



**MAPLE LEAF FOODS INC.**

**Interim Report to Shareholders**

For the First Quarter Ended

March 31, 2020

# Management's Discussion and Analysis

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# Management's Discussion and Analysis

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

April 28, 2020

## 1. FINANCIAL OVERVIEW

(\$ millions except earnings per share) (Unaudited)	Three months ended March 31,		
	2020	2019	% Change
Sales	\$ 1,022.8	\$ 907.1	12.8 %
Net (Loss) Earnings	\$ (3.7)	\$ 50.1	(107.4)%
Basic Earnings per Share	\$ (0.03)	\$ 0.41	(107.3)%
Adjusted Operating Earnings <sup>(i)</sup>	\$ 45.1	\$ 42.1	7.3 %
Adjusted Earnings per Share <sup>(i)</sup>	\$ 0.21	\$ 0.20	5.0 %

<sup>(i)</sup> Refer to the section titled Non-IFRS Financial Measures starting on page 10 of this document for the definition of these non-IFRS measures.

Sales for the first quarter of 2020 were \$1,022.8 million compared to \$907.1 million last year, an increase of 12.8%, driven by strong retail volume in the Meat Protein Group, favourable mix from growth in sustainable meats and pork exports to Asia, and from pricing action taken in the third quarter of 2019. Double-digit growth in the Plant Protein Group of 25.9% also contributed to the strong sales performance in the quarter.

Net loss for the first quarter of 2020 was \$3.7 million (\$0.03 per basic share) compared to earnings of \$50.1 million (\$0.41 per basic share) last year. Strong commercial performance in both the Meat and Plant Protein Groups was more than offset by strategic investments in plant protein to drive top line growth and a \$36.7 million impact to earnings from non-cash fair value changes in biological assets and derivative contracts driven by depressed market prices for hogs, which are excluded in the calculation of Adjusted Operating Earnings below.

Adjusted Operating Earnings for the first quarter of 2020 were \$45.1 million compared to \$42.1 million last year, and Adjusted Earnings per Share for the first quarter of 2020 were \$0.21 compared to \$0.20 last year due to similar factors as noted above.

For further discussion on key metrics and a discussion of results by operating segment, refer to the section titled Operating Review below.

## 2. OPERATING REVIEW

Maple Leaf Foods Inc. ("Maple Leaf Foods" or the "Company") has two reportable segments. These segments offer different products, with separate organizational structures, brands, financial and marketing strategies. The Company's chief operating decision makers regularly review internal reports for these businesses; performance of the Meat Protein Group is based on revenue growth, Adjusted Operating Earnings and Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA"), while the performance of the Plant Protein Group is based predominantly on revenue growth rates, managing gross margins and controlling selling, general and administrative expenses ("SG&A"), which generate high revenue growth rates.

The following table summarizes the Company's sales, gross profit, SG&A, Adjusted Operating Earnings, Adjusted EBITDA, and Adjusted EBITDA margin by operating segment for the three months ended March 31, 2020 and March 31, 2019.

(\$ millions) <sup>(i)</sup> (Unaudited)	Three months ended March 31, 2020				Three months ended March 31, 2019 <sup>(ii)</sup>			
	Meat Protein Group	Plant Protein Group	Non-Allocated <sup>(iii)</sup>	Total	Meat Protein Group	Plant Protein Group	Non-Allocated <sup>(iii)</sup>	Total
<b>Sales</b>	\$ 981.4	46.3	(5.0)	\$ 1,022.8	\$ 871.1	36.8	(0.8)	\$ 907.1
<b>Gross profit</b>	\$ 157.3	6.8	(36.7)	\$ 127.4	\$ 131.8	8.5	39.2	\$ 179.5
<b>Selling, general and administrative expenses</b>	\$ 88.0	30.9	—	\$ 118.9	\$ 86.4	11.9	—	\$ 98.3
<b>Adjusted Operating Earnings<sup>(iv)</sup></b>	\$ 69.2	(24.1)	—	\$ 45.1	\$ 45.4	(3.3)	—	\$ 42.1
<b>Adjusted EBITDA<sup>(iv)</sup></b>	\$ 111.1	(20.5)	—	\$ 90.5	\$ 84.8	(0.4)	—	\$ 84.4
<b>Adjusted EBITDA margin<sup>(iv)</sup></b>	11.3%	(44.3)%	N/A	8.9%	9.7%	(1.1)%	N/A	9.3%

<sup>(i)</sup> Totals may not add due to rounding.

<sup>(ii)</sup> Comparative figures have been presented to align with current reportable segments.

<sup>(iii)</sup> Non-allocated includes eliminations of inter-segment sales and associated cost of goods sold, and non-allocated costs which are comprised of expenses not separately identifiable to reportable segments and are not part of the measures used by the Company when assessing a segment's operating results.

<sup>(iv)</sup> Refer to the section titled Non-IFRS Financial Measures starting on page 10 of this document for the definition of these non-IFRS measures.

### Meat Protein Group

The Meat Protein Group is comprised of prepared meats, ready-to-cook and ready-to-serve meals, value-added fresh pork and poultry products that are sold to retail, foodservice and industrial channels and agricultural operations in pork and poultry. The Meat Protein Group includes leading brands such as Maple Leaf®, Maple Leaf Prime®, Schneiders®, Mina®, Greenfield Natural Meat Co.®, Swift® and many leading regional brands.

Sales for the first quarter of 2020 increased 12.7% to \$981.4 million compared to \$871.1 million last year, driven by a favourable mix shift towards sustainable meats and branded products, increased exports to China and Japan, and strong volumes in the retail channel following a surge in demand in late March tied to COVID-19. Pricing actions implemented during the third quarter of 2019 to mitigate higher input costs also contributed to the strong sales performance.

Gross profit for the first quarter of 2020 was \$157.3 million (gross margin of 16.0%) compared to \$131.8 million (gross margin of 15.1%) last year. Gross profit performance benefited from a favourable mix attributed to expansion of sustainable meats and other branded products, in addition to growth in exports to Asian markets. Increased costs in hog production and fresh poultry as well as expenses associated with COVID-19 including labour bonus payments, personal protective equipment, and incremental sanitation negatively impacted gross profit. This partially offset strong commercial performance.

SG&A expenses for the first quarter of 2020 were \$88.0 million (9.0% of sales), compared to \$86.4 million (9.9% of sales) last year. The increase was primarily driven by COVID-19 donations to support front-line health care workers, partially offset by cost efficiencies across the meat portfolio.

Adjusted Operating Earnings for the first quarter of 2020 were \$69.2 million compared to \$45.4 million last year, driven by factors noted above.

Adjusted EBITDA margin was 11.3% compared to 9.7% last year, consistent with the factors noted above.

### Plant Protein Group

The Plant Protein Group is comprised of refrigerated plant protein products, premium grain-based protein and vegan cheese products sold to retail, foodservice and industrial channels. The Plant Protein Group includes the leading brands Lightlife® and Field Roast Grain Meat Co.™

Sales for the first quarter of 2020 increased 25.9% to \$46.3 million compared to \$36.8 million last year, driven by expanded distribution of new products and continued volume increases in its existing portfolio.

Gross profit for the first quarter of 2020 was \$6.8 million (gross margin of 14.6%) compared to \$8.5 million (gross margin of 23.2%) last year. The decrease in gross profit was attributed to increased trade expenditures and higher supply chain costs.

SG&A expenses for the first quarter of 2020 were \$30.9 million (66.6% of sales), compared to \$11.9 million (32.3% of sales) last year. The increase in SG&A expenses reflects the evolution of the Company's plant protein strategy to drive sales growth and secure market share in a rapidly growing market. Supporting this strategy, significant investment in advertising, promotion and marketing was incurred

during the quarter to enhance brand awareness and support new product launches and expand distribution. In addition, the Company invested to broaden organizational capacity and its pipeline of new product innovation.

Adjusted Operating Earnings for the first quarter of 2020 were a loss of \$24.1 million compared to a loss of \$3.3 million last year. The decline in Adjusted Operating Earnings is consistent with the factors noted above.

### 3. OTHER EXPENSE

For the three months ended March 31, 2020, other expense was \$3.8 million compared to \$2.1 million last year. The change is primarily due to higher expenses incurred during the quarter related to legal and other fees on transactions and litigation settlements.

Certain items in other 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 expense used in the calculation of Adjusted EBITDA and Adjusted Earnings per Share for the first quarter of 2020 was an expense of \$1.2 million compared to an expense of \$0.3 million last year.

### 4. RESTRUCTURING AND OTHER RELATED (REVERSALS) COSTS

During the three months ended March 31, 2020, the Company recorded restructuring and other related reversals of \$0.2 million (2019: costs of \$2.8 million). Of this amount, \$1.7 million resulted from net reversals of employee related costs, offset by accelerated depreciation and other asset write-offs of \$1.4 million as a result of the previously announced future closures of the Brampton, Toronto and St. Mary's poultry plants. The remaining \$0.1 million related to employee related costs for other organizational restructuring initiatives in the quarter.

### 5. INCOME TAXES

In the first quarter, the Company's effective tax rate differs from the Canadian statutory tax rate of 26.4% primarily due to the proportion of earnings and losses in different tax jurisdictions, the manufacturing and processing credit, and non-deductible expenditures. In the first quarter of 2019, the Company's effective tax rate was 27.3%. The effective tax rate in 2020 in determining Adjusted Earnings per Share is 28.4% (2019: 28.2%). For 2020, the effective tax recovery rate on restructuring charges used in computation of Adjusted Earnings per Share is 25.7% (2019: 26.1%). The effective tax recovery rate on items not considered representative of ongoing operations in 2020 is 24.5% (2019: 26.4%)

### 6. CAPITAL RESOURCES

The consumer foods 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 during 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.

The Company's cash balance as at March 31, 2020 was \$86.3 million (March 31, 2019: \$82.3 million; December 31, 2019: \$97.3 million). Cash is held in demand and short-term investment deposits with Canadian financial institutions having long-term debt ratings of A or higher.

The composition of long-term debt is shown below:

(\$ thousands) (Unaudited)	As at March 31, 2020	As at March 31, 2019	As at December 31, 2019
Revolving line of credit	\$ —	\$ 458,072	\$ —
U.S. term credit	369,105	—	346,461
Canadian term credit	350,000	—	185,000
Government loans	7,809	8,598	7,867
<b>Total long-term debt</b>	<b>\$ 726,914</b>	<b>\$ 466,670</b>	<b>\$ 539,328</b>
Current	\$ 912	\$ 170,408	\$ 899
Non-current	726,002	296,262	538,429
<b>Total long-term debt</b>	<b>\$ 726,914</b>	<b>\$ 466,670</b>	<b>\$ 539,328</b>
<b>Construction Capital<sup>(i)</sup> included in total long-term debt</b>	<b>\$ 162,137</b>	<b>\$ 40,522</b>	<b>\$ 105,211</b>

<sup>(i)</sup> Refer to the section titled Non-IFRS Financial Measures starting on page 10 of this document for the definition of this non-IFRS measure.

