

## **CERES GLOBAL AG CORP.**

### **Mandate of the Board of Directors**

#### **I. Introduction**

The term “Corporation” herein shall refer to Ceres Global Ag Corp. and the term “Board” shall refer to the board of directors of the Corporation. The Board is elected by the shareholders and is responsible for the stewardship of the business and affairs of the Corporation. The Board seeks to discharge such responsibility by reviewing, discussing and approving the Corporation’s strategic planning and organizational structure and supervising management to oversee that the foregoing enhance and preserve the underlying value of the Corporation.

Although directors may be elected by the shareholders to bring special expertise or a point of view to Board deliberations, they are not chosen to represent a particular constituency. The best interests of the Corporation as a whole must be paramount at all times.

#### **II. Chairman, Composition and Quorum**

The chairman of the Board will chair Board meetings and shall be responsible for overseeing the performance by the Board of its duties, for setting the agenda of each Board meeting (in consultation with the Chief Executive Officer), for communicating periodically with committee chairs regarding the activities of their respective committees, for assessing the effectiveness of the Board as a whole as well as individual Board members and for ensuring the Board works as a cohesive team and providing the leadership essential to achieve this.

The Board shall be composed of a minimum of one member and a maximum of 15 members, and shall be constituted with a majority of individuals who qualify as independent directors, as determined by the Board. The quorum at any meeting of the Board is a majority of directors in office.

#### **III. Duties of Directors**

The Board discharges its responsibility for overseeing the management of the Corporation’s business by delegating to the Corporation’s senior officers the responsibility for day-to-day management of the Corporation. The Board discharges its responsibilities both directly and through its committees, namely the Audit and Finance Committee, the Human Resources, Safety and Environment Committee and the Nominating, Governance, Risk and Ethics Committee. In addition to these regular committees, the Board may appoint ad hoc committees periodically to address certain issues of a more short-term nature. In addition to the Board’s primary roles of overseeing corporate performance and providing quality, depth and continuity of management to meet the Corporation’s strategic objectives, principal duties include the following:

##### *Appointment of Management*

1. The Board has the responsibility for approving the appointment of the Chief Executive Officer (the “CEO”) and all other executive officers of the Corporation, and approving any compensation payable to such officers by the Corporation. To the extent feasible, the Board shall satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the Corporation.
2. The Board may from time to time delegate to senior management the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business are reviewed by and subject to the prior approval of the Board.
3. The Board oversees that succession planning programs are in place, including programs to appoint, train, develop and monitor management of the Corporation.

### *Board Organization*

4. The Board will respond to recommendations received from the Nominating, Governance, Risk and Ethics Committee, but retains the responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Chair of the Board, candidates nominated for election to the Board, committee and committee chair appointments, committee charters and director compensation.
5. The Board may delegate to Board committees matters it is responsible for, including the approval of compensation of the Board, the conduct of performance evaluations and oversight of internal control systems, but the Board retains its oversight function and is ultimately responsible for these matters and all other delegated responsibilities.

### *Strategic Planning*

6. The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning and approving the mission of the Corporation's business and its objectives and goals.
7. The Board is responsible for adopting a strategic planning process and approving and reviewing, on at least an annual basis, the business, financial and strategic plans by which it is proposed that the Corporation may reach those goals, and such strategic plans will take into account, among other things, the opportunities and risks of the business.
8. The Board has the responsibility to provide input to management on emerging trends and issues and on strategic plans, objectives and goals that management develops.

### *Monitoring of Financial Performance and Other Financial Reporting Matters*

9. The Board is responsible for enhancing congruence between shareholder expectations, corporate plans and management performance.
10. The Board is responsible for:
  - (a) adopting processes for monitoring the Corporation's progress toward its strategic and operational goals, and to revise and alter its direction to management in light of changing circumstances affecting the Corporation; and
  - (b) taking action when the Corporation's performance falls short of its goals or other special circumstances warrant.
11. The Board shall be responsible for approving the annual audited financial statements, the unaudited interim and quarterly financial statements, and the notes and management's discussion and analysis accompanying such financial statements.
12. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Corporation's governing statute, including the payment of dividends, issuance, purchase and redemptions of securities, acquisitions and dispositions of material capital assets and material capital expenditures.

