MAPLE LEAF FOODS INC.

Interim Report to Shareholders

For the Second Quarter Ended

June 30, 2017

Management's Discussion and Analysis

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

July 26, 2017

FINANCIAL OVERVIEW

Sales for the second quarter of 2017 were $925.9 million compared to $854.6 million last year, an increase of 8.3%, or 5.7% after adjusting for the impact of foreign exchange and acquisitions.

Sales for the first six months were $1,737.1 million compared to $1,651.5 million last year, an increase of 5.2%, or 4.0% after adjusting for the impact of foreign exchange and acquisitions.

Net earnings for the second quarter increased to $37.3 million ($0.29 per basic share) compared to $31.4 million ($0.23 per basic share) last year. Performance was strong in fresh value-added pork due to improved commercial mix and favourable market conditions, partially offset by margin compression in prepared meats due to rising raw material costs. The Company also experienced some non-routine operational costs in the period. For the first six months, net earnings were $67.4 million ($0.52 per basic share) compared to $73.7 million ($0.55 per basic share) last year. Year to date results were impacted by the change in fair value of biological assets and higher restructuring costs, which are excluded in calculating Adjusted Operating Earnings[(i)] below.

Adjusted Operating Earnings for the second quarter were $75.0 million compared to $60.5 million last year, and Adjusted Earnings per Share[(ii)] increased to $0.41 from $0.32 last year. For the first six months, Adjusted Operating Earnings increased to $134.0 million from $114.0 million, and Adjusted Earnings per Share increased to $0.74 from $0.60 last year.

Adjusted EBITDA Margin[(iii)] for the second quarter was 11.2% compared to 10.3% last year. For the first six months, Adjusted EBITDA Margin increased to 11.0% from 10.3%.

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.*

(iii) *Adjusted EBITDA, a non-IFRS measure, 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. Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by sales. Please refer to the section entitled Non-IFRS Financial Measures starting on page 8 of this document.*

OPERATING REVIEW

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.

The following table summarizes the Company's total sales and Adjusted Operating Earnings for the quarter.

($ thousands) *(Unaudited)*	**Three months ended June 30,**		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Total Sales	**$ 925,873**	$ 854,646	**$ 1,737,058**	$ 1,651,535
Adjusted Operating Earnings	**$ 75,006**	$ 60,466	**$ 134,036**	$ 114,048

SALES AND ADJUSTED OPERATING EARNINGS

Sales for the second quarter increased 8.3% to $925.9 million or 5.7% after adjusting for the impact of foreign exchange and acquisitions. Increased volumes in prepared meats, value-added fresh pork, and poultry coupled with a full quarter of Lightlife Foods Holdings, Inc. ("Lightlife") sales contributed to the increase.

Sales for the first six months increased 5.2% to $1,737.1 million or 4.0% after adjusting for the impact of foreign exchange and acquisitions.

Adjusted Operating Earnings increased to $75.0 million compared to $60.5 million last year. Commercial performance in value-added fresh pork, strong volume growth across the portfolio and favourable market conditions contributed to earnings growth in the quarter. Results were partially offset by higher raw material costs that led to margin compression in the prepared meats portfolio and some non-routine operational costs in the quarter.

Adjusted Operating Earnings in the first six months was $134.0 million compared to $114.0 million last year.

GROSS MARGIN

Gross margin in the second quarter was $147.7 million (16.0% of sales) compared to $126.9 million (14.8% of sales) last year. Gross margin increased in line with underlying business performance driven by improved sales and volumes in the current year, which were offset by changes in fair value of biological assets and derivatives.

For the first six months, gross margin was $281.4 million (16.2% of sales) compared to $265.1 million (16.1% of sales) last year.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSE

Selling, general and administrative expenses for the second quarter were $88.8 million (9.6% of sales), compared to $79.5 million (9.3% of sales) last year. Excluding the impact of Lightlife, selling, general and administrative expenses as a percentage of sales were consistent with the second quarter of last year.

For the first six months of 2017, selling, general and administrative expenses increased by 8.4% to $169.9 million (9.8% of sales), compared to $156.7 million (9.5% of sales) last year.

OTHER INCOME (EXPENSE)

Other expense for the second quarter was $1.1 million compared to an expense of $2.6 million last year. The decrease is primarily due to the gain on sale of investment property that occurred in the second quarter of 2017.

For the first six months of 2017, other expense was $3.8 million compared to an expense of $3.2 million last year. The increase was primarily due to transaction costs related to the acquisition of Lightlife ("acquisition"), partially offset by the gain on sale of investment properties and a prior period impairment loss. Refer to Note 17 of the unaudited condensed consolidated interim financial statements (or "consolidated financial statements") for information on the acquisition.

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 second quarter is an expense of $0.8 million (2016: expense of $0.2 million) and income of $0.0 million (2016: expense of $0.4 million) for the first six months.

RESTRUCTURING AND OTHER RELATED COSTS

During the three months ended June 30, 2017, the Company recorded restructuring and other related costs of $5.0 million (2016: $0.6 million). Of this amount, $4.8 million related to accelerated depreciation and severance and other employee costs as a result of the announced closure of the Thamesford turkey processing plant. The remaining $0.2 million related to ongoing management and organizational restructuring initiatives.

During the six months ended June 30, 2017, the Company recorded restructuring and the other related costs of $11.5 million (2016: $1.8 million). Of this amount, $9.0 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 $0.6 million related to ongoing management and organizational restructuring initiatives.

INCOME TAXES

The Company’s income tax expense for the second quarter resulted in an effective tax rate of 27.4% (2016: 27.1%). The higher effective tax rate in 2017 primarily resulted from non-deductible acquisition-related transaction costs. For 2017, the effective tax recovery rate on restructuring charges used in the computation of Adjusted Earnings per Share is 26.1% (2016: 26.1%). The effective tax recovery rate on items not considered representative of ongoing operations in 2017 is 25.2% (2016 25.4%). The effective tax rate in 2017 in determining Adjusted Earnings per Share is 26.8% (2016: 26.6%).

