MAPLE LEAF FOODS INC.

Financial Statements
For the First Quarter Ended
March 31, 2017

Consolidated Interim Balance Sheets

(In thousands of Canadian dollars)	***Notes***		**As at March 31, 2017**		As at March 31, 2016		As at December 31, 2016
			(Unaudited)		*(Unaudited)* *(Restated)* *(Note 2(d))*		
ASSETS							
Current assets							
Cash and cash equivalents	***3***	**$**	**143,596**	$	290,916	$	403,621
Accounts receivable	***4***		**128,066**		72,603		127,749
Notes receivable	***4***		**31,886**		91,299		32,485
Inventories	***5***		**312,569**		293,542		261,719
Biological assets	***6***		**116,884**		123,472		111,445
Prepaid expenses and other assets			**27,393**		35,729		30,372
Assets held for sale			**4,837**		130		4,837
		$	**765,231**	$	907,691	$	972,228
Property and equipment			**1,090,942**		1,077,991		1,085,275
Investment property			**1,920**		6,754		1,929
Employee benefits			**8,104**		59,637		10,311
Other long-term assets			**6,311**		6,141		6,557
Deferred tax asset			**—**		36,575		—
Goodwill	***17***		**560,285**		428,236		428,236
Intangible assets	***17***		**163,041**		133,609		128,085
Total assets		**$**	**2,595,834**	$	2,656,634	$	2,632,621
LIABILITIES AND EQUITY							
Current liabilities							
Accounts payable and accruals		**$**	**280,438**	$	271,728	$	256,163
Provisions	***7***		**12,607**		26,129		11,889
Current portion of long-term debt	***8***		**837**		681		794
Income taxes payable			**8,410**		8,075		9,544
Other current liabilities			**50,721**		18,543		96,857
		$	**353,013**	$	325,156	$	375,247
Long-term debt	***8***		**8,998**		9,826		9,119
Employee benefits			**111,430**		196,812		108,730
Provisions	***7***		**15,755**		14,009		16,555
Other long-term liabilities			**12,146**		19,196		12,654
Deferred tax liability			**31,648**		—		22,293
Total liabilities		**$**	**532,990**	$	564,999	$	544,598
Shareholders' equity							
Share capital	***9***	**$**	**846,066**	$	882,812	$	853,633
Retained earnings			**1,239,713**		1,197,365		1,247,737
Contributed surplus			**—**		5,067		—
Accumulated other comprehensive income			**706**		11,178		1,619
Treasury stock			**(23,641)**		(4,787)		(14,966)
Total shareholders' equity		**$**	**2,062,844**	$	2,091,635	$	2,088,023
Total liabilities and equity		**$**	**2,595,834**	$	2,656,634	$	2,632,621

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 March 31, 2017**	2016
Sales		**$ 811,185**	$ 796,889
Cost of goods sold		**677,489**	658,632
Gross margin		**$ 133,696**	$ 138,257
Selling, general and administrative expenses		**81,190**	77,280
Earnings before the following:		**$ 52,506**	$ 60,977
Restructuring and other related costs	***7***	**(6,490)**	(1,217)
Other income (expense)	***11***	**(2,704)**	(591)
Earnings before interest and income taxes		**$ 43,312**	$ 59,169
Interest expense and other financing costs	***12***	**1,227**	1,106
Earnings before income taxes		**$ 42,085**	$ 58,063
Income taxes		**11,980**	15,794
Net earnings		**$ 30,105**	$ 42,269
Earnings per share:	***13***		
Basic earnings per share		**$ 0.23**	$ 0.31
Diluted earnings per share		**$ 0.22**	$ 0.31
Weighted average number of shares (millions)	***13***		
Basic		**130.5**	134.7
Diluted		**134.3**	137.5

