MAPLE LEAF FOODS INC.

Interim Report to Shareholders

For the Third Quarter Ended

September 30, 2016

Management's Discussion and Analysis

All dollar amounts are presented in Canadian dollars unless otherwise noted.

November 1, 2016

FINANCIAL OVERVIEW

Sales for the third quarter of 2016 were $852.1 million compared to $818.8 million last year, an increase of 4.1%, or 2.8% after adjusting for the impact of foreign exchange. Sales for the first nine months were $2,503.6 million compared to $2,419.8 million last year, an increase of 3.5%, or 1.7% after adjusting for the impact of foreign exchange. The increases for both the three and nine month periods were due to higher sales in the Meat Products Group.

Net earnings for the third quarter increased to $31.8 million ($0.24 per basic share) compared to $18.7 million ($0.13 per basic share) last year. For the first nine months, net earnings increased to $105.5 million ($0.78 per basic share) compared to $8.3 million ($0.06 per basic share) last year. The increases for both the three and nine month periods were due primarily to improved margins in the Meat Products Group.

Adjusted Operating Earnings[(i)] for the third quarter increased to $61.5 million compared to $29.8 million last year, and Adjusted Earnings per Share[(ii)] increased to $0.32 from $0.16 last year. For the first nine months, Adjusted Operating Earnings increased to $175.6 million from $62.0 million, and Adjusted Earnings per Share increased to $0.92 from $0.34 last year. The increases for both the three and nine month periods reflect improved margins in the Meat Products Group.

Several items are excluded from the discussions of underlying earnings performance as they are not representative of ongoing operational activities. Refer to the section entitled Non-IFRS Financial Measures of this Management Discussion and Analysis on page 8 for a description and reconciliation of all non-IFRS financial measures.

Notes:

(i) *Adjusted Operating Earnings, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as earnings adjusted for items that are not considered representative of ongoing operational activities of the business, and items where the economic impact of the transactions will be reflected in earnings in future periods when the underlying asset is sold or transferred. Please refer to the section entitled Non-IFRS Financial Measures starting on page 8 of this document.*

(ii) *Adjusted Earnings per Share, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as basic earnings per share and is adjusted on the same basis as Adjusted Operating Earnings. Please refer to the section entitled Non-IFRS Financial Measures starting on page 8 of this document.*

OPERATING REVIEW

The following table summarizes sales by business segment:

($ thousands) (Unaudited)	**Three months ended September 30,**		**Nine months ended September 30,**	
	2016	2015	**2016**	2015
Meat Products Group	**$ 848,093**	$ 814,820	**$ 2,492,058**	$ 2,408,452
Agribusiness Group	**4,006**	3,965	**11,576**	11,357
Total Sales	**$ 852,099**	$ 818,785	**$ 2,503,634**	$ 2,419,809

The following table summarizes Adjusted Operating Earnings by business segment:

($ thousands) (Unaudited)	**Three months ended September 30,**		**Nine months ended September 30,**	
	2016	2015	**2016**	2015
Meat Products Group	**$ 65,934**	$ 28,263	**$ 190,095**	$ 53,821
Agribusiness Group	**(4,418)**	1,581	**(14,531)**	8,222
Adjusted Operating Earnings	**$ 61,516**	$ 29,844	**$ 175,564**	$ 62,043

Meat Products Group

Includes value-added prepared meats, lunch kits and snacks, and value-added fresh pork and poultry products sold under flagship Canadian brands such as Maple Leaf®, Maple Leaf Prime®, Maple Leaf Natural Selections®, Schneiders®, Schneiders Country Naturals®, Mina™, and many leading regional brands.

Sales in the third quarter increased 4.1% to $848.1 million, or 2.8% after adjusting for the impact of foreign exchange. Sales in fresh pork increased as the Company's focus on increasing its value-added pork business resulted in improved selling prices and increased volumes. Fresh poultry sales also increased due to stronger volume and an improved sales mix.

Sales in the first nine months increased 3.5% to $2,492.1 million, or 1.7% after adjusting for the impact of foreign exchange. The increase was due to similar factors noted above.

Adjusted Operating Earnings in the third quarter increased to $65.9 million compared to $28.3 million last year. Higher earnings in prepared meats resulted from lower operating costs across the network and pricing implemented in the first quarter. Higher fresh pork earnings resulted from increased contributions from value-added Canadian retail and value-added export sales, higher industry margins, and operating efficiency gains.

For the first nine months, Adjusted Operating Earnings increased to $190.1 million compared to $53.8 million last year, due to similar factors as noted above. In addition, during 2015 the Company incurred duplicative overhead costs as the Company operated legacy plants that were slated for closure.

Agribusiness Group

Includes Canadian hog production operations that primarily supply the Meat Products Group with livestock.

Adjusted Operating Earnings in the third quarter decreased to a loss of $4.4 million compared to earnings of $1.6 million last year, reflecting the impact of lower hog prices. For the first nine months, Adjusted Operating Earnings decreased to a loss of $14.5 million from earnings of $8.2 million last year, as benefits from the Company's risk management program were not repeated to the same extent this year.

GROSS MARGIN

Gross margin in the third quarter was $121.0 million (14.2% of sales) compared to $99.3 million (12.1% of sales) last year. Included in gross margin was a $45.9 million decrease in the fair value of biological assets and a $26.2 million increase in the fair value of unrealized mark-to-market commodity contracts.

For the first nine months, gross margin was $386.1 million (15.4% of sales) compared to $264.3 million (10.9% of sales) last year. Included in gross margin was a $14.8 million decrease in the fair value of biological assets and a $12.2 million increase in the fair value of unrealized mark-to-market commodity contracts.

The increases in gross margin as a percentage of sales are largely attributable to margin improvement in the Meat Products Group, as outlined above.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSE

Selling, general and administrative expenses for the third quarter increased by 14.1% to $78.6 million (9.2% of sales), compared to $68.9 million (8.4% of sales) last year. The increase largely reflects a difference in short-term incentive programs linked to company performance.

For the first nine months of 2016, selling, general and administrative expenses increased by 4.9% to $235.4 million (9.4% of sales), compared to $224.5 million (9.3% of sales) last year. The change relates to short-term incentive programs, as discussed above, and investment in foundational advertising and promotional expenses, partially offset by a decrease in core selling, general and administrative expenses.

OTHER INCOME (EXPENSE)

Other income for the third quarter was $4.6 million compared to an expense of $1.1 million last year. The increase was primarily due to a gain on sale of investment property in 2016.

For the first nine months of 2016, other income was $1.4 million compared to an expense of $7.9 million last year, primarily due to a lower depreciation charge on assets servicing divested businesses as these assets are now fully depreciated.

Certain items in other income (expense) are excluded from the calculation of Adjusted EBITDA and Adjusted Earnings per Share as they are not considered representative of ongoing operational activities of the business. Other income (expense) used in the calculation of Adjusted EBITDA and Adjusted Earnings per Share for the third quarter was an expense of $0.8 million (2015: income of $1.2 million) and an expense of $1.2 million (2015: income of $0.9 million) for the first nine months.

NON-ALLOCATED COSTS

Non-allocated costs in the third quarter were a $41.6 million loss related to changes in the fair value of biological assets (2015: gain of $4.3 million) and a $22.4 million unrealized gain on futures contracts (2015: loss of $3.8 million). For the first nine months, non-allocated amounts were a $41.9 million loss related to changes in the fair value of biological assets (2015: loss of $27.1 million) and a $17.1 million unrealized gain on futures contracts (2015: gain of $4.9 million).

All non-allocated amounts have been excluded from the computation of Adjusted Operating Earnings, as the economic impact of these transactions will be reflected in earnings in future periods when the underlying asset is sold or transferred.

RESTRUCTURING AND OTHER RELATED COSTS

Restructuring and other related costs for the third quarter were $0.5 million compared to $3.4 million last year. The costs in 2016 primarily related to severance and other employee costs incurred in connection with ongoing management and organizational restructuring initiatives. The costs in 2015 related to similar factors, asset impairment and accelerated depreciation, and site closing costs.

For the first nine months, restructuring and other related costs were $2.3 million compared to $21.5 million last year, and related to similar factors as noted above.

INCOME TAXES

The Company's income tax expense for the third quarter resulted in an effective tax rate of 27.0% (2015: 24.3%). The lower effective tax rate in 2015 primarily resulted from adjustments to income tax expense relating to prior periods. For 2016, the effective tax recovery rate on restructuring charges used in the computation of Adjusted Earnings per Share is 26.1% (2015: 26.0%). The effective tax recovery rate on items not considered representative of continuing operations in 2016 is 25.3% (2015 30.1% tax recovery). The effective tax recovery rate in 2015 on items not considered representative of continuing operations was due to the reduction in the net taxes recoverable for the income tax expense applicable to a capital gain on the sale of an investment property in 2015.

The Company's income tax expense for the nine months resulted in an effective tax rate of 27.1% (2015: 19.0% tax recovery). The effective tax recovery rate in 2015 primarily resulted from the favourable resolution of an income tax audit. The effective tax rate excluding this item was 23.0%. The lower effective tax rate in 2015 excluding this item primarily resulted from adjustments to income tax expense relating to prior periods. For 2016, the effective tax recovery rate on restructuring charges used in the computation of Adjusted Earnings per Share is 26.1% (2015: 26.0%). The effective tax recovery rate on items not considered representative of continuing operations in 2016 is 25.1% (2015: 26.2%).

CAPITAL RESOURCES

The consumer packaged meats industry in which the Company operates is generally characterized by high sales volume and high turnover of inventories and accounts receivable. In general, accounts receivable and inventories are readily convertible into cash. Investment in working capital is affected by fluctuations in the price of raw materials, seasonal and other market-related fluctuations. The Company has consistently generated a strong base level of operating cash flow, even in periods of higher commodity prices and restructuring of its operations. These operating cash flows provide a base of underlying liquidity that the Company supplements with credit facilities and cash on hand to provide longer-term funding and to finance fluctuations in working capital levels.

On June 24, 2016, the Company entered into a new three-year $400.0 million committed revolving credit facility with a syndicate of Canadian, U.S. and international financial institutions. The new credit facility replaced the Company's $200.0 million revolving credit facility that was due to mature on June 30, 2016. This unsecured facility can be drawn in Canadian or U.S. dollars and bears interest payable monthly, based on Banker's Acceptance and Prime rates for Canadian dollar loans and LIBOR for U.S. dollar loans. The facility is intended to meet the Company's funding requirements for general purposes, and to provide appropriate levels of liquidity. As at September 30, 2016, the Company had drawn letters of credit of $17.9 million on this facility (2015: $59.7 million on the previous facility).

This revolving term facility requires the maintenance of certain covenants. As at September 30, 2016, the Company was in compliance with all of these covenants.

The Company has an additional uncommitted credit facility for issuing up to a maximum of $120.0 million letters of credit. As at September 30, 2016, $52.5 million (2015: $77.3 million) of letters of credit had been issued thereon. These letters of credit have been collateralized with cash, as further described in Note 3 of the Company's 2016 third quarter unaudited condensed consolidated interim financial statements.

The Company's cash balance as at September 30, 2016 is $444.3 million (2015: $306.5 million). The Company has invested in short-term deposits with Canadian financial institutions having long-term debt ratings of A or higher.