### *Risk Management*

13. The Board has responsibility for the identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to effectively monitor and manage such risks with a view to the long-term viability of the Corporation and achieving a proper balance between the risks incurred and the potential return to the Corporation's shareholders.

14. The Board is responsible for the Corporation's internal control and management information systems.

#### *Policies and Procedures*

15. The Board is responsible for:
  - (a) developing the Corporation's approach to corporate governance, including developing a set of corporate governance guidelines for the Corporation and approving and monitoring compliance with all significant policies and procedures related to corporate governance; and
  - (b) approving policies and procedures designed to ensure that the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards and, in particular, adopting a written code of business conduct and ethics which is applicable to directors, officers and employees of the Corporation and which constitutes written standards that are reasonably designed to promote integrity and to deter wrongdoing.
16. The Board enforces its policy respecting confidential treatment of the Corporation's proprietary information and Board deliberations.
17. The Board is responsible for monitoring compliance with the Corporation's Code of Business Conduct and Ethics.

#### *Communications and Reporting*

18. The Board has approved, and will revise from time to time as circumstances warrant, a Disclosure Policy to address communications with shareholders, employees, financial analysts, the media and such other outside parties as may be appropriate.
19. The Board is responsible for:
  - (a) overseeing the accurate reporting of the financial performance of the Corporation to shareholders, other security holders and regulators on a timely and regular basis;
  - (b) overseeing that the financial results are reported fairly and in accordance with generally accepted accounting standards and related legal disclosure requirements;
  - (c) taking steps to enhance the timely disclosure of any other developments that have a significant and material impact on the Corporation;
  - (d) reporting annually to shareholders on its stewardship for the preceding year; and
  - (e) overseeing the Corporation's implementation of systems which accommodate feedback from stakeholders.

#### *Position Descriptions*

20. The Board is responsible for:
  - (a) developing position descriptions for the Chair of the Board, the chair of each Board committee and the CEO (which will include delineating management's responsibilities);
  - (b) approving the corporate goals and objectives that the CEO is responsible for meeting; and

- (c) developing a description of the expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials.

#### *Orientation and Continuing Education*

21. The Board is responsible for:
- (a) ensuring that all new directors receive a comprehensive orientation, that they fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make (including the commitment of time and resources that the Corporation expects from its directors) and that they understand the nature and operation of the Corporation's business; and
  - (b) providing continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Corporation's business remains current.

#### *Nomination of Directors*

22. In connection with the nomination or appointment of individuals as directors, the Board is responsible for:
- (a) considering what competencies and skills the Board, as a whole, should possess;
  - (b) assessing what competencies and skills each existing director possesses; and
  - (c) considering the appropriate size of the Board, with a view to facilitating effective decision making.

In carrying out each of these responsibilities, the Board will consider the advice and input of the Nominating, Governance, Risk and Ethics Committee.

23. Director nominees shall be selected by a majority of the independent directors.

#### *Board Evaluation*

24. The Board is responsible for ensuring that the Board, its committees and each individual director are regularly assessed regarding his, her or its effectiveness and contribution. An assessment will consider, in the case of the Board or a Board committee, its mandate and/or charter and in the case of an individual director, any applicable position description, as well as the competencies and skills each individual director is expected to bring to the Board.

#### *Annual Review*

25. The Board shall review and reassess the adequacy of this mandate at least annually and otherwise as it deems appropriate. The Board will ensure that this mandate or a summary that has been approved by the Board is disclosed in accordance with all applicable securities laws or regulatory requirements in the Corporation's annual management information circular or such other annual filing as may be permitted or required by applicable securities laws or regulatory authorities.