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 March 31, **2017**		2016	
Net earnings	**$**	**30,105**	$	42,269
Other comprehensive (loss) income				
Actuarial (losses) gains that will not be reclassified to profit or loss				
(Net of tax of $1.0 million; 2016: $1.4 million)	**$**	**(2,840)**	$	3,860
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; 2016: $0.0 million)	**$**	**(2,076)**	$	(156)
Change in unrealized gains on cash flow hedges				
(Net of tax of $0.4 million; 2016: $4.1 million)		**1,163**		11,748
Total items that are or may be reclassified subsequently to profit or loss	**$**	**(913)**	$	11,592
Total other comprehensive (loss) income	**$**	**(3,753)**	$	15,452
Comprehensive income	**$**	**26,352**	$	57,721

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

Consolidated Interim Statements of Changes in Total Equity

					Accumulated other comprehensive income (loss)[i]			
(In thousands of Canadian dollars) *(Unaudited)*	***Note***	**Share capital**	**Retained earnings**	**Contributed surplus**	**Foreign currency translation adjustment**	**Unrealized gains and losses on cash flow hedges**	**Treasury stock**	**Total equity**
Balance as at December 31, 2016		**$ 853,633**	**$ 1,247,737**	**$ —**	**$ 2,116**	**$ (497)**	**$ (14,966)**	**$ 2,088,023**
Net earnings		**—**	**30,105**	**—**	**—**	**—**	**—**	**30,105**
Other comprehensive income (loss)[ii]		**—**	**(2,840)**	**—**	**(2,076)**	**1,163**	**—**	**(3,753)**
Dividends declared ($0.11 per share)		**—**	**(14,325)**	**—**	**—**	**—**	**—**	**(14,325)**
Share-based compensation expense		**—**	**—**	**7,213**	**—**	**—**	**—**	**7,213**
Deferred taxes on share-based compensation		**—**	**—**	**2,750**	**—**	**—**	**—**	**2,750**
Repurchase of shares	***9***	**(9,174)**	**(18,681)**	**(9,963)**	**—**	**—**	**—**	**(37,818)**
Exercise of stock options		**1,607**	**—**	**—**	**—**	**—**	**—**	**1,607**
Settlement of share-based compensation		**—**	**(2,283)**	**—**	**—**	**—**	**1,325**	**(958)**
Shares purchased by RSU trust		**—**	**—**	**—**	**—**	**—**	**(10,000)**	**(10,000)**
Balance as at March 31, 2017		**$ 846,066**	**$ 1,239,713**	**$ —**	**$ 40**	**$ 666**	**$ (23,641)**	**$ 2,062,844**

					Accumulated other comprehensive income (loss)[i]			
(In thousands of Canadian dollars) *(Unaudited)*	*Note*	Share capital	Retained earnings	Contributed surplus	Foreign currency translation adjustment	Unrealized gains and losses on cash flow hedges	Treasury stock	Total equity
Balance as at December 31, 2015[iii]		$ 882,770	$ 1,161,047	$ —	$ 2,506	$ (2,920)	$ (2,086)	$ 2,041,317
Net earnings		—	42,269	—	—	—	—	42,269
Other comprehensive income (loss)[ii]		—	3,860	—	(156)	11,748	—	15,452
Dividends declared ($0.09 per share)		—	(12,111)	—	—	—	—	(12,111)
Share-based compensation expense		—	—	5,498	—	—	—	5,498
Deferred taxes on share-based compensation		—	—	1,500	—	—	—	1,500
Repurchase of shares	*9*	—	2,300	(1,648)	—	—	—	652
Exercise of stock options		42	—	—	—	—	—	42
Settlement of share-based compensation		—	—	(283)	—	—	—	(283)
Shares purchased by RSU trust		—	—	—	—	—	(2,701)	(2,701)
Balance at March 31, 2016[iii]		$ 882,812	$ 1,197,365	$ 5,067	$ 2,350	$ 8,828	$ (4,787)	$ 2,091,635