On April 30, 2019, the Company entered into a new syndicated credit facility (the "Credit Facility") consisting of a \$1,300.0 million unsecured committed revolving line of credit maturing April 30, 2024 and two unsecured committed term credit facilities for US\$265.0 million and \$350.0 million maturing April 30, 2024 and April 30, 2023, respectively. The Credit Facility refinanced and replaced the Company's previous \$250.0 million and \$400.0 million unsecured committed revolving credit facilities, which were due to mature on November 7, 2019 and October 19, 2021, respectively. The Credit 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 the London Inter-bank Offered Rate ("Libor") for U.S. dollar loans. The Credit Facility is intended to meet the Company's funding requirements for capital investments, including the construction of its two new manufacturing facilities in London, Ontario and Shelbyville, Indiana, in addition to providing appropriate levels of liquidity and for general corporate purposes. On December 11, 2019, the Company amended the Credit Facility to reduce interest paid upon achievement of certain sustainability targets. This reduction will not materialize until at least 2021, and there is no penalty for not achieving the targets. In addition to loans, as at March 31, 2020 the Company had drawn letters of credit of \$6.4 million on the Credit Facility (March 31, 2019: \$6.3 million on the previous facility; December 31, 2019: \$6.2 million).

The Credit Facility requires the maintenance of certain covenants. As at March 31, 2020, the Company was in compliance with all of these covenants.

The Company has additional uncommitted credit facilities for issuing letters of credit up to a maximum of \$125.0 million (March 31, 2019: \$125.0 million; December 31, 2019: \$125.0 million). As at March 31, 2020, \$79.7 million of letters of credit had been issued thereon (March 31, 2019: \$75.7 million; December 31, 2019: \$79.5 million).

The Company has various government loans on specific projects, with contractual interest rates ranging from non-interest bearing to 2.9% per annum (March 31, 2019: 2.9%; December 31, 2019: 2.9%). These facilities are repayable over various terms from 2022 to 2024. As at March 31, 2020, \$7.8 million (March 31, 2019: \$8.6 million; December 31, 2019: \$7.9 million) was outstanding. All of these facilities are committed.

On July 19, 2019, the Company amended its three-year accounts receivable securitization facility (the "Securitization Facility") by extending the maturity to July 19, 2022 and increasing the maximum cash advance available to the Company under the Securitization Facility to \$120.0 million (March 31, 2019: \$110.0 million; December 31, 2019: \$120.0 million). The Securitization 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 Securitization Facility, the Company has sold certain of its trade accounts receivable, with very limited recourse, to an unconsolidated third-party trust financed by an international financial institution with a long-term AA- debt rating, for cash and short-term notes back to the Company. The receivables are sold at a discount to face value based on prevailing money market rates. The Company retains servicing responsibilities for these receivables.

As at March 31, 2020, the Company had \$172.5 million (March 31, 2019: \$134.5 million; December 31, 2019: \$133.3 million) of trade accounts receivable serviced under this facility. In return for the sale of its trade receivables, the Company will receive cash of \$120.0 million (March 31, 2019: \$103.5 million; December 31, 2019: \$101.6 million) and notes receivable in the amount of \$52.5 million (March 31, 2019: \$31.0 million; December 31, 2019: \$31.7 million). The notes receivable are non-interest bearing and are settled on the settlement dates of the securitized accounts receivable. Due to the timing of receipts and disbursements, the Company may, from time to time, also record a receivable or payable related to the securitization facility. As at March 31, 2020, the Company recorded a net payable in the amount of \$3.6 million (March 31, 2019: \$4.9 million net payable; December 31, 2019: \$29.4 million net payable) in accounts payable and accruals. The facility is accounted for as an off-balance sheet transaction in accordance with IFRS.

The Securitization Facility is subject to certain restrictions, including the maintenance of covenants. The Company was in compliance with all of the requirements of this facility as at March 31, 2020. If the Securitization Facility were to be terminated, the Company would recognize the related amounts on the consolidated balance sheet and consider alternative financing if required.

## 7. CAPITAL EXPENDITURES

Capital expenditures for the first quarter of 2020 were \$99.2 million, compared to \$60.1 million last year. The increase in capital expenditures is driven by the construction of the London, Ontario poultry facility and modifications to the Company's existing network in order to create additional plant protein capacity.

The Company now estimates its capital expenditures for 2020 will be at least \$50.0 million below the previously stated range of \$650.0 million to \$700.0 million. This reduction is attributable to construction delays related to COVID-19, which may introduce further uncertainty to capital outlays depending on the duration of social distancing measures. This includes an assumed two month suspension of construction at the London, Ontario poultry site. At this point, the Company believes this temporary suspension is unlikely to have a material impact on the completion date for the facility.

## 8. NORMAL COURSE ISSUER BID

On May 17, 2019, the Toronto Stock Exchange ("TSX") accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB"), allowing the Company to repurchase, at its discretion, up to 7.5 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 24, 2019 and will terminate on May 23, 2020, or on such earlier date as the Company

completes its purchases pursuant to the notice of intention. Under this bid, the Company has purchased for cancellation 0.8 million common shares for \$20.3 million at a volume weighted average price paid of \$24.21 per common share. During the three months ended March 31, 2020, no shares were purchased for cancellation.

On May 22, 2018, the TSX accepted the Company's notice of intention to commence an NCIB, which allows the Company to repurchase, at its discretion, up to 7.8 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 were cancelled. The program commenced on May 24, 2018 and was terminated on May 23, 2019 as the Company completed its purchase and cancellation of 4.0 million common shares for \$126.6 million at a volume weighted average price of \$31.82 per common share. Under this bid, during the three months ended March 31, 2019, no shares were purchased for cancellation.

## 9. CASH FLOWS

Cash and cash equivalents were \$86.3 million at the end of the first quarter of 2020, compared to \$82.3 million at the end of the first quarter of 2019, and \$97.3 million as at December 31, 2019. The decrease in cash and cash equivalents for the three months ended March 31, 2020 was primarily due to investment in property and equipment, investment in working capital, margin posted by the Company against its derivatives for its commodity hedging program and quarterly dividend payments, partially offset by loans drawn on the Credit Facility.

### Cash Flow from Operating Activities

Cash from operating activities for the first quarter of 2020 was an outflow of \$45.8 million compared to an inflow of \$18.6 million in 2019. The decrease was primarily due to higher investment in working capital, margin posted in current quarter compared to margin received last year by the Company against its derivatives for its commodity hedging program, partially offset by lower income taxes payments.

### Cash Flow from Financing Activities

Cash provided by financing activities for the first quarter of 2020 was \$136.1 million compared to \$63.5 million in 2019. The increase was primarily due to higher cash drawings against the Credit Facility.

### Cash Flow from Investing Activities

Cash used in investing activities was \$101.3 million for the first quarter of 2020 compared to \$72.4 million in 2019. The increase was primarily due to higher investment in property and equipment and purchase of investments, offset by last year's payment of income tax liabilities assumed on a prior year acquisition.

## 10. FINANCIAL INSTRUMENTS

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

During the three months ended March 31, 2020, the Company recorded a loss of \$35.7 million (2019: gain of \$13.8 million) on non-designated financial instruments held for trading.

During the three months ended March 31, 2020, the pre-tax amount of hedge ineffectiveness recognized in cost of goods sold was a gain of \$0.1 million (2019: loss of \$0.0 million).

The table below sets out fair value measurements of financial instruments as at March 31, 2020 using the fair value hierarchy:

(\$ thousands) (Unaudited)	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Foreign exchange contracts	\$ —	7,313	—	\$ 7,313
	\$ —	7,313	—	\$ 7,313
<b>Liabilities:</b>				
Foreign exchange contracts	\$ —	5,197	—	\$ 5,197
Commodity contracts <sup>(i)</sup>	19,140	3,128	—	22,268
Interest rate swaps	—	20,590	—	20,590
	\$ 19,140	28,915	—	\$ 48,055

<sup>(i)</sup> Level 1 commodity contracts are net settled and recorded as a net asset or liability on the consolidated balance sheets.

There were no transfers between levels for the three months ended March 31, 2020 and March 31, 2019. 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 2019 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 (loss) income**

During the three months ended March 31, 2020, a gain of \$0.5 million, net of tax of \$0.2 million, was released to earnings from accumulated other comprehensive (loss) income and included in the net change for the year (2019: loss of \$1.6 million, net of tax of \$0.6 million).

During the three months ended March 31, 2020, the loss on the net investment hedge recorded in other comprehensive (loss) income was \$19.1 million, net of tax of \$3.5 million (2019: gain of \$5.2 million, net of tax of \$1.0 million).

### **11. TRANSACTIONS WITH RELATED PARTIES**

The Company sponsors a number of defined benefit and defined contribution plans. During the three months ended March 31, 2020, the Company's contributions to these plans were \$7.2 million (2019: \$7.6 million).

The Company's largest shareholder is McCain Capital Inc. ("MCI"). The Company understands that Mr. Michael H. McCain, Chief Executive Officer and President of the Company, is the controlling shareholder of MCI. For the three months ended March 31, 2020, the Company received services from MCI in the amount of \$0.0 million (2019: \$0.1 million), which represented the market value of the transactions with MCI. As at March 31, 2020, \$0.0 million (March 31, 2019: \$0.5 million; December 31, 2019: \$0.0 million) was owed to MCI relating to these transactions.

McCain Financial Advisory Services ("MFAS"), is an entity jointly controlled by individuals including Mr. Michael H. McCain. For the three months ended March 31, 2020 and 2019, the Company provided services to, and received from, MFAS for a nominal amount which represented the market value of the transactions.

### **12. SHARE CAPITAL**

As at April 23, 2020, there were 123,890,126 common shares issued and outstanding.

### **13. OTHER MATTERS**

On April 28, 2020, the Board of Directors approved a quarterly dividend of \$0.16 per share, \$0.64 per share on an annual basis, payable June 30, 2020 to shareholders of record at the close of business June 9, 2020. Unless indicated otherwise by the Company at or before the time the dividend is paid, the dividend will be considered an Eligible Dividend for the purposes of the "Enhanced Dividend Tax Credit System".

