

CERES GLOBAL AG CORP.

Committees of the Board of Directors

Audit and Finance Committee

The principal functions of the Audit and Finance Committee are to appoint, compensate and oversee the external auditors; to review and approve the annual financial statements, management's discussion and analysis accompanying such financial statements, and all legally required continuous and public disclosure documents containing financial information about the Corporation before they are submitted to the Board for approval and filed with securities regulatory authorities; to review and approve the interim financial statements, management's discussion and analysis accompanying such financial statements, and all legally required continuous and public disclosure documents containing financial information about the Corporation before they are filed with securities regulatory authorities; to review and approve the adequacy of internal accounting controls and the quality of financial reporting procedures and systems; to examine the presentation and impact of key financial and other significant risks that may be material to the Corporation's financial reporting; to review and approve the risk management corporate policies and oversee the risk management function of the Corporation; and to review and approve the nature and scope of the annual audit and review the results of the external auditors' examination. The Audit and Finance Committee reports its findings with respect to such matters to the Board. The responsibilities and duties of the Audit and Finance Committee are set out in the Audit and Finance Committee's mandate, the full text of which is posted within the Investor Relations section of our website, <http://www.ceresglobalagcorp.com>.

Nominating, Governance, Risk and Ethics Committee

The Nominating, Governance, Risk and Ethics ("**NGRE**") Committee of the Corporation is responsible for developing and monitoring the Corporation's system of corporate governance in the context of the applicable rules and regulations promulgated by the Canadian Securities Administrators and the TSX, including reviewing the mandate of the board of directors and its committees; periodically reviewing and evaluating the performance of all directors, committees and the board of directors as a whole; recommending the selection of new candidates for board of director memberships, making recommendations to the board of directors and ensuring that appropriate orientation and education programs are available for new board of director members; establishing procedures to ensure that the board of directors may meet independently of management of the Corporation; reviewing annually the membership and chairs of all committees of the board of directors; identifying principal risks of the Corporation's business and ensuring the implementation of appropriate systems to effectively monitor and manage such risk.

Human Resources, Safety, and Environment Committee

The Human Resource, Safety, and Environment ("**HRSE**") Committee of the Corporation is responsible for examining, reviewing and evaluating policies and management systems in the area of safety and environment; review with respect to the Company's strategic initiatives for safety and environmental matters; review significant safety and environmental risks and exposures; considering matters relating to executive compensation, including making recommendations regarding the CEO's compensation and reviewing and approving the compensation of all senior management, other employees reporting directly to the CEO and all other officers appointed by the board.