

BY-LAW NO. 3

A by-law to amend a certain provision of By-Law No. 1, being the general by-law relating to the transaction of the business and affairs of **CERES GLOBAL AG CORP.** (the "**Corporation**").

BE IT ENACTED AND IT IS HEREBY ENACTED as By-Law No. 3 of the Corporation, that a provision of By-Law No. 1 be amended as follows:

1. Section 10.25 of By-Law No. 1 is deleted in its entirety and replaced with the following:

"10.25 Quorum

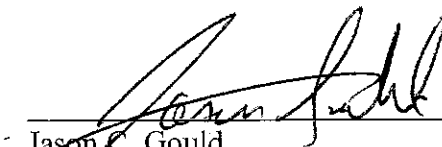
At any meeting of shareholders, two (2) individuals present in person, each of whom is either a shareholder entitled to attend and vote at such meeting or the proxyholder of such a shareholder appointed by means of a valid proxy, shall be a quorum for the choice of a chairman (if required) and for the adjournment of the meeting. For all other purposes a quorum for any meeting of shareholders (unless a greater number of shareholders and/or a greater number of shares are required by the Act or by the articles or the by-laws) shall be two (2) individuals present in person, each of whom is either a shareholder entitled to attend and vote at such meeting or the proxyholder of such a shareholder appointed by means of a valid proxy, holding or representing by proxy not less than 15% of the total number of the issued and outstanding shares of the Corporation for the time being enjoying voting rights at such meeting. No business shall be transacted at any meeting of shareholders while the requisite quorum is not present."

2. On enactment and confirmation of this by-law and on approval by the shareholders of the Corporation, the provision of By-Law No. 1 referred to above shall be deleted and replaced by the provision hereof.

ENACTED AND MADE by the board of directors effective as of the 21st day of May, 2009.

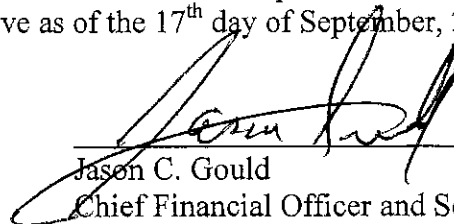


Gary P. Selke
Chief Executive Officer



Jason C. Gould
Chief Financial Officer and Secretary

CONFIRMED AND APPROVED by the shareholders of the Corporation in accordance with the *Business Corporations Act* (Ontario) effective as of the 17th day of September, 2009.



Jason C. Gould
Chief Financial Officer and Secretary