The Company's income tax expense for the six months resulted in an effective tax rate of 27.9% (2016: 27.1%). The higher effective tax rate in 2017 primarily resulted from non-deductible acquisition-related transaction costs. For 2017, the effective tax recovery rate on restructuring charges used in the computation of Adjusted Earnings per Share is 26.1% (2016: 26.1 %). The effective tax recovery rate on items not considered representative of ongoing operations in 2017 is 23.9% (2016 24.7%). The lower effective rate of recovery in 2017 primarily resulted from non-deductible acquisition-related transaction costs. The effective tax rate in 2017 in determining Adjusted Earnings per Share is 26.9% (2016: 26.9%).

ACQUISITIONS AND DIVESTITURES

On May 1, 2017, the Company acquired specific assets, liabilities and assembled workforce from a privately-held hog production operation for total consideration of $10.3 million. The acquisition has been accounted for as a business combination and no goodwill was recognized.

On March 10, 2017, the Company acquired 100% of the outstanding shares of 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. Lightlife has a leading market share, and will provide the Company with a strong foothold in this expanding category.

During the three months ended June 30, 2017, the Company recorded transaction costs of $0.7 million that have been excluded from the consideration paid and have been recognized as an expense in other income (expense).

During the six months ended June 30, 2017, the Company recorded transaction costs of $5.0 million that have been excluded from the consideration paid and have been recognized as an expense in other income (expense).

The Company has not yet finalized the amounts recorded in the business combination. Refer to Note 17 of the consolidated financial statements.

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 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 June 30, 2017, the Company had drawn letters of credit of $6.3 million on this facility (2016: $68.8 million). Drawn letters of credit decreased following the combination of the assets of several of the Company's pension plans, and the subsequent closure of the letter of credit that supported the asset transition.

This revolving term facility requires the maintenance of certain covenants. As at June 30, 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 June 30, 2017, $66.8 million of letters of credit had been issued thereon (2016: $85.5 million). One letter of credit has been collateralized with cash, as further described in Note 3 of the consolidated financial statements.

The Company's cash balance as at June 30, 2017 is $104.8 million (2016: $312.8 million). The Company has invested in short-term deposits with Canadian financial institutions having long-term debt ratings of A or higher.

The Company operates an accounts receivable securitization facility. The maximum cash advance available to the Company under this program is $110.0 million. The facility provides cash funding with a 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 June 30, 2017, the Company had $152.4 million (2016: $214.5 million) of trade accounts receivable serviced under this facility. In return for the sale of these receivables, the Company will receive cash of $110.0 million (2016: $111.4 million) and notes receivable in the amount of $42.4 million (2016: $103.1 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 June 30, 2017, this net receivable amounted to $7.6 million (2016: $10.6 million net receivable). 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 June 30, 2017. If the securitization facility was to be terminated, the Company would recognize the related amounts on the consolidated balance sheet and consider alternative financing if required.

CAPITAL EXPENDITURES

Capital expenditures for the second quarter were $27.0 million, compared to $27.2 million in the second quarter of 2016, and for the first six months of 2017 were $47.2 million compared to $47.5 million in 2016. Expenditures primarily relate to ongoing profit enhancement and maintenance projects and a continued investment in our animal welfare strategy.

NORMAL COURSE ISSUER BID

On May 17, 2017, 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 8.20 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 23, 2017 and will terminate on May 22, 2018, or on such earlier date as the Company completes its purchases pursuant to the notice of intention. Under this bid during the three and six months ended June 30, 2017, 0.3 million shares (2016: 0.0 million) were purchased for cancellation for $8.8 million at a volume weighted average price paid of $32.93 per common share.

On May 16, 2016, the TSX accepted the Company's notice of intention to commence a NCIB, which allowed 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. The program commenced on May 19, 2016 and was terminated on May 18, 2017, as the Company completed its purchase and cancellation of 5.52 million common shares for $163.1 million at a volume weighted average price of $29.57 per common share. Under this bid during the three months ended June 30, 2017, 0.6 million shares (2016: 0.0 million) were purchased for cancellation for $20.7 million at a volume weighted average price paid of $32.57 per common share. During the six months ended June 30, 2017, 3.4 million shares (2016: 0.0 million) were purchased for cancellation for $102.6 million at a volume weighted average price paid of $30.09 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 repurchase, 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. Under this bid during the six months ended June 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.

CASH FLOWS

Cash was $104.8 million at the end of the second quarter of 2017, compared to $312.8 million last year, and $403.6 million as at December 31, 2016. In the first six months of 2017, the decrease in cash was largely due to acquisitions of businesses, share repurchases under the NCIB programs, investment in property and equipment, the quarterly dividend payments and purchase of treasury stock offset by net earnings.

Cash Flow from Operating Activities

Cash provided by operations for the quarter was $42.1 million compared to $63.4 million in the second quarter of 2016. The decrease was primarily due to a higher investment in working capital, pension contributions and lower margin received by the Company against its derivatives for its commodity hedging program, offset by higher net earnings.

For the first six months of 2017, cash provided by operations was $97.1 million compared to $108.8 million last year. The decrease was due to a higher investment in working capital and lower net earnings during the period.

Cash Flow from Financing Activities

Cash used in financing activities for the quarter was $45.9 million compared to $14.6 million in the second quarter of 2016. The increased use of cash was primarily due to higher share repurchases under the NCIB programs, increased treasury stock purchases for the long term incentive program ("LTIP") and an increased dividend payment rate.

For the first six months of 2017, cash used in financing activities was $150.9 million compared to $41.5 million last year. The increased use of cash was primarily due to higher share repurchases under the NCIB programs, increased treasury stock purchases for LTIP and an increased dividend payment rate.

Cash Flow from Investing Activities

Cash used in investing activities for the quarter was $35.0 million compared to $27.0 million in the second quarter of 2016. The increase was driven by the acquisition of a hog production operation.