### **14. MAPLE LEAF CENTRE FOR ACTION ON FOOD SECURITY**

The Maple Leaf Centre for Action on Food Security (the "Centre") is the primary expression of the Company's Sustainability strategy pillar of Better Communities. The Centre is a registered charity working to advance food security through collaboration with other organizations and individuals, through advocating for critical policies and investing in programs required to make sustainable improvements in food security. Additional information regarding the Centre is available on its website at: <https://www.feedopportunity.com>



## 15. SUMMARY OF QUARTERLY RESULTS

The following is a summary of unaudited quarterly financial information for each quarter in the last two fiscal years:

(\$ millions except earnings per share) <sup>(i)</sup>		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
<b>Sales</b>						
Meat Protein Group	<b>2020</b>	\$ 981.4	—	—	—	\$ 981.4
	2019	\$ 871.1	983.3	953.3	970.3	\$ 3,778.0
	2018	\$ 789.3	872.8	838.7	856.1	\$ 3,356.9
Plant Protein Group	<b>2020</b>	\$ 46.3	—	—	—	\$ 46.3
	2019	\$ 36.8	42.9	47.0	49.7	\$ 176.4
	2018	\$ 28.2	36.4	36.1	37.8	\$ 138.5
Non-Allocated <sup>(ii)</sup>	<b>2020</b>	\$ (5.0)	—	—	—	\$ (5.0)
	2019	\$ (0.8)	(3.5)	(4.5)	(4.1)	\$ (12.9)
	2018	\$ —	—	—	—	\$ —
<b>Total Sales</b>	<b>2020</b>	\$ 1,022.8	—	—	—	\$ 1,022.8
	2019	\$ 907.1	1,022.7	995.8	1,016.0	\$ 3,941.5
	2018	\$ 817.5	909.2	874.8	893.9	\$ 3,495.4
<b>Net (Loss) Earnings</b>						
Meat Protein Group	<b>2020</b>	\$ 68.2	—	—	—	\$ 68.2
	2019	\$ 42.3	74.0	39.6	62.1	\$ 218.0
	2018	\$ 49.2	56.6	50.3	13.3	\$ 169.4
Plant Protein Group	<b>2020</b>	\$ (24.1)	—	—	—	\$ (24.1)
	2019	\$ (3.3)	(7.7)	(34.9)	(38.2)	\$ (84.1)
	2018	\$ 1.3	2.7	0.4	(1.7)	\$ 2.7
Non-Allocated <sup>(ii)</sup>	<b>2020</b>	\$ (47.8)	—	—	—	\$ (47.8)
	2019	\$ 11.1	(72.6)	8.7	(6.4)	\$ (59.2)
	2018	\$ (22.6)	(24.4)	(24.1)	0.3	\$ (70.8)
<b>Total Net (Loss) Earnings</b>	<b>2020</b>	\$ (3.7)	—	—	—	\$ (3.7)
	2019	\$ 50.1	(6.3)	13.4	17.5	\$ 74.7
	2018	\$ 27.9	34.9	26.6	11.9	\$ 101.3
<b>(Loss) Earnings Per Share<sup>(iii)</sup></b>						
Basic	<b>2020</b>	\$ (0.03)	—	—	—	\$ (0.03)
	2019	\$ 0.41	(0.05)	0.11	0.14	\$ 0.60
	2018	\$ 0.22	0.28	0.21	0.10	\$ 0.81
Diluted	<b>2020</b>	\$ (0.03)	—	—	—	\$ (0.03)
	2019	\$ 0.40	(0.05)	0.11	0.14	\$ 0.60
	2018	\$ 0.22	0.27	0.21	0.10	\$ 0.79
Adjusted EPS <sup>(iv)</sup>	<b>2020</b>	\$ 0.21	—	—	—	\$ 0.21
	2019	\$ 0.20	0.33	0.03	0.12	\$ 0.68
	2018	\$ 0.29	0.34	0.29	0.29	\$ 1.22

<sup>(i)</sup> Totals may not add due to rounding.

<sup>(ii)</sup> Non-Allocated includes eliminations of inter-segment sales and associated cost of goods sold, and non-allocated costs which are comprised of expenses not separately identifiable to reportable segments and are not part of the measures used by the Company when assessing a segment's operating results.

<sup>(iii)</sup> Per share information is based on amounts attributable to common shareholders.

<sup>(iv)</sup> Refer to Non-IFRS Financial Measures starting on page 10 of this document.

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

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, acquisitions, transitional costs incurred, provision estimate adjustments, gains/losses on disposal of assets and changes in tax regulations.

For an explanation and analysis of quarterly results, 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](http://www.mapleleaffoods.com).

## 16. SIGNIFICANT ACCOUNTING POLICIES

### Accounting Standards Adopted During the Period

Beginning on January 1, 2020, the Company adopted certain International Financial Reporting Standards ("IFRS") 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:

#### *Conceptual Framework*

Beginning January 1, 2020, the Company adopted the revised Conceptual Framework for Financial Reporting ("revised conceptual framework"). The revised conceptual framework does not constitute a substantial revision from the previously effective guidance, but does provide additional guidance on topics not previously covered such as presentation and disclosure. The adoption of the revised conceptual framework did not have a material impact on the Company's 2020 first quarter unaudited condensed consolidated interim financial statements ("consolidated financial statements").

#### *Definition of a Business*

Beginning January 1, 2020, the Company adopted the IASB amendment regarding the definition of a business under IFRS 3 *Business Combinations*. This amendment narrowed and clarified the definition of a business, as well as permitted a simplified assessment of whether an acquired set of activities and assets is a group of assets rather than a business. The adoption of the amendment to IFRS 3 did not have a material impact on the consolidated financial statements.

#### *Definition of Material*

Beginning January 1, 2020, the Company adopted the amendments to IAS 1 *Presentation of Financial Statements* and IAS 8. These amendments clarify and align the definition of material and provide guidance to help improve consistency in the application of materiality when used in other IFRS standards. The adoption of the amendments to IAS 1 and IAS 8 did not have a material impact on the consolidated financial statements.

#### *Interest Rate Benchmark Reform - Phase 1*

Beginning January 1, 2020, the Company adopted the amendments to IFRS 9 *Financial Instruments*, IAS 39 *Financial Instruments: Recognition and Measurement* and IFRS 7 *Financial Instruments: Disclosures* to address the potential effects Interbank Offered Rates ("IBOR") reform could have on financial reporting. The amendments modify specific hedge accounting requirements to allow entities to assume that the interest rate benchmark on which the hedged cash flows and the cash flows of which the hedging instrument are based on, are not altered as a result of IBOR reform. The adoption of the amendments to IFRS 9, IAS 39 and IFRS 7 did not have a material impact on the consolidated financial statements.

### Accounting Pronouncements Issued But Not Yet Effective

#### *Classification of Liabilities as Current or Non-current*

On January 23, 2020, an amendment was issued to IAS 1 to address inconsistencies with how entities apply the standards over classification of current and non-current liabilities. The amendment serves to address whether, in the statement of financial position, debt and other liabilities with an uncertain settlement should be classified as current or non-current. This amendment is effective on January 1, 2022. The Company intends to adopt this amendment in its consolidated financial statement for the annual period beginning January 1, 2022. The extent of the impact of the adoption of this amendment has not yet been determined.

## 17. INTERNAL CONTROLS OVER FINANCIAL REPORTING

There has been no change in the Company's internal control over financial reporting during the period beginning on January 1, 2020 and ended on March 31, 2020, that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

## 18. OUTLOOK AND LONG-TERM TARGETS

Maple Leaf Foods is a leading consumer protein company, with the competitive advantages of a portfolio of leading brands, a robust pipeline of opportunities in attractive expanding markets and a proven-track record of execution. Combined with its solid balance sheet and capital structure that provide the financial flexibility to invest in future growth, Maple Leaf Foods is well-positioned to drive sustainable growth and create shareholder value.

A key part of Maple Leaf Foods' long-term growth includes its Plant Protein Group. In 2019, the Company articulated its ambitious goal, to achieve \$3.0 billion in sales in the Plant Protein Group by 2029. This would assume a market size of approximately \$25 billion. In that environment the Company would aspire to generate approximately 30.0% gross margin and SG&A expense (as a % of sales) in the low

double-digit range. Long-term, achieving these targets is expected to result in Adjusted EBITDA margins that exceed those in the Meat Protein Group.

This will be driven by:

- Capitalizing on the high growth plant protein market, predominantly in the refrigerated space.
- Leveraging Maple Leaf Foods' established expertise in brand development and effective marketing.
- Delivering on a pipeline of new product innovation to broaden and deepen its product portfolio.
- Executing on a multi-tier supply capacity strategy including leverage of existing meat protein footprint, opportunistic utilization of co-packing services and development of new capacity starting with the highly modularized Shelbyville plant processing facility.

In 2017, the Company established an Adjusted EBITDA margin target of 14.0-16.0% to be achieved in 2022. This target remains unchanged for the Meat Protein Group, and includes:

- Low single-digit organic revenue growth and achieve an Adjusted EBITDA margin in the Meat Protein Group between 14.0-16.0% in 2022.

This will be driven by:

- Growth in sustainable meats, including further establishing the business as a leading provider of Raised Without Antibiotics ("RWA") pork and poultry in North America.
- Continued benefits from brand renovation strategies to accelerate volume growth and product mix shift in branded prepared meats products.
- Focus on cost control through operational efficiencies.

## 2020 Outlook

Maple Leaf Foods provided its expectations for 2020 prior to COVID-19 being declared a global pandemic, and the resulting responses from health officials and governments globally. By providing nutrition to people nationally and internationally, the Company has been designated an essential service. This responsibility does mitigate some of the more dramatic financial and operational impacts experienced in many other industries, however the current environment does increase operating costs, and creates the potential for short-term processing shut downs required to protect the health and safety of plant personnel.

In the second quarter of 2020, Maple Leaf Foods expects:

- Strong demand from the retail channel and lower sales in the foodservice channel.
- Strong pork demand from Asian markets.
- Continued traction in plant protein, benefiting from growth in both innovation and legacy products.
- Incremental COVID-19 costs of up to \$20.0 million due to increased labour, personal protective equipment, sanitation, and other expenses associated with the pandemic. The Company will work to partially mitigate these expenses through SG&A savings.

Maple Leaf's expectations for the financial performance of its business in 2020 remain largely unchanged, but there are several factors that could have an impact on its business, which it cannot estimate or control due to the COVID-19 pandemic, including:

- Volatility in the pork and poultry commodity and foreign exchange markets.
- The balance between retail and foodservice demand.
- Potential future production disruptions or shutdowns.
- Incremental costs associated with COVID-19 extending beyond the second quarter.
- The duration of government measures, including social distancing.

