Unaudited Interim Condensed Consolidated Financial Statements of

CERES
GLOBAL AG CORP.

For the three-month and nine-month periods ended December 31, 2015 and 2014

CERES GLOBAL AG CORP.
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December 31, 2015

CERES GLOBAL AG CORP.
Interim Condensed Consolidated Balance Sheets
(Unaudited)

	Note	December 31, 2015	March 31, 2015
ASSETS			
Current			
Cash		$ 4,047,569	$ 5,136,032
Portfolio investments, at fair value	6	4,385,177	848,163
Due from brokers	5	10,116,689	8,641,335
Unrealized gains on open cash contracts	6	5,351,178	9,472,984
Accounts receivable, trade		14,683,659	7,910,824
Inventories, grains		173,995,309	147,940,077
Sales taxes recoverable		55,746	1,137,391
Prepaid expenses and sundry assets		740,275	1,410,699
Current assets		**213,375,602**	**182,497,505**
Investments in associate		3,853,894	5,619,412
Grain exchange memberships		416,070	379,260
Property, plant and equipment	7	153,741,059	120,450,079
Non-current assets		**158,011,023**	**126,448,751**
TOTAL ASSETS		**$ 371,386,625**	**$ 308,946,256**
LIABILITIES			
Current			
Bank indebtedness	8	$ 68,653,264	$ 18,736,400
Current portion of long-term debt	8	2,277,815	-
Accounts payable and accrued liabilities		32,302,499	17,388,202
Repurchase obligations		20,488,124	18,635,451
Unrealized losses on open cash contracts	6	1,683,025	2,607,280
Provision for future payments to Front Street Capital		261,000	344,000
Derivative warrant liability	11	1,235,000	1,719,000
Current liabilities		**126,900,727**	**59,430,333**
Long-term debt	8	29,354,419	30,381,310
Deferred income taxes		-	296,971
TOTAL LIABILITIES		**156,255,146**	**90,108,614**
SHAREHOLDERS' EQUITY			
Common shares	12	208,857,390	208,884,960
Deferred share units	13	659,193	319,820
Contributed surplus	14	9,355,964	9,228,422
Currency translation account		33,075,033	22,179,246
Deficit		(36,816,101)	(21,774,806)
TOTAL SHAREHOLDERS' EQUITY		**215,131,479**	**218,837,642**
CONTINGENCIES AND COMMITMENTS	17		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 371,386,625**	**$ 308,946,256**

The accompanying notes are an integral part of these financial statements.

ON BEHALF OF THE BOARD

Signed *"Harold Wolkin"* *Director* Signed *"Doug Speers"* *Director*

CERES GLOBAL AG CORP.

Interim Condensed Consolidated Statements of Comprehensive Income (Loss)

For the three-month and nine-month periods ended December 31

(Unaudited)

	Note	3 months 2015	3 months 2014	9 months 2015	9 months 2014
REVENUES		$ 82,269,480	$ 69,697,349	$ 236,846,587	$ 138,281,335
Cost of sales		(92,644,818)	(64,288,980)	(243,865,882)	(126,382,179)
GROSS PROFIT (LOSS)		**(10,375,338)**	**5,408,369**	**(7,019,295)**	**11,899,156**
General and administrative expenses		(2,722,440)	(2,115,984)	(7,789,714)	(8,445,899)
INCOME (LOSS) FROM OPERATIONS		(13,097,778)	3,292,385	(14,809,009)	3,453,257
Finance income (loss)	9	136,992	(149,157)	1,522,289	(296,409)
Revaluation of derivative warrant liability		622,000	-	484,000	-
Gain on sale of property, plant and equipment	7	272,109	-	272,109	-
Interest expense	10	(1,516,384)	(802,097)	(3,231,926)	(1,971,232)
INCOME (LOSS) BEFORE INCOME TAXES AND UNDERNOTED ITEM		**(13,583,061)**	**2,341,131**	**(15,762,537)**	**1,185,616**
Income taxes (recovery)		9,090	19,478	(317,992)	305,528
INCOME (LOSS) BEFORE UNDERNOTED ITEM		**(13,592,151)**	**2,321,653**	**(15,444,545)**	**880,088**
Share of net income (loss) in investments in associates		153,196	(28,973)	403,250	1,219,753
NET INCOME (LOSS) FOR THE PERIOD		**(13,438,955)**	**2,292,680**	**(15,041,295)**	**2,099,841**
Other comprehensive income for the period					
Net investment hedge -- net income	6(b)	1,394,732	-	1,394,732	-
Gain on translation of foreign currency accounts of foreign operations		2,592,353	4,749,614	9,501,055	5,769,332
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD		**$ (9,451,870)**	**$ 7,042,294**	**$ (4,145,508)**	**$ 7,869,173**
WEIGHTED-AVERAGE NUMBER OF SHARES FOR THE PERIOD		**27,057,655**	**17,918,254**	**27,057,477**	**15,431,300**
EARNINGS (LOSS) PER SHARE					
Basic		**$ (0.50)**	**$ 0.13**	**$ (0.56)**	**$ 0.14**
Diluted		**$ (0.50)**	**$ 0.13**	**$ (0.56)**	**$ 0.14**
Supplemental disclosure of selected information:					
Depreciation included in Cost of sales		$ 1,007,586	$ 689,218	$ 2,613,605	$ 1,981,941
Depreciation included in General and administrative expenses		$ 24,790	$ 12,503	$ 52,176	$ 65,945
Amortization of financing costs included in Finance expenses		$ 139,388	$ 153,333	$ 403,629	$ 447,444
Personnel costs included in Cost of sales		$ 465,923	$ 404,620	$ 1,362,234	$ 1,235,606
Personnel costs included in General and administrative expenses		$ 309,748	$ 124,783	$ 813,713	$ 328,857