(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.*

(iii) *Restated, see Note 2(d).*

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 March 31, **2017**	2016
CASH PROVIDED BY (USED IN) :		
Operating activities		
Net earnings	**$ 30,105**	$ 42,269
Add (deduct) items not affecting cash:		
Change in fair value of biological assets	**(2,797)**	(16,841)
Depreciation and amortization	**28,071**	28,871
Share-based compensation	**7,213**	5,498
Deferred income taxes	**10,478**	14,579
Income tax current	**1,502**	1,215
Interest expense and other financing costs	**1,227**	1,106
Loss on sale of long-term assets	**321**	497
Change in fair value of non-designated derivative financial instruments	**8,183**	7,228
Change in net pension liability	**1,064**	5,676
Net income taxes paid	**(2,658)**	(2,913)
Interest paid	**(818)**	(1,086)
Change in provision for restructuring and other related costs	**2,614**	(6,913)
Change in derivatives margin	**(2,430)**	(7,266)
Other	**(913)**	3,604
Change in non-cash working capital	**(26,154)**	(30,087)
Cash provided by operating activities	**$ 55,008**	$ 45,437
Financing activities		
Dividends paid	**$ (14,325)**	$ (12,111)
Net decrease in long-term debt	**(185)**	(167)
Exercise of stock options	**1,607**	42
Repurchase of shares	**(81,980)**	(11,922)
Payment of deferred financing fees	**(64)**	—
Purchase of treasury stock	**(10,000)**	(2,701)
Cash used in financing activities	**$ (104,947)**	$ (26,859)
Investing activities		
Additions to long-term assets	**$ (20,255)**	$ (20,275)
Acquisition of business, net of cash acquired	**(189,917)**	—
Proceeds from sale of long-term assets	**86**	344
Cash used in investing activities	**$ (210,086)**	$ (19,931)
Decrease in cash and cash equivalents	**$ (260,025)**	$ (1,353)
Cash and cash equivalents, beginning of period	**403,621**	292,269
Cash and cash equivalents, end of period	**$ 143,596**	$ 290,916

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 months ended March 31, 2017 and 2016

1. THE COMPANY

Maple Leaf Foods Inc. (“Maple Leaf Foods” or the “Company”) is a producer of food products under leading national brands including Maple Leaf®, Maple Leaf Prime®, Maple Leaf Natural Selections®, Schneiders®, Schneiders® Country Naturals®, Mina® and Lightlife®. The Company's portfolio includes prepared meats, ready-to-cook and ready-to-serve meals, value-added fresh pork and poultry and refrigerated plant protein products. 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 months ended March 31, 2017 include the accounts of the Company and its subsidiaries.

2. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements should be read in conjunction with the Company’s 2016 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 2016 annual audited consolidated financial statements, except for new standards adopted during the three months ended March 31, 2017 as described below.

The consolidated financial statements were authorized for issue by the Board of Directors on April 26, 2017.

(b) Accounting Standards Adopted During the Period

Beginning on January 1, 2017, 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:

Statement of Cash Flows

Beginning on January 1, 2017, the Company adopted the amendments to IAS 7 Statement of Cash Flows which require 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 adoption of the amendments to IAS 7 did not have a material impact on the consolidated financial statements.

Income Taxes

Beginning on January 1, 2017, the Company adopted the amendments to IAS 12 Income Taxes which provide clarification on the requirements relating to the recognition of deferred tax assets for unrealized losses on debt instruments measured at fair value. The adoption of the amendments to IAS 12 did not have a material impact on the consolidated financial statements.

Disclosure of Interests in Other Entities

Beginning on January 1, 2017, the Company adopted the amendments to IFRS 12 Disclosure of Interests in Other Entities which provide clarification that the required disclosures under IFRS 12 also apply to subsidiaries, joint ventures and associates that are classified as held for sale or discontinued operations under IFRS 5 with the exception that the disclosures for summarized financial information do not apply to subsidiaries, joint ventures and associates classified as held for sale or discontinued operations. The adoption of the amendments to IFRS 12 did not have a material impact on the consolidated financial statements.

