



**CERES GLOBAL AG CORP. ANNOUNCES
MANAGEMENT TRANSITION AGREEMENT WITH
FRONT STREET CAPITAL**

FOR IMMEDIATE RELEASE

TORONTO, ON, (August 23, 2013) – Ceres Global Ag Corp. (“Ceres” or the “Corporation”) announced today that it has entered into a Management Transition Agreement with Front Street Capital providing for the early termination of the Management Agreement, between Front Street Capital and the Corporation, and a timely transition to an internal management structure. The Management Transition Agreement is subject to shareholder approval which will be sought at the Corporation’s Annual and Special Meeting to be held on September 27, 2013. In addition, Ceres announced the nominees for the Board of Directors to be voted on at the Annual and Special Meeting (the “Meeting”).

Under the terms of the Management Transition Agreement, which is subject to shareholder approval at the Meeting:

- The Management Agreement will terminate effective November 30, 2013:
 - Monthly Management Fee payments to Front Street Capital will cease at the end of September 2013;
 - On October 1, 2013, the Corporation will pay Front Street Capital \$5.0 million;
- Front Street Capital will be paid an additional \$1.0 million if the five-day volume-weighted average price of the Corporation’s common shares on the TSX (the “5-day VWAP”) reaches \$10.00 within five years, and a further \$1.0 million if the 5-day VWAP reaches \$11.00. These payments will become immediately payable if there occurs prior the fifth anniversary of the date of the Management Transition Agreement either a change in control or a going private transaction (at a price in excess of \$7.85 per share);
- The Corporation will deposit into an escrow fund 1/20th of any net sale proceeds (being gross sale proceeds in excess of net book value and direct transaction costs) from the sale of any of the Corporation’s assets, to a maximum amount of \$1.0 million and such escrow fund shall be paid to Front Street Capital if the 5-day VWAP does not reach \$10.00 within five years;
- Michael Detlefsen, currently President of the Corporation, will be appointed President and Chief Executive Officer, and will work with the expanded Board of Directors to

develop and implement a new, permanent management structure for Ceres, with the shared goal of a seamless transition and continuity in the business of the Corporation;

- Until November 30, 2013, or such earlier date as the Corporation may determine, Front Street Capital will continue to provide existing services and support to the Corporation, including the services of Jason Gould as Chief Financial Officer and of Tom Muir as Chief Transaction Officer with no additional management fee payable to Front Street Capital after the end of September 2013; and,
- The Corporation will reimburse the Manager its reasonable costs incurred in connection with matters leading up to and including the Corporation's July 24, 2013 special meeting of shareholders and the Annual and Special Meeting to be held on September 27, 2013. The Corporation has also agreed to reimburse VN Capital Management LLC its reasonable costs, and reimburse Whitebox Advisors LLC its reasonable travel expenses, incurred in connection with matters leading up to and including the Corporation's July 24, 2013 special meeting of shareholders and the Annual and Special Meeting to be held on September 27, 2013.

The Board of Directors has unanimously approved the Management Transition Agreement and will be recommending to shareholders they approve it at the Meeting. Mr. Brian Little, Director and Chair of the Special Committee of the independent Directors, said: "After careful deliberation over the last several months, and with considerable input from shareholders and advisors, the Board of Directors has unanimously decided that this early termination and management transition arrangement is in the best interests of Ceres' shareholders."

Ceres also announced its slate of nominees for the Board of Directors to be voted on at the Annual and Special Meeting on September 27, 2013. Brian Little, Mary Parniak and John Heimbecker, currently serving on the Board of Directors, will not be standing for re-election. The nominees for the Board of Directors, which will be expanded from five to seven members, are:

- Gary P. Selke, Chief Executive Officer, Front Street Capital;
- Tom P. Muir, Managing Director, Muir Detlefsen & Associates Limited;
- Jacob P. Mercer, Senior Portfolio Officer, Whitebox Advisors LLC;
- Harvey T. Joel, Supply Chain & Infrastructure Advisor (former VP Logistics, CN Railway);
- Gary W. Mize, Partner, MR & Associates (former senior executive of Noble Group and ConAgra);
- Shannon Self, President, Violet Hill Group, Ltd. (oil & gas, agriculture and real estate investments); and,
- Douglas E. Speers, Corporate Director (former CEO of Emco Corporation).

Nominee biographies will be included in the Management Information Circular to be issued in connection with the upcoming Annual and Special Meeting which will be mailed to shareholders in early September.

Mr. Gary Selke, Chair of the Board, said: "I would like to thank the Special Committee for its tireless work on this very difficult matter over the last several months. The highly professional and constructive dialogue among management, the Special Committee and Ceres' shareholders has resulted in an arrangement that is both fair to, and in the best interests of, all parties." He added: "I would also like to extend a special thank you to Brian Little, Mary Parniak, and John Heimbecker for their contributions to the Board."

Several of the Corporation's larger shareholders have indicated their support for the management termination and transition arrangement and the slate of nominees for the Board of Directors, outlined above, including Front Street Capital, VN Capital Management, LLC, and Whitebox Advisors LLC. Collectively, these shareholders own in excess of 38.7% of the Corporation's outstanding common shares. In addition, these shareholders believe many other shareholders will also be supportive of these actions.

Michael Detlefsen, Ceres' new President and CEO, said: "I look forward to working closely with the expanded Board of Directors to continue to develop and execute strategies to deliver maximum value to shareholders."

Jim Vanasek, Managing Partner of VN Capital Management, said: "I believe that the agreement reached today to terminate the Front Street management contract, elect a new slate of directors at the upcoming annual meeting and provide an orderly transition over the next couple of months is a huge win for all Ceres shareholders - an outcome that would not have been possible without their support for our efforts over the past few weeks. Both Gary and I share the same goal of having Ceres' stock price reflect the substantial value of the company's assets. This agreement is the first step towards achieving that result and I look forward to working closely with him and the rest of the new Board to help make that happen."

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 eleven (11) grain storage and handling assets in Minnesota, North Dakota, New York, Wisconsin and Ontario having aggregate storage capacity of approximately 52 million bushels. Riverland Ag also manages two (2) facilities in Wyoming on behalf of its customer-owner. 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".

For further information, contact Jason Gould, Chief Financial Officer, at (416) 915-2426.

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, expected and future cash flows, costs, planned capital expenditures,

anticipated capital projects, construction and completion dates, operating and financial results, critical accounting estimates 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", "budget", "scheduled", "estimates", "forecasts", "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 made, 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 interim MD&A for the quarter ended June 30, 2013. 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.