Notwithstanding the potential unknown impacts of COVID-19, including incremental operating costs or disruption in the commodity markets, for 2020, the Company expects to achieve the following:

### *Meat Protein Group - Profitable Growth*

- Mid-to-high single digit revenue growth driven by sustainable meats and higher sales to Asian markets.
- Gross margin expansion due to the continued mix-shift benefits in prepared meats resulting from growth in sustainable meats and brand renovation, coupled with pork complex conditions more in-line with the 5-year average, as well as contributions from higher sales to Asian markets.
- Expand Adjusted EBITDA margin, making significant progress towards the 2022 Adjusted EBITDA margin target of 14.0-16.0%, based on the factors noted above as well as cost efficiencies.

*Plant Protein Group - Investing for Growth*

- Revenue growth of approximately 30% from 2019 levels, which is in line with long-term strategic targets. This growth is driven by continued product innovation, brand awareness resulting in further demand generation, increased distribution points, and strong growth in the underlying market.
- Gross margin expansion relative to 2019 levels, as product margins are expected to increase materially, while being impacted by the inherent inefficiencies of a rapidly growing business.
- SG&A expense is expected to be approximately \$150.0 million. The Company will continue to invest in advertising, promotion and marketing to establish brand awareness, while scaling up talent and operations to develop the organizational structure required for this growing business.

*Capital*

- The Company now estimates its capital expenditures for 2020 will be at least \$50.0 million below the previously stated range of \$650.0 million to \$700.0 million. This reduction is attributable to construction delays related to COVID-19, which may introduce further uncertainty to capital outlays depending on the duration of social distancing measures. This includes an assumed two month suspension of construction at the London, Ontario poultry site. At this point, the Company believes this temporary suspension is unlikely to have a material impact on the completion date for the facility.
- Approximately 70% of this will be Construction Capital, which is mainly related to ongoing construction of the London, Ontario poultry facility; further capacity and efficiency improvements in our prepared meats business; and investments in plant protein capacity at the Walker Drive facility in Brampton, as well as further design, engineering, and site work at the Shelbyville, Indiana location.
- The balance of capital is slated for continued profit enhancement, maintenance and sustainability projects.

In addition to financial and operational priorities, Maple Leaf Foods believes that shared value and operating its business for the benefit of all stakeholders is crucial. The Company's guiding pillars to be the "Most Sustainable Protein Company on Earth" include Better Food, Better Care, Better Communities, Better Planet and are core to how Maple Leaf Foods conducts itself. To that end, the Company's priorities include:

- Commitment to carbon neutrality.
- Better Food: leading the real food movement and transitioning key brands to 100.0% "raised without antibiotics".
- Better Care: further advancement of animal care, including progress towards transitioning all sows under management to open housing systems by 2021.
- Better Communities: Investing approximately 1.0% of pre-tax profit to advance sustainable food security.
- Better Planet: Focus on eliminating waste in any resources the Company consumes, including food, energy, water, packaging and time.

**COVID-19 Update**

As an essential service, Maple Leaf Foods is focused on protecting the health and well-being of its people, maintaining business continuity, and broadening its social outreach. To manage through this unprecedented environment, the Company has taken a number of measures in its business and operating practices that include heightened safety policies and procedures, and close communication and collaboration with public health authorities. These measures have the effect of increasing the Company's cost structure in the short-term due to higher labour, personal protective equipment, sanitation and other expenses associated with the pandemic.

The health and safety of our people is paramount while ensuring the security of our food supply. To date, Maple Leaf Foods has seen some short-term interruption to a small portion of its overall production, and expects some operational disruptions will continue to occur. Overall, the Company believes its proactive and comprehensive efforts should mitigate operational impacts. As the COVID-19 situation evolves, Maple Leaf Foods will continue to adapt and adopt best practices that prioritize the health and safety of its employees and the stability of the food supply.

As part of Maple Leaf Foods' broader social responsibility, the Company has provided extensive support to front-line staff, emergency food relief efforts and health care providers. This includes a weekly bonus for its front-line team members, an incremental investment of over \$1.0 million to support emergency food relief efforts, and a \$2.5 million donation to launch a new fund to provide personal support to front line health care providers during the pandemic.

While the short-term impact of COVID-19 may be dynamic, Maple Leaf Foods' purpose and long-term strategy remain unchanged.

**19. NON-IFRS FINANCIAL MEASURES**

The Company uses the following non-IFRS measures: Adjusted Operating Earnings, Adjusted Earnings per Share, Adjusted EBITDA, Adjusted EBITDA Margin, Construction Capital, Net Debt, Free Cash Flow and Return on Net Assets. 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 EBITDA and Adjusted EBITDA Margin

Adjusted Operating Earnings, Adjusted EBITDA and Adjusted EBITDA Margin are non-IFRS measures used by Management to evaluate financial operating results. Adjusted Operating Earnings 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. Adjusted EBITDA is defined as Adjusted Operating Earnings plus depreciation and intangible asset amortization, adjusted for items included in other expense that are not considered representative of ongoing operational activities of the business. Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by sales.

The table below provides a reconciliation of earnings (loss) before income taxes as reported under IFRS in the consolidated financial statements to Adjusted Operating Earnings and Adjusted EBITDA for the three months ended March 31, as indicated below. Management believes that these non-IFRS measures are 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.

(\$ millions) <sup>(i)</sup> (Unaudited)	Three months ended March 31, 2020				Three months ended March 31, 2019 <sup>(ii)</sup>			
	Meat Protein Group	Plant Protein Group	Non-Allocated <sup>(iii)</sup>	Total	Meat Protein Group	Plant Protein Group	Non-Allocated <sup>(iii)</sup>	Total
<b>Earnings (loss) before income taxes</b>	\$ 68.2	(24.1)	(47.2)	\$ (3.0)	\$ 42.3	(3.3)	29.9	\$ 68.9
Interest expense and other financing costs	—	—	7.9	7.9	—	—	7.4	7.4
Other expense	1.2	—	2.6	3.8	0.3	—	1.8	2.1
Restructuring and other related costs	(0.2)	—	—	(0.2)	2.8	—	—	2.8
<b>Earnings (loss) from operations</b>	\$ 69.2	(24.1)	(36.7)	\$ 8.5	\$ 45.4	(3.3)	39.2	\$ 81.3
Decrease (increase) in fair value of biological assets <sup>(iv)</sup>	—	—	14.7	14.7	—	—	(26.3)	(26.3)
Unrealized loss (gain) on derivative contracts <sup>(v)</sup>	—	—	22.0	22.0	—	—	(12.9)	(12.9)
<b>Adjusted Operating Earnings</b>	\$ 69.2	(24.1)	—	\$ 45.1	\$ 45.4	(3.3)	—	\$ 42.1
Depreciation and amortization	43.0	3.5	—	46.6	39.7	2.9	—	42.6
Items included in other expense representative of ongoing operations	(1.2)	—	—	(1.2)	(0.3)	—	—	(0.3)
<b>Adjusted EBITDA</b>	\$ 111.1	(20.5)	—	\$ 90.5	\$ 84.8	(0.4)	—	\$ 84.4
<b>Adjusted EBITDA margin</b>	11.3%	(44.3)%	N/A	8.9%	9.7%	(1.1)%	N/A	9.3%

<sup>(i)</sup> Totals may not add due to rounding.

<sup>(ii)</sup> Comparative figures have been presented to align with current reportable segments.

<sup>(iii)</sup> Non-Allocated includes eliminations of inter-segment sales and associated cost of goods sold, and non-allocated costs which are comprised of expenses not separately identifiable to reportable segments and are not part of the measures used by the Company when assessing a segment's operating results.

<sup>(iv)</sup> Refer to Note 5 of the Company's 2020 first quarter consolidated financial statements for further details regarding biological assets.

<sup>(v)</sup> Unrealized gains/losses on derivative contracts are reported within cost of goods sold in the Company's 2020 first quarter consolidated financial statements.

### Adjusted Earnings per Share

Adjusted Earnings per Share, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as basic earnings per share and is adjusted on the same basis as Adjusted Operating Earnings. The table below provides a reconciliation of basic earnings per share as reported under IFRS in the consolidated financial statements to Adjusted Earnings per Share for the three months ended March 31, 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 March 31,	
	2020	2019
Basic (loss) earnings per share	\$ (0.03)	\$ 0.41
Restructuring and other related costs <sup>(i)</sup>	—	0.02
Items included in other expense not considered representative of ongoing operations <sup>(ii)</sup>	0.02	0.01
Change in fair value of biological assets <sup>(iii)</sup>	0.09	(0.16)
Unrealized loss (gain) on derivative contracts <sup>(iii)</sup>	0.13	(0.08)
<b>Adjusted Earnings per Share</b>	<b>\$ 0.21</b>	<b>\$ 0.20</b>

<sup>(i)</sup> Includes per share impact of restructuring and other related costs, net of tax.

<sup>(ii)</sup> Primarily includes (gains) and losses on disposal of investment properties, acquisition related costs and interest income, net of tax.

<sup>(iii)</sup> Includes per share impact of the change in unrealized loss (gain) on derivative contracts and the change in fair value of biological assets, net of tax.

### Construction Capital

Construction Capital, a non-IFRS measure, is used by Management to evaluate the amount of capital resources invested in specific strategic development projects that have not yet entered commercial production. It is defined as investments in projects over \$50.0 million that are related to longer-term strategic initiatives, with no returns expected for at least 12 months in the future and the asset will be re-categorized from Construction Capital once operational. Current strategic initiatives primarily include the investments in the London, Ontario poultry production facility, and the plant protein production facility in Shelbyville, Indiana. The following table is a summary of Construction Capital activity and debt financing for the periods indicated below.

(\$ thousands) (Unaudited)	Three months ended March 31,	
	2020	2019
<b>Opening balance at January 1</b>	<b>\$ 105,211</b>	<b>\$ 22,422</b>
Additions	56,926	18,100
<b>Balance at March 31</b>	<b>\$ 162,137</b>	<b>\$ 40,522</b>
<b>Construction Capital debt financing<sup>(i)</sup></b>	<b>\$ 162,137</b>	<b>\$ 40,522</b>

<sup>(i)</sup> Assumed to be fully funded by debt to the extent that the Company has Net Debt outstanding.

### Net Debt

The following table reconciles Net Debt to amounts reported under IFRS in the Company's consolidated financial statements as at March 31, as indicated below. The Company calculates Net Debt as cash and cash equivalents, less long-term debt and bank indebtedness. Management believes this measure is useful in assessing the amount of financial leverage employed.

