

**CERES GLOBAL AG CORP.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the “**Meeting**”) of shareholders of **CERES GLOBAL AG CORP.** (the “**Corporation**”) will be held at the offices of Blake, Cassels & Graydon LLP at 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9 on November 14, 2018 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the financial year ended June 30, 2018, and the auditors’ report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint Wolrige Mahon Collins Barrow LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditors;
4. to consider and, if thought advisable, to pass, a resolution, the full text of which is reproduced in Schedule A to the accompanying Management Information Circular, approving an amendment to the Corporation’s Amended and Restated Stock Option Plan; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting. Shareholders are invited to attend the Meeting.

Registered shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope or otherwise to the Secretary of the Corporation c/o AST Trust Company (Canada) at P.O. Box 721, Agincourt, Ontario, M1S 0A1 (or, if sent by facsimile, sent to: (416) 368-2502 or 1-866-781-3111 (toll free through North America)) or by email at proxyvote@astfinancial.com Attention: Proxy Department or to the Secretary of the Corporation at the Corporation’s registered office, which is located at c/o Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9. To be effective, a proxy must be received by AST Trust Company (Canada) or the Secretary of the Corporation no later than November 12 at 11:00 a.m. (Toronto time) or, in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment. The Corporation reserves the right to accept late proxies and to waive the proxy cut-off deadline, with or without notice, but is under no obligation to accept or reject any particular late proxy. Completing and sending the proxy card will cancel any other proxy you may have previously submitted in connection with the Meeting, as it is the later dated proxy that will be counted. Shareholders of record at the close of business on September 28, 2018 will be entitled to vote at the Meeting in person or by proxy.

Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary.

DATED at Toronto, Ontario as of October 1, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *Douglas E. Speers*
Chairman of the Board of Directors