On August 26, 2016, the Company entered into a new three-year accounts receivable securitization facility. The maximum cash advance available to the Company under this program is $110.0 million. The new facility replaced the Company's existing facility that was due to mature on September 30, 2016. The new facility provides similar cash funding with a lower proportion of the Company's receivables being sold, and provides the Company with competitively priced financing and further diversifies its funding sources. Under the facility, the Company has sold certain accounts receivable, with very limited recourse, to a third party trust that is funded by an international financial institution with a long-term AA- debt rating. The receivables are sold at a discount to face value based on prevailing money market rates.

As at September 30, 2016, the Company had $119.6 million (2015: $191.5 million) of trade accounts receivable serviced under this facility. In return for the sale of these receivables, the Company will receive cash of $85.8 million (2015: $91.2 million) and notes receivable in the amount of $33.8 million (2015: $100.3 million). Due to the timing of receipts and disbursements, the Company may, from time to time, record a receivable or payable related to the securitization facility, and as at September 30, 2016, this net payable amounted to $9.3 million (2015: $4.3 million net payable). The facility is accounted for as an off-balance sheet transaction in accordance with International Financial Reporting Standards ("IFRS") and will expire in August 2019.

The Company's securitization and other credit facilities are subject to certain restrictions, including the maintenance of covenants. The Company was in compliance with all of the requirements of these facilities as at September 30, 2016.

CAPITAL EXPENDITURES

Capital expenditures for the third quarter were $29.5 million compared to $39.4 million in 2015, and for the first nine months were $77.0 million compared to $108.5 million in 2015. Expenditures were primarily related to ongoing profit enhancement and maintenance projects. The Company has revised its capital expenditures forecast for 2016 from $175 million to approximately $125 million reflecting a change in the timing of certain projects.

NORMAL COURSE ISSUER BID

On May 17, 2016 the Toronto Stock Exchange ("TSX") accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB"), which allows the Company to repurchase, at its discretion, up to 8.70 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. Common shares purchased by the Company will be cancelled. The program commenced on May 19, 2016 and will terminate on May 18, 2017, or on such earlier date as the Company completes its purchases pursuant to the notice of intention. During the three and nine months ended September 30, 2016 there were no transactions recorded in relation to this bid.

On March 23, 2015, the TSX accepted the Company's notice of intention to commence a NCIB, which allowed the Company to purchase at its discretion, up to 8.65 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. The program commenced on March 25, 2015 and was terminated on January 22, 2016, as the Company completed its purchase and cancellation of 8.65 million common shares for $194.5 million at a volume weighted average price paid of $22.48 per common share. During the nine months ended September 30, 2016, 0.51 million shares were purchased for $11.9 million at a volume weighted average price paid of $23.23 per common share. During the three months ended September 30, 2015, 4.31 million shares were purchased for cancellation for $96.4 million. During the nine months ended September 30, 2015, 6.09 million shares were purchased for cancellation for $138.4 million.

CASH FLOWS

Net cash, a non-IFRS measure as described on page 12, was $434.4 million at the end of the third quarter of 2016, compared to $295.9 million last year, and $281.6 million as at December 31, 2015. In the first nine months of 2016, the increase in cash was largely due to cash flow from operations in excess of investments in property and equipment, quarterly dividend payments and share repurchases under the NCIB program announced in 2015.

Cash Flow from Operating Activities

Cash provided by operations for the quarter was $176.2 million compared to $42.1 million in the third quarter of 2015. The increase was primarily due to higher earnings from operations, lower investment in working capital and margin received by the Company against its derivatives for the commodity hedging program.

For the first nine months of 2016, cash provided by operations was $285.0 million compared to $82.1 million last year. The improvement was primarily due to the same factors noted above.

Cash Flow from Financing Activities

Cash used in financing activities for the quarter was $20.9 million compared to $107.5 million in the third quarter of 2015. The decrease was primarily related to share repurchases under the NCIB program of $96.4 million in the third quarter of 2015.

For the first nine months of 2016, cash used in financing activities was $62.4 million compared to $171.5 million last year. The decrease was primarily due to fewer share repurchases under the NCIB program offset by more treasury stock purchases and higher dividend payments.

Cash Flow from Investing Activities

Cash used in investing activities for the quarter was $23.7 million compared to $37.9 million in the third quarter of 2015. The decrease was mainly due to lower capital expenditures and higher proceeds from the sale of long-term assets.

For the first nine months of 2016, cash used in investing activities was $70.6 million compared to $100.3 million last year. The decrease was mainly due to lower capital expenditures offset by lower proceeds from the sale of long-term assets.

SHARE CAPITAL

As at October 25, 2016, there were 134,716,089 common shares issued and outstanding.

OTHER MATTERS

On November 1, 2016, the Company declared a dividend of $0.09 per share payable December 30, 2016, to shareholders of record at the close of business on December 2, 2016. Unless indicated otherwise by the Company in writing on or before the time the dividend is paid, the dividend will be considered an Eligible Dividend for the purposes of the “Enhanced Dividend Tax Credit System”.

TRANSACTIONS WITH RELATED PARTIES

The Company sponsors a number of defined benefit and defined contribution plans. During the three and nine months ended September 30, 2016, the Company's contributions to these plans were $2.4 million and $7.0 million (2015: $2.3 million and $7.1 million).

The Company’s largest shareholder is McCain Capital Inc. (“MCI”) which is beneficially owned and controlled by Mr. Michael H. McCain, Chief Executive Officer and President of the Company. For the three and nine months ended September 30, 2016, the Company received services from MCI in the amount of $0.1 million and $0.4 million respectively (2015: $0.2 million and $0.4 million), which represented the market value of the transactions with MCI. As at September 30, 2016, $0.1 million was owing to MCI relating to these transactions.

McCain Financial Advisory Services ("MFAS") is an entity jointly controlled by individuals including Mr. Michael H. McCain. For the three and nine months ended September 30, 2016, the Company provided services to MFAS for a nominal amount, which represented the market value of the transactions.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of unaudited quarterly financial information:

($ thousands except earnings per share)		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total[iv]
Sales[i]	**2016**	**$ 796,889**	**$ 854,646**	**$ 852,099**	**$ —**	**$ —**
	2015	780,248	820,776	818,785	873,123	3,292,932
	2014	711,347	831,790	820,097	794,007	3,157,241
Net earnings (loss) from continuing operations	**2016**	**$ 42,269**	**$ 31,381**	**$ 31,828**	**$ —**	**$ —**
	2015	(2,861)	(7,524)	18,680	33,285	41,580
	2014	(124,606)	(39,544)	(26,671)	(22,992)	(213,813)
Net earnings (loss)	**2016**	**$ 42,269**	**$ 31,381**	**$ 31,828**	**$ —**	**$ —**
	2015	(2,861)	(7,524)	18,680	33,285	41,580
	2014	(131,994)	898,855	(26,767)	(28,188)	711,906
Earnings (loss) per share from continuing operations[ii]						
Basic[ii]	**2016**	**$ 0.31**	**$ 0.23**	**0.24**	**$ —**	**$ —**
	2015	(0.02)	(0.05)	0.13	0.24	0.30
	2014	(0.89)	(0.28)	(0.19)	(0.16)	(1.51)
Diluted[ii]	**2016**	**$ 0.31**	**$ 0.23**	**$ 0.23**	**$ —**	**$ —**
	2015	(0.02)	(0.05)	0.13	0.24	0.29
	2014	(0.89)	(0.28)	(0.19)	(0.16)	(1.51)
Adjusted EPS[ii][iii]	**2016**	**$ 0.28**	**$ 0.32**	**$ 0.32**	**$ —**	**$ —**
	2015	0.05	0.13	0.16	0.25	0.58
	2014	(0.24)	(0.12)	(0.12)	(0.08)	(0.56)
Earnings (loss) per share[ii]						
Basic[ii]	**2016**	**$ 0.31**	**$ 0.23**	**$ 0.24**	**$ —**	**$ —**
	2015	(0.02)	(0.05)	0.13	0.24	0.30
	2014	(0.95)	6.38	(0.19)	(0.20)	5.03
Diluted[ii]	**2016**	**$ 0.31**	**$ 0.23**	**$ 0.23**	**$ —**	**$ —**
	2015	(0.02)	(0.05)	0.13	0.24	0.29
	2014	(0.95)	6.38	(0.19)	(0.20)	5.03

(i) *Figures exclude discontinued operations.*

(ii) *Basic and diluted earnings (loss) per share, earnings (loss) per share from continuing operations and Adjusted Earnings (loss) per Share from continuing operations are based on amounts attributable to common shareholders.*

(iii) *Refer to Non-IFRS Financial Measures starting on page 8 of this document.*

(iv) *May not add due to rounding.*

Fluctuations in quarterly sales can be attributed to changes in pricing, volume, sales mix and foreign exchange rates.

Fluctuations in quarterly net earnings can be attributed to similar factors as noted above, pork and poultry industry processing margins, restructuring and other related costs, operating efficiencies, changes in the fair value of derivative and non-derivative financial instruments and biological assets, and transitional costs incurred prior to 2016.

For an explanation and analysis of quarterly results, please refer to the Company's Management's Discussion and Analysis for each of the respective quarterly periods which are filed on SEDAR and also available on the Company's website at www.mapleleaffoods.com.

SIGNIFICANT ACCOUNTING POLICIES

Accounting Standards Adopted During the Period

Beginning on January 1, 2016, the Company adopted certain standards and amendments. As required by IAS 34 Interim Financial Reporting and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the nature and the effect of these changes are disclosed below:

Annual Improvements to IFRS (2012-2014) Cycle

Beginning on January 1, 2016, the Company adopted various amendments to a total of four standards including the consistent classification of assets which are reclassified from held for sale to held for distribution in IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, and clarification of interim financial statement disclosure requirements regarding offsetting financial assets and liabilities, and clarification of whether a servicing contract constitutes continuing involvement for the purposes of disclosures of transferred financial assets that are derecognized under IFRS 7 Financial Instruments: Disclosures. The amendments that were adopted also included clarification that the currency of the bonds used to estimate the discount rate for pension obligations must be the same as the currency in which the benefits will be paid under IAS 19 Employee Benefits, and additional requirements under IAS 34 Interim Financial Reporting that cross-referenced information from the interim financial statements must be available at the same time and on the same terms as the interim financial statements. The adoption of these amendments did not have a material impact on the consolidated financial statements.

Joint Arrangements

Beginning on January 1, 2016, the Company adopted the amendments to IFRS 11 Joint Arrangements which require an acquisition of a joint operation that constitutes a business be accounted for using the principles of business combinations in IFRS 3 Business Combinations. This amendment applies to both initial and additional interest acquired in the joint operation. The adoption of the amendments to IFRS 11 did not have a material impact on the consolidated financial statements.

Accounting Pronouncements Issued But Not Yet Effective

Consolidated Financial Statements and Investments in Associates and Joint Ventures

In September 2014, IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures were amended to clarify an inconsistency between the two standards relating to the sale or contribution of assets from an investor to its associate or joint venture. The amendment requires that a full gain or loss is recorded if the sold or contributed assets constitute a business, or a partial gain or loss is recognized when a sale or contribution of assets do not constitute a business. The effective date for these amendments has been deferred indefinitely. The impact of adoption of these amendments has not yet been determined.