The accompanying notes are an integral part of these financial statements.

CERES GLOBAL AG CORP.
Interim Condensed Consolidated Statements of Cash Flows
For the nine-month periods ended December 31
(Unaudited)

	Note	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss) for the period		$ (15,041,295)	$ 2,099,841
Adjustments for:			
Depreciation of property, plant and equipment		2,665,781	1,981,941
Gain on sale of property, plant and equipment		(272,109)	-
Revaluation of derivative warrant liability		(484,000)	-
Interest expense	10	3,231,926	1,971,232
Income taxes (recovery)		(317,992)	305,528
Share incentive compensation	14	127,542	-
Deferred share units issued to Directors and fair value adjustment		422,951	175,195
Share of net income in investments in associates		(403,250)	(1,219,753)
Revaluation of portfolio investments	9	(1,368,247)	-
Changes in non-cash working capital accounts	15	(917,534)	(36,594,285)
Interest paid		(2,533,062)	(1,523,762)
Income taxes recovered		136,389	16,885
Cash flow used in operating activities		**(14,752,900)**	**(32,787,178)**
CASH FLOWS USED IN INVESTING ACTIVITIES			
Proceeds from disposition of assets held for sale	7	1,931,980	6,759,240
Dividend received from associate		-	187,500
Acquisition of, and costs capitalized on, investment property		-	(5,052,271)
Acquisition of property, plant and equipment		(31,210,290)	(21,475,715)
Cash flow used in investing activities		**(29,278,310)**	**(19,581,246)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds of bank indebtedness		48,651,028	29,829,600
Proceeds from term loan		-	29,067,500
Repayment of term loan	8	(1,808,895)	-
Net proceeds (repayment) of repurchase obligations		283,084	(5,260,896)
Financing costs paid	8	(676,089)	(1,940,223)
Proceeds from common shares issued		-	75,000,000
Share issuance costs		(69,359)	(1,357,272)
Deferred share units redeemed	13	(41,789)	(18,712)
Cash flow provided by financing activities		**46,337,980**	**125,319,997**
Foreign exchange cash flow adjustment on accounts denominated in a foreign currency		**(3,395,233)**	**568,702**
(Decrease) Increase in cash for the period		**(1,088,463)**	**73,520,275**
Cash, beginning of period		5,136,032	12,009,400
Cash, end of period		**$ 4,047,569**	**$ 85,529,675**

The accompanying notes are an integral part of these financial statements

CERES GLOBAL AG CORP.
Interim Condensed Consolidated Statements of Changes in Shareholders' Equity
For the nine-month periods ended December 31
(Unaudited)

	Note	Common shares	Deferred share units	Contributed surplus	Currency translation account	Deficit	Total
Balances, April 1, 2015		**$ 208,884,960**	**$ 319,820**	**$ 9,228,422**	**$ 22,179,246**	**$ (21,774,806)**	**$ 218,837,642**
Transactions with Shareholders							
Issuance of Deferred Share Units	13	-	402,956	-	-	-	402,956
Redemption of Deferred Share Units for cash	13	41,789	(41,789)	-	-	-	-
Fair value adjustment of Deferred Share Units		-	(21,794)	-	-	-	(21,794)
Share incentive compensation	14	-	-	127,542	-	-	127,542
Issuance costs of common shares, December 4, 2014	12	(69,359)	-	-	-	-	(69,359)
Total transactions with Shareholders		**208,857,390**	**659,193**	**9,355,964**	**22,179,246**	**(21,774,806)**	**219,276,987**
Comprehensive Income (Loss)							
Other comprehensive gain		-	-	-	9,501,055	-	9,501,055
Net investment hedge - net income		-	-	-	1,394,732	-	1,394,732
Net loss for the period		-	-	-	-	(15,041,295)	(15,041,295)
Total Comprehensive Income (Loss)		-	-	-	10,895,787	(15,041,295)	(4,145,508)
Balances, December 31, 2015		**$ 208,857,390**	**$ 659,193**	**$ 9,355,964**	**$ 33,075,033**	**$ (36,816,101)**	**$ 215,131,479**
Balances, April 1, 2014		**$ 137,100,022**	**$ 62,500**	**$ 9,228,422**	**$ 8,072,943**	**$ (20,389,430)**	**134,074,457**
Transactions with Shareholders							
Issuance of Deferred Share Units		-	207,308	-	-	-	207,308
Redemption of Deferred Share Units for cash		-	(18,712)	-	-	-	(18,712)
Fair value adjustment of Deferred Share Units		-	(32,113)	-	-	-	(32,113)
Issuance of common shares, December 4, 2014		73,642,728	-	-	-	-	73,642,728
Warrants, conditionally issued December 4, 2014, classified as a liability		(1,644,000)	-	-	-	-	(1,644,000)
Total transactions with Shareholders		209,098,750	218,983	9,228,422	8,072,943	(20,389,430)	206,229,668
Comprehensive Income							
Other comprehensive gain		-	-	-	5,769,333	-	5,769,333
Net income for the period		-	-	-	-	2,099,841	2,099,841
Total Comprehensive Income		-	-	-	5,769,333	2,099,841	7,869,174
Balances, December 31, 2014		**$ 209,098,750**	**$ 218,983**	**$ 9,228,422**	**$ 13,842,276**	**$ (18,289,589)**	**$ 214,098,842**