(\$ thousands) (Unaudited)	As at March 31,	
	2020	2019
<b>Cash and cash equivalents</b>	<b>\$ 86,298</b>	<b>\$ 82,295</b>
Current portion of long-term debt	\$ (912)	\$ (170,408)
Long-term debt	(726,002)	(296,262)
<b>Total debt</b>	<b>\$ (726,914)</b>	<b>\$ (466,670)</b>
<b>Net Debt</b>	<b>\$ (640,616)</b>	<b>\$ (384,375)</b>

## 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 operations, less additions to long-term assets. The following table calculates Free Cash Flow for the periods indicated below:

(\$ thousands) (Unaudited)	Three months ended March 31,	
	2020	2019
Cash (used in) provided by operating activities	\$ (45,797)	\$ 18,576
Additions to long-term assets	(86,292)	(59,997)
<b>Free Cash Flow</b>	<b>\$ (132,089)</b>	<b>\$ (41,421)</b>

## Return on Net Assets

RONA is calculated by dividing tax effected earnings from operations (adjusted for items which are not considered representative of the underlying operations of the business) by average monthly net assets. Net assets are defined as total assets (excluding cash and deferred tax assets) less non-interest bearing liabilities (excluding deferred tax liabilities). Management believes that RONA is an appropriate basis upon which to evaluate long-term financial performance.

## 20. 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, projections, beliefs, judgments and assumptions based on information available at the time the applicable forward-looking statement was made and in light of the Company's experience combined with its perception of historical trends. Such statements include, but are not limited to, statements with respect to objectives and goals, in addition to statements with respect to beliefs, plans, targets, goals, objectives, expectations, anticipations, estimates, and intentions. Forward-looking statements are typically identified by words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "could", "would", "believe", "plan", "intend", "design", "target", "undertake", "view", "indicate", "maintain", "explore", "entail", "schedule", "objective", "strategy", "likely", "potential", "outlook", "aim", "propose", "goal", and similar expressions suggesting future events or future performance. These statements are not guarantees of future performance and involve assumptions, risks, and uncertainties that are difficult to predict.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in the forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements should not be unduly relied upon.

Specific forward-looking information in this document may include, but is not limited to, statements with respect to:

- future performance, including future financial objectives, goals and targets, expected capital spend and expected SG&A expenditures for the Company and each of its operating segments;
- the execution of the Company's business strategy, including the development and expected timing of business initiatives, brand expansion and repositioning, and other growth opportunities, as well as the impact thereof;
- the impact of international trade conditions on the Company's business, including access to markets, implications associated with the spread of foreign animal disease (such as ASF), and other social, economic and political factors that affect trade;
- competitive conditions and the Company's ability to position itself competitively in the markets in which it competes;
- capital projects, including planning, construction, estimated expenditures, schedules, approvals, expected capacity, in-service dates and anticipated benefits of construction of new facilities and expansions of existing facilities;
- the Company's dividend policy, including future levels and sustainability of cash dividends, the tax treatment thereof and future dividend payment dates;
- the impact of commodity prices on the Company's operations and financial performance, including the use and effectiveness of hedging instruments;
- expected future cash flows and the sufficiency thereof, sources of capital at attractive rates, future contractual obligations, future financing options, renewal of credit facilities, and availability of capital to fund growth plans, operating obligations and dividends;
- operating risks, including the execution, monitoring and continuous improvement of the Company's food safety programs, animal health initiatives and cost reduction initiatives;
- the implementation, cost and impact of environmental sustainability initiatives, as well as the anticipated future cost of remediating environmental liabilities;

- the adoption of new accounting standards and the impact of such adoption on the financial position of the Company;
- expectations regarding pension plan performance, including future pension plan assets, liabilities and contributions;
- developments and implications of actual or potential legal actions; and
- implications of COVID-19.

Various factors or assumptions are typically applied by the Company in drawing conclusions or making the forecasts, projections, predictions or estimations set out in the forward-looking statements. These factors and assumptions are based on information currently available to the Company, including information obtained by the Company from third-party sources, and include but are not limited to the following:

- the competitive environment, associated market conditions and market share metrics, the expected behaviour of competitors and customers and trends in consumer preferences;
- the success of the Company's business strategy, including execution of the strategy in each of the Meat Protein and Plant Protein Groups;
- prevailing commodity prices, interest rates, tax rates and exchange rates;
- the economic condition of and the socio-political dynamics between Canada, the U.S., Japan and China, and the ability of the Company to access markets in these countries;
- the spread of foreign animal disease (including ASF), preparedness strategies to manage such spread, and implications for all protein markets;
- the availability of capital to fund future capital requirements associated with existing operations, assets and projects;
- expectations regarding participation in and funding of the Company's pension plans;
- the availability of insurance coverage to manage certain liability exposures;
- the extent of future liabilities and recoveries related to legal claims;
- prevailing regulatory, tax and environmental laws;
- future operating costs and performance, including the Company's ability to achieve operating efficiencies and maintain high sales volumes, high turnover of inventories and high turnover of accounts receivable; and
- expectations regarding the impact and future implications of COVID-19 and adaptations in operations, customer and consumer behaviour and economic patterns.

Readers are cautioned that these assumptions may prove to be incorrect in whole or in part. The Company's actual results may differ materially from those anticipated in any forward-looking statements.

Factors that could cause actual results or outcomes to differ materially from the results expressed, implied, or projected in the forward-looking statements contained in this document include, among other things, risks associated with the following:

- competition, market conditions and the activities of competitors and customers;
- food safety, consumer liability and product recalls;
- the health status of livestock, including the impact of potential pandemics;
- international trade and access to markets, as well as social, political and economic dynamics affecting same;
- availability of and access to capital;
- decision respecting the return of capital to shareholders;
- the execution of capital projects, including cost, schedule and regulatory variables;
- food safety, consumer liability and product recalls;
- cyber security and the maintenance and operation of the Company's information systems and processes;
- acquisitions and divestitures;
- climate change;
- fluctuations in the debt and equity markets;
- fluctuations in interest rates and currency exchange rates;
- pension assets and liabilities;
- cyclical nature of the cost and supply of hogs and the competitive nature of the pork market generally;
- the effectiveness of commodity and interest rate hedging strategies;



- impact of changes in the market value of the biological assets and hedging instruments;
- the supply management system for poultry in Canada;
- availability of plant protein ingredients;
- intellectual property, including product innovation, product development, brand strategy and trademark protection;
- consolidation of operations and focus on protein;
- the use of contract manufacturers;
- reputation;
- weather;
- compliance with government regulation and adapting to changes in laws;
- actual and threatened legal claims;
- consumer trends and changes in consumer tastes and buying patterns;
- environmental regulation and potential environmental liabilities;
- consolidation in the retail environment;
- employment matters, including complying with employment laws across multiple jurisdictions, the potential for work stoppages due to non-renewal of collective agreements, recruiting and retaining qualified personnel, reliance on key personnel and succession planning;
- pricing of products;
- managing the Company's supply chain;
- changes in International Financial Reporting Standards and other accounting standards that the Company is required to adhere to for regulatory purposes;
- implications of COVID-19 on the operations and financial performance of the Company, as well macro socio-economic trends; and
- other factors as set out in this document under the heading "Risk Factors".

The Company cautions readers that the foregoing list of factors is not exhaustive.

Readers are further cautioned that some of the forward-looking information, such as statements concerning future capital expenditures, Adjusted EBITDA margin growth in the Meat Protein Group, expected sales and growth margin targets in the Plant Protein Group and SG&A spend, may be considered to be financial outlooks for purposes of applicable securities legislation. These financial outlooks are presented to evaluate potential future earnings and anticipated future uses of cash flows, and may not be appropriate for other purposes. Readers should not assume these financial outlooks will be achieved.

More information about risk factors can be found under the heading "Risk Factors" in the Company's Annual Management's Discussion and Analysis for the year ended December 31, 2019, that is available on SEDAR at [www.sedar.com](http://www.sedar.com). The reader should review such section in detail. Additional information concerning the Company, including the Company's Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

All forward-looking statements included herein speak only as of the date hereof. Unless required by law, the Company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements contained herein are expressly qualified by this cautionary statement.

## 21. ABOUT MAPLE LEAF FOODS INC.

Maple Leaf Foods is a producer of food products under leading brands including Maple Leaf®, Maple Leaf Prime®, Schneiders®, Mina®, Greenfield Natural Meat Co.®, Swift®, Lightlife®, and Field Roast Grain Meat Co.™ The Company employs approximately 13,000 people and does business primarily 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

<i>(In thousands of Canadian dollars)</i> <i>(Unaudited)</i>	<i>Notes</i>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019<sup>(i)</sup></b>	<b>As at December 31, 2019<sup>(i)</sup></b>
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents		\$ 86,298	\$ 82,295	\$ 97,285
Accounts receivable	3	173,064	155,321	154,969
Notes receivable	3	52,463	30,950	31,699
Inventories	4	414,095	388,800	385,534
Biological assets	5	104,866	139,103	119,016
Prepaid expenses and other assets		58,068	49,698	51,494
Assets held for sale	6	31,036	—	34,293
		\$ 919,890	\$ 846,167	\$ 874,290
Property and equipment		1,451,025	1,294,949	1,386,482
Right-of-use assets		245,509	232,971	227,426
Investments		17,300	3,101	3,448
Other long-term assets		10,564	11,205	12,497
Goodwill		669,442	661,435	657,179
Intangible assets		361,334	385,569	352,713
Total assets		\$ 3,675,064	\$ 3,435,397	\$ 3,514,035
<b>LIABILITIES AND EQUITY</b>				
<b>Current liabilities</b>				
Accounts payable and accruals		\$ 419,314	\$ 356,049	\$ 445,774
Current portion of provisions	7	4,413	2,403	3,973
Current portion of long-term debt	8	912	170,408	899
Current portion of lease obligations		42,717	38,980	39,505
Income taxes payable		—	19,225	205
Other current liabilities		52,980	20,082	44,698
		\$ 520,336	\$ 607,147	\$ 535,054
Long-term debt	8	726,002	296,262	538,429
Lease obligations		219,880	208,321	204,013
Employee benefits		128,676	134,821	116,742
Provisions	7	42,674	47,452	44,929
Other long-term liabilities		18,153	2,056	3,026
Deferred tax liability		102,987	123,600	121,972
Total liabilities		\$ 1,758,708	\$ 1,419,659	\$ 1,564,165
<b>Shareholders' equity</b>				
Share capital	9	\$ 844,161	\$ 849,655	\$ 840,005
Retained earnings		1,106,952	1,183,042	1,137,450
Contributed surplus		8,778	11,079	—
Accumulated other comprehensive (loss) income		(13,157)	1,348	2,793
Treasury stock		(30,378)	(29,386)	(30,378)
Total shareholders' equity		\$ 1,916,356	\$ 2,015,738	\$ 1,949,870
Total liabilities and equity		\$ 3,675,064	\$ 3,435,397	\$ 3,514,035

<sup>(i)</sup> Certain comparative figures have been restated to conform with current year presentation.