Statement of Cash Flows

As part of their disclosure initiative, the IASB has issued amendments to IAS 7 Statement of Cash Flows requiring a reconciliation of liabilities arising from financing activities to enable users of the financial statements to evaluate both cash flow and non-cash changes in the net debt of a Company. The Company intends to adopt the amendments to IAS 7 in its consolidated financial statements for the annual period beginning January 1, 2017. The extent of the impact of adoption of the amendments has not yet been determined.

Income Taxes

In January 2016, the IASB has issued amendments to IAS 12 Income Taxes to provide clarification on the requirements relating to the recognition of deferred tax assets for unrealized losses on debt instruments measured at fair value. The Company intends to adopt the amendments to IAS 12 in its consolidated financial statements for the annual period beginning January 1, 2017. The adoption of the amendments to IAS 12 is not expected to have a material impact on the consolidated financial statements.

Revenue Recognition

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers. IFRS 15 replaces the detailed guidance on revenue recognition requirements that currently exists under IFRS. IFRS 15 specifies the accounting treatment for all revenue arising from contracts with customers, unless the contracts are within the scope of other IFRSs. The standard also provides a model for the measurement and recognition of gains and losses on the sale of certain non-financial assets that are not an output of the Company's ordinary activities. Additional disclosure is required under the standard including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods, and key judgments and estimates. In July 2015, the effective date for IFRS 15 was deferred to apply to annual periods beginning on or after January 1, 2018; early application is permitted either following a full retrospective approach or a modified retrospective approach. The modified retrospective approach allows the standard to be applied to existing contracts beginning the initial period of adoption and restatements to the comparative periods are not required. The Company is required to disclose the impact by financial line item as a result of the adoption of the new standard. The Company intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of adoption of IFRS 15 has not yet been determined.

Financial Instruments – Recognition and Measurement

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments with a mandatory effective date of January 1, 2018. The new standard brings together the classification and measurement, impairment, and hedge accounting phases of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement. In addition to the new requirements for classification and measurement of financial assets, a new general hedge accounting model and other amendments issued in previous versions of IFRS 9, the standard also introduces new impairment requirements that are based on a forward-looking expected credit loss model. The Company intends to adopt IFRS 9 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of the adoption of IFRS 9 has not yet been determined.

The disclosure requirements in IFRS 7 Financial Instruments - Disclosure have also been amended to include the additional disclosure required under IFRS 9. The Company intends to adopt these amendments to IFRS 7 at the same time as adoption of IFRS 9. The extent of the impact of the adoption of the amendments to IFRS 7 has not yet been determined.

Leases

In January 2016, the IASB issued IFRS 16 Leases with a mandatory effective date of January 1, 2019. The new standard will replace IAS 17 Leases and will carry forward the accounting requirements for lessors. IFRS 16 provides a new framework for lessee accounting that requires substantially all assets obtained through operating leases to be capitalized and a related liability to be recorded. The new standard seeks to provide a more accurate picture of a Company's leased assets and related liabilities and create greater comparability between companies who lease assets and those who purchase assets. The Company intends to adopt IFRS 16 in its consolidated financial statements for the annual period beginning January 1, 2019. The extent of the impact of the adoption of IFRS 16 has not yet been determined.

Share-Based Payments

In June 2016, the IASB issued amendments to IFRS 2 Share-Based Payment. The amendments provide clarification on how to account for certain types of share-based payment transactions. The Company intends to adopt the amendments to IFRS 2 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of the adoption of the amendments has not yet been determined.

INTERNAL CONTROL OVER FINANCIAL REPORTING

There has been no change in the Company's internal control over financial reporting during the period beginning on July 1, 2016, and ended on September 30, 2016, that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

NON-IFRS FINANCIAL MEASURES

The Company uses the following non-IFRS measures: Adjusted Operating Earnings, Adjusted Earnings per Share, Adjusted EBITDA, Net Cash, and Free Cash Flow. Management believes that these non-IFRS measures provide useful information to investors in measuring the financial performance of the Company for the reasons outlined below. These measures do not have a standardized meaning prescribed by IFRS and therefore they may not be comparable to similarly titled measures presented by other publicly traded companies and should not be construed as an alternative to other financial measures determined in accordance with IFRS.

Adjusted Operating Earnings

Adjusted Operating Earnings, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as earnings before income taxes adjusted for items that are not considered representative of ongoing operational activities of the business and items where the economic impact of the transactions will be reflected in earnings in future periods when the underlying asset is sold or transferred. The table below provides a reconciliation of net earnings as reported under IFRS in the unaudited consolidated interim statements of earnings to Adjusted Operating Earnings for the three and nine months ended, as indicated below. Management believes that this basis is the most appropriate on which to evaluate operating results, as they are representative of the ongoing operations of the Company.

	Three months ended September 30, 2016			
($ thousands) *(Unaudited)*	**Meat Products Group**	**Agribusiness Group**	**Non-allocated costs**	**Consolidated**
Net earnings				**$ 31,828**
Income taxes				**11,777**
Earnings before income taxes				**$ 43,605**
Interest expense and other financing costs				**2,819**
Other (income) expense	**1,118**	**(285)**	**(5,454)**	**(4,621)**
Restructuring and other related costs	**91**	**—**	**451**	**542**
Earnings (loss) from operations	**$ 65,934**	**$ (4,418)**	**$ (19,171)**	**$ 42,345**
Decrease (increase) in fair value of biological assets[(i)]	**—**	**—**	**41,617**	**41,617**
Unrealized (gain) loss on futures contracts[(ii)]	**—**	**—**	**(22,446)**	**(22,446)**
Adjusted Operating Earnings (Loss)	**$ 65,934**	**$ (4,418)**	**$ —**	**$ 61,516**

(i) *Refer to Note 6 of the Company's 2016 third quarter unaudited condensed consolidated interim financial statements for further details regarding biological assets.*

(ii) *Unrealized gains/losses on futures contracts are reported within cost of goods sold in the Company's 2016 third quarter unaudited condensed consolidated interim financial statements.*

	Three months ended September 30, 2015			
($ thousands) *(Unaudited)*	Meat Products Group	Agribusiness Group	Non-allocated costs	Consolidated
Net earnings				$ 18,680
Income taxes				6,009
Earnings before income taxes				$ 24,689
Interest expense and other financing costs				1,209
Other (income) expense	(1,103)	(50)	2,277	1,124
Restructuring and other related costs	1,266	—	2,114	3,380
Earnings from operations	$ 28,263	$ 1,581	$ 558	$ 30,402
Decrease (increase) in fair value of biological assets[(i)]	—	—	(4,321)	(4,321)
Unrealized (gain) loss on futures contracts[(ii)]	—	—	3,763	3,763
Adjusted Operating Earnings	$ 28,263	$ 1,581	$ —	$ 29,844

(i) *Refer to Note 6 of the Company's 2016 third quarter unaudited condensed consolidated interim financial statements for further details regarding biological assets.*

(ii) *Unrealized gains/losses on futures contracts are reported within cost of goods sold in the Company's 2016 third quarter unaudited condensed consolidated interim financial statements.*

($ thousands) *(Unaudited)*	**Nine months ended September 30, 2016** Meat Products Group	Agribusiness Group	Non-allocated costs	Consolidated
Net earnings				**$ 105,478**
Income taxes				**39,210**
Earnings before income taxes				**$ 144,688**
Interest expense and other financing costs				**5,136**
Other (income) expense	**1,913**	**(728)**	**(2,614)**	**(1,429)**
Restructuring and other related costs	**(264)**	**—**	**2,608**	**2,344**
Earnings (loss) from operations	**$ 190,095**	**$ (14,531)**	**$ (24,825)**	**$ 150,739**
Decrease (increase) in fair value of biological assets[(i)]	**—**	**—**	**41,909**	**41,909**
Unrealized (gain) loss on futures contracts[(ii)]	**—**	**—**	**(17,084)**	**(17,084)**
Adjusted Operating Earnings (Loss)	**$ 190,095**	**$ (14,531)**	**$ —**	**$ 175,564**

(i) *Refer to Note 6 of the Company's 2016 third quarter unaudited condensed consolidated interim financial statements for further details regarding biological assets.*

(ii) *Unrealized gains/losses on futures contracts are reported within cost of goods sold in the Company's 2016 third quarter unaudited condensed consolidated interim financial statements.*

($ thousands) *(Unaudited)*	Nine months ended September 30, 2015 Meat Products Group	Agribusiness Group	Non-allocated costs	Consolidated
Net earnings				$ 8,295
Income taxes				(1,332)
Earnings before income taxes				$ 6,963
Interest expense and other financing costs				3,495
Other (income) expense	(740)	(113)	8,726	7,873
Restructuring and other related costs	15,419	—	6,095	21,514
Earnings (loss) from operations	$ 53,821	$ 8,222	$ (22,198)	$ 39,845
Decrease (increase) in fair value of biological assets[(i)]	—	—	27,122	27,122
Unrealized (gain) loss on futures contracts[(ii)]	—	—	(4,924)	(4,924)
Adjusted Operating Earnings	$ 53,821	$ 8,222	$ —	$ 62,043

(i) *Refer to Note 6 of the Company's 2016 third quarter unaudited condensed consolidated interim financial statements for further details regarding biological assets.*

(ii) *Unrealized gains/losses on futures contracts are reported within cost of goods sold in the Company's 2016 third quarter unaudited condensed consolidated interim financial statements.*

Adjusted Earnings per Share

Adjusted Earnings per Share, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as basic earnings per share and is adjusted on the same basis as Adjusted Operating Earnings. The table below provides a reconciliation of basic earnings per share as reported under IFRS in the unaudited consolidated interim statements of earnings to Adjusted Earnings per Share for the three and nine months ended, as indicated below. Management believes this basis is the most appropriate on which to evaluate financial results as they are representative of the ongoing operations of the Company.

($ per share) *(Unaudited)*	**Three months ended September 30,**		**Nine months ended September 30,**	
	2016	2015	**2016**	2015
Basic earnings per share	**$ 0.24**	$ 0.13	**$ 0.78**	$ 0.06
Restructuring and other related costs[(i)]	**—**	0.02	**0.01**	0.12
Items included in other income not considered representative of ongoing operations[(ii)]	**(0.03)**	0.01	**(0.01)**	0.04
Change in the fair value of unrealized (gain) loss on futures contracts[(iii)]	**(0.12)**	0.02	**(0.09)**	(0.03)
Change in the fair value of biological assets[(iii)]	**0.23**	(0.02)	**0.23**	0.15
Adjusted Earnings per Share	**$ 0.32**	$ 0.16	**$ 0.92**	$ 0.34

(i) *Includes per share impact of restructuring and other related costs, net of tax.*

(ii) *Primarily includes a depreciation charge on assets servicing divested businesses, interest income and gains/losses associated with investment properties and assets held for sale, net of tax.*

(iii) *Includes per share impact of the change in unrealized (gains) losses on futures contracts and the change in fair value of biological assets, net of tax.*

Adjusted Earnings Before Interest, Tax, Depreciation, and Amortization

Adjusted EBITDA is calculated as earnings before interest and income taxes plus depreciation and intangible asset amortization, adjusted for items that are not considered representative of ongoing operational activities of the business, and items where the economic impact of the transactions will be reflected in earnings in future periods when the underlying asset is sold or transferred. The following table provides a reconciliation of net earnings as reported under IFRS in the unaudited consolidated interim statements of earnings to Adjusted EBITDA for the three and nine months ended, as indicated below. Management believes Adjusted EBITDA is useful in assessing the performance of the Company's ongoing operations and its ability to generate cash flows to fund its cash requirements, including the Company's capital investment program.