The accompanying notes are an integral part of these financial statements

1. CORPORATE STATUS, REPORTING ENTITY AND NATURE OF OPERATIONS

Ceres Global Ag Corp. (hereinafter referred to as "Ceres" or the "Corporation") was incorporated on November 1, 2007, as amended on December 6, 2007, under the provisions of the *Business Corporations Act* (Ontario). On April 1, 2013, Ceres Global Ag Corp. amalgamated with Corus Land Holding Corp. In addition, on April 1, 2014, Ceres Global Ag Corp. amalgamated with Riverland Agriculture Ltd. and Ceres Canada Holding Corp. Thereafter, the amalgamated corporations continued operating as Ceres Global Ag Corp. Ceres is a corporation domiciled in Canada, with its head office located at 1660 South Highway 100, Suite 350, St. Louis Park, Minnesota, United States, 55416.

These interim condensed consolidated financial statements of Ceres as at and for the three and nine-month periods ended December 31, 2015 and 2014 include the accounts of Ceres and its wholly owned subsidiaries Ceres U.S. Holding Corp., and Riverland Ag Corp. ("Riverland Ag"). All intercompany transactions and balances have been eliminated. In combination with Riverland Ag, the Corporation is an agricultural cereal grain storage, customer-specific procurement and supply ingredient company that owns and operates nine (9) grain storage, handling and merchandising facilities in the states of Minnesota and New York, and the provinces of Ontario and Saskatchewan, with a combined licensed capacity of 43 million bushels. Riverland Ag also manages two (2) facilities in Wyoming on behalf of its customer-owner.

The Corporation has one reportable segment while having two operating segments: (1) grain trading, handling and storage, and; (2) logistics, which includes transloading non-grain commodities on behalf of third-party customers. With the exception of $481,638 of revenue recognized for the nine-month period ended December 31, 2015 (2014: nil), all of the Corporation's revenues for the nine-month periods ended December 31, 2015 and 2014 are generated through grain trading, handling and storage, which total $236,364,949 (2014: $138,281,335).

2. BASIS OF PREPARATION

Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and with IAS 34 *Interim Financial Reporting* ("IAS 34"). Certain information and disclosures normally required to be included in notes to annual consolidated financial statements have been condensed or omitted. Accounting, estimation and valuation policies have been consistently applied to all periods presented herein, in accordance with IFRS.

These interim condensed consolidated financial statements were authorized for issue by the Board of Directors on February 10, 2016.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional currency.

Basis of measurement

These interim condensed consolidated financial statements have been prepared on the historical cost basis, except for the following material items in the statement of financial position:

- Derivative financial instruments are measured at fair value;
- Financial instruments at fair value through profit or loss are measured at fair value; and
- Inventories are measured at fair value less costs to sell.

Use of estimates and judgments
The preparation of the interim condensed consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These interim condensed consolidated financial statements should be read in conjunction with Ceres' audited consolidated financial statements for the year ended March 31, 2015. The Corporation's significant accounting policies were presented in Note 3 of those audited financial statements.

4. STANDARD ISSUED BUT NOT YET EFFECTIVE

The standards and interpretations that are issued but not yet effective up to the date of issuance of the Corporation's interim consolidated financial statements are listed below. This listing of standards and interpretations issued are those that the Corporation reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date.

IAS 1 – Presentation of Financial Statements
On December 18, 2014, the IASB issued amendments to IAS 1 as part of its major initiative to improve presentation and disclosure in financial reports. The amendments to IAS 1 will be effective for annual periods beginning on or after January 1, 2016. The Corporation does not expect the amendments to have a material impact on the financial statements.

IFRS 9 – Financial Instruments
On July 24, 2014, the IASB issued the final version of IFRS 9, which replaces *IAS 39 – Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. The new standard introduces requirements for the classification and measurement of financial assets and financial liabilities, impairment, hedge accounting and the fair value of an entity's own debt. IFRS 9 will be effective for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. Ceres has not yet determined the impact of this standard on the Corporation's consolidated financial statements and has not decided whether to early adopt this standard.