For the first six months of 2017, cash used in investing activities was $245.1 million compared to $46.9 million last year. The increase was due to acquisitions. The purchases were fully funded by cash on hand. Refer to Note 17 of the consolidated financial statements.

SHARE CAPITAL

As at July 20, 2017, there were 129,009,589 common shares issued and outstanding.

OTHER MATTERS

On July 26, 2017, the Board of Directors approved a dividend of $0.11 per share payable September 29, 2017 to shareholders of record at the close of business September 8, 2017. Based on the current number of shares outstanding, it is estimated that $0.1022 per share of the total dividend to be paid will be considered an Eligible Dividend for the “Enhanced Dividend Tax Credit System”. The final amount of the dividend that is considered an Eligible Dividend will be confirmed on the Company’s website on or before September 29, 2017.

TRANSACTIONS WITH RELATED PARTIES

The Company sponsors a number of defined benefit and defined contribution plans. During the three and six months ended June 30, 2017, the Company's contributions to these plans were $16.2 million and $21.4 million (2016: $2.3 million and $4.6 million) respectively.

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 six months ended June 30, 2017, the Company received services from MCI in the amount of $0.1 million and $0.3 million respectively (2016: $0.1 million and $0.3 million), which represent the market value of the transactions with MCI. As at June 30, 2017, $0.3 million (2016: $0.0 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 six months ended June 30, 2017 and 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[iii]
Sales	**2017**	**$ 811,185**	**$ 925,873**	**$ —**	**$ —**	**$ —**
	2016	796,889	854,646	852,099	828,178	3,331,812
	2015	780,248	820,776	818,785	873,123	3,292,932
Net earnings (loss)	**2017**	**$ 30,105**	**$ 37,342**	**$ —**	**$ —**	**$ —**
	2016	42,269	31,381	31,828	76,224	181,702
	2015	(2,861)	(7,524)	18,680	33,285	41,580
Earnings (loss) per share [i]						
Basic[i]	**2017**	**$ 0.23**	**$ 0.29**	**$ —**	**$ —**	**$ —**
	2016	0.31	0.23	0.24	0.57	1.35
	2015	(0.02)	(0.05)	0.13	0.24	0.30
Diluted[i]	**2017**	**$ 0.22**	**$ 0.28**	**$ —**	**$ —**	**$ —**
	2016	0.31	0.23	0.23	0.56	1.32
	2015	(0.02)	(0.05)	0.13	0.24	0.29
Adjusted EPS[i][ii]	**2017**	**$ 0.33**	**$ 0.41**	**$ —**	**$ —**	**$ —**
	2016	0.28	0.32	0.32	0.31	1.23
	2015	0.05	0.13	0.16	0.25	0.58

[i] *Basic and diluted earnings (loss) per share and Adjusted Earnings (loss) per Share are based on amounts attributable to common shareholders.*

[ii] *Refer to Non-IFRS Financial Measures starting on page 8 of this document.*

[iii] *May not add due to rounding.*

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

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, acquisition and transitional costs incurred.

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, 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.

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. A preliminary analysis has been completed and the Company is currently reviewing the relevant sales contracts. 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. A preliminary analysis has been completed and the Company is reviewing relevant contracts and documentation. 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.

Uncertainty over Income Tax Treatments

In June 2017, the IASB issued IFRIC 23 Uncertainty over Income Tax Treatments with a mandatory effective date of January 1, 2019. The interpretations provide guidance on how to value uncertain income tax positions based on the probability of whether the relevant tax authorities will accept the company's tax treatments. A company is to assume that a taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. IFRIC 23 is to be applied by recognizing the cumulative effect of initially applying these guidelines in opening retained earnings without adjusting comparative information. The extent of the impact of the adoption of IFRIC 23 has not yet been determined.

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 June 30, 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.

INTERNAL CONTROL OVER FINANCIAL REPORTING

There has been no change in the Company’s internal control over financial reporting during the period beginning on April 1, 2017, and ended on June 30, 2017, 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 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 condensed consolidated interim statements of earnings to Adjusted Operating Earnings for the three and six 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.

($ thousands) *(Unaudited)*	**Three months ended June 30,**		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Net earnings	**$ 37,342**	$ 31,381	**$ 67,447**	$ 73,650
Income taxes	**14,120**	11,639	**26,100**	27,433
Earnings before income taxes	**$ 51,462**	$ 43,020	**$ 93,547**	$101,083
Interest expense and other financing costs	**1,345**	1,211	**2,572**	2,317
Other expense (income)	**1,132**	2,601	**3,836**	3,192
Restructuring and other related costs	**4,986**	585	**11,476**	1,802
Earnings from operations	**$ 58,925**	$ 47,417	**$111,431**	$108,394
Decrease in fair value of biological assets(i)	**8,514**	17,133	**5,717**	292
Unrealized loss (gain) on futures contracts(ii)	**7,567**	(4,084)	**16,888**	5,362
Adjusted Operating Earnings	**$ 75,006**	$ 60,466	**$134,036**	$114,048

(i) *Refer to Note 6 of the Company's 2017 second quarter consolidated 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 2017 second quarter* unaudited condensed consolidated interim statements of earnings.