($ thousands) *(Unaudited)*	**Three months ended September 30,**		**Nine months ended September 30,**	
	2016	2015	**2016**	2015
Net earnings	**$ 31,828**	$ 18,680	**$ 105,478**	$ 8,295
Income taxes	**11,777**	6,009	**39,210**	(1,332)
Earnings before income taxes	**$ 43,605**	$ 24,689	**$ 144,688**	$ 6,963
Interest expense and other financing costs	**2,819**	1,209	**5,136**	3,495
Items included in other income not considered representative of ongoing operations[(i)]	**(5,454)**	2,277	**(2,614)**	8,726
Restructuring and other related costs	**542**	3,380	**2,344**	21,514
Change in the fair value of biological assets and unrealized (gains) losses on futures contracts	**19,171**	(558)	**24,825**	22,198
Depreciation and amortization	**27,068**	27,250	**82,709**	81,201
Adjusted EBITDA	**$ 87,751**	$ 58,247	**$ 257,088**	$ 144,097

(i) *Primarily includes a depreciation charge on assets servicing divested businesses, interest income and gains/losses associated with investment properties and assets held for sale.*

Net Cash

The following table reconciles Net Cash to amounts reported under IFRS in the Company's unaudited consolidated interim balance sheets as at the periods indicated below. The Company calculates Net Cash as cash and cash equivalents, less long-term debt and bank indebtedness. Management believes this measure is useful in assessing the amount of financial leverage employed.

($ thousands) *(Unaudited)*	**As at September 30, 2016**	As at September 30, 2015	As at December 31, 2015
Current portion of long-term debt	**$ (711)**	$ (682)	$ (813)
Long-term debt	**(9,269)**	(9,936)	(9,843)
Total debt	**$ (9,980)**	$ (10,618)	$ (10,656)
Cash and cash equivalents	**444,348**	306,539	292,269
Net Cash	**$ 434,368**	$ 295,921	$ 281,613

Free Cash Flow

Free Cash Flow, a non-IFRS measure, is used by Management to evaluate cash flow after investing in the maintenance or expansion of the Company's asset base. It is defined as cash provided by (used in) operations, less additions to long-term assets. The following table calculates Free Cash Flow for the periods indicated below.

($ thousands)	**Three months ended September 30,**		**Nine months ended September 30,**	
(Unaudited)	**2016**	2015	**2016**	2015
Cash provided by operating activities	**$ 176,200**	$ 42,072	**$ 285,043**	$ 82,054
Additions to long-term assets	**(29,522)**	(39,043)	**(76,975)**	(109,495)
Free Cash Flow	**$ 146,678**	$ 3,029	**$ 208,068**	$ (27,441)

FORWARD-LOOKING STATEMENTS

This document contains, and the Company's oral and written public communications often contain, "forward-looking information" within the meaning of applicable securities law. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which the Company operates, as well as beliefs and assumptions made by Management of the Company. Such statements include, but are not limited to, statements with respect to objectives and goals, in addition to statements with respect to beliefs, plans, objectives, expectations, anticipations, estimates, and intentions. Specific forward-looking information in this document includes, but is not limited to, statements with respect to: the increases in operating efficiencies and cost reductions; expectations regarding the use of derivatives, futures and options; expectations regarding improving efficiencies; the expected use of cash balances; source of funds for ongoing business requirements; capital investments and expectations regarding capital expenditures; expectations regarding the implementation of environmental sustainability initiatives; expectations regarding the adoption of new accounting standards and the impact of such adoption on financial position; expectations regarding pension plan performance and future pension plan liabilities and contributions; expectations regarding levels of credit risk; and expectations regarding outcomes of legal actions. Words such as "expect", "anticipate", "intend", "may", "will", "plan", "believe", "seek", "estimate", and variations of such words and similar expressions are intended to identify such forward-looking information. These statements are not guarantees of future performance and involve assumptions, risks, and uncertainties that are difficult to predict.

In addition, these statements and expectations concerning the performance of the Company's business in general are based on a number of factors and assumptions including, but not limited to: the condition of the Canadian, U.S., and Japanese economies; the rate of exchange of the Canadian dollar to the U.S. dollar, and the Japanese yen; the availability and prices of raw materials, energy and supplies; product pricing; the availability of insurance; the competitive environment and related market conditions; improvement of operating efficiencies; continued access to capital; the cost of compliance with environmental and health standards; no adverse results from ongoing litigation; no unexpected actions of domestic and foreign governments; and the general assumption that none of the risks identified below or elsewhere in this document will materialize. All of these assumptions have been derived from information currently available to the Company, including information obtained by the Company from third-party sources. These assumptions may prove to be incorrect in whole or in part. In addition, actual results may differ materially from those expressed, implied, or forecasted in such forward-looking information, which reflect the Company's expectations only as of the date hereof.

Factors that could cause actual results or outcomes to differ materially from the results expressed, implied, or forecasted by forward-looking information include, among other things:

- risks associated with the Company focusing solely on the protein business;
- risks related to the Company's decisions regarding any potential return of capital to shareholders;
- risks associated with the concentration of production in fewer facilities;

- risks associated with the availability of capital;
- risks associated with changes in the Company's information systems and processes;
- risks posed by food contamination, consumer liability, and product recalls;
- risks associated with acquisitions, divestitures, and capital expansion projects;
- impact on pension expense and funding requirements of fluctuations in the market prices of fixed income and equity securities and changes in interest rates;
- cyclical nature of the cost and supply of hogs and the competitive nature of the pork market generally;
- risks related to the health status of livestock;
- impact of a pandemic on the Company's operations;
- the Company's exposure to currency exchange risks;
- ability of the Company to hedge against the effect of commodity price changes through the use of commodity futures and options;
- impact of changes in the market value of the biological assets and hedging instruments;
- impact of international events on commodity prices and the free flow of goods;
- risks posed by compliance with extensive government regulation;
- risks posed by litigation;
- impact of changes in consumer tastes and buying patterns;
- impact of extensive environmental regulation and potential environmental liabilities;
- risks associated with a consolidating retail environment;
- risks posed by competition;
- risks associated with complying with differing employment laws and practices, the potential for work stoppages due to non-renewal of collective agreements, and recruiting and retaining qualified personnel;
- risks associated with pricing the Company's products;
- risks associated with managing the Company's supply chain; and
- risks associated with failing to identify and manage the strategic risks facing the Company.

The Company cautions the reader that the foregoing list of factors is not exhaustive. These factors are discussed in more detail under the heading "Risk Factors" in the Company's Management's Discussion and Analysis for the fiscal year ended December 31, 2015, which is available on SEDAR at www.sedar.com. The reader should review such section in detail. Some of the forward-looking information may be considered to be financial outlooks for purposes of applicable securities legislation including, but not limited to, statements concerning future capital expenditures. These financial outlooks are presented to evaluate anticipated future uses of cash flows, and may not be appropriate for other purposes and readers should not assume they will be achieved. The Company does not intend to, and the Company disclaims any obligation to, update any forward-looking information, whether written or oral, or whether as a result of new information, future events or otherwise, except as required by law. Additional information concerning the Company, including the Company's Annual Information Form and audited financial statements for the fiscal year ended December 31, 2015, is available on SEDAR at www.sedar.com. Maple Leaf Foods Inc. is a leading Canadian consumer protein company, making high quality, innovative meat products. Headquartered in Mississauga, Canada, the Company employs approximately 11,000 people in its operations in Canada and Asia.

Consolidated Interim Balance Sheets

(In thousands of Canadian dollars)	***Notes***	**As at September 30, 2016**	As at September 30, 2015	As at December 31, 2015
		(Unaudited)	*(Unaudited)*	
ASSETS				
Current assets				
Cash and cash equivalents	***3***	**$ 444,348**	$ 306,539	$ 292,269
Accounts receivable	***4***	**120,666**	50,649	57,958
Notes receivable	***4***	**33,842**	100,332	103,706
Inventories	***5***	**273,384**	283,056	257,671
Biological assets	***6***	**65,242**	86,136	103,877
Prepaid expenses and other assets		**11,244**	24,582	14,946
Assets held for sale		**4,712**	473	130
		$ 953,438	$ 851,767	$ 830,557
Property and equipment		**1,080,696**	1,071,560	1,082,360
Investment property		**2,063**	7,480	7,336
Employee benefits	***9***	**—**	66,903	66,519
Other long-term assets		**7,200**	12,031	10,791
Deferred tax asset		**33,297**	74,077	66,911
Goodwill		**428,236**	428,236	428,236
Intangible assets		**129,546**	140,782	138,155
Total assets		**$ 2,634,476**	$ 2,652,836	$ 2,630,865
LIABILITIES AND EQUITY				
Current liabilities				
Accounts payable and accruals		**$ 268,030**	$ 268,897	$ 256,473
Provisions	***7***	**16,451**	31,018	32,531
Current portion of long-term debt	***8***	**711**	682	813
Income taxes payable		**8,668**	8,196	9,670
Other current liabilities		**8,140**	39,120	29,637
		$ 302,000	$ 347,913	$ 329,124
Long-term debt	***8***	**9,269**	9,936	9,843
Employee benefits	***9***	**160,261**	178,373	203,241
Provisions	***7***	**13,003**	14,653	14,622
Other long-term liabilities		**15,045**	22,003	20,901
Total liabilities		**$ 499,578**	$ 572,878	$ 577,731
Shareholders' equity				
Share capital	***10***	**$ 884,431**	$ 893,706	$ 882,770
Retained earnings		**1,241,114**	1,189,280	1,172,864
Contributed surplus		**19,855**	—	—
Accumulated other comprehensive income (loss)		**4,647**	(2,756)	(414)
Treasury stock		**(15,149)**	(272)	(2,086)
Total shareholders' equity		**$ 2,134,898**	$ 2,079,958	$ 2,053,134
Total liabilities and equity		**$ 2,634,476**	$ 2,652,836	$ 2,630,865

See accompanying Notes to the Unaudited Condensed Consolidated Interim Financial Statements.

Consolidated Interim Statements of Net Earnings

(In thousands of Canadian dollars, except share amounts) *(Unaudited)*	***Notes***	**Three months ended September 30, 2016**	Three months ended September 30, 2015	**Nine months ended September 30, 2016**	Nine months ended September 30, 2015
Sales		**$ 852,099**	$ 818,785	**$ 2,503,634**	$ 2,419,809
Cost of goods sold		**731,110**	719,450	**2,117,504**	2,155,514
Gross margin		**$ 120,989**	$ 99,335	**$ 386,130**	$ 264,295
Selling, general and administrative expenses		**78,644**	68,933	**235,391**	224,450
Earnings before the following:		**$ 42,345**	$ 30,402	**$ 150,739**	$ 39,845
Restructuring and other related costs	***7***	**(542)**	(3,380)	**(2,344)**	(21,514)
Other income (expense)	***12***	**4,621**	(1,124)	**1,429**	(7,873)
Earnings before interest and income taxes		**$ 46,424**	$ 25,898	**$ 149,824**	$ 10,458
Interest expense and other financing costs	***13***	**2,819**	1,209	**5,136**	3,495
Earnings before income taxes		**$ 43,605**	$ 24,689	**$ 144,688**	$ 6,963
Income taxes expense (recovery)		**11,777**	6,009	**39,210**	(1,332)
Net earnings		**$ 31,828**	$ 18,680	**$ 105,478**	$ 8,295
Earnings per share:	***14***				
Basic earnings per share		**$ 0.24**	$ 0.13	**$ 0.78**	$ 0.06
Diluted earnings per share		**$ 0.23**	$ 0.13	**$ 0.76**	$ 0.06
Weighted average number of shares (millions)	***14***				
Basic		**134.3**	139.6	**134.4**	141.7
Diluted		**137.7**	140.5	**137.9**	142.5

See accompanying Notes to the Unaudited Condensed Consolidated Interim Financial Statements.