IFRS 15 – Revenue from Contracts with Customers
On May 28, 2014, the IASB issued IFRS 15, which provides a single, principles-based five-step model to be applied to all contracts with customers. IFRS 15 specifies how and when to recognize revenue as well as requiring entities to provide users of financial statements with more relevant disclosures. IFRS 15 supersedes *IAS 18 – Revenue*, *IAS 11 – Construction Contracts*, and a number of revenue-related interpretations and applies to annual reporting periods beginning on or after January 1, 2018. Application of the standard is mandatory for all IFRS reporters and early adoption is permitted. Ceres has not yet determined the impact of this standard on the Corporation's consolidated financial statements and has not decided whether to early adopt this standard.

IFRS 16 – Leases
On January 13, 2016 the IASB issued IFRS 16 *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset

representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The new standard is effective for annual periods beginning on or after January 1, 2019. The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning on January 1, 2019. The extent of the impact of adoption of the standard has not yet been determined.

5. DUE FROM BROKERS

Due from brokers represents unrealized gains and losses due from custodian brokers on commodity futures and options contracts in addition to margin deposits in the form of cash that are held by custodian brokers in connection with such contracts. Amounts due from Brokers are offset by amounts due to the same Brokers, under the terms and conditions of enforceable master netting arrangements in effect with all brokers, through which the Corporation executes its transactions and for which the Corporation intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Amounts due from brokers represent the following:

	December 31, 2015	March 31,2015
Margin deposits	**$ 7,859,736**	$ 6,525,747
Unrealized gains on future contracts and options, at fair value	**2,256,953**	2,673,417
	10,116,689	9,199,164
Unrealized losses on future contracts and options, at fair value	**-**	(557,829)
	$ 10,116,689	$ 8,641,335

6. FINANCIAL INSTRUMENTS

(a) Fair Value of Financial Instruments

The Corporation's financial assets and liabilities that are measured at fair value in the consolidated balance sheets are categorized by level according to the significance of the inputs used in making the measurements. The Corporation recognizes transfers between fair value measurements hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers between levels in the nine-month period ended December 31, 2015.

The following table presents information about the financial assets and liabilities measured at fair value on a recurring basis, and indicates the fair value hierarchy of the valuation techniques used to determine such fair values.

	December 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Portfolio investments	-	3,537,014	848,163	4,385,177
Due from broker, unrealized gains on futures and options (Note 5)	2,256,953	-	-	2,256,953
Unrealized gains on open cash contracts (Derivatives)	-	5,351,178	-	5,351,178
Unrealized losses on open cash contracts (Derivatives)	-	(1,683,025)	-	(1,683,025)
Derivative warrant liability	-	(1,235,000)	-	(1,235,000)
Provision for future payments to Front Street Capital	-	(261,000)	-	(261,000)
	2,256,953	5,709,167	848,163	8,814,283

	March 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Portfolio investments	-	-	848,163	848,163
Due from broker, unrealized gains on futures and options (Note 5)	2,673,417	-	-	2,673,417
Unrealized gains on open cash contracts (Derivatives)	-	9,472,984	-	9,472,984
Due to Broker, unrealized losses on futures and options (Note 5)	(557,829)		-	(557,829)
Unrealized losses on open cash contracts (Derivatives)	-	(2,607,280)	-	(2,607,280)
Derivative warrant liability	-	(1,719,000)	-	(1,719,000)
Provision for future payments to Front Street Capital	-	(344,000)	-	(344,000)
	2,115,588	4,802,704	848,163	7,766,455

(b) Management of Financial Instruments Risks

In the normal course of business, the Corporation is exposed to various financial instruments risks, including market risk (consisting of price risk, commodity risk, interest rate risk and currency risk), credit risk, custodian and prime brokerage risks, and liquidity risk. The Corporation's overall risk management program seeks to minimize potentially adverse effects of those risks on the Corporation's financial performance. The Corporation may use derivative financial instruments to mitigate certain risk exposures. The Corporation may invest in non-public and public issuers and assets.

Price risk

As at December 31, 2015 and March 31, 2015, the Corporation's market risk pertaining to portfolio investments was potentially affected by changes in actual market prices. As at December 31, 2015 and March 31, 2015, the Corporation's portfolio investments are solely in private companies. Therefore, market factors affecting the value of the portfolio investments are primarily changes in fair value of the investments and the Corporation's ability to liquidate the investments. As at December 31, 2015 and March 31, 2015, currency risk concerning the portfolio investments is no longer a significant risk issue, as the value of portfolio investments denominated in a currency other than Canadian dollars is not material.

