

**By-Law No. 4**

A by-law amending By-law No. 1 of  
**CERES GLOBAL AG CORP.**

**BE IT PASSED AND MADE** as a by-law of CERES GLOBAL AG CORP. (hereinafter referred to as the "Corporation") as follows:

1. Paragraph 3.02(c) of By-Law No. 1 of the Corporation be and is hereby amended by deleting the words "Unless the Corporation is a non-resident corporation, a majority of the directors shall be resident Canadians but where the Corporation has only one or two directors, that director or one of the two directors, as the case may be, shall be a resident Canadian." and replacing them with the words "At least 25% of the directors of the Corporation shall be resident Canadians, but where the Corporation has less than four directors, at least one director shall be a resident Canadian."
2. Paragraph 4.02 of By-Law No. 1 of the Corporation be and is hereby deleted in its entirety.
3. Paragraph 4.03(d) of By-Law No. 1 of the Corporation be and is hereby deleted in its entirety.
4. Paragraph 4.03(e) of By-Law No. 1 of the Corporation be and is hereby deleted in its entirety.
5. Paragraph 5.08(c) of By-Law No. 1 of the Corporation be and is hereby deleted in its entirety.
6. Paragraph 5.08(d) of By-Law No. 1 of the Corporation be and is hereby deleted in its entirety.
7. Article 8 of By-Law No. 1 of the Corporation be and is hereby deleted in its entirety.

**PASSED AND MADE** this 10<sup>th</sup> day of February, 2016.

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Patrick Bracken  
Chief Executive Officer

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Mark Kucala  
Chief Financial Officer