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

# Consolidated Interim Statements of Net Earnings

(In thousands of Canadian dollars, except share amounts)  
(Unaudited)

	Notes	Three months ended March 31,	
		2020	2019
Sales		\$ 1,022,767	\$ 907,090
Cost of goods sold		895,408	727,569
Gross profit		\$ 127,359	\$ 179,521
Selling, general and administrative expenses		118,901	98,254
Earnings before the following:		\$ 8,458	\$ 81,267
Restructuring and other related (reversals) costs	7	(169)	2,820
Other expense	11	3,769	2,077
Earnings before interest and income taxes		\$ 4,858	\$ 76,370
Interest expense and other financing costs	12	7,892	7,433
(Loss) earnings before income taxes		\$ (3,034)	\$ 68,937
Income tax expense		678	18,833
Net (loss) earnings		\$ (3,712)	\$ 50,104
(Loss) earnings per share attributable to common shareholders:	13		
Basic (loss) earnings per share		\$ (0.03)	\$ 0.41
Diluted (loss) earnings per share		\$ (0.03)	\$ 0.40
Weighted average number of shares (millions)	13		
Basic		123.0	123.5
Diluted		123.0	125.4

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

# Consolidated Interim Statements of Other Comprehensive Income (Loss)

(In thousands of Canadian dollars)  
(Unaudited)

	Three months ended March 31,	
	2020	2019
Net (loss) earnings	\$ (3,712)	\$ 50,104
Other comprehensive loss		
Actuarial losses that will not be reclassified to profit or loss (Net of tax of \$2.5 million; 2019: \$9.3 million)	\$ (7,220)	\$ (26,382)
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; 2019: \$0.0 million)	\$ 21,600	\$ (8,160)
Change in foreign exchange on long-term debt designated as a net investment hedge (Net of tax of \$3.5 million; 2019: \$1.0 million)	(19,119)	5,184
Change in unrealized (losses) and gains on cash flow hedges (Net of tax of \$6.5 million; 2019: \$0.3 million)	(18,431)	792
Total items that are or may be reclassified subsequently to profit or loss	\$ (15,950)	\$ (2,184)
Total other comprehensive loss	\$ (23,170)	\$ (28,566)
Comprehensive (loss) income	\$ (26,882)	\$ 21,538

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)	Notes	Share capital	Retained earnings	Contributed surplus	Accumulated other comprehensive income (loss) <sup>(i)</sup>		Treasury stock	Total equity
					Foreign currency translation adjustment	Unrealized gains and losses on cash flow hedges		
<b>Balance at December 31, 2019</b>		<b>\$ 840,005</b>	<b>1,137,450</b>	<b>—</b>	<b>4,274</b>	<b>(1,481)</b>	<b>(30,378)</b>	<b>\$ 1,949,870</b>
Net loss		—	(3,712)	—	—	—	—	(3,712)
Other comprehensive income (loss) <sup>(ii)</sup>		—	(7,220)	—	2,481	(18,431)	—	(23,170)
Dividends declared (\$0.16 per share)		—	(19,566)	—	—	—	—	(19,566)
Share-based compensation expense	14	—	—	3,866	—	—	—	3,866
Repurchase of shares		4,156	—	4,912	—	—	—	9,068
<b>Balance at March 31, 2020</b>		<b>\$ 844,161</b>	<b>1,106,952</b>	<b>8,778</b>	<b>6,755</b>	<b>(19,912)</b>	<b>(30,378)</b>	<b>\$ 1,916,356</b>

(In thousands of Canadian dollars) (Unaudited)	Notes	Share capital	Retained earnings	Contributed surplus	Accumulated other comprehensive income (loss) <sup>(i)</sup>		Treasury stock	Total equity
					Foreign currency translation adjustment	Unrealized gains and losses on cash flow hedges		
<b>Balance at December 31, 2018</b>		<b>\$ 849,655</b>	<b>1,178,389</b>	<b>4,649</b>	<b>8,518</b>	<b>(4,986)</b>	<b>(29,386)</b>	<b>\$ 2,006,839</b>
Impact of new IFRS standards		—	(1,100)	—	—	—	—	(1,100)
Net earnings		—	50,104	—	—	—	—	50,104
Other comprehensive income (loss) <sup>(ii)</sup>		—	(26,382)	—	(2,976)	792	—	(28,566)
Dividends declared (\$0.145 per share)		—	(17,969)	—	—	—	—	(17,969)
Share-based compensation expense	14	—	—	5,150	—	—	—	5,150
Deferred taxes on share-based compensation		—	—	1,300	—	—	—	1,300
Settlement of share-based compensation		—	—	(20)	—	—	—	(20)
<b>Balance at March 31, 2019</b>		<b>\$ 849,655</b>	<b>1,183,042</b>	<b>11,079</b>	<b>5,542</b>	<b>(4,194)</b>	<b>(29,386)</b>	<b>\$ 2,015,738</b>

<sup>(i)</sup> Items that are or may be subsequently reclassified to profit or loss.

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

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

# Consolidated Interim Statements of Cash Flows

(In thousands of Canadian dollars)  
(Unaudited)

(In thousands of Canadian dollars) (Unaudited)	Notes	Three months ended March 31,	
		2020	2019 <sup>(i)</sup>
CASH PROVIDED BY (USED IN):			
<b>Operating activities</b>			
Net (loss) earnings		\$ (3,712)	\$ 50,104
Add (deduct) items not affecting cash:			
Change in fair value of biological assets	5	14,659	(26,263)
Depreciation and amortization		46,557	42,620
Share-based compensation		3,866	5,150
Deferred income taxes		(7,517)	5,906
Income tax current		8,195	12,927
Interest expense and other financing costs	12	7,892	7,433
Loss on sale of long-term assets	11	336	194
Change in fair value of non-designated derivatives		22,740	(14,620)
Interest on lease liability		2,143	2,235
Change in net pension liability		2,244	529
Net income taxes paid		(8,344)	(25,869)
Interest paid		(9,699)	(8,968)
Change in provision for restructuring and other related costs		(1,130)	2,176
Change in derivatives margin		(23,957)	7,588
Other		1,150	244
Change in non-cash operating working capital		(101,220)	(42,810)
Cash (used in) provided by operating activities		\$ (45,797)	\$ 18,576
<b>Financing activities</b>			
Dividends paid		\$ (19,566)	\$ (17,969)
Net increase in long-term debt	8	164,861	89,861
Payment of lease obligation		(9,109)	(8,341)
Payment of financing fees		(37)	(43)
Cash provided by financing activities		\$ 136,149	\$ 63,508
<b>Investing activities</b>			
Additions to long-term assets		\$ (86,292)	\$ (59,997)
Acquisition of business, net of cash acquired		—	(847)
Capitalization of interest expense		(1,195)	(138)
Purchase of investments		(13,852)	—
Payment of income tax liabilities assumed on acquisition		—	(11,385)
Cash used in investing activities		\$ (101,339)	\$ (72,367)
<b>(Decrease) increase in cash and cash equivalents</b>		<b>\$ (10,987)</b>	<b>\$ 9,717</b>
Cash and cash equivalents, beginning of period		97,285	72,578
Cash and cash equivalents, end of period		\$ 86,298	\$ 82,295

<sup>(i)</sup> Certain comparative figures have been restated to conform with current year presentation.

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

# Notes to the Unaudited Condensed Consolidated Interim Financial Statements

(Tabular amounts in thousands of Canadian dollars unless otherwise indicated)  
Three Months Ended March 31, 2020 and 2019

## 1. THE COMPANY

Maple Leaf Foods Inc. ("Maple Leaf Foods" or the "Company") is a producer of food products under leading brands including Maple Leaf®, Maple Leaf Prime®, Schneiders®, Mina®, Greenfield Natural Meat Co.®, Swift®, Lightlife®, and Field Roast Grain Meat Co.™. The Company's portfolio includes prepared meats, ready-to-cook and ready-to-serve meals, value-added fresh pork and poultry and 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 ("consolidated financial statements") of the Company as at and for the three months ended March 31, 2020, include the accounts of the Company and its subsidiaries. The Company's results are organized into two segments: the Meat Protein Group and the Plant Protein Group.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements should be read in conjunction with the Company's 2019 annual audited consolidated financial statements ("2019 consolidated financial statements").

### (a) Statement of Compliance

The 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 2019 annual audited consolidated financial statements, except for new standards adopted during the three months ended March 31, 2020 as described below.

The consolidated financial statements were authorized for issue by the Board of Directors on April 28, 2020.

### (b) Accounting Standards Adopted During the Period

Beginning on January 1, 2020, the Company adopted certain International Financial Reporting Standards ("IFRS") 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:

#### *Conceptual Framework*

Beginning January 1, 2020, the Company adopted the revised Conceptual Framework for Financial Reporting ("revised conceptual framework"). The revised conceptual framework does not constitute a substantial revision from the previously effective guidance, but does provide additional guidance on topics not previously covered such as presentation and disclosure. The adoption of the revised conceptual framework did not have a material impact on the consolidated financial statements.

#### *Definition of a Business*

Beginning January 1, 2020, the Company adopted the IASB amendment regarding the definition of a business under IFRS 3 *Business Combinations*. This amendment narrowed and clarified the definition of a business, as well as permitted a simplified assessment of whether an acquired set of activities and assets is a group of assets rather than a business. The adoption of the amendment to IFRS 3 did not have a material impact on the consolidated financial statements.

#### *Definition of Material*

Beginning January 1, 2020, the Company adopted the amendments to IAS 1 *Presentation of Financial Statements* and IAS 8. These amendments clarify and align the definition of material and provide guidance to help improve consistency in the application of materiality when used in other IFRS standards. The adoption of the amendments to IAS 1 and IAS 8 did not have a material impact on the consolidated financial statements.

#### *Interest Rate Benchmark Reform - Phase 1*

Beginning January 1, 2020, the Company adopted the amendments to IFRS 9 *Financial Instruments*, IAS 39 *Financial Instruments: Recognition and Measurement* and IFRS 7 *Financial Instruments: Disclosures* to address the potential effects of the Interest Rate Benchmark Reform ("IBOR") reform could have on financial reporting. The amendments modify specific hedge accounting requirements to allow entities to assume that the interest rate benchmark on which the hedged cash flows and the cash flows of which the hedging instrument are based on, are not altered as a result of IBOR reform. The adoption of the amendments to IFRS 9, IAS 39 and IFRS 7 did not have a material impact on the consolidated financial statements.