Notwithstanding the foregoing, the following is a summary of the effect on the results of operations of the Corporation, if the fair value of each of the portfolio investments as at December 31, 2015 and March 31, 2015 had increased or decreased by 10%, with all other variables remaining constant:

Change in fair value of investments	December 31, 2015 (Increase) decrease in net loss	December 31, 2015 (Increase) decrease in loss per share	March 31, 2015 Increase (decrease) in net income	March 31, 2015 Increase (decrease) in earnings per share
10% increase in fair value	$ 438,733	$ 0.02	$ 84,816	$ 0.00
10% decrease in fair value	$ (438,733)	$ (0.02)	$ (84,816)	$ (0.00)

Commodity risk

The following is a summary of the effect on the results of operations of the Corporation, if the fair value of each of the open cash contracts as at December 31, 2015 and March 31, 2015 had increased or decreased by 5%, with all other variables remaining constant:

Change in bid/ask prices of commodities	December 31, 2015 (Increase) decrease in net loss	December 31, 2015 (Increase) decrease in loss per share	March 31, 2015 Increase (decrease) in net income	March 31, 2015 Increase (decrease) in earnings per share
5% increase in bid-ask prices	$ (706,884)	$ (0.03)	$ 193,030	$ 0.01
5% decrease in bid-ask prices	$ 706,884	$ 0.03	$ (193,030)	$ (0.01)

Interest rate risk

As at December 31, 2015 and March 31, 2015, Ceres has no long or short portfolio positions in any interest-bearing investment securities.

As at December 31, 2015 and March 31, 2015, except for cash on deposit, the amounts of which vary from time-to-time and on which the Corporation earns interest at nominal variable interest rates, the Corporation had no other variable rate interest-bearing securities. As at those dates, a notional increase or decrease in interest rates applicable to cash on deposit would not have materially affected interest revenue and the results of operations. Therefore, as at December 31, 2015 and March 31, 2015, the Corporation's assets are not directly exposed to any significant degree to cash flow interest rate risk due to changes in prevailing market interest rates.

As disclosed in Note 8 (Credit Facility and Financing), as at December 31, 2015 and March 31, 2015, the Corporation's revolving credit facility bears interest at an annual rate of 2.875% plus overnight LIBOR. As at December 31, 2015, management has determined the effect on the future results of operations of the Corporation, if the variable interest rate component applicable on those dates on the revolving credit facility were to increase by 25 basis points ("25 bps") as at those dates respectively, using the balance of the revolving credit facility payable as at those dates, using the number of shares then issued and outstanding, and with all other variables remaining constant.

Furthermore, as at December 31, 2015 and March 31, 2015, the Corporation's term loan bears interest at an annual rate of 5.25% plus one month LIBOR. As at December 31, 2015, management has determined the effect on the future results of operations of the Corporation, if the variable interest rate component applicable on those dates on the term loan were to increase by 25 basis points ("25 bps") as at those dates respectively, using the balance of the term loan payable as at those dates, using the number of shares then issued and outstanding, and with all other variables remaining constant.

On that basis, the potential effects on the future result of operations would be as follows:

	December 31, 2015		March 31, 2015	
Change in interest rate on revolving facility	**Increase in net loss**	**Increase in loss per share**	Increase in net loss	Increase in loss per share
25 bps increase in annual interest rate	$ (249,982)	$ (0.01)	$ (54,611)	$ (0.00)
Change in interest rate on term loan				
25 bps increase in annual interest rate	$ (156,946)	$ (0.01)	$ (149,384)	$ (0.01)

Ceres is not subject to cash flow interest rate risk concerning the repurchase obligations, as these liabilities bear interest at fixed rates.

Currency risk
In the normal course of business, Ceres may hold assets or have liabilities denominated in currencies other than Canadian dollars.

Therefore, Ceres is exposed to currency risk, as the value of any assets or liabilities denominated in currencies other than CAD will vary due to changes in foreign exchange rates.

As at December 31, 2015 and March 31, 2015, the following is a summary, at fair value, of Ceres' exposure to significant currency risks:

	December 31, 2015		March 31, 2015	
Currency	Net asset (liability) exposure*	Net futures contracts (to buy foreign currency)	Net asset (liability) exposure	Net futures contracts (to buy foreign currency)
U.S. dollars	$ (687,086)	$ -	$ 840,344	$ -

*Exposure excludes the effect of future foreign exchange contracts

The following is a summary of the effect on Ceres' results of operations if the CAD had become 5% stronger or weaker against each of the other currencies as at December 31, 2015 and March 31, 2015, with all other variables remaining constant, related to assets and liabilities denominated in foreign currencies:

	December 31, 2015		March 31, 2015	
Change in foreign exchange rate	(Increase) decrease in net loss	(Increase) decrease in loss per share	(Increase) decrease in net loss	(Increase) decrease in loss per share
CAD 5% stronger	$ 50,154	$ 0.00	$ (50,589)	$ (0.00)
CAD 5% weaker	$ (50,154)	$ (0.00)	$ 55,914	$ 0.00

Currency risk related to the accounts of Ceres' foreign subsidiary, Riverland Ag Corp., relates primarily to the translation of its accounts into CAD for the purposes of the consolidated financial reporting of Ceres. Adjustments related to the translation of foreign currency accounts of a foreign operation are included as other comprehensive income (loss) and have no effect on the determination of net income for the reporting period. Consequently, Ceres has not presented a currency risk sensitivity analysis concerning Riverland Ag Corp.