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 condensed consolidated interim statements of earnings to Adjusted Earnings per Share for the three and six 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 June 30,**		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Basic earnings per share	**$ 0.29**	$ 0.23	**$ 0.52**	$ 0.55
Restructuring and other related costs(i)	**0.03**	0.00	**0.07**	0.01
Items included in other expense (income) not considered representative of ongoing operations(ii)	**—**	0.01	**0.03**	0.02
Change in the fair value of unrealized loss on futures contracts(iii)	**0.04**	(0.02)	**0.10**	0.03
Change in the fair value of biological assets(iii)	**0.05**	0.09	**0.03**	—
Adjusted Earnings per Share (iv)	**$ 0.41**	$ 0.32	**$ 0.74**	$ 0.60

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

(ii) *Primarily includes acquisition related costs, 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 losses on futures contracts and the change in fair value of biological assets, net of tax.*

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

Adjusted Earnings Before Interest, Income Taxes, 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 condensed consolidated interim statements of earnings to Adjusted EBITDA for the three and six 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)	**Three months ended June 30,**		**Six months ended June 30,**	
(Unaudited)	**2017**	2016	**2017**	2016
Net earnings	**$ 37,342**	$ 31,381	**$ 67,447**	$ 73,650
Income taxes	**14,120**	11,639	**26,100**	27,433
Earnings before income taxes	**$ 51,462**	$ 43,020	**$ 93,547**	$101,083
Interest expense and other financing costs	**1,345**	1,211	**2,572**	2,317
Items included in other expense (income) not considered representative of ongoing operations	**360**	2,402	**3,839**	2,840
Restructuring and other related costs	**4,986**	585	**11,476**	1,802
Change in the fair value of biological assets and unrealized loss on futures contracts	**16,081**	13,049	**22,605**	5,654
Depreciation and amortization	**29,069**	27,610	**57,131**	55,641
Adjusted EBITDA	**$103,303**	$ 87,877	**$191,170**	$169,337

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 June 30,**		**Six months ended June 30,**	
(Unaudited)	**2017**	2016	**2017**	2016
Cash provided by operating activities	**$ 42,132**	$ 63,406	**$ 97,140**	$108,843
Additions to long-term assets	**(26,982)**	(27,178)	**(47,237)**	(47,453)
Free Cash Flow	**$ 15,150**	$ 36,228	**$ 49,903**	$ 61,390

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 associated with cyber threats;
- 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;
- risks associated with the supply management system for poultry in Canada;
- risks associated with the use of contract manufacturers;
- 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, 2016 that 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 is available on SEDAR at www.sedar.com.

About Maple Leaf Foods Inc.

Maple Leaf Foods Inc. is a leading consumer protein company, making high quality, innovative products under national brands including Maple Leaf®, Maple Leaf Prime®, Maple Leaf Natural Selections®, Schneiders®, Schneiders® Country Naturals®, Mina® and Lightlife®. Maple Leaf employs approximately 11,500 people and does business in Canada, the U.S. and Asia. The Company is headquartered in Mississauga, Ontario and its shares trade on the Toronto Stock Exchange (MFI).

Consolidated Interim Balance Sheets

(In thousands of Canadian dollars)	***Notes***	**As at June 30, 2017**	As at June 30, 2016	As at December 31, 2016
		(Unaudited)	*(Unaudited)* *(Restated)* *(Note 2(d))*	
ASSETS				
Current assets				
Cash and cash equivalents	***3***	**$ 104,820**	$ 312,757	$ 403,621
Accounts receivable	***4***	**140,474**	70,014	127,749
Notes receivable	***4***	**42,410**	103,115	32,485
Inventories	***5***	**305,942**	282,258	261,719
Biological assets	***6***	**107,958**	105,568	111,445
Prepaid expenses and other assets		**54,225**	36,599	30,372
Assets held for sale		**5,251**	4,842	4,837
		$ 761,080	$ 915,153	$ 972,228
Property and equipment		**1,097,249**	1,078,100	1,085,275
Investment property		**1,910**	2,073	1,929
Employee benefits		**1,357**	52,359	10,311
Other long-term assets		**5,452**	6,796	6,557
Deferred tax asset		**—**	37,982	—
Goodwill	***17***	**557,219**	428,236	428,236
Intangible assets	***17***	**160,221**	131,021	128,085
Total assets		**$ 2,584,488**	$ 2,651,720	$ 2,632,621
LIABILITIES AND EQUITY				
Current liabilities				
Accounts payable and accruals		**$ 272,865**	$ 248,173	$ 256,163
Provisions	***7***	**13,906**	19,517	11,889
Current portion of long-term debt	***8***	**881**	729	794
Income taxes payable		**6,540**	8,127	9,544
Other current liabilities		**45,707**	14,375	96,857
		$ 339,899	$ 290,921	$ 375,247
Long-term debt	***8***	**8,969**	9,766	9,119
Employee benefits		**118,978**	237,892	108,730
Provisions	***7***	**14,710**	13,755	16,555
Other long-term liabilities		**13,084**	16,959	12,654
Deferred tax liability		**40,756**	—	22,293
Total liabilities		**$ 536,396**	$ 569,293	$ 544,598
Shareholders' equity				
Share capital	***9***	**$ 847,326**	$ 884,431	$ 853,633
Retained earnings		**1,213,935**	1,185,999	1,247,737
Contributed surplus		**—**	12,314	—
Accumulated other comprehensive income		**1,792**	7,332	1,619
Treasury stock		**(14,961)**	(7,649)	(14,966)
Total shareholders' equity		**$ 2,048,092**	$ 2,082,427	$ 2,088,023
Total liabilities and equity		**$ 2,584,488**	$ 2,651,720	$ 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 June 30,** **2017**	2016	**Six months ended June 30,** **2017**	2016
Sales		**$ 925,873**	$ 854,646	**$ 1,737,058**	$ 1,651,535
Cost of goods sold		**778,195**	727,762	**1,455,684**	1,386,394
Gross margin		**$ 147,678**	$ 126,884	**$ 281,374**	$ 265,141
Selling, general and administrative expenses		**88,753**	79,467	**169,943**	156,747
Earnings before the following:		**$ 58,925**	$ 47,417	**$ 111,431**	$ 108,394
Restructuring and other related costs	***7***	**(4,986)**	(585)	**(11,476)**	(1,802)
Other income (expense)	***11***	**(1,132)**	(2,601)	**(3,836)**	(3,192)
Earnings before interest and income taxes		**$ 52,807**	$ 44,231	**$ 96,119**	$ 103,400
Interest expense and other financing costs	***12***	**1,345**	1,211	**2,572**	2,317
Earnings before income taxes		**$ 51,462**	$ 43,020	**$ 93,547**	$ 101,083
Income taxes		**14,120**	11,639	**26,100**	27,433
Net earnings		**$ 37,342**	$ 31,381	**$ 67,447**	$ 73,650
Earnings per share:	***13***				
Basic earnings per share		**$ 0.29**	$ 0.23	**$ 0.52**	$ 0.55
Diluted earnings per share		**$ 0.28**	$ 0.23	**$ 0.51**	$ 0.53
Weighted average number of shares (millions)	***13***				
Basic		**129.1**	134.4	**129.8**	134.5
Diluted		**132.9**	137.4	**133.1**	137.8