Consolidated Interim Statements of Other Comprehensive Income (Loss)

(In thousands of Canadian dollars) *(Unaudited)*	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	**2016**	2015
Net earnings	**$ 31,828**	$ 18,680	**$ 105,478**	$ 8,295
Other comprehensive income (loss)				
Actuarial gains and losses that will not be reclassified to profit or loss				
(Net of tax of $8.3 million and $1.1 million; 2015 $1.7 million and $4.9 million)	**$ 23,621**	$ (4,967)	**$ (3,147)**	$ 13,992
Items that are or may be reclassified subsequently to profit or loss:				
Change in accumulated foreign currency translation adjustment				
(Net of tax of $0.0 million; 2015: $0.0 million)	**$ 624**	$ 652	**$ 1,037**	$ 1,219
Change in unrealized gains and losses on cash flow hedges				
(Net of tax of $1.2 million and $1.4 million; 2015: $1.3 million and $1.3 million)	**(3,309)**	(3,513)	**4,024**	(3,749)
Total items that are or may be reclassified subsequently to profit or loss	**$ (2,685)**	$ (2,861)	**$ 5,061**	$ (2,530)
Total other comprehensive income (loss)	**$ 20,936**	$ (7,828)	**$ 1,914**	$ 11,462
Comprehensive income	**$ 52,764**	$ 10,852	**$ 107,392**	$ 19,757

See accompanying Notes to the Unaudited Condensed Consolidated Interim Financial Statements.

Consolidated Interim Statements of Changes in Total Equity

(In thousands of Canadian dollars) *(Unaudited)*	***Note***	**Share capital**	**Retained earnings**	**Contributed surplus**	**Accumulated other comprehensive income (loss)[i]** Foreign currency translation adjustment	**Accumulated other comprehensive income (loss)[i]** Unrealized gains and losses on cash flow hedges	**Treasury stock**	**Total equity**
Balance as at December 31, 2015		**$ 882,770**	**$ 1,172,864**	**$ —**	**$ 2,506**	**$ (2,920)**	**$ (2,086)**	**$ 2,053,134**
Net earnings		**—**	**105,478**	**—**	**—**	**—**	**—**	**105,478**
Other comprehensive income (loss)[ii]		**—**	**(3,147)**	**—**	**1,037**	**4,024**	**—**	**1,914**
Dividends declared ($0.27 per share)		**—**	**(36,381)**	**—**	**—**	**—**	**—**	**(36,381)**
Share-based compensation expense		**—**	**—**	**19,059**	**—**	**—**	**—**	**19,059**
Deferred taxes on share-based compensation		**—**	**—**	**2,800**	**—**	**—**	**—**	**2,800**
Repurchase of shares	***10***	**—**	**2,300**	**(1,648)**	**—**	**—**	**—**	**652**
Settlement of share-based compensation		**—**	**—**	**(356)**	**—**	**—**	**38**	**(318)**
Exercise of stock options		**1,661**	**—**	**—**	**—**	**—**	**—**	**1,661**
Shares purchased by RSU trust		**—**	**—**	**—**	**—**	**—**	**(13,101)**	**(13,101)**
Balance as at September 30, 2016		**$ 884,431**	**$ 1,241,114**	**$ 19,855**	**$ 3,543**	**$ 1,104**	**$ (15,149)**	**$ 2,134,898**

(In thousands of Canadian dollars) *(Unaudited)*	*Note*	Share capital	Retained earnings	Contributed surplus	Accumulated other comprehensive income (loss)[i] Foreign currency translation adjustment	Accumulated other comprehensive income (loss)[i] Unrealized gains and losses on cash flow hedges	Treasury stock	Total equity
Balance as at December 31, 2014		$ 936,479	$ 1,228,815	$ 79,652	$ 737	$ (963)	$ (224)	$ 2,244,496
Net earnings		—	8,295	—	—	—	—	8,295
Other comprehensive income (loss)[ii]		—	13,992	—	1,219	(3,749)	—	11,462
Dividends declared ($0.24 per share)		—	(33,826)	—	—	—	—	(33,826)
Share-based compensation expense		—	—	6,672	—	—	—	6,672
Repurchase of shares	*10*	(44,961)	(27,996)	(84,018)	—	—	—	(156,975)
Issuance of treasury stock		—	—	(2,306)	—	—	1,140	(1,166)
Exercise of stock options		2,188	—	—	—	—	—	2,188
Shares purchased by RSU trust		—	—	—	—	—	(1,188)	(1,188)
Balance at September 30, 2015		$ 893,706	$ 1,189,280	$ —	$ 1,956	$ (4,712)	$ (272)	$ 2,079,958

(i) *Items that are or may be subsequently reclassified to profit or loss.*

(ii) *Included in other comprehensive income (loss) is the change in actuarial gains and losses that will not be reclassified to profit or loss and has been reclassified to retained earnings.*

See accompanying Notes to the Unaudited Condensed Consolidated Interim Financial Statements.

Consolidated Interim Statements of Cash Flows

(In thousands of Canadian dollars) *(Unaudited)*	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	**2016**	2015
CASH PROVIDED BY (USED IN) :				
Operating activities				
Net earnings	**$ 31,828**	$ 18,680	**$ 105,478**	$ 8,295
Add (deduct) items not affecting cash:				
Change in fair value of biological assets	**41,617**	(4,321)	**41,909**	27,122
Depreciation and amortization	**27,078**	30,736	**84,075**	94,951
Share-based compensation	**6,241**	2,457	**19,059**	6,672
Deferred income taxes	**10,731**	6,000	**36,111**	(2,284)
Income tax current	**1,046**	9	**3,099**	952
Interest expense and other financing costs	**2,819**	1,209	**5,136**	3,495
Loss (gain) on sale of long-term assets	**(5,515)**	(982)	**(4,753)**	(6,181)
Change in fair value of non-designated derivative financial instruments	**(23,488)**	3,145	**(20,449)**	(9,156)
Impairment of assets (net of reversals)	**1,171**	928	**2,193**	1,907
Change in net pension liability	**6,691**	6,620	**19,280**	19,991
Net income taxes paid	**(610)**	(1,235)	**(4,151)**	(12,130)
Interest paid	**(640)**	(981)	**(2,913)**	(2,652)
Change in provision for restructuring and other related costs	**(3,765)**	(5,385)	**(17,527)**	(20,974)
Cash settlement of restricted share units	**—**	—	**(216)**	(5,332)
Derivatives margin	**37,466**	(9,391)	**24,517**	2,121
Other	**118**	1,922	**3,254**	3,194
Change in non-cash working capital	**43,412**	(7,339)	**(9,059)**	(27,937)
Cash provided by operating activities	**$ 176,200**	$ 42,072	**$ 285,043**	$ 82,054
Financing activities				
Dividends paid	**$ (12,151)**	$ (11,022)	**$ (36,381)**	$ (33,826)
Net increase (decrease) in long-term debt	**(560)**	(42)	**(852)**	(42)
Exercise of stock options	**—**	—	**1,661**	2,188
Repurchase of shares	**—**	(96,445)	**(11,922)**	(138,355)
Payment of deferred financing fees	**(691)**	—	**(1,781)**	(277)
Purchase of treasury stock	**(7,500)**	—	**(13,101)**	(1,188)
Cash used in financing activities	**$ (20,902)**	$ (107,509)	**$ (62,376)**	$ (171,500)
Investing activities				
Additions to long-term assets	**$ (29,522)**	$ (39,043)	**$ (76,975)**	$ (109,495)
Transaction costs	**—**	(63)	**—**	(63)
Proceeds from sale of long-term assets	**5,815**	1,159	**6,387**	9,215
Cash used in investing activities	**$ (23,707)**	$ (37,947)	**$ (70,588)**	$ (100,343)
Increase (decrease) in cash and cash equivalents	**$ 131,591**	$ (103,384)	**$ 152,079**	$ (189,789)
Net cash and cash equivalents, beginning of period	**312,757**	409,923	**292,269**	496,328
Net cash and cash equivalents, end of period	**$ 444,348**	$ 306,539	**$ 444,348**	$ 306,539

See accompanying Notes to the Unaudited Condensed Consolidated Interim Financial Statements.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

(Tabular amounts in thousands of Canadian dollars unless otherwise indicated)
Three and nine months ended September 30, 2016 and 2015

1. THE COMPANY

Maple Leaf Foods Inc. ("Maple Leaf Foods" or the "Company") is a producer of food products under leading brands including Maple Leaf®, Maple Leaf Prime®, Maple Leaf Natural Selections®, Schneiders®, Schneiders Country Naturals® and Mina™. The Company's portfolio includes prepared meats, ready-to-cook and ready-to-serve meals and valued-added fresh pork and poultry. The address of the Company's registered office is 6985 Financial Dr. Mississauga, Ontario, L5N 0A1, Canada. The Unaudited Condensed Consolidated Interim Financial Statements of the Company as at and for the three and nine months ended September 30, 2016 include the accounts of the Company and its subsidiaries. The Company's results are organized into two segments: Meat Products Group and Agribusiness Group.

2. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's 2015 Annual Audited Consolidated Financial Statements.

(a) Statement of Compliance

The unaudited condensed consolidated interim financial statements (or "consolidated financial statements") have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB") and using the accounting policies, determination of significant estimates and judgments, and corresponding accounting treatments consistent with the Company's 2015 Annual Audited Consolidated Financial Statements, except for new standards adopted during the nine months ended September 30, 2016 as described below.

The consolidated financial statements were authorized for issue by the Board of Directors on November 1, 2016.

(b) Accounting Standards Adopted During the Period

Beginning on January 1, 2016, the Company adopted certain standards and amendments. As required by IAS 34 Interim Financial Reporting and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the nature and the effect of these changes are disclosed below:

Annual Improvements to IFRS (2012-2014) Cycle

Beginning on January 1, 2016, the Company adopted various amendments to a total of four standards including the consistent classification of assets which are reclassified from held for sale to held for distribution in IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, and clarification of interim financial statement disclosure requirements regarding offsetting financial assets and liabilities, and clarification of whether a servicing contract constitutes continuing involvement for the purposes of disclosures of transferred financial assets that are derecognized under IFRS 7 Financial Instruments: Disclosures. The amendments that were adopted also included clarification that the currency of the bonds used to estimate the discount rate for pension obligations must be the same as the currency in which the benefits will be paid under IAS 19 Employee Benefits, and additional requirements under IAS 34 Interim Financial Reporting that cross-referenced information from the interim financial statements must be available at the same time and on the same terms as the interim financial statements. The adoption of these amendments did not have a material impact on the consolidated financial statements.