During the period, the Corporation hedged a portion of its investment in a US subsidiary through US dollars futures contracts, which mitigated the foreign currency risk arising from the subsidiary's net assets. During the quarter, the Corporation settled the US dollar futures hedge and realized a gain of $1.4 million, which has been recognized in other comprehensive income.

Other financial instruments

The carrying values of cash and cash equivalents, accounts receivable, bank indebtedness, account payable and accrued liabilities approximate their fair values as at December 31, 2015 due to the short-term nature of these instruments. The carrying value of long-term debt approximates fair value as at December 31, 2015.

7. PROPERTY, PLANT AND EQUIPMENT

		December 31, 2015		March 31, 2015
Buildings and silos/elevators	$	**92,653,436**	$	71,162,646
Machinery and equipment		**14,551,204**		6,460,963
Furniture, fixtures, computers, office equipment & other assets		**2,703,245**		1,882,790
Land		**29,717,057**		29,469,992
Construction in progress		**30,491,025**		24,016,033
		170,115,967		132,992,424
Less: accumulated depreciation		**(16,374,908)**		(12,542,345)
	$	**153,741,059**	$	120,450,079

As at December 31, 2015, property, plant and equipment accrued but not yet paid totaled $8,416,561 (as at March 31, 2015: 8,326,721). For the nine-month period ended December 31, 2015, acquisitions of property, plant and equipment totaled $31,210,290 (2014: $21,475,719).

As at December 31, 2015, property, plant and equipment relating to the development of Northgate Commodity Logistics Centre totaled $78,637,906 (as at March 31, 2015: $49,958,486), which consisted of $29,860,126 of construction in progress (as at March 31, 2015: $22,051,477).

On November 17, 2015, the Corporation closed on the sale of the Electric Steel facility to the University of Minnesota for gross proceeds of $1,931,980, realizing a gain of $272,109 on the Statement of Comprehensive Loss for the three-month period ended December 31, 2015. As at June 30 and September 30, 2015, the Electric Steel facility was classified as "Assets Held for Sale" on the Consolidated Balance Sheet, valued at the lesser of its carrying amount and fair value less costs to sell.

8. CREDIT FACILITY AND FINANCING

On December 18, 2015, the Corporation amended its uncommitted US$120,000,000 credit facility, which now expires on December 18, 2016. Borrowings bear an interest rate dependent on the facility utilization level: at any time the utilization level is less than 50%, overnight LIBOR plus 2.875% per annum, and at any time that the utilization level is greater than or equal to 50%, overnight LIBOR plus 2.750% per annum. Interest is calculated and paid on a monthly basis. The credit agreement is subject to borrowing base limitations. Amounts under the credit agreement that remain undrawn are not subject to a commitment fee. The credit facility has certain covenants pertaining to the accounts of the Corporation, and as at December 31, 2015, the Corporation was in compliance with all covenants.

Prior to the December 18, 2015 amendment, borrowings under the credit facility were subject to interest of overnight LIBOR plus 2.875% per annum, with interest calculated and paid monthly.

As at December 31 and March 31, 2015, the carrying amount of bank indebtedness is summarized as follows:

	December 31, 2015	March 31, 2015
Revolving line of credit	**$ 69,345,000**	$ 18,963,000
Unamortized financing costs	**(691,736)**	(226,600)
	$ 68,653,264	$ 18,736,400

In addition, the Corporation has a secured term loan facility agreement for US$25,000,000 with a term of 5 years, an interest rate of one month LIBOR plus 5.25%. On November 17, 2015, immediately following the closure of the sale of Electric Steel, the Corporation used the net sales proceeds to repay a portion of its outstanding term debt. The total amount repaid on the term debt was US$1,357,621 (CAD $1,808,895). The next principal payment on the term loan is payable on December 29, 2016 for the amount of US$1,642,379 with the following principal payments of US$5,000,000 payable on each of December 29, 2017, and December 28, 2018, and US$12,000,000 payable on December 27, 2019. The loan has an effective interest rate of 6.21% plus one month LIBOR.