(c) Accounting Pronouncements Issued But Not Yet Effective

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 the 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 with a mandatory effective date of January 1, 2018. 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 to IFRS 2 has not yet been determined.

Foreign Currency Transactions and Advance Considerations

In December 2016, the IASB issued IFRIC 22 Foreign Currency Transactions and Advance Consideration with a mandatory effective date of January 1, 2018. When a foreign currency transaction where consideration is received or paid in advance of the recognition of the related asset, expense, or income, the exchange rate used should be based on the exchange rate as at the date when the pre-payment asset or deferred liability is recognized. IFRIC 22 can be applied on a full retrospective basis, retrospective from the comparative year or prospectively from January 1, 2018. The extent of the impact of the adoption of IFRIC 22 has not yet been determined.

(d) Restatement of Comparative Periods for Previously Adopted Accounting Standards

Income taxes

On November 8, 2016, the IFRS Interpretations Committee provided clarification on the tax rate an entity should apply to its deferred tax assets and liabilities related to intangible assets with indefinite lives. The tax rate applied should be consistent with how an entity is expected to recover the carrying amount in the form of future economic benefits. As a result of this clarification, the Company has changed the effective tax rate applied on deferred tax liabilities on indefinite life intangible assets. This change has been retrospectively applied reducing deferred tax assets and retained earnings as at January 1, 2015 by $11.8 million, with the same impact applied to the consolidated balance sheet as at March 31, 2016. There was no impact to net income or comprehensive income (loss) for the years ended December 31, 2016 and 2015 as there were no movements in the temporary differences or changes in relevant statutory income tax rates during these periods. There was no material effect on the consolidated balance sheet as at January 1, 2015.

3. CASH AND CASH EQUIVALENTS

As at March 31, 2017, the Company had agreements to cash collateralize certain of its letters of credit up to an amount of $120.0 million (2016: $120.0 million), of which $15.6 million (2016: $85.5 million) was deposited with a major financial institution.

4. ACCOUNTS AND NOTES RECEIVABLE

		As at March 31, 2017		As at March 31, 2016		As at December 31, 2016
Trade receivables	**$**	**92,597**	$	23,814	$	90,463
Less: Allowance for doubtful accounts		**(5)**		(4)		(5)
Net trade receivables	**$**	**92,592**	$	23,810	$	90,458
Other receivables:						
Commodity taxes receivable		**9,081**		9,897		11,004
Interest rate swap receivable		**444**		458		422
Government receivable		**15,038**		12,676		17,347
Other		**10,911**		25,762		8,518
	$	**128,066**	$	72,603	$	127,749

The aging of trade receivables is as follows:

		As at March 31, 2017		As at March 31, 2016		As at December 31, 2016
Current	**$**	**71,099**	$	21,984	$	64,176
Past due 0-30 days		**16,111**		1,706		19,057
Past due 31-60 days		**2,887**		103		2,702
Past due > 60 days		**2,500**		21		4,528
	$	**92,597**	$	23,814	$	90,463

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

The Company operates an accounts receivable securitization facility. The maximum cash advance available to the Company under this program is $110.0 million. Under this facility, the Company has sold certain of its trade accounts receivable, with very limited recourse, to an unconsolidated third-party trust financed by an international financial institution with a long-term AA- debt rating, for cash and short-term notes back to the Company. The receivables are sold at a discount to face value based on prevailing money market rates. The Company retains servicing responsibilities for these receivables.

As at March 31, 2017, trade accounts receivable being serviced under this program amounted to $124.7 million (2016: $196.3 million). In return for the sale of its trade receivables, the Company will receive cash of $92.8 million (2016: $105.0 million) and notes receivable in the amount of $31.9 million (2016: $91.3 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 March 31, 2017, the Company recorded a net receivable amount of $1.8 million (2016: $15.4 million net receivable) in accounts receivable.