Joint Arrangements

Beginning on January 1, 2016, the Company adopted the amendments to IFRS 11 Joint Arrangements which require an acquisition of a joint operation that constitutes a business be accounted for using the principles of business combinations in IFRS 3 Business Combinations. This amendment applies to both initial and additional interest acquired in the joint operation. The adoption of the amendments to IFRS 11 did not have a material impact on the consolidated financial statements.

(c) Accounting Pronouncements Issued But Not Yet Effective

Consolidated Financial Statements and Investments in Associates and Joint Ventures

In September 2014, IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures were amended to clarify an inconsistency between the two standards relating to the sale or contribution of assets from an investor to its associate or joint venture. The amendment requires that a full gain or loss is recorded if the sold or contributed assets constitute a business, or a partial gain or loss is recognized when a sale or contribution of assets do not constitute a business. The effective date for these amendments has been deferred indefinitely. The impact of adoption of these amendments has not yet been determined.

Statement of Cash Flows

As part of their disclosure initiative, the IASB has issued amendments to IAS 7 Statement of Cash Flows requiring a reconciliation of liabilities arising from financing activities to enable users of the financial statements to evaluate both cash flow and non-cash changes in the net debt of a Company. The Company intends to adopt the amendments to IAS 7 in its consolidated financial statements for the annual period beginning January 1, 2017. The extent of the impact of adoption of the amendments has not yet been determined.

Income Taxes

In January 2016, the IASB has issued amendments to IAS 12 Income Taxes to provide clarification on the requirements relating to the recognition of deferred tax assets for unrealized losses on debt instruments measured at fair value. The Company intends to adopt the amendments to IAS 12 in its consolidated financial statements for the annual period beginning January 1, 2017. The adoption of the amendments to IAS 12 is not expected to have a material impact on the consolidated financial statements.

Revenue Recognition

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers. IFRS 15 replaces the detailed guidance on revenue recognition requirements that currently exists under IFRS. IFRS 15 specifies the accounting treatment for all revenue arising from contracts with customers, unless the contracts are within the scope of other IFRSs. The standard also provides a model for the measurement and recognition of gains and losses on the sale of certain non-financial assets that are not an output of the Company's ordinary activities. Additional disclosure is required under the standard including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods, and key judgments and estimates. In July 2015, the effective date for IFRS 15 was deferred to apply to annual periods beginning on or after January 1, 2018; early application is permitted either following a full retrospective approach or a modified retrospective approach. The modified retrospective approach allows the standard to be applied to existing contracts beginning the initial period of adoption and restatements to the comparative periods are not required. The Company is required to disclose the impact by financial line item as a result of the adoption of the new standard. The Company intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of adoption of IFRS 15 has not yet been determined.

Financial Instruments – Recognition and Measurement

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments with a mandatory effective date of January 1, 2018. The new standard brings together the classification and measurement, impairment, and hedge accounting phases of the IASB’s project to replace IAS 39 Financial Instruments: Recognition and Measurement. In addition to the new requirements for classification and measurement of financial assets, a new general hedge accounting model and other amendments issued in previous versions of IFRS 9, the standard also introduces new impairment requirements that are based on a forward-looking expected credit loss model. The Company intends to adopt IFRS 9 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of the adoption of IFRS 9 has not yet been determined.

The disclosure requirements in IFRS 7 Financial Instruments - Disclosure have also been amended to include the additional disclosure required under IFRS 9. The Company intends to adopt these amendments to IFRS 7 at the same time as adoption of IFRS 9. The extent of the impact of the adoption of the amendments to IFRS 7 has not yet been determined.

Leases

In January 2016, the IASB issued IFRS 16 Leases with a mandatory effective date of January 1, 2019. The new standard will replace IAS 17 Leases and will carry forward the accounting requirements for lessors. IFRS 16 provides a new framework for lessee accounting that requires substantially all assets obtained through operating leases to be capitalized and a related liability to be recorded. The new standard seeks to provide a more accurate picture of a Company's leased assets and related liabilities and create greater comparability between companies who lease assets and those who purchase assets. The Company intends to adopt IFRS 16 in its consolidated financial statements for the annual period beginning January 1, 2019. The extent of the impact of the adoption of IFRS 16 has not yet been determined.

Share-Based Payments

In June 2016, the IASB issued amendments to IFRS 2 Share-Based Payment. The amendments provide clarification on how to account for certain types of share-based payment transactions. The Company intends to adopt the amendments to IFRS 2 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of the adoption of the amendments has not yet been determined.

3. CASH AND CASH EQUIVALENTS

As at September 30, 2016 the Company had agreements to cash collateralize certain of its letters of credit up to an amount of $120.0 million (2015: $120.0 million), of which $52.5 million (2015: $85.1 million) was deposited with a major financial institution.

4. ACCOUNTS AND NOTES RECEIVABLE

	As at September 30, 2016	As at September 30, 2015	As at December 31, 2015
Trade receivables	**$ 88,197**	$ 24,086	$ 25,537
Less: Allowance for doubtful accounts	**(5)**	(4)	(5)
Net trade receivables	**$ 88,192**	$ 24,082	$ 25,532
Other receivables:			
Commodity taxes receivable	**9,049**	8,337	8,972
Interest rate swap receivable	**423**	311	435
Government receivable	**14,379**	7,393	11,890
Other	**8,623**	10,526	11,129
	$ 120,666	$ 50,649	$ 57,958

The aging of trade receivables is as follows:

	As at September 30, 2016	As at September 30, 2015	As at December 31, 2015
Current	**$ 62,997**	$ 23,144	$ 16,295
Past due 0-30 days	**15,940**	724	9,070
Past due 31-60 days	**3,114**	—	161
Past due > 60 days	**6,146**	218	11
	$ 88,197	$ 24,086	$ 25,537

The Company maintains an allowance for doubtful accounts that represents its estimate of the uncollectible amounts based on specific losses estimated on individual exposures.

On August 26, 2016, the Company entered into a new three-year accounts receivable securitization facility. The maximum cash advance available to the Company under this program is $110.0 million. The new facility replaced the Company's existing facility that was due to mature on September 30, 2016. Under the new facility, the Company has sold certain of its trade accounts receivable to an unconsolidated third-party trust financed by an international financial institution with a long-term AA- debt rating. The Company retains servicing responsibilities for these receivables. On termination of the previous facility the Company re-purchased all receivables and sold only a portion of these into the new facility.

As at September 30, 2016, trade accounts receivable being serviced under this program amounted to $119.6 million (2015: $191.5 million). In return for the sale of its trade receivables, the Company will receive cash of $85.8 million (2015: $91.2 million) and notes receivable in the amount of $33.8 million (2015: $100.3 million). The notes receivable are non-interest bearing and are settled on the settlement dates of the securitized accounts receivable. Due to the timing of receipts and disbursements, the Company may, from time to time, also record a receivable or payable related to the securitization facility. As at September 30, 2016, the Company recorded a net payable amount of $9.3 million (2015: $4.3 million net payable) in other accounts payable and accruals.

The Company's securitization program requires the sale of trade receivables to be treated as a sale from an accounting perspective and as a result, trade receivables sold under this program are derecognized in the consolidated balance sheets.

5. INVENTORIES

	As at September 30, 2016	As at September 30, 2015	As at December 31, 2015
Raw materials	**$ 27,417**	$ 28,483	$ 28,237
Work in process	**19,929**	21,625	17,367
Finished goods	**178,326**	187,648	165,522
Packaging	**14,813**	16,268	15,856
Spare parts	**32,899**	29,032	30,689
	$ 273,384	$ 283,056	$ 257,671

For the three months ended September 30, 2016, inventory in the amount of $643.0 million (2015: $631.5 million) was expensed through cost of goods sold.

For the nine months ended September 30, 2016, inventory in the amount of $1,922.2 million (2015: $1,890.6 million) was expensed through cost of goods sold.

6. BIOLOGICAL ASSETS

The change in fair value of commercial hog and poultry stock for the three months ended September 30, 2016 was a loss of $41.6 million (2015: gain of $4.3 million) and was recorded in cost of goods sold.

The change in fair value of commercial hog and poultry stock for the nine months ended September 30, 2016 was a loss of $41.9 million (2015: loss of $27.1 million) and was recorded in cost of goods sold.

The fair value measures of commercial hog stock have been categorized as a Level 3 fair value based on inputs to the valuation techniques used. There were no transfers between levels during the three and nine months ended September 30, 2016 and September 30, 2015.

7. PROVISIONS

				Restructuring and related provisions		
	Legal	Environ-mental	Lease make-good	Severance and other employee related costs	Site closing and other cash costs	Total
Balance as at December 31, 2015[(i)]	**$ 2,250**	**$ 8,300**	**$ 2,337**	**$ 25,113**	**$ 9,153**	**$ 47,153**
Charges	**—**	**35**	**—**	**1,987**	**251**	**2,273**
Reversals	**—**	**—**	**(101)**	**(1,069)**	**(24)**	**(1,194)**
Cash payments	**—**	**(27)**	**—**	**(7,392)**	**(738)**	**(8,157)**
Non-cash items	**—**	**—**	**—**	**(28)**	**91**	**63**
Balance as at March 31, 2016	**$ 2,250**	**$ 8,308**	**$ 2,236**	**$ 18,611**	**$ 8,733**	**$ 40,138**
Charges	**—**	**—**	**—**	**2,538**	**277**	**2,815**
Reversals	**—**	**—**	**—**	**(1,914)**	**(323)**	**(2,237)**
Cash payments	**—**	**(39)**	**(8)**	**(7,137)**	**(297)**	**(7,481)**
Non-cash items	**—**	**—**	**—**	**21**	**16**	**37**
Balance as at June 30, 2016	**$ 2,250**	**$ 8,269**	**$ 2,228**	**$ 12,119**	**$ 8,406**	**$ 33,272**
Charges	**—**	**—**	**—**	**680**	**—**	**680**
Reversals	**—**	**—**	**—**	**(202)**	**—**	**(202)**
Cash payments	**—**	**(22)**	**—**	**(4,067)**	**(240)**	**(4,329)**
Non-Cash Items	**—**	**—**	**—**	**—**	**33**	**33**
Balance as at September 30, 2016	**$ 2,250**	**$ 8,247**	**$ 2,228**	**$ 8,530**	**$ 8,199**	**$ 29,454**
Current						**$ 16,451**
Non-current						**13,003**
Total as at September 30, 2016						**$ 29,454**

[(i)] *Balance as at December 31, 2015, includes current portion of $32.5 million and non-current portion of $14.6 million.*

				Restructuring and related provisions		
	Legal	Environ-mental	Lease make-good	Severance and other employee related costs	Site closing and other cash costs	Total
Balance as at December 31, 2014	$ 2,250	$ 11,030	$ 4,457	$ 47,817	$ 12,324	$ 77,878
Charges	—	—	250	3,103	3,047	6,400
Reversals	—	—	—	(218)	(22)	(240)
Cash payments	—	(34)	(1,350)	(12,392)	(3,756)	(17,532)
Non-cash items	—	—	(1,020)	—	120	(900)
Balance as at March 31, 2015	$ 2,250	$ 10,996	$ 2,337	$ 38,310	$ 11,713	$ 65,606
Charges	—	—	—	1,212	3,755	4,967
Reversals	—	—	—	(451)	(204)	(655)
Cash payments	—	(124)	—	(11,437)	(6,138)	(17,699)
Non-cash items	—	—	—	—	188	188
Balance as at June 30, 2015	$ 2,250	$ 10,872	$ 2,337	$ 27,634	$ 9,314	$ 52,407
Charges	—	—	—	2,831	140	2,971
Reversals	—	—	—	(877)	—	(877)
Cash payments	—	(220)	—	(8,250)	(515)	(8,985)
Non-cash items	—	—	—	—	155	155
Balance as at September 30, 2015	$ 2,250	$ 10,652	$ 2,337	$ 21,338	$ 9,094	$ 45,671
Current						$ 31,018
Non-current						14,653
Total as at September 30, 2015						$ 45,671

Restructuring and Other Related Costs

During the three months ended September 30, 2016, the Company recorded restructuring and other related costs of $0.5 million (2015: $3.4 million). Ongoing management and organizational restructuring initiatives resulted in $0.4 million (2015: $2.1 million) of restructuring and other related costs primarily related to severance and other employee related costs. The Meat Products Group recorded a net charge of $0.1 million in restructuring and other related costs (2015: expense of $1.3 million).