As at December 31 and March 31, 2015, the carrying amount of the term loan is summarized as follows:

	December 31, 2015	March 31, 2015
Current portion of long-term debt	**$ 2,277,815**	$ -
Long-term debt	**30,511,800**	31,605,000
Unamortized financing costs	**(1,157,381)**	(1,223,690)
Total term debt	**$ 31,632,234**	$ 30,381,310

9. FINANCE INCOME (LOSS)

The following table presents realized and unrealized gain (loss) on foreign exchange and the revaluation of portfolio investments for the three-month and nine-month periods ended December 31, 2015 and 2014:

	3 months		**9 months**	
	2015	2014	**2015**	2014
Realized and unrealized loss on foreign exchange	**$ (156,085)**	$ (394,989)	**$ (135,544)**	$ (887,723)
Realized and unrealized gain on currency hedging	**293,077**	245,832	**289,586**	573,435
Revaluation of portfolio investments	**-**	-	**1,368,247**	-
Interest and other revenues	**-**	-	**-**	17,879
	$ 136,992	$ (149,157)	**$ 1,522,289**	$ (296,409)

As at March 31, 2015, the Corporation held a 25% equity interest in Canterra Seeds Holdings, Ltd. ("Canterra" or "the Investee"), that had a carrying value of $2,168,767. This investment, accounted for using the equity method, was classified on the Consolidated Balance Sheet as "Investments in associates". During the quarter ended September 30, 2015, the Investee issued additional common equity shares, resulting in the dilution of the Corporation's equity interest to 17%, no longer having a significant influence over the financial and operating policies of the Investee. Therefore, during the nine month period ended December 31, 2015, Ceres reclassified its investment to portfolio investments and recorded it at fair value, recognizing a gain of $1,368,247 classified within the Statement of Comprehensive Loss as "Finance income".

10. INTEREST EXPENSE

The following table presents interest income (expense) for the three-month and nine-month periods ended December 31, 2015 and 2014:

	3 months		9 months	
	2015	2014	**2015**	2014
Interest on revolving line of credit	**$ (857,874)**	$ (663,160)	**$ (1,489,990)**	$ (1,472,793)
Interest on repurchase obligation	**(112,044)**	(36,805)	**(127,134)**	(102,390)
Interest on term debt	**(467,904)**	-	**(1,327,002)**	-
Amortization of financing costs paid	**(139,388)**	(153,333)	**(403,629)**	(447,444)
Interest income	**60,826**	51,201	**115,829**	51,395
	$ (1,516,384)	$ (802,097)	**$ (3,231,926)**	$ (1,971,232)

11. DERIVATIVE WARRANT LIABILITY

In connection with the completion of the Rights Offering, on December 4, 2014, Ceres issued an aggregate of 2,083,334 warrants to the stand-by purchasers. The warrants issued were conditional upon approval at the Corporation's annual general meeting ("AGM"), which was obtained at the AGM on August 7, 2015.

Furthermore, the stand-by warrants issued, were issued at a fixed exercise price of $5.84 and are each exercisable into one common share of the Corporation. The warrants have an expiry date 24 months after issuance. In the event that the warrants are being exercised prior to the completion of a change of control of the Corporation, but after such transaction has been publicly announced, in lieu of exercising the warrants, the holders of warrants can elect a cashless exercise to receive common shares equal to: the difference between the ten-day VWAP of the Corporation's stock price and $5.84; multiplied by the number of common shares in respect of which the election is made; divided by the ten-day VWAP of the Corporation's stock price. If a warrant holder exercises this option, there will be variability in the number of shares issued per warrant.

In accordance with IFRS, a contract to issue a variable number of shares fails to meet the definition of equity and must instead be classified as a derivative liability and measured at fair value with changes in the fair value recognized in the statement of operations and comprehensive loss at each period end. If the warrants are exercised and converted to common shares, or are extinguished upon the expiration of the outstanding warrants, it will not result in the outlay of any cash by the Corporation.

As at December 31, 2015, the fair value of the warrants is estimated using the Black-Scholes pricing model with the following assumptions: an average risk free interest rate of 0.48%; an average expected volatility factor of 20.43%; an expected dividend yield of nil; and expected remaining life of 0.93 years. The fair value of the stand-by warrants as at December 31, 2015, was estimated at $1,235,000 (as at March 31, 2015: $1,719,000).

12. SHAREHOLDERS' CAPITAL

As at December 31, 2015, directors and officers of the Corporation, through a controlled entity, beneficially own, directly or indirectly, or exercise control or direction over 40.5% of the outstanding Common shares of the Corporation (compared to 40.3% as at March 31, 2015).

Authorized capital of Ceres consists of an unlimited number of common shares. Changes to shareholders' capital were as follows:

	Number of shares	Amount
Balances, March 31, 2014	**14,208,679**	**$ 137,100,022**
Adjustment to outstanding common shares	(471)	-
Issuance of common shares, December 31, 2014	12,842,465	75,000,000
Share issuance costs	-	(1,571,062)
Warrants, conditionally issued, December 4, 2014, classified as liabilities	-	(1,644,000)
Balances, March 31, 2015	27,050,673	$ 208,884,960
Redemption of deferred share units	6,982	41,789
Share issuance costs	-	(69,359)
Balances, December 31, 2015	**27,057,655**	**$ 208,857,390**

13. DEFERRED SHARE UNITS

The following table summarizes the information related to Deferred Share Units ("DSUs") held by non-executive members of the Board of Directors:

	April 1, 2015 to December 31, 2015 Number of DSUs	April 1, 2014 to March 31, 2015 Number of DSUs
Deferred share units, beginning of period	**52,813**	8,913
Granted	**63,128**	46,574
Redeemed	**(6,982)**	(2,674)
Balance, end of period	**108,959**	52,813

14. STOCK OPTION PLAN

During the nine months ended December 31, 2015, Ceres granted stock options under the Corporation's Stock Option Plan to certain officers and employees of the Corporation. The exercise price is fixed by the Board of Directors at the time of grant; provided that the exercise price shall not be less than fair market value of the common shares.