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 interim balance sheets as at March 31, 2017 and 2016.

5. INVENTORIES

		As at March 31, 2017		As at March 31, 2016		As at December 31, 2016
Raw materials	**$**	**26,445**	$	27,581	$	23,229
Work in process		**19,104**		19,681		16,309
Finished goods		**217,544**		199,136		175,452
Packaging		**14,319**		15,125		13,997
Spare parts		**35,157**		32,019		32,732
	$	**312,569**	$	293,542	$	261,719

For the three months ended March 31, 2017, inventory in the amount of $631.5 million (2016: $612.9 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 March 31, 2017 was a gain of $2.8 million (2016: gain of $16.8 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 months ended March 31, 2017 and March 31, 2016.

7. PROVISIONS

				Restructuring and related provisions		
	Legal	**Environ-mental**	**Lease make-good**	**Severance and other employee related costs**	**Site closing and other costs**	**Total**
Balance as at December 31, 2016[i]	**$ 2,250**	**$ 8,233**	**$ 2,228**	**$ 8,656**	**$ 7,077**	**$ 28,444**
Charges	**—**	**—**	**—**	**2,341**	**9**	**2,350**
Reversals	**—**	**—**	**—**	**(219)**	**(242)**	**(461)**
Cash payments	**—**	**(18)**	**—**	**(1,960)**	**(25)**	**(2,003)**
Non-cash items	**—**	**—**	**—**	**—**	**32**	**32**
Balance as at March 31, 2017	**$ 2,250**	**$ 8,215**	**$ 2,228**	**$ 8,818**	**$ 6,851**	**$ 28,362**
Current						**$ 12,607**
Non-current						**15,755**
Total as at March 31, 2017						**$ 28,362**

(i) *Balance as at December 31, 2016, includes current portion of $11.9 million and non-current portion of $16.6 million.*

				Restructuring and related provisions		
	Legal	Environ-mental	Lease make-good	Severance and other employee related costs	Site closing and other costs	Total
Balance as at December 31, 2015	$ 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
Current						$ 26,129
Non-current						14,009
Total as at March 31, 2016						$ 40,138

Restructuring and Other Related Costs

During the three months ended March 31, 2017, the Company recorded restructuring and other related costs of $6.5 million (2016: $1.2 million). Of this amount, $4.2 million related to accelerated depreciation and severance and other employee costs as a result of the announced closure of the Thamesford turkey processing plant. In addition, $1.9 million related to adjustments to share-based compensation for terminated employees pertaining to changes to the Company's management structure associated with previously divested businesses. The remaining $0.4 million related to ongoing management and organizational restructuring initiatives.

8. LONG-TERM DEBT

On June 24, 2016, the Company entered into a three-year $400.0 million committed revolving credit facility with a syndicate of Canadian, U.S. and international financial institutions. 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 March 31, 2017, the Company had drawn letters of credit of $59.4 million on this facility (2016: $67.0 million on the previous facility).

This revolving term facility requires the maintenance of certain covenants. As at March 31, 2017, 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 March 31, 2017, $12.4 million of a letter of credit had been issued thereon (2016: $83.9 million). This letter of credit has 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 2024. As at March 31, 2017, $9.8 million (2016: $10.5 million) was outstanding. All of these facilities are committed.

9. SHARE CAPITAL

Share Repurchase

On May 16, 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 are 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. Under this bid during the three months ended March 31, 2017, 2.78 million shares were purchased for cancellation for $82.0 million at a volume weighted average price paid of $29.52 per common share.

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 approximately 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. Under this bid during the three months ended March 31, 2016, 0.51 million shares were purchased for cancellation for $11.9 million at a volume weighted average price paid of $23.23 per common share.