During the nine months ended September 30, 2016, the Company recorded restructuring and other related costs of $2.3 million (2015: $21.5 million). Ongoing management and organizational restructuring initiatives resulted in $2.6 million (2015: $6.1 million) of restructuring and other related costs primarily related to severance and other employee related costs. The Meat Products Group recorded a net reversal of $0.3 million in restructuring and other related costs (2015: expense of $15.4 million).

8. LONG-TERM DEBT

On June 24, 2016, the Company entered into a new three-year $400.0 million committed revolving credit facility with a syndicate of Canadian, U.S. and international financial institutions. The new credit facility replaced the Company's $200.0 million revolving credit facility that was due to mature on June 30, 2016. This unsecured facility can be drawn in Canadian or U.S. dollars and bears interest payable monthly, based on Banker's Acceptance and Prime rates for Canadian dollar loans and LIBOR for U.S. dollar loans. The facility is intended to meet the Company's funding requirements for general purposes, and to provide appropriate levels of liquidity. As at September 30, 2016, the Company had drawn letters of credit of $17.9 million on this facility (2015: $59.7 million on the previous facility).

This revolving term facility requires the maintenance of certain covenants. As at September 30, 2016, the Company was in compliance with all of these covenants.

The Company has an additional uncommitted credit facility for issuing up to a maximum of $120.0 million letters of credit. As at September 30, 2016, $52.5 million of letters of credit had been issued thereon (2015: $77.3 million). These letters of credit have been collateralized with cash, as further described in Note 3.

The Company has various government loans on specific projects, with interest rates ranging from non-interest bearing to 2.9% per annum. These facilities are repayable over various terms from 2022 to 2025. As at September 30, 2016, $10.0 million (2015: $10.6 million) was outstanding. All of these facilities are committed.

9. EMPLOYEE BENEFITS

On August 18, 2016, the Company received regulatory approval to merge certain pension plans. As the regulatory approval provides the Company the legally enforceable right to offset the positions of these plans, they have been presented on a net basis.

10. SHARE CAPITAL

Share Repurchase

On May 17, 2016 the Toronto Stock Exchange ("TSX") accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB"), which allows the Company to repurchase, at its discretion, up to 8.70 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. Common shares purchased by the Company will be cancelled. The program commenced on May 19, 2016 and will terminate on May 18, 2017, or on such earlier date as the Company completes its purchases pursuant to the notice of intention. During the three and nine months ended September 30, 2016 there were no transactions recorded in relation to this bid.

On March 23, 2015, the TSX accepted the Company's notice of intention to commence a NCIB, which allowed the Company to purchase at its discretion, up to 8.65 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. The program commenced on March 25, 2015 and was terminated on January 22, 2016, as the Company completed its purchase and cancellation of 8.65 million common shares for $194.5 million at a volume weighted average price paid of $22.48 per common share. During the nine months ended September 30, 2016, 0.51 million shares were purchased for $11.9 million at a volume weighted average price paid of $23.23 per common share. During the three months ended September 30, 2015, 4.31 million shares were purchased for cancellation for $96.4 million. During the nine months ended September 30, 2015, 6.09 million shares were purchased for cancellation for $138.4 million.

During the three and nine months ended September 30, 2015, the Company entered into an Automatic Share Purchase Plan ("ASPP") with a broker that allowed the purchase of common shares for cancellation under the NCIB at any time during predetermined trading blackout periods. As at September 30, 2015, an obligation for the repurchase of shares of $18.6 million, was recognized under the ASPP.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT ACTIVITIES

The Company applies hedge accounting and uses derivatives and other non-derivative financial instruments to manage its exposures to fluctuations in foreign exchange rates and commodity prices.

The fair values and notional amounts of derivative financial instruments as at September 30 are shown below:

	2016			2015		
	Notional amount[i]	**Fair value**		Notional amount[i]	Fair value	
		Asset	**Liability**		Asset	Liability
Cash flow hedges						
Foreign exchange contracts[ii]	**$ 110,488**	**$ 2,097**	**$ 603**	$ 122,648	$ 21	$ 6,515
Commodity contracts[ii]	**—**	**—**	**—**	10,304	101	—
Fair value hedges						
Commodity contracts[ii]	**$ 36,464**	**$ 10,253**	**$ —**	$ 33,454	$ —	$ 35
Derivatives not designated in a formal hedging relationship						
Interest rate swaps	**$ 520,000**	**$ 2,951**	**$ 7,703**	$ 520,000	$ 5,762	$ 14,525
Foreign exchange contracts[ii]	**140,507**	**565**	**345**	134,053	4,357	805
Commodity contracts[ii]	**345,540**	**19,864**	**43**	279,888	7,779	—
Total fair value		**$ 35,730**	**$ 8,694**		$ 18,020	$ 21,880
Current[iii]		**$ 35,104**	**$ 7,077**		$ 14,989	$ 13,915
Non-current		**626**	**1,617**		3,031	7,965
Total fair value		**$ 35,730**	**$ 8,694**		$ 18,020	$ 21,880

(i) *Unless otherwise stated, notional amounts are stated at the contractual Canadian dollar equivalent.*

(ii) *Derivatives are short-term and will impact profit or loss at various dates within the next 12 months.*

(iii) *As at September 30, 2016, the above fair value of current assets has been reduced on the consolidated balance sheet by an amount of $26.1 million (2015: decrease of $2.1 million), which represents the excess of the fair market value of exchange traded commodities contracts over the initial margin requirements. The excess or deficit in maintenance margin requirements with the futures exchange is net settled in cash each day and is therefore presented as cash and cash equivalents.*

During the three months ended September 30, 2016, the Company recorded a gain of $25.8 million (2015: gain of $4.5 million) on non-designated financial instruments held for trading. The gain was mainly attributed to a gain in commodity exchange traded contracts which hedge and offset price risk volatility inherent in the hog operational business.

During the nine months ended September 30, 2016 the Company recorded a gain of $25.0 million (2015: gain of $26.4 million) on non-designated financial instruments held for trading.

During the three months ended September 30, 2016, the pre-tax amount of hedge ineffectiveness recognized in other income was a loss of $0.0 million (2015: gain of $0.0 million).

During the nine months ended September 30, 2016, the pre-tax amount of hedge ineffectiveness recognized in other income was a gain of $0.0 million (2015: loss of $0.1 million).

The table below sets out fair value measurements of financial instruments using the fair value hierarchy as at September 30, 2016:

	Level 1	Level 2	Level 3	Total
Assets:				
Foreign exchange contracts	$ —	$ 2,662	$ —	$ 2,662
Commodity contracts	30,117	—	—	30,117
Interest rate swaps	—	2,951	—	2,951
	$ 30,117	**$ 5,613**	**$ —**	**$ 35,730**
Liabilities:				
Foreign exchange contracts	$ —	$ 948	$ —	$ 948
Commodity contracts	—	43	—	43
Interest rate swaps	—	7,703	—	7,703
	$ —	**$ 8,694**	**$ —**	**$ 8,694**

There were no transfers between levels during the nine months ended September 30, 2016 and September 30, 2015. Determination of fair value and the resulting hierarchy requires the use of observable market data whenever available and is consistent with the methodology used in the 2015 Annual Audited Consolidated Financial Statements. The classification of a financial instrument in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. For financial instruments that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

Accumulated other comprehensive income (loss)

The Company estimates that $1.1 million, net of tax of $0.4 million, of unrealized losses included in accumulated other comprehensive income (loss) will be reclassified into net earnings within the next 12 months. The actual amount of this reclassification will be impacted by future changes in the fair value of financial instruments designated as cash flow hedges. The actual amount reclassified could differ from this estimated amount.

During the three months ended September 30, 2016, a gain of approximately $2.6 million, net of tax of $0.9 million, was released to earnings from accumulated other comprehensive income (loss) and included in the net change for the period (2015: loss of approximately $0.9 million, net of tax of $0.3 million).

During the nine months ended September 30, 2016 a gain of approximately $5.4 million, net of tax of $1.9 million, was released to earnings from accumulated other comprehensive income (loss) and included in the net charge for the period (2015: gain of $5.1 million, net of tax of $1.8 million).

12. OTHER INCOME (EXPENSE)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	**2016**	2015
Gain (loss) on disposal of property and equipment	**$ (165)**	$ (44)	**$ (677)**	$ (405)
Gain (loss) on sale of investment properties	**5,680**	1,026	**5,430**	6,586
Recovery from insurance claims	**425**	1,951	**425**	1,951
Net investment property expense	**(387)**	(576)	**(1,528)**	(3,138)
Impairment of assets[(i)]	**(1,171)**	(928)	**(2,193)**	(1,907)
Depreciation of assets used to support divested businesses[(ii)]	**—**	(3,461)	**(1,331)**	(13,656)
Interest income	**736**	716	**1,874**	2,795
Net expense on non-designated interest rate swaps	**(1,015)**	(1,004)	**(3,024)**	(3,963)
Change in fair value of non-designated interest rate swaps	**1,000**	942	**2,968**	3,725
Other	**(482)**	254	**(515)**	139
	$ 4,621	$ (1,124)	**$ 1,429**	$ (7,873)

(i) *Relates to impairment of property and equipment not in use.*

(ii) *Relates to assets used to provide ongoing information systems support to divested businesses during a transitional period. As a result of divestitures during 2014, the Company revised the estimated useful life of these assets, resulting in a depreciation charge in excess of cost recoveries. During the year ended December 31, 2015, the Company further revised the estimated useful life of these assets, resulting in a reduction in the depreciation charge recorded during the period.*

13. INTEREST EXPENSE AND OTHER FINANCING COSTS

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	**2016**	2015
Interest expense on long-term debt	**$ 45**	$ 25	**$ 272**	$ 253
Interest expense on securitized receivables	**410**	432	**1,176**	1,261
Deferred finance charges	**214**	92	**398**	244
Other interest charges	**702**	660	**1,842**	1,737
Other financing costs	**1,448**	—	**1,448**	—
	$ 2,819	$ 1,209	**$ 5,136**	$ 3,495

14. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing the net earnings of the Company by the weighted average number of shares outstanding during the quarter.