As at December 31, 2015, the outstanding stock options are as follows:

	Number of Options	Weighted-average exercise price ($)	Weighted-average Remaining Contractual Term (Years)
Outstanding as at March 31, 2015	**-**	**$ -**	**-**
Granted	322,500	6.72	
Exercised	-	-	
Expired/forfeited	(44,169)	6.25	
Outstanding as at December 31, 2015	**278,331**	**$ 6.71**	**4.53**
Exercisable as at December 31, 2015	**64,500**	**$ 6.72**	**4.53**

As at December 31, 2015, the fair value of the stock options is estimated using the Black-Scholes pricing model with the following weighted-average assumptions: an average risk free interest rate of 0.80%; expected volatility of 28.1%; dividend yield of nil; an average expected option life of 3.5 years; and average exercise price of $6.72. The weighted average grant date fair value of the options granted during the nine months ended December 31, 2015, is $1.45 (nine months ended December 31, 2014: nil).

The total share option compensation cost that has been included in general and administrative expenses for the nine months ended December 31, 2015, amounted to $127,542 (nine months ended December 31, 2014: nil) with the non-cash expense being accrued and classified within contributed surplus in the Interim Condensed Consolidated Balance Sheet.

15. CHANGES IN NON-CASH WORKING CAPITAL ACCOUNTS

Nine months ended December 31	**2015**	2014
Increase in due from Broker, commodity futures contracts	**$ (754,722)**	$ (1,713,557)
Decrease (increase) in net derivative assets	**3,821,107**	(2,376,304)
Increase in accounts receivable	**(4,731,807)**	(15,952,858)
Increase in inventories	**(13,727,288)**	(36,168,299)
Decrease in Sales taxes recoverable	**1,081,645**	664,400
Decrease in prepaid expenses and sundry assets	**776,671**	702,277
Increase in accounts payable and accrued liabilities	**12,699,860**	18,669,056
Decrease in provision for future payments to Front Street Capital	**(83,000)**	(419,000)
	$ (917,534)	$ (36,594,285)

16. KEY MANAGEMENT COMPENSATION

The remuneration of key management personnel of the Corporation, which includes both members of the Board of Directors and leadership team including the President and CEO, CFO and vice presidents, is set out below in aggregate:

	3 months		9 months	
	2015	2014	**2015**	2014
Salary and short-term employee benefits	**$ 357,242**	$ 465,798	**$ 1,126,323**	$ 1,687,035
Share-based compensation	**117,341**	81,634	**485,129**	334,933
	$ 474,583	$ 547,432	**$ 1,611,452**	$ 2,021,968

17. CONTINGENCIES AND COMMITMENTS

(a) Legal

The Corporation is involved in various legal claims and legal notices arising in the ordinary course of business. The Corporation believes it has adequately assessed each claim, and the necessity of a provision for such claims. As at December 31, 2015, the Corporation has no provision for any contingent liabilities.

During the year ended March 31, 2014, Ceres terminated its arrangements and ongoing discussions with The Scoular Company ("Scoular") as a potential development partner with respect to the development and construction of a grain facility at NCLC. The termination of discussions with Scoular may have implications for any amounts to be collected from the potential partner and amounts previously paid to Ceres by Scoular in respect to a certain portion of NCLC site preparation costs under a Cost-Sharing Agreement. The recovery and/or reimbursement of such amounts, if any, will be subject to resolution of the claim described below.

During the year ended March 31, 2015, Scoular initiated an action against the Corporation for injunctive relief and unspecified damages relating to the development and construction of a grain facility at the Corporation's NCLC.

As of the date hereof, the Corporation, based on the advice of its litigation counsel, does not believe that the claims alleged by Scoular have any legal merit, and therefore, the Corporation intends to vigorously defend the lawsuit. Prior to the termination of its relationship with Scoular, the counterparty paid $3,899,146 in costs related to the project. The Corporation does not believe that the counterparty is entitled to any of these costs based on the legal relationship that existed at the time, and based on the claims alleged in the counterparty's complaint. The outcome of this complaint is difficult to assess or quantify. The plaintiff may seek recovery of large or indeterminate amounts, and the magnitude of the potential loss may remain unknown for substantial periods of time. The cost to defend this complaint may be significant. In addition, this complaint, if decided adversely to the Corporation or settled by the Corporation, may result in liability material to the Corporation's financial statements as a whole or may materially and adversely affect the Corporation's business, financial position, cash flow, and/or results of operations.

(b) Commitments

Capital expenditures contracted but not yet incurred are as follows:

	December 31, 2015	March 31, 2015
Property, plant and equipment	**$ 16,581,650**	$ 25,383,770