The Company entered into an Automatic Share Purchase Plan ("ASPP") with a broker that allows the purchase of common shares for cancellation under the NCIB at any time during predetermined trading blackout periods. As at March 31, 2017, an obligation for the repurchase of shares of $44.2 million (2016: $0.0 million) was recognized under the ASPP.

10. 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 March 31 are shown below:

	2017			2016		
	Notional amount(i)	**Fair value**		Notional amount(i)	Fair value	
		Asset	**Liability**		Asset	Liability
Cash flow hedges						
Foreign exchange contracts(ii)	**$ 210,192**	**$ 1,381**	**$ 478**	$ 222,106	$ 12,631	$ 192
Commodity contracts(ii)	**—**	**—**	**—**	16,014	—	523
Fair value hedges						
Commodity contracts(ii)	**$ 68,964**	**$ 2,457**	**$ —**	$ 77,797	$ —	$ 287
Derivatives not designated in a formal hedging relationship						
Interest rate swaps	**$ 520,000**	**$ 1,568**	**$ 4,336**	$ 520,000	$ 4,208	$ 10,929
Foreign exchange contracts(ii)	**386,321**	**8,763**	**722**	175,256	615	7,348
Commodity contracts(ii)	**759,800**	**6,531**	**61**	509,075	3,569	2,504
Total fair value		**$ 20,700**	**$ 5,597**		$ 21,023	$ 21,783
Current(iii)		**$ 20,700**	**$ 5,597**		$ 19,138	$ 16,916
Non-current		**—**	**—**		1,885	4,867
Total fair value		**$ 20,700**	**$ 5,597**		$ 21,023	$ 21,783

(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 March 31, 2017, the above fair value of current assets has been reduced on the consolidated balance sheet by an amount of $0.9 million (2016: increase of $5.7 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 March 31, 2017, the Company recorded a gain of $3.1 million (2016: loss of $2.5 million) on non-designated financial instruments held for trading.

During the three months ended March 31, 2017, the pre-tax amount of hedge ineffectiveness recognized in other income was a gain of $0.1 million (2016: gain of $0.1 million).

The table below sets out fair value measurements of financial instruments using the fair value hierarchy as at March 31, 2017:

	Level 1	Level 2	Level 3	Total
Assets:				
Foreign exchange contracts	$ —	$ 10,144	$ —	$ 10,144
Commodity contracts	8,988	—	—	8,988
Interest rate swaps	—	1,568	—	1,568
	$ 8,988	**$ 11,712**	**$ —**	**$ 20,700**
Liabilities:				
Foreign exchange contracts	$ —	$ 1,200	$ —	$ 1,200
Commodity contracts	—	61	—	61
Interest rate swaps	—	4,336	—	4,336
	$ —	**$ 5,597**	**$ —**	**$ 5,597**

There were no transfers between levels during the three months ended March 31, 2017 and March 31, 2016. 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 2016 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 $0.7 million, net of tax of $0.2 million, of unrealized gains 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 March 31, 2017, a loss of approximately $0.3 million, net of tax of $0.1 million, was released to earnings from accumulated other comprehensive income (loss) and included in the net change for the period (2016: loss of approximately $0.9 million, net of tax of $0.3 million).

11. OTHER INCOME (EXPENSE)

	Three months ended March 31,	
	2017	2016
Loss on disposal of property and equipment	**$ (321)**	$ (247)
Loss on sale of investment properties	**—**	(250)
Net investment property expense	**(324)**	(660)
Depreciation of assets used to support divested businesses[(i)]	**—**	(826)
Interest income	**680**	566
Net expense on non-designated interest rate swaps	**(1,004)**	(1,015)
Change in fair value of non-designated interest rate swaps	**997**	999
Legal and other fees on acquisition	**(4,295)**	—
Other	**1,563**	842
	$ (2,704)	$ (591)

[(i)] *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, 2016, the Company further revised the estimated useful life of these assets, resulting in a reduction in the depreciation charge recorded during the period.*