Diluted earnings per share amounts are calculated by dividing the net earnings of the Company by the weighted average number of shares outstanding during the quarter, adjusted for the effects of potentially dilutive instruments.

The following table sets forth the calculation of basic and diluted earnings per share ("EPS"):

	2016			2015		
Three months ended September 30,	**Net earnings**	**Weighted average number of shares**(ii)	**EPS**	Net earnings	Weighted average number of shares(ii)	EPS
Basic	**$ 31,828**	**134.3**	**$ 0.24**	$ 18,680	139.6	$ 0.13
Stock options(i)		**3.4**			0.9	
Diluted	**$ 31,828**	**137.7**	**$ 0.23**	$ 18,680	140.5	$ 0.13
Nine months ended September 30,						
Basic	**$ 105,478**	**134.4**	**0.78**	$ 8,295	141.7	0.06
Stock options(i)		**3.5**			0.8	
Diluted	**$ 105,478**	**137.9**	**$ 0.76**	$ 8,295	142.5	0.06

(i) *Excludes the effect of approximately 3.6 million (2015: 2.3 million) options and performance shares for the three months ended September 30, 2016 and 3.5 million (2015: 2.4 million) for the nine months ended September 30, 2016 that are anti-dilutive.*

(ii) *In millions.*

15. SHARE-BASED PAYMENT

Stock Options

A summary of the status of the Company's outstanding stock options and changes during the nine months ended September 30 are presented below:

	2016		2015	
	Options outstanding	**Weighted average exercise price**	Options outstanding	Weighted average exercise price
Outstanding at January 1	**3,608,000**	**$ 16.61**	3,141,200	$ 14.83
Granted	**841,300**	**22.53**	728,400	22.52
Exercised	**(3,700)**	**11.36**	(120,600)	11.64
Forfeited	**(26,800)**	**20.28**	—	—
Outstanding at March 31	**4,418,800**	**$ 17.72**	3,749,000	$ 16.42
Granted	**—**	**—**	—	—
Exercised	**(101,800)**	**15.90**	(69,000)	11.36
Forfeited	**—**	**—**	—	—
Outstanding at June 30	**4,317,000**	**$ 17.77**	3,680,000	$ 16.52
Granted	**—**	**—**	—	—
Exercised	**—**	**—**	—	—
Forfeited	**—**	**—**	—	—
Outstanding September 30	**4,317,000**	**$ 17.77**	3,680,000	$ 16.52
Options currently exercisable	**2,616,500**	**$ 14.99**	2,177,600	$ 13.18

All outstanding stock options vest and become exercisable over a period not exceeding five years (time vesting) from the date of grant. The options have a term of five to seven years.

At grant date, each option series is measured for fair value based on the Black-Scholes formula. Expected volatility is estimated by considering historic average share price volatility. The inputs used in this model for the options granted during the nine months ended September 30 are shown in the table below.

	Nine months ended September 30,	
	2016	2015
Share price at grant date	**$23.14**	$21.86
Exercise price	**$22.53**	$22.52
Expected volatility[(i)]	**23.71%**	24.33%
Option life (in years)[(ii)]	**4.5**	4.5
Expected dividend yield	**1.56%**	1.46%
Risk-free interest rate[(iii)]	**0.67%**	0.95%

[(i)] *Weighted average based on number of units granted.*

[(ii)] *Expected weighted average life.*

[(iii)] *Based on Government of Canada bonds.*

The fair value of options granted during the nine months ended September 30, 2016 was $3.4 million (2015: $2.6 million). Amortization charges relating to current and prior year options during the three and nine months ended September 30, 2016 were $0.9 million (2015: $0.8 million) and $2.7 million (2015: $2.2 million) respectively.

Restricted Share Units and Performance Share Units

A summary of the status of the Company's Restricted Share Units ("RSU") plans (including Performance Share Units ("PSUs")) as at September 30 and changes during these periods are presented below:

	2016		2015	
	RSUs outstanding	**Weighted average fair value at grant**	RSUs outstanding	Weighted average fair value at grant
Outstanding at January 1	**1,598,462**	**$ 20.61**	1,320,259	$ 15.37
Granted	**386,980**	**21.98**	441,540	20.60
Exercised	**—**	**—**	—	—
Forfeited	**(39,214)**	**12.65**	(26,100)	15.95
Outstanding at March 31	**1,946,228**	**$ 21.04**	1,735,699	$ 16.70
Granted	**—**	**—**	—	—
Exercised	**(15,298)**	**13.46**	(307,253)	11.35
Forfeited	**(2,372)**	**11.30**	(36,844)	15.25
Outstanding at June 30	**1,928,558**	**$ 21.11**	1,391,602	$ 17.86
Granted	**27,650**	**26.69**	—	—
Exercised	**—**	**—**	—	—
Forfeited	**—**	**—**	(7,560)	18.02
Outstanding September 30	**1,956,208**	**$ 21.20**	1,384,042	$ 17.86

On April 1, 2016, the Company communicated to its employees the intent to issue RSUs in early 2017. These units have a three year service period. The fair value of RSUs and PSUs granted during the three months ended September 30, 2016 was $0.6 million (2015: $0.0 million). Expenses for the three months ended September 30, 2016 relating to current and prior year RSUs and PSUs, were $5.0 million (2015: $1.8 million).

The fair value of RSUs and PSUs granted during the nine months ended September 30, 2016 was $7.6 million (2015: $7.9 million). Expenses for the nine months ended September 30, 2016 relating to current and prior year RSUs and PSUs, were $15.3 million (2015: $6.2 million).

The key assumptions used in the valuation of RSUs granted during the nine months ended September 30 are shown in the table below[(i)].

	2016	2015
Expected RSU life (in years)	**3.22**	3.19
Forfeiture rate	**17.4%**	13.7%
Risk-free discount rate	**0.4%**	0.6%

(i) *Weighted average based on number of units granted.*

Director Share Units

The fair value of director share units expensed during the three and nine months ended September 30, 2016, were $0.4 million and $1.0 million (2015: $0.3 million and $0.9 million) respectively.

16. RELATED PARTY TRANSACTIONS

The Company sponsors a number of defined benefit and defined contribution plans. During the three and nine months ended September 30, 2016, the Company's contributions to these plans were $2.4 million and $7.0 million (2015: $2.3 million and $7.1 million).

The Company's largest shareholder is McCain Capital Inc. ("MCI") which is beneficially owned and controlled by Mr. Michael H. McCain, Chief Executive Officer and President of the Company. For the three and nine months ended September 30, 2016, the Company received services from MCI in the amount of $0.1 million and $0.4 million respectively (2015: $0.2 million and $0.4 million), which represented the market value of the transactions with MCI. As at September 30, 2016, $0.1 million was owing to MCI relating to these transactions.

McCain Financial Advisory Services ("MFAS") is an entity jointly controlled by individuals including Mr. Michael H. McCain. For the three and nine months ended September 30, 2016, the Company provided services to MFAS for a nominal amount, which represented the market value of the transactions.

17. SEGMENTED FINANCIAL INFORMATION

Reportable Segmented Information

The Company has two reportable segments, as described below, which are groupings of the Company's CGUs. These segments offer different products and have separate management structures. The Company's Management regularly reviews internal reports for these segments. The following describes the operations of each segment:

(a) The Meat Products Group is comprised of value-added prepared meats, lunch kits and snacks, and value-added fresh pork and poultry products.

(b) The Agribusiness Group is comprised of the Company's hog production operations that primarily supply the Meat Products Group with livestock as well as toll feed sales.

(c) Non-allocated costs are comprised of expenses not separately identifiable to business segment groups and are not part of the measures used by the Company when assessing the segment's operating results. These costs include changes in fair value of biological assets and unrealized gains or losses on commodity contracts.

Non-allocated assets are comprised of corporate assets not separately identifiable to business segment groups. These include, but are not limited to, corporate property and equipment, software, investment properties, and tax balances.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	**2016**	2015
Sales				
Meat Products Group	**$ 848,093**	$ 814,820	**$ 2,492,058**	$ 2,408,452
Agribusiness Group	**4,006**	3,965	**11,576**	11,357
Total sales	**$ 852,099**	$ 818,785	**$ 2,503,634**	$ 2,419,809
Earnings (loss) before restructuring and other related costs and other income				
Meat Products Group	**$ 65,934**	$ 28,263	**$ 190,095**	$ 53,821
Agribusiness Group	**(4,418)**	1,581	**(14,531)**	8,222
Non-allocated costs	**(19,171)**	558	**(24,825)**	(22,198)
Total earnings (loss) before restructuring and other related costs and other income	**$ 42,345**	$ 30,402	**$ 150,739**	$ 39,845
Capital expenditures				
Meat Products Group	**$ 25,328**	$ 33,109	**$ 69,218**	$ 93,617
Agribusiness Group	**4,194**	6,292	**7,757**	14,928
	$ 29,522	$ 39,401	**$ 76,975**	$ 108,545
Depreciation and amortization				
Meat Products Group	**$ 25,190**	$ 25,578	**$ 77,161**	$ 76,432
Agribusiness Group	**1,878**	1,672	**5,548**	4,769
Non-allocated costs[(i)]	**10**	3,486	**1,366**	13,750
	$ 27,078	$ 30,736	**$ 84,075**	$ 94,951

[(i)] *Includes depreciation on assets used to service divested business.*

	As at September 30, 2016	As at September 30, 2015	As at December 31, 2015
Total assets			
Meat Products Group	**$ 1,879,566**	$ 1,869,266	$ 1,853,146
Agribusiness Group	**179,765**	167,301	188,890
Non-allocated assets	**575,145**	616,269	588,829
	$ 2,634,476	$ 2,652,836	$ 2,630,865
Goodwill			
Meat Products Group	**$ 428,236**	$ 428,236	$ 428,236

Information About Geographic Areas

Property and equipment and investment property located outside of Canada was $0.2 million as at September 30, 2016 (2015: $0.2 million). No goodwill was attributed to operations outside of Canada.

Revenues earned outside of Canada for the three months ended September 30, 2016, were $191.1 million (2015: $164.1 million). Of the total amount earned outside of Canada, $81.6 million (2015: $65.7 million) was earned in Japan and $58.4 million (2015: $57.7 million) was earned in the U.S. Revenue by geographic area is determined based on the shipping location.

Revenues earned outside of Canada for the nine months ended September 30, 2016, were $560.9 million (2015: $477.0 million). Of the total amount earned outside of Canada, $228.7 million (2015: $212.7 million) was earned in Japan and $178.6 million (2015: $143.9 million) was earned in the U.S. Revenue by geographic area is determined based on the shipping location.

Information About Major Customers

For the three months ended September 30, 2016, the Company reported sales to one customer representing 13.2% (2015: 13.6%) of total sales. These revenues were reported in the Meat Products Group. No other sales were made to any one customer that represented in excess of 10% of total sales.

For the nine months ended September 30, 2016, the Company reported sales to one customer representing 13.6% (2015: 14.2%) of total sales. These revenues were reported in the Meat Products Group. No other sales were made to any one customer that represented in excess of 10% of total sales.