, \$4 million in common shares and \$4 million in convertible preferred shares of New Ag Growth, will be received by the Company and paid to Caz Petroleum Inc. ("Caz"), the Company's senior secured creditor. Caz has entered into a support agreement with Ag Growth pursuant to which, among other things, it has agreed to support the Plan of Arrangement and the application for the *Companies' Creditors Arrangement Act* ("CCAA") approval order. Caz has put in place a debtor-in-possession credit facility of up to \$5 million to finance the restart of the Jericho Mine. Cormark Securities Inc. is acting as financial advisor to Caz for the purposes of this transaction.

This transaction is subject to various customary commercial conditions, including the receipt of regulatory approvals which include the approval of the Toronto Stock Exchange. This transaction is also subject to the approval of the court (both pursuant to the CBCA in respect of the Plan of Arrangement and the CCAA in respect of Benachee and the Company, which are both subject to an order providing creditor protection under the CCAA) and of not less than 66% of the votes cast at the meeting of Ag Growth unitholders to be held to consider the arrangement. CCAA Court approval is to be obtained by April 30, 2009. This transaction is expected to close prior to the end of June 2009.

Complete details of the terms of the Plan of Arrangement are set out in the Arrangement Agreement that will be filed by the Company on SEDAR (www.sedar.com).

For further information: Tahera Diamond Corporation: Andrew Gottwald, Chief Restructuring Officer, Email: agottwald@tahera.com; Caz Petroleum Inc.: Paul Champagne, President, Tel: (416) 616-6222, Email: PaulCChampagne@aol.com.

Cautionary Note Regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, 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", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could",

"would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on various assumptions and on the best estimates of Tahera as of the date hereof, and is 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 information, including but not limited to: general business, economic, competitive, political and social uncertainties; the actual results of redevelopment activities; delay or failure to receive regulatory approvals; changes in project parameters as plans continue to be refined; future prices of mineral prices, as well as those risks identified under "Risk Factors" disclosure sections in the documents filed on SEDAR by Tahera from time to time. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in 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. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

This is Exhibit.....^F.....referred to in the
affidavit of ANDREW GOTTWALD
sworn before me, this 20th
day of APRIL 2009
[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS

CBCA ARRANGEMENT AGREEMENT

among

TAHERA DIAMOND CORPORATION

and

BENACHEE RESOURCES INC.

and

AG GROWTH INCOME FUND

and

AG GROWTH INDUSTRIES INC.

APRIL 19, 2009