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 June 30,**		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Net earnings	**$ 37,342**	$ 31,381	**$ 67,447**	$ 73,650
Other comprehensive (loss) income				
Actuarial losses that will not be reclassified to profit or loss				
(Net of tax of $5.2 million and $6.2 million; 2016: $10.8 million and $9.5 million)	**$ (14,721)**	$ (30,628)	**$ (17,561)**	$ (26,768)
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: $0.0 million)	**$ (5,109)**	$ 569	**$ (7,185)**	$ 413
Change in unrealized gains (losses) on cash flow hedges				
(Net of tax of $2.2 million and $2.6 million; 2016: $1.5 million and $2.6 million)	**6,195**	(4,415)	**7,358**	7,333
Total items that are or may be reclassified subsequently to profit or loss	**$ 1,086**	$ (3,846)	**$ 173**	$ 7,746
Total other comprehensive loss	**$ (13,635)**	$ (34,474)	**$ (17,388)**	$ (19,022)
Comprehensive income (loss)	**$ 23,707**	$ (3,093)	**$ 50,059**	$ 54,628

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, 2016		**$ 853,633**	**$ 1,247,737**	**$ —**	**$ 2,116**	**$ (497)**	**$ (14,966)**	**$ 2,088,023**
Net earnings		**—**	**67,447**	**—**	**—**	**—**	**—**	**67,447**
Other comprehensive income (loss)[ii]		**—**	**(17,561)**	**—**	**(7,185)**	**7,358**	**—**	**(17,388)**
Dividends declared ($0.22 per share)		**—**	**(28,530)**	**—**	**—**	**—**	**—**	**(28,530)**
Share-based compensation expense		**—**	**—**	**11,842**	**—**	**—**	**—**	**11,842**
Deferred taxes on share-based compensation		**—**	**—**	**2,750**	**—**	**—**	**—**	**2,750**
Repurchase of shares	***9***	**(11,819)**	**(26,340)**	**(14,592)**	**—**	**—**	**—**	**(52,751)**
Exercise of stock options		**5,512**	**—**	**—**	**—**	**—**	**—**	**5,512**
Settlement of share-based compensation		**—**	**(28,818)**	**—**	**—**	**—**	**16,005**	**(12,813)**
Shares purchased by RSU trust		**—**	**—**	**—**	**—**	**—**	**(16,000)**	**(16,000)**
Balance as at June 30, 2017		**$ 847,326**	**$ 1,213,935**	**$ —**	**$ (5,069)**	**$ 6,861**	**$ (14,961)**	**$ 2,048,092**

(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[iii]		$ 882,770	$ 1,161,047	$ —	$ 2,506	$ (2,920)	$ (2,086)	$ 2,041,317
Net earnings		—	73,650	—	—	—	—	73,650
Other comprehensive income (loss)[ii]		—	(26,768)	—	413	7,333	—	(19,022)
Dividends declared ($0.18 per share)		—	(24,230)	—	—	—	—	(24,230)
Share-based compensation expense		—	—	12,818	—	—	—	12,818
Deferred taxes on share-based compensation		—	—	1,500	—	—	—	1,500
Repurchase of shares	*9*	—	2,300	(1,648)	—	—	—	652
Exercise of stock options		1,661	—	—	—	—	—	1,661
Settlement of share-based compensation		—	—	(356)	—	—	38	(318)
Shares purchased by RSU trust		—	—	—	—	—	(5,601)	(5,601)
Balance at June 30, 2016[iii]		$ 884,431	$ 1,185,999	$ 12,314	$ 2,919	$ 4,413	$ (7,649)	$ 2,082,427

(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)	**Three months ended June 30,**		**Six months ended June 30,**	
(Unaudited)	**2017**	2016	**2017**	2016
CASH PROVIDED BY (USED IN):				
Operating activities				
Net earnings	**$ 37,342**	$ 31,381	**$ 67,447**	$ 73,650
Add (deduct) items not affecting cash:				
Change in fair value of biological assets	**8,514**	17,133	**5,717**	292
Depreciation and amortization	**29,079**	28,126	**57,150**	56,997
Share-based compensation	**4,629**	7,320	**11,842**	12,818
Deferred income taxes	**12,003**	10,801	**22,481**	25,380
Income tax current	**2,117**	838	**3,619**	2,053
Interest expense and other financing costs	**1,345**	1,211	**2,572**	2,317
(Gain) loss on sale of long-term assets	**(831)**	265	**(510)**	762
Change in fair value of non-designated derivative financial instruments	**5,634**	(4,189)	**13,817**	3,039
Impairment of assets (net of reversals)	**—**	1,022	**—**	1,022
Change in net pension liability	**(5,625)**	6,913	**(4,561)**	12,589
Net income taxes paid	**(3,707)**	(628)	**(6,365)**	(3,541)
Interest paid	**(832)**	(1,187)	**(1,650)**	(2,273)
Change in provision for restructuring and other related costs	**2,330**	(6,849)	**4,944**	(13,762)
Change in derivatives margin	**(11,694)**	(5,683)	**(14,124)**	(12,949)
Other	**996**	(684)	**83**	2,920
Change in non-cash working capital	**(39,168)**	(22,384)	**(65,322)**	(52,471)
Cash provided by operating activities	**$ 42,132**	$ 63,406	**$ 97,140**	$ 108,843
Financing activities				
Dividends paid	**$ (14,205)**	$ (12,119)	**$ (28,530)**	$ (24,230)
Net decrease in long-term debt	**(93)**	(125)	**(278)**	(292)
Exercise of stock options	**3,905**	1,619	**5,512**	1,661
Repurchase of shares	**(29,432)**	—	**(111,412)**	(11,922)
Payment of deferred financing fees	**(78)**	(1,090)	**(142)**	(1,090)
Purchase of treasury stock	**(6,000)**	(2,900)	**(16,000)**	(5,601)
Cash used in financing activities	**$ (45,903)**	$ (14,615)	**$ (150,850)**	$ (41,474)
Investing activities				
Additions to long-term assets	**$ (26,982)**	$ (27,178)	**$ (47,237)**	$ (47,453)
Acquisition of business, net of cash acquired	**(9,523)**	—	**(199,440)**	—
Proceeds from sale of long-term assets	**1,500**	228	**1,586**	572
Cash used in investing activities	**$ (35,005)**	$ (26,950)	**$ (245,091)**	$ (46,881)
(Decrease) increase in cash and cash equivalents	**$ (38,776)**	$ 21,841	**$ (298,801)**	$ 20,488
Cash and cash equivalents, beginning of period	**143,596**	290,916	**403,621**	292,269
Cash and cash equivalents, end of period	**$ 104,820**	$ 312,757	**$ 104,820**	$ 312,757