**(c) Accounting Pronouncements Issued But Not Yet Effective***Classification of Liabilities as Current or Non-current*

On January 23, 2020, an amendment was issued to IAS 1 to address inconsistencies with how entities apply the standards over classification of current and non-current liabilities. The amendment serves to address whether, in the statement of financial position, debt and other liabilities with an uncertain settlement should be classified as current or non-current. This amendment is effective on January 1, 2022. The Company intends to adopt this amendment in its consolidated financial statement for the annual period beginning January 1, 2022. The extent of the impact of the adoption of this amendment has not yet been determined.

**3. ACCOUNTS RECEIVABLE**

	As at March 31, 2020	As at March 31, 2019	As at December 31, 2019
Trade receivables	\$ 138,008	\$ 122,234	\$ 123,617
Less: Allowance for doubtful accounts	(2,318)	(2,414)	(3,107)
Net trade receivables	\$ 135,690	\$ 119,820	\$ 120,510
Other receivables:			
Commodity taxes receivable	14,364	12,031	12,082
Government receivable	7,190	14,055	8,484
Other	15,820	9,415	13,893
	\$ 173,064	\$ 155,321	\$ 154,969

The aging of trade receivables is as follows:

	As at March 31, 2020	As at March 31, 2019	As at December 31, 2019
Current	\$ 103,989	\$ 93,804	\$ 79,284
Past due 0-30 days	20,877	20,647	30,990
Past due 31-60 days	3,591	2,797	4,559
Past due > 60 days	9,551	4,986	8,784
	\$ 138,008	\$ 122,234	\$ 123,617

Trade receivables are impaired when their estimated future cash flows are less than their contractual cash flows. The amount of impairment takes into account the financial condition of the customers, delinquencies in payments, collaterals and credit insurance coverage on the trade receivables.

On July 19, 2019, the Company amended its three-year accounts receivable securitization facility (the "Securitization Facility") by extending the maturity to July 19, 2022 and increasing the maximum cash advance available to the Company under the Securitization Facility to \$120.0 million (March 31, 2019: \$110.0 million; December 31, 2019: \$120.0 million). The Securitization 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 Securitization Facility, the Company has sold certain of its trade accounts receivable, with very limited recourse, to an unconsolidated third-party trust financed by an international financial institution with a long-term AA- debt rating, for cash and short-term notes back to the Company. The receivables are sold at a discount to face value based on prevailing money market rates. The Company retains servicing responsibilities for these receivables.

As at March 31, 2020, trade accounts receivable being serviced under this program amounted to \$172.5 million (March 31, 2019: \$134.5 million; December 31, 2019: \$133.3 million). In return for the sale of its trade receivables, the Company will receive cash of \$120.0 million (March 31, 2019: \$103.5 million; December 31, 2019: \$101.6 million) and notes receivable in the amount of \$52.5 million (March 31, 2019: \$31.0 million; December 31, 2019: \$31.7 million). The notes receivable are non-interest bearing and are settled on the settlement dates of the securitized accounts receivable. Due to the timing of receipts and disbursements, the Company may, from time to time, also record a receivable or payable related to the Securitization Facility. As at March 31, 2020, the Company recorded a net payable amount of \$3.6 million (March 31, 2019: \$4.9 million net payable; December 31, 2019: \$29.4 million net payable) in accounts payable and accruals.



The Securitization Facility 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 facility are derecognized from the unaudited consolidated interim balance sheets ("consolidated balance sheets") as at March 31, 2020 and 2019 and the consolidated annual balance sheets as at December 31, 2019.

#### 4. INVENTORIES

	As at March 31, 2020	As at March 31, 2019	As at December 31, 2019
Raw materials	\$ 66,992	\$ 46,496	\$ 60,190
Work in process	38,078	31,768	33,297
Finished goods	236,187	244,360	223,877
Packaging	20,054	18,730	16,940
Spare parts	52,784	47,446	51,230
	<b>\$ 414,095</b>	<b>\$ 388,800</b>	<b>\$ 385,534</b>

For the three months ended March 31, 2020, inventory in the amount of \$764.7 million (2019: \$706.2 million) was expensed through cost of goods sold.

#### 5. BIOLOGICAL ASSETS

The change in fair value of commercial hog stock for the three months ended March 31, 2020 was a loss of \$14.7 million (2019: gain of \$26.3 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 for the three months ended March 31, 2020 and March 31, 2019.

#### 6. ASSETS HELD FOR SALE

Assets held for sale are those relating to a poultry plant and associated quota in Drummondville, Québec and a vacant plant located in St. Anselme, Québec.

#### 7. PROVISIONS

	Legal	Environ- mental	Lease make-good	Restructuring and related provisions		Total
				Severance and other employee related costs	Site closing and other cash costs	
<b>Balance at December 31, 2019<sup>(i)</sup></b>	<b>\$ 289</b>	<b>2,705</b>	<b>—</b>	<b>45,799</b>	<b>109</b>	<b>\$ 48,902</b>
Charges	850	—	—	504	—	1,354
Reversals	—	—	—	(2,197)	—	(2,197)
Cash payments	—	(11)	—	(961)	—	(972)
<b>Balance at March 31, 2020</b>	<b>\$ 1,139</b>	<b>2,694</b>	<b>—</b>	<b>43,145</b>	<b>109</b>	<b>\$ 47,087</b>
Current						<b>\$ 4,413</b>
Non-current						<b>42,674</b>
<b>Total at March 31, 2020</b>						<b>\$ 47,087</b>

<sup>(i)</sup> Balance as at December 31, 2019, includes current portion of \$4.0 million and non-current portion of \$44.9 million.

	Legal	Environ- mental	Lease make- good	Restructuring and related provisions		Total
				Severance and other employee related costs	Site closing and other cash costs	
Balance at December 31, 2018	\$ 289	4,762	1,810	43,820	2,671	\$ 53,352
Impact of new IFRS standards	—	—	(1,810)	—	(2,400)	(4,210)
Charges	—	—	—	1,385	2	1,387
Cash payments	—	(25)	—	(582)	(62)	(669)
Non-cash items	—	—	—	—	(5)	(5)
Balance at March 31, 2019	\$ 289	4,737	—	44,623	206	\$ 49,855
Current						\$ 2,403
Non-current						47,452
Total at March 31, 2019						\$ 49,855

### Restructuring and Other Related (Reversals) Costs

During the three months ended March 31, 2020, the Company recorded restructuring and other related reversals of \$0.2 million (2019: costs of \$2.8 million). Of this amount, \$1.7 million resulted from net reversals of employee related costs, offset by accelerated depreciation and other asset write-offs of \$1.4 million as a result of the previously announced future closures of the Brampton, Toronto and St. Mary's poultry plants. The remaining \$0.1 million related to employee related costs for other organizational restructuring initiatives in the quarter.

### 8. LONG-TERM DEBT

	As at March 31, 2020	As at March 31, 2019	As at December 31, 2019
Revolving line of credit	\$ —	\$ 458,072	\$ —
U.S. term credit	369,105	—	346,461
Canadian term credit	350,000	—	185,000
Government loans	7,809	8,598	7,867
<b>Total long-term debt</b>	<b>\$ 726,914</b>	<b>\$ 466,670</b>	<b>\$ 539,328</b>
Current	\$ 912	\$ 170,408	\$ 899
Non-current	726,002	296,262	538,429
<b>Total long-term debt</b>	<b>\$ 726,914</b>	<b>\$ 466,670</b>	<b>\$ 539,328</b>

On April 30, 2019, the Company entered into a new syndicated credit facility (the "Credit Facility") consisting of a \$1,300.0 million unsecured committed revolving line of credit maturing April 30, 2024 and two unsecured committed term credit facilities for US\$265.0 million and \$350.0 million maturing April 30, 2024 and April 30, 2023, respectively. The Credit Facility refinanced and replaced the Company's previous \$250.0 million and \$400.0 million unsecured committed revolving credit facilities, which were due to mature on November 7, 2019 and October 19, 2021, respectively. The Credit 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 the London Inter-bank Offered Rate ("Libor") for U.S. dollar loans. The Credit Facility is intended to meet the Company's funding requirements for capital investments, including the construction of its two new manufacturing facilities in London, Ontario and Shelbyville, Indiana, in addition to providing appropriate levels of liquidity and for general corporate purposes. On December 11, 2019, the Company amended the Credit Facility to reduce interest paid upon achievement of certain sustainability targets. This reduction will not materialize until at least 2021, and there is no penalty for not achieving the targets. In addition to loans, as at March 31, 2020 the Company had drawn letters of credit of \$6.4 million on the Credit Facility (March 31, 2019: \$6.3 million on the previous facility; December 31, 2019: \$6.2 million).

The Credit Facility requires the maintenance of certain covenants. As at March 31, 2020, the Company was in compliance with all of these covenants.

The Company has additional uncommitted credit facilities for issuing letters of credit up to a maximum of \$125.0 million (March 31, 2019 \$125.0 million; December 31, 2019: \$125.0 million). As at March 31, 2020, \$79.7 million of letters of credit had been issued thereon (March 31, 2019: \$75.7 million; December 31, 2019: \$79.5 million).

The Company has various government loans on specific projects, with contractual interest rates ranging from non-interest bearing to 2.9% per annum (March 31, 2019: 2.9%; December 31, 2019: 2.9%). These facilities are repayable over various terms from 2022 to 2024. As at March 31, 2020, \$7.8 million (March 31, 2019: \$8.6 million; December 31, 2019: \$7.9 million) was outstanding. All of these facilities are committed.

The following table reconciles the changes in cash flows from financing activities for long-term debt for the period in the respective years:

	Three months ended March 31,	
	2020	2019
<b>Total long-term debt, beginning of period</b>	<b>\$ 539,328</b>	<b>\$ 383,421</b>
Revolving and term credit facilities - net drawings	\$ 165,000	\$ 90,000
Government loans - repayments	(139)	(139)
<b>Total cash flow from long-term debt financing activities</b>	<b>\$ 164,861</b>	<b>\$ 89,861</b>
Foreign exchange revaluation	\$ 22,644	\$ (6,703)
Other non-cash changes	81	91
<b>Total non-cash changes</b>	<b>\$ 22,725</b>	<b>\$ (6,612)</b>
<b>Total long-term debt, end of period</b>	<b>\$ 726,914</b>	<b>\$ 466,670</b>

## 9. SHARE CAPITAL

### Share Repurchase

On May 17, 2019, the Toronto Stock Exchange ("TSX") accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB"), allowing the Company to repurchase, at its discretion, up to 7.5 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 24, 2019 and will terminate on May 23, 2020, or on such earlier date as the Company completes its purchases pursuant to the notice of intention. Under this bid, the Company has purchased for cancellation 0.8 million common shares for \$20.3 million at a volume weighted average price paid of \$24.21 per common share. During the three months ended March 31, 2020, no shares were purchased for cancellation.