12. INTEREST EXPENSE AND OTHER FINANCING COSTS

	Three months ended March 31,	
	2017	2016
Interest expense on long-term debt	**$ 108**	$ 114
Interest expense on securitized receivables	**306**	368
Deferred finance charges	**302**	92
Other interest charges	**511**	532
	$ 1,227	$ 1,106

13. 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"):

	2017			2016		
Three months ended March 31,	**Net earnings**	**Weighted average number of shares**[(ii)]	**EPS**	Net earnings	Weighted average number of shares[(ii)]	EPS
Basic	**$ 30,105**	**130.5**	**$ 0.23**	$ 42,269	134.7	$ 0.31
Share-based compensation[(i)]		**3.8**			2.8	
Diluted	**$ 30,105**	**134.3**	**$ 0.22**	$ 42,269	137.5	$ 0.31

(i) *Excludes the effect of approximately 3.7 million (2016: 3.9 million) options and performance shares that are anti-dilutive.*

(ii) *In millions.*

14. SHARE-BASED PAYMENT

Stock Options

A summary of the status of the Company's outstanding stock options and changes during the three months ended March 31 are presented below:

	2017		2016	
	Options outstanding	**Weighted average exercise price**	Options outstanding	Weighted average exercise price
Outstanding at January 1	**4,260,000**	**$ 17.73**	3,608,000	$ 16.61
Granted	**732,200**	**30.86**	841,300	22.53
Exercised	**(137,700)**	**11.67**	(3,700)	11.36
Forfeited	**—**	**—**	(26,800)	20.28
Outstanding at March 31	**4,854,500**	**$ 19.88**	4,418,800	$ 17.72
Options currently exercisable	**2,939,100**	**$ 16.37**	2,344,700	$ 14.19

All outstanding stock options vest and become exercisable over a period not exceeding five years (time vesting) from the date of grant. The outstanding options have a term of 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 three months ended March 31, 2017 and 2016 are shown in the table below:

	Three months ended March 31,	
	2017	2016
Share price at grant date	**$31.41**	$23.14
Exercise price	**$30.86**	$22.53
Expected volatility*(i)*	**23.36%**	23.71%
Option life (in years)*(ii)*	**4.5**	4.5
Expected dividend yield	**1.40%**	1.56%
Risk-free interest rate*(iii)*	**1.15%**	0.67%

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

(ii) *Expected weighted average life.*

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

There were 732,200 (2016: 841,300) stock options issued during the three months ended March 31, 2017. The fair value of options granted during the three months ended March 31, 2017 was $4.2 million (2016: $3.4 million). Amortization charges relating to current and prior year options during the three months ended March 31, 2017 were $0.8 million (2016: $0.9 million).

Restricted Share Units and Performance Share Units

A summary of the status of the Company's Restricted Share Units ("RSUs") plans (including Performance Share Units ("PSUs")) as at March 31, 2017 and 2016 and changes during these periods are presented below:

	2017		2016	
	RSUs outstanding	**Weighted average fair value at grant**	RSUs outstanding	Weighted average fair value at grant
Outstanding at January 1	**1,570,669**	**$ 20.79**	1,598,462	$ 20.61
Granted	**328,650**	**30.03**	386,980	21.98
Exercised	**(69,537)**	**22.81**	—	—
Forfeited	**(4,000)**	**21.18**	(39,214)	12.65
Outstanding at March 31	**1,825,782**	**$ 22.36**	1,946,228	$ 21.04

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 March 31, 2017 was $7.9 million (2016: $7.0 million). Expenses for the three months ended March 31, 2017 relating to current and prior year RSUs and PSUs, were $6.0 million (2016: $4.3 million), of this amount $1.9 million was included in restructuring and other related costs as a non-cash item (Note 7).