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 six months ended June 30, 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 and six months ended June 30, 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 six months ended June 30, 2017 as described below.

The consolidated financial statements were authorized for issue by the Board of Directors on July 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. A preliminary analysis has been completed and the Company is currently reviewing the relevant sales contracts. 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. A preliminary analysis has been completed and the Company is reviewing relevant contracts and documentation. 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.

Uncertainty over Income Tax Treatments

In June 2017, the IASB issued IFRIC 23 Uncertainty over Income Tax Treatments with a mandatory effective date of January 1, 2019. The interpretations provide guidance on how to value uncertain income tax positions based on the probability of whether the relevant tax authorities will accept the company's tax treatments. A company is to assume that a taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. IFRIC 23 is to be applied by recognizing the cumulative effect of initially applying these guidelines in opening retained earnings without adjusting comparative information. The extent of the impact of the adoption of IFRIC 23 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 June 30, 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 June 30, 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: $87.2 million) was deposited with a major financial institution.

4. ACCOUNTS AND NOTES RECEIVABLE

	As at June 30, 2017	As at June 30, 2016	As at December 31, 2016
Trade receivables	**$ 99,871**	$ 25,975	$ 90,463
Less: Allowance for doubtful accounts	**(5)**	(4)	(5)
Net trade receivables	**$ 99,866**	$ 25,971	$ 90,458
Other receivables:			
Commodity taxes receivable	**7,866**	7,982	11,004
Interest rate swap receivable	**416**	425	422
Government receivable	**14,344**	14,443	17,347
Other	**17,982**	21,193	8,518
	$ 140,474	$ 70,014	$ 127,749

The aging of trade receivables is as follows:

	As at June 30, 2017	As at June 30, 2016	As at December 31, 2016
Current	**$ 80,360**	$ 22,705	$ 64,176
Past due 0-30 days	**14,785**	2,748	19,057
Past due 31-60 days	**2,601**	522	2,702
Past due > 60 days	**2,125**	—	4,528
	$ 99,871	$ 25,975	$ 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 June 30, 2017, trade accounts receivable being serviced under this program amounted to $152.4 million (2016: $214.5 million). In return for the sale of its trade receivables, the Company will receive cash of $110.0 million (2016: $111.4 million) and notes receivable in the amount of $42.4 million (2016: $103.1 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 June 30, 2017, the Company recorded a net receivable amount of $7.6 million (2016: $10.6 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 June 30, 2017, June 30, 2016 and December 31, 2016.

5. INVENTORIES

	As at June 30, 2017	As at June 30, 2016	As at December 31, 2016
Raw materials	**$ 28,802**	$ 29,300	$ 23,229
Work in process	**21,111**	20,559	16,309
Finished goods	**205,661**	186,089	175,452
Packaging	**14,205**	13,748	13,997
Spare parts	**36,163**	32,562	32,732
	$ 305,942	$ 282,258	$ 261,719

For the three months ended June 30, 2017, inventory in the amount of $720.5 million (2016: $666.3 million) was expensed through cost of goods sold.

For the six months ended June 30, 2017, inventory in the amount of $1,352.0 million (2016: $1,279.2 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 June 30, 2017 was a loss of $8.5 million (2016: loss of $17.1 million) and was recorded in cost of goods sold.

The change in fair value of commercial hog and poultry stock for the six months ended June 30, 2017 was a loss of $5.7 million (2016: loss of $0.3 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 six months ended June 30, 2017 and June 30, 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**
Charges	**288**	**510**	**—**	**2,505**	**36**	**3,339**
Reversals	**—**	**—**	**—**	**(424)**	**—**	**(424)**
Cash payments	**—**	**(35)**	**—**	**(2,487)**	**(170)**	**(2,692)**
Non-cash items	**—**	**—**	**—**	**—**	**31**	**31**
Balance as at June 30, 2017	**$ 2,538**	**$ 8,690**	**$ 2,228**	**$ 8,412**	**$ 6,748**	**$ 28,616**
Current						**$ 13,906**
Non-current						**14,710**
Total as at June 30, 2017						**$ 28,616**

[(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
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 at June 30, 2016	$ 2,250	$ 8,269	$ 2,228	$ 12,119	$ 8,406	$ 33,272
Current						$ 19,517
Non-current						13,755
Total as at June 30, 2016						$ 33,272

Restructuring and Other Related Costs

During the three months ended June 30, 2017, the Company recorded restructuring and other related costs of $5.0 million (2016: $0.6 million). Of this amount, $4.8 million related to accelerated depreciation and severance and other employee costs as a result of the announced closure of the Thamesford turkey processing plant. The remaining $0.2 million related to ongoing management and organizational restructuring initiatives.