On May 22, 2018, the TSX accepted the Company's notice of intention to commence an NCIB, which allows the Company to repurchase, at its discretion, up to 7.8 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 were cancelled. The program commenced on May 24, 2018 and was terminated on May 23, 2019 as the Company completed its purchase and cancellation of 4.0 million common shares for \$126.6 million at a volume weighted average price of \$31.82 per common share. Under this bid, during the three months ended March 31, 2019, no shares were purchased for cancellation.

The Company entered into an Automatic Share Purchase Plan ("ASPP") with a broker that allows the purchase of common shares for cancellation under the NCIB at any time during predetermined trading blackout periods. As at March 31, 2020, an obligation for the repurchase of shares of \$16.3 million (March 31, 2019: \$0.0 million; December 31, 2019: \$25.4 million) was recognized under the ASPP.

## 10. FINANCIAL INSTRUMENTS

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

The fair values and notional amounts of derivative financial instruments as at March 31 are shown below:

	2020			2019		
	Notional amount <sup>(i)</sup>	Fair value		Notional amount <sup>(i)</sup>	Fair value	
		Asset <sup>(ii)</sup>	Liability <sup>(ii)</sup>		Asset <sup>(ii)</sup>	Liability <sup>(ii)</sup>
<b>Cash flow hedges</b>						
Foreign exchange contracts	\$ 36,687	\$ 177	\$ 1,879	\$ 71,616	\$ 48	\$ 1,098
Interest rate swaps	\$ 508,915	—	20,590	\$ —	—	—
		\$ 177	\$ 22,469		\$ 48	\$ 1,098
<b>Fair value hedges<sup>(iii)</sup></b>						
Foreign exchange contracts	\$ 28,561	\$ 10	\$ 1,796	\$ 133,119	\$ 182	\$ 636
Commodity contracts	\$ 31,781	9,137	—	\$ 138,812	—	5,226
		\$ 9,147	\$ 1,796		\$ 182	\$ 5,862
<b>Derivatives not designated in a formal hedging relationship</b>						
Interest rate swaps	\$ —	\$ —	\$ —	\$ 115,000	\$ —	\$ 543
Foreign exchange contracts	\$ 203,317	7,126	1,522	\$ 234,225	420	271
Commodity contracts	\$ 295,453	—	31,405	\$ 264,520	17,979	241
		\$ 7,126	\$ 32,927		\$ 18,399	\$ 1,055
<b>Total fair value</b>		\$ 16,450	\$ 57,192		\$ 18,629	\$ 8,015
Current <sup>(ii)(iv)(v)</sup>		\$ 16,450	\$ 42,361		\$ 18,629	\$ 8,015
Non-current <sup>(iii)</sup>		—	14,831		—	—
<b>Total fair value</b>		\$ 16,450	\$ 57,192		\$ 18,629	\$ 8,015

<sup>(i)</sup> Unless otherwise stated, notional amounts are stated at the contractual Canadian dollar equivalent.

<sup>(ii)</sup> The current portion of derivative assets and liabilities are recorded in prepaid expenses and other assets and other current liabilities, respectively, in the consolidated balance sheets. The non-current portion of derivative assets and liabilities are recorded in other long-term assets and other long-term liabilities, respectively, in the consolidated balance sheets.

<sup>(iii)</sup> The carrying amount of the hedged items in the consolidated interim balance sheets are recorded at the inverse of the associated hedging instruments and are equal to the accumulated fair value hedge adjustments less hedge ineffectiveness.

<sup>(iv)</sup> Derivatives are short-term and will impact profit or loss at various dates within the next 12 months.

<sup>(v)</sup> As at March 31, 2020, the above fair value of current assets has been decreased by \$3.1 million (March 31, 2019: decreased by \$8.7 million; December 31, 2019: increased by \$1.1 million), and the above fair value of current liabilities has been decreased by \$28.1 million (March 31, 2019: \$0.0 million; December 31, 2019: \$0.0 million) on the consolidated balance sheets, representing the difference in the fair market value of exchange traded commodity contracts and the initial margin requirements. The difference in margin requirements and fair market value is net settled in cash each day with the futures exchange and is recorded within cash and cash equivalents.

During the three months ended March 31, 2020, the Company recorded a loss of \$35.7 million (2019: gain of \$13.8 million) on non-designated financial instruments held for trading.

During the three months ended March 31, 2020, the pre-tax amount of hedge ineffectiveness recognized in cost of goods sold was a gain of \$0.1 million (2019: loss of \$0.0 million).

The table below sets out fair value measurements of financial instruments as at March 31, 2020 using the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Foreign exchange contracts	\$ —	7,313	—	\$ 7,313
	\$ —	<b>7,313</b>	—	\$ <b>7,313</b>
<b>Liabilities:</b>				
Foreign exchange contracts	\$ —	5,197	—	\$ 5,197
Commodity contracts <sup>(i)</sup>	19,140	3,128	—	22,268
Interest rate swaps	—	20,590	—	20,590
	\$ <b>19,140</b>	<b>28,915</b>	—	\$ <b>48,055</b>

<sup>(i)</sup> Level 1 commodity contracts are net settled and recorded as a net asset or liability on the consolidated balance sheets.

There were no transfers between levels for the three months ended March 31, 2020 and March 31, 2019. 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 2019 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 (loss) income

The Company estimates that \$5.5 million, net of tax of \$1.9 million, of the unrealized loss included in accumulated other comprehensive (loss) income will be reclassified into net earnings within the next 12 months. The actual amount of this reclassification will be impacted by future changes in the fair value of financial instruments designated as cash flow hedges. The actual amount reclassified could differ from this estimated amount.

During the three months ended March 31, 2020, a gain of \$0.5 million, net of tax of \$0.2 million, was released to earnings from accumulated other comprehensive (loss) income and included in the net change for the year (2019: loss of \$1.6 million, net of tax of \$0.6 million).

As at March 31, 2020, the Company had US\$265.0 million (March 31, 2019: US\$216.0 million; December 31, 2019: US\$265.0 million) drawn on the Credit Facility (see Note 8) that is designated as a net investment hedge of the Company's U.S. operations. Foreign exchange gains and losses on the designated drawings are recorded in shareholders' equity in the foreign currency translation adjustment component of accumulated other comprehensive income and offset translation adjustments on the underlying net assets of the U.S. operations, which are also recorded in accumulated other comprehensive (loss) income.

During the three months ended March 31, 2020, the loss on the net investment hedge recorded in other comprehensive (loss) income was \$19.1 million, net of tax of \$3.5 million (2019: gain of \$5.2 million, net of tax of \$1.0 million).

## 11. OTHER EXPENSE

	Three months ended March 31,	
	2020	2019
Loss on disposal of property and equipment	\$ 336	\$ 194
Vacancy costs	101	291
Legal and other fees on transactions	1,287	789
Other legal expense and settlements	1,175	408
Other	870	395
	\$ <b>3,769</b>	\$ 2,077

**12. INTEREST EXPENSE AND OTHER FINANCING COSTS**

	<b>Three months ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
Interest on borrowings from credit facility	\$ 4,677	\$ 4,102
Interest on lease obligations	2,143	2,235
Interest expense on securitized receivables	669	690
Interest expense on government loans	80	91
Deferred finance charges	404	287
Credit facility standby fees and other interest	1,114	166
Interest capitalized	(1,195)	(138)
	<b>\$ 7,892</b>	<b>\$ 7,433</b>

**13. (LOSS) EARNINGS PER SHARE**

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

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

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

	<b>2020</b>			<b>2019</b>		
<i>Three months ended March 31,</i>	<b>Net (loss)</b>	<b>Weighted average number of shares<sup>(ii)</sup></b>	<b>EPS</b>	<b>Net earnings</b>	<b>Weighted average number of shares<sup>(ii)</sup></b>	<b>EPS</b>
Basic	\$ (3,712)	123.0	\$ (0.03)	\$ 50,104	123.5	\$ 0.41
Stock options <sup>(i)</sup>		—			1.9	
Diluted	\$ (3,712)	123.0	\$ (0.03)	\$ 50,104	125.4	\$ 0.40

<sup>(i)</sup> Excludes the effect of approximately 3.7 million (2019: 1.8 million) options and performance shares that are anti-dilutive.

<sup>(ii)</sup> In millions.

**14. SHARE-BASED PAYMENT****Stock Options**

A summary of the status of the Company's outstanding stock options as at March 31, 2020 and 2019, and changes during these quarters are presented below:

	<b>2020</b>		<b>2019</b>	
	<b>Options outstanding</b>	<b>Weighted average exercise price</b>	<b>Options outstanding</b>	<b>Weighted average exercise price</b>
<b>Outstanding at January 1</b>	<b>4,558,250</b>	<b>\$ 26.26</b>	3,976,300	\$ 25.38
Granted	1,408,950	\$ 23.08	1,039,200	\$ 28.38
Forfeited	(54,200)	\$ 31.39	—	\$ —
<b>Outstanding at March 31</b>	<b>5,913,000</b>	<b>\$ 25.46</b>	5,015,500	\$ 26.01
<b>Options currently exercisable</b>	<b>3,586,125</b>	<b>\$ 25.35</b>	3,213,900	\$ 23.83

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 at fair value based on the Black-Scholes formula. Expected volatility is estimated by considering historic average share price volatility. The inputs used in this model for the options granted during the three months ended March 31, 2020 and 2019 are shown in the table below<sup>(i)</sup>:

	Three months ended March	
	2020	2019
Share price at grant date	<b>\$22.80</b>	\$28.05
Exercise price	<b>\$23.08</b>	\$28.38
Expected volatility	<b>23.3%</b>	21.3%
Option life (in years) <sup>(ii)</sup>	<b>4.5</b>	4.5
Expected dividend yield	<b>2.8%</b>	2.1%
Risk-free interest rate <sup>(iii)</sup>	<b>1.1%</b>	1.8%

<sup>(i)</sup> Weighted average based on number of units granted.

<sup>(ii)</sup> Expected weighted average life.

<sup>(iii)</sup> Based on Government of Canada bonds.

The fair value of options granted during the three months ended March 31, 2020 was \$4.4 million (2019: \$4.4 million). Expenses relating to current and prior year options were \$1.1 million (2019: \$1.0 million).

### Restricted Share Units and Performance Share Units

A summary of the status of the Company's RSU plans (including PSUs) as at March 31, 2020 and 2019 and changes during these periods is presented below:

	2020		2019	
	RSUs outstanding	Weighted average fair value at grant	RSUs outstanding	Weighted average fair value at grant
<b>Outstanding, beginning of year