



Ceres Global Ag Corp. Files Management Information Circular and Letter to Shareholders for July 24, 2013, Special Meeting of Shareholders.

Ceres Board Unanimously Recommends Shareholders Vote AGAINST both Advisory Resolutions

TORONTO, June 28, 2013 /CNW/ - Ceres Global Ag Corp. ("Ceres" or the "Corporation") announced today that it has filed with Canadian securities regulatory authorities and is mailing to shareholders its management proxy circular in respect of its Special Meeting of shareholders scheduled for 11:00 a.m. on Wednesday, July 24, 2013 in the Chairman's Boardroom at One King Street West, Toronto, Ontario, Canada, M5H 1A1. The Ceres' Board of Directors unanimously recommends that shareholders vote their BLUE proxy against the advisory resolutions proposed by minority shareholder, VN Capital Management LLC.

The management proxy circular includes a letter to shareholders from Gary P. Selke, Chairman and CEO, and W. Brian Little, Director and Chair of the Special Committee setting out the reasons why shareholders should vote their BLUE proxy against the advisory resolutions. Copies of the management proxy circular, letter to shareholders and other proxy materials will be available on SEDAR at www.sedar.com

The text of the letter to shareholders is reproduced below:

June 21, 2013

Dear Shareholders:

We are writing to invite you to a special meeting of shareholders of Ceres Global Ag Corp. to be held on July 24, 2013 at 11:00 am (Toronto time). *This is not an ordinary meeting of shareholders.* As you may be aware, a minority shareholder, VN Capital Management, LLC (holding approximately 6.8% of Ceres' shares), requisitioned this meeting of shareholders.

Shareholders will be asked to vote on two non-binding, advisory resolutions proposed by VN Capital. The first advisory resolution calls on Ceres to terminate the Management Agreement that exists between Ceres and Front Street Capital. The second advisory resolution seeks to restrict Ceres from entering into any

future agreement with Front Street to provide management or administrative services to Ceres.

Your Board of Directors, after careful deliberation, unanimously recommends that shareholders vote **AGAINST** these resolutions.

Here are the key reasons behind the Board's unanimous recommendations, reviewed in detail in the pages that follow:

- **Ceres' value is best realized through maintaining its current strategy of actively managing its assets and operations. VN Capital's action is based on the incorrect premise that Ceres has become an operating company;**
- **The "internalization" of the management of Ceres as proposed by VN Capital, would be costly and time consuming, and is not in the best interest of Ceres shareholders at this time;**
- **The passage of VN Capital's proposals could destabilize Ceres' business development opportunities and jeopardize its ability to enter into new business contracts and generally further the development of its projects with third parties;**
- **Ceres has a highly qualified and experienced board of directors and management team, with extensive experience in agribusiness, asset management, finance, transaction negotiation and execution and company operations;**
- **Current management is aligned with shareholders – Front Street and its related parties, along with directors and officers of Ceres, control 21% of the shares – over three times that of VN Capital; and**
- **Ceres is committed to ongoing board evaluation and renewal to advance shareholder interests.**

As you will read later in [the] circular, the Board and the Special Committee of the Board engaged in a deliberative and careful process to consider the issues raised by VN Capital.

The Board struck a special committee of independent directors to consider and respond to VN Capital's requisition for a special meeting. The Special Committee retained independent legal advice and retained an independent financial advisor to assist and advise on its deliberations. In order to fulfill its mandate, the Special Committee met in person or by phone, over a dozen times and held frequent discussions with its independent advisors and the management of Ceres.

Ultimately, the Special Committee determined that VN Capital's proposals were based on the incorrect premise that Ceres has become a fully formed operating company. The Special Committee has unanimously concluded that the current management structure is appropriate and in the best interest of Ceres at this time.

Shareholders, we encourage you vote **AGAINST** the VN Capital resolutions. The management and Board of Ceres are aligned with shareholders, and management is incentivized to create value for long term shareholders.

If you have any questions about the Board's recommendations or the Special Committee's process, we encourage you to contact us directly at (416) 915-2426.

Any shareholder requiring assistance in voting their proxy should contact Canadian Stock Transfer Company Inc., Investor Relations Inquiry at (416) 682-3860 or toll free at 1-800-387-0825. Please vote your **BLUE** proxy **AGAINST** the VN Capital resolutions, prior to 11:00 am (Toronto time) on July 22, 2013 – and help us *keep good things growing*, at Ceres.

Sincerely,

Gary P. Selke
Chairman
Chief Executive Officer

W. Brian Little
Chairman of the Special Committee
Independent Director

About Ceres Global Ag Corp.

Ceres Global Ag Corp. is a Toronto-based asset management corporation with two main investment areas: its Grain Handling and Storage unit, anchored by its 100% ownership of Riverland Ag Corp.; and its Commodity Logistics unit, containing its 25% interest in Stewart Southern Railway Inc. and its development of the Northgate, SK Commodity Logistics Hub. Ceres also has significant capital available to invest in these and related businesses. Riverland Ag Corp. is a collection of 11 grain storage and handling assets in Minnesota, North Dakota, New York, Wisconsin and Ontario having aggregate storage capacity of approximately 52 million bushels. Stewart Southern Railway Inc. is a short line rail company that operates in Southeastern Saskatchewan. The Northgate Commodity Logistics Hub is a \$90 million grain, oil and oilfield supplies transloading site being developed in conjunction with Scoular Grain and several potential energy company partners, connected to the Burlington Northern Santa Fe Railroad and expected to open in the fall of 2013. Ceres common shares trade on the Toronto Stock Exchange under the symbol "CRP".

Cautionary Notice: This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation and United States securities laws. Forward-looking information may include, but is not limited to, statements regarding future operations and results, anticipated business prospects and financial performance of Ceres and its subsidiaries, expectations or projections about the future, strategies and goals for growth, anticipated capital projects, construction and completion dates and the expected financial and operational consequences of future commitments. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "scheduled", "intends", "anticipates" or "does not anticipate", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward-looking information is based on the opinions and estimates of management at the date the information is available, and is based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Key assumptions upon which such forward-looking information is based are listed in the "Forward-Looking Information" section of the management proxy circular.

Many such assumptions are based on factors and events that are not within the control of Ceres and there is no assurance they will prove to be correct. Factors that could cause actual results to vary materially from results anticipated by such forward-looking information include, among others, risks related to weather, politics and governments, changes in environmental and other laws and regulations, competitive factors in agricultural, food processing and feed sectors, construction and completion of capital projects, labour, equipment and material costs, access to capital markets, interest and currency exchange rates, technological developments, global and local economic conditions, the ability of Ceres to successfully implement strategic initiatives and whether such strategic initiatives will yield the expected benefits, the operating performance of the Corporation's assets, the availability and price of commodities and regulatory environment, processes and decisions. Although Ceres has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results that are not anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Ceres undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking information.

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