During the six months ended June 30, 2017, the Company recorded restructuring and the other related costs of $11.5 million (2016: $1.8 million). Of this amount, $9.0 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 $0.6 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 June 30, 2017, the Company had drawn letters of credit of $6.3 million on this facility (2016: $68.8 million).

This revolving term facility requires the maintenance of certain covenants. As at June 30, 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 June 30, 2017, $66.8 million of letters of credit had been issued thereon (2016: $85.5 million). One 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 June 30, 2017, $9.9 million (2016: $10.5 million) was outstanding. All of these facilities are committed.

9. SHARE CAPITAL

Share Repurchase

On May 17, 2017, 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 8.20 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 23, 2017 and will terminate on May 22, 2018, or on such earlier date as the Company completes its purchases pursuant to the notice of intention. Under this bid during the three and six months ended June 30, 2017, 0.3 million shares (2016: 0.0 million) were purchased for cancellation for $8.8 million at a volume weighted average price paid of $32.93 per common share.

On May 16, 2016, the TSX accepted the Company's notice of intention to commence a NCIB, which allowed 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. The program commenced on May 19, 2016 and was terminated on May 18, 2017, as the Company completed its purchase and cancellation of 5.52 million common shares for $163.1 million at a volume weighted average price of $29.57 per common share. Under this bid during the three months ended June 30, 2017, 0.6 million shares (2016: 0.0 million) were purchased for cancellation for $20.7 million at a volume weighted average price paid of $32.57 per common share. During the six months ended June 30, 2017, 3.4 million shares (2016: 0.0 million) were purchased for cancellation for $102.6 million at a volume weighted average price paid of $30.09 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 repurchase, 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. Under this bid during the six months ended June 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.

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 June 30, 2017, an obligation for the repurchase of shares of $29.7 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 June 30 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)	**$ 257,973**	**$ 9,512**	**$ 99**	$ 268,497	$ 7,082	$ 1,107
Commodity contracts(ii)	**5,221**	**—**	**137**	7,278	—	94
Fair value hedges						
Commodity contracts(ii)	**$ 89,995**	**$ —**	**$ 5,455**	$ 71,106	$ —	$ 1,994
Derivatives not designated in a formal hedging relationship						
Interest rate swaps	**$ 520,000**	**$ 822**	**$ 2,593**	$ 520,000	$ 3,599	$ 9,351
Foreign exchange contracts(ii)	**437,494**	**10,225**	**6,135**	129,836	709	3,684
Commodity contracts(ii)	**603,126**	**4,170**	**381**	512,663	793	265
Total fair value		**$ 24,729**	**$ 14,800**		$ 12,183	$ 16,495
Current(iii)		**$ 24,729**	**$ 14,800**		$ 10,915	$ 13,237
Non-current		**—**	**—**		1,268	3,258
Total fair value		**$ 24,729**	**$ 14,800**		$ 12,183	$ 16,495

(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 June 30, 2017, the above fair value of current assets has been increased on the consolidated balance sheet by an amount of $10.8 million (2016: increase of $11.4 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 June 30, 2017, the Company recorded a gain of $8.0 million (2016: gain of $1.8 million) on non-designated financial instruments held for trading.

During the six months ended June 30, 2017, the Company recorded a gain of $11.1 million (2016: loss of $0.8 million) on non-designated financial instruments held for trading.

During the three months ended June 30, 2017, the pre-tax amount of hedge ineffectiveness recognized in other income was a gain of $0.1 million (2016: loss of $0.0 million).

During the six months ended June 30, 2017, the pre-tax amount of hedge ineffectiveness recognized in other income was gain of $0.2 million (2016: gain of $0.0 million).

The table below sets out fair value measurements of financial instruments using the fair value hierarchy as at June 30, 2017:

	Level 1	Level 2	Level 3	Total
Assets:				
Foreign exchange contracts	$ —	$ 19,737	$ —	$ 19,737
Commodity contracts	4,170	—	—	4,170
Interest rate swaps	—	822	—	822
	$ 4,170	**$ 20,559**	**$ —**	**$ 24,729**
Liabilities:				
Foreign exchange contracts	$ —	$ 6,234	$ —	$ 6,234
Commodity contracts	5,592	381	—	5,973
Interest rate swaps	—	2,593	—	2,593
	$ 5,592	**$ 9,208**	**$ —**	**$ 14,800**

There were no transfers between levels during the six months ended June 30, 2017 and June 30, 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 $6.9 million, net of tax of $2.4 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 June 30, 2017, a gain of approximately $0.2 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: gain of approximately $3.8 million, net of tax of $1.3 million).

During the six months ended June 30, 2017, a loss of approximately $0.1 million, net of tax of $0.0 million, was released to earnings from accumulated other comprehensive income (loss) and included in the net change for the period (2016: gain of approximately $2.8 million, net of tax of $1.0 million).