The key assumptions used in the valuation of RSUs granted during the three months ended March 31, 2017 and 2016 are shown in the table below*(i)*:

	2017	2016
Expected RSU life (in years)	**3.17**	3.25
Forfeiture rate	**19.9%**	17.5%
Risk-free discount rate	**0.9%**	0.4%

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

Director Share Units

The fair value of director share units expensed during the three months ended March 31, 2017 was $0.4 million (2016: $0.3 million).

15. RELATED PARTY TRANSACTIONS

The Company sponsors a number of defined benefit and defined contribution plans. During the three months ended March 31, 2017, the Company's contributions to these plans were $5.2 million (2016: $2.3 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 months ended March 31, 2017, the Company received services from MCI in the amount of $0.2 million (2016: $0.2 million), which represented the market value of the transactions with MCI. As at March 31, 2017, $0.2 million (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 months ended March 31, 2017 and 2016, the Company provided services to MFAS for a nominal amount, which represented the market value of the transactions.

16. GEOGRAPHIC AND CUSTOMER PROFILE

Following the sale of Canada Bread Company, Limited, the Company undertook significant reorganization of the internal leadership and reporting structure, as previously disclosed. The reorganization is now largely complete and the Company is arranged as a single, focused protein company. As such, the Company has transitioned to a single operating and reporting segment.

Information About Geographic Areas

Property, equipment and investment property located outside of Canada was $14.4 million as at March 31, 2017 (2016: $0.2 million). Of this amount, $0.2 million (2016: $0.2 million) was located in Japan and $14.2 million (2016: $0.0 million) was located in the U.S. Goodwill of $116.9 million (2016: $0.0 million) was attributed to operations outside of Canada.

Revenues earned outside of Canada for the three months ended March 31, 2017, were $197.9 million (2016: $189.1 million). Of the total amount earned outside of Canada, $82.6 million (2016: $72.5 million) was earned in Japan and $57.5 million (2016: $64.9 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 March 31, 2017, the Company reported sales to two customers representing 12.3% and 10.6% (2016: one customer representing 13.0%) of total sales. No other sales were made to any one customer that represented in excess of 10% of total sales.

17. BUSINESS COMBINATION

On March 10, 2017, the Company acquired 100% of the outstanding shares of Lightlife Foods Holdings, Inc. ("Lightlife"), a privately held U.S. based corporation engaged in the production and distribution of refrigerated plant protein products.

Recognized goodwill is attributable to the skills, talent and artisanal expertise of Lightlife's work force and the Company's leadership position in the fast growing alternative protein market. The amount of goodwill expected to be deductible for tax purposes is $6.1 million.

Transaction costs of $4.3 million associated with the acquisition have been excluded from the consideration paid and have been recognized as an expense in other income (expense) in the current period.

The Company has not yet finalized the amounts recorded in the business combination.

The preliminary fair value of consideration transferred for the acquisition consists of the following:

		Preliminary fair value		
		March 10, 2017		**March 10, 2017**
		US$		*CDN$*
Agreed-upon purchase price	$	140,000	$	188,566
Working capital adjustments[(i)]		1,572		2,117
Total consideration paid in cash	**$**	**141,572**	**$**	**190,683**

[(i)] *Subject to change until the net assets acquired are finalized.*

The preliminary fair values of the assets acquired and liabilities recognized at the date of acquisition are as follows:

	Preliminary fair value	
	March 10, 2017	**March 10, 2017**
	US$	*CDN$*
Current assets		
Cash	$ 569	$ 766
Accounts receivable [(i)]	2,946	3,968
Inventories	3,370	4,539
Prepaid expenses and other assets	465	626
Income taxes receivable	37	50
Non-current assets		
Property and equipment	10,792	14,536
Goodwill	99,379	133,854
Intangible assets	27,997	37,709
Current liabilities		
Accounts payable and accruals	(2,259)	(3,043)
Non-current liabilities		
Deferred tax liability	(1,724)	(2,322)
Total net assets acquired	**$ 141,572**	**$ 190,683**

(i) *Contractual cash flows not expected to be collected are not significant.*