11. OTHER INCOME (EXPENSE)

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	**2017**	2016
Loss on disposal of property and equipment	**$ (522)**	$ (265)	**$ (843)**	$ (512)
Gain (loss) on sale of investment properties	**1,353**	—	**1,353**	(250)
Net investment property expense	**(425)**	(481)	**(749)**	(1,141)
Impairment of assets[(i)]	**—**	(1,022)	**—**	(1,022)
Interest income	**98**	572	**778**	1,138
Net expense on non-designated interest rate swaps	**(1,005)**	(994)	**(2,009)**	(2,009)
Change in fair value of non-designated interest rate swaps	**997**	969	**1,994**	1,968
Legal and other fees on acquisition	**(664)**	—	**(4,959)**	—
Other	**(964)**	(1,380)	**599**	(1,364)
	$ (1,132)	$ (2,601)	**$ (3,836)**	$ (3,192)

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

12. INTEREST EXPENSE AND OTHER FINANCING COSTS

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	**2017**	2016
Interest expense on long-term debt	**$ 108**	$ 113	**$ 216**	$ 227
Interest expense on securitized receivables	**352**	398	**658**	766
Amortization of deferred finance charges	**313**	92	**615**	184
Other interest charges	**572**	608	**1,083**	1,140
	$ 1,345	$ 1,211	**$ 2,572**	$ 2,317

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 June 30,	**Net earnings**	**Weighted average number of shares**[(ii)]	**EPS**	Net earnings	Weighted average number of shares[(ii)]	EPS
Basic	**$ 37,342**	**129.1**	**$ 0.29**	$ 31,381	134.4	$ 0.23
Share-based compensation[(i)]		**3.8**			3.0	
Diluted	**$ 37,342**	**132.9**	**$ 0.28**	$ 31,381	137.4	$ 0.23
Six months ended June 30,						
Basic	**$ 67,447**	**129.8**	**0.52**	$ 73,650	134.5	$ 0.55
Share-based compensation[(i)]		**3.3**			3.3	
Diluted	**$ 67,447**	**133.1**	**$ 0.51**	$ 73,650	137.8	$ 0.53

(i) *Excludes the effect of approximately 2.7 million (2016: 3.9 million) options and performance shares for the three months ended June 30, 2017 and 3.2 million (2016: 3.6 million) for the six months ended June 30, 2017 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 six months ended June 30 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
Exercised	**(271,000)**	**14.41**	(101,800)	15.90
Outstanding at June 30	**4,583,500**	**$ 20.21**	4,317,000	$ 17.77
Options currently exercisable	**2,668,100**	**$ 16.57**	2,216,100	$ 14.04

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 six months ended June 30, 2017 and 2016 are shown in the table below:

	Six months ended June 30,	
	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 granted during the six months ended June 30, 2017, and no options were granted during the three months ended June 30, 2017 and 2016. The fair value of options granted during the six months ended June 30, 2017 was $4.2 million (2016: $3.4 million). Amortization charges relating to current and prior year options during the three months ended June 30, 2017 were $1.0 million (2016: $0.9 million), and during the six months ended June 30, 2017 were $1.8 million (2016: $1.8 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 June 30, 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
Granted	**355,663**	**31.13**	—	—
Exercised	**(597,184)**	**19.45**	(15,298)	13.46
Forfeited	**(44,142)**	**23.89**	(2,372)	11.30
Outstanding at June 30	**1,540,119**	**$ 25.47**	1,928,558	$ 21.11

On April 1, 2016, the Company communicated to its employees the intent to issue RSUs at which time the service period commenced. During the three months ended June 30, 2017, the RSUs were formally granted. These units have a further two year service period.

The fair value of RSUs and PSUs granted during the three months ended June 30, 2017 was $10.1 million (2016: $0.0 million). Amortization charges for the three months ended June 30, 2017 relating to current and prior year RSUs and PSUs were $3.3 million (2016: $6.0 million).

The fair value of RSUs and PSUs granted during the six months ended June 30, 2017 was $18.0 million (2016: $7.0 million). Amortization charges for the six months ended June 30, 2017 relating to current and prior year RSUs and PSUs, were $9.3 million (2016: $10.3 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 six months ended June 30, 2017 and 2016 are shown in the table below[(i)]:

	2017	2016
Expected RSU life (in years)	**2.56**	3.25
Forfeiture rate	**14.2%**	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 and six months ended June 30, 2017 were $0.4 million and $0.7 million (2016: $0.4 million and $0.7 million) respectively.

15. RELATED PARTY TRANSACTIONS

The Company sponsors a number of defined benefit and defined contribution plans. During the three and six months ended June 30, 2017, the Company's contributions to these plans were $16.2 million and $21.4 million (2016: $2.3 million and $4.6 million) respectively.

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 six months ended June 30, 2017, the Company received services from MCI in the amount of $0.1 million and $0.3 million (2016: $0.1 million and $0.3 million) respectively, which represent the market value of the transactions with MCI. As at June 30, 2017, $0.3 million (2016: $0.0 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 six months ended June 30, 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 and equipment and investment property located outside of Canada was $13.8 million as at June 30, 2017 (2016: $0.2 million). Of this amount, $0.2 million (2016: $0.2 million) was located in Japan and $13.6 million (2016: $0.0 million) was located in the U.S. Goodwill of $129.0 million (2016: $0.0 million) was attributed to operations outside of Canada.

Revenues earned outside of Canada for the three months ended June 30, 2017, were $227.1 million (2016: $180.8 million). Of the total amount earned outside of Canada, $85.5 million (2016: $74.7 million) was earned in Japan and $79.9 million (2016: $55.4 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 six months ended June 30, 2017, were $425.0 million (2016: $369.8 million). Of the total amount earned outside of Canada, $168.1 million (2016: $147.1 million) was earned in Japan and $137.4 million (2016: $120.3 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 June 30, 2017, the Company reported sales to one customer representing 12.8% (2016: one customer representing 14.4%) of total sales. No other sales were made to any one customer that represented in excess of 10% of total sales.

For the six months ended June 30, 2017, the Company reported sales to two customers representing 12.5% and 10.1% (2016: one customer representing 13.7%) 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 May 1, 2017, the Company acquired specific assets, liabilities and assembled workforce from a privately-held hog production operation for total consideration of $10.3 million. The acquisition has been accounted for as a business combination and no goodwill was recognized.

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.

During the three months ended June 30, 2017, the Company recorded transaction costs of $0.7 million that have been excluded from the consideration paid and have been recognized as an expense in other income (expense).

During the six months ended June 30, 2017, the Company recorded transaction costs of $5.0 million that have been excluded from the consideration paid and have been recognized as an expense in other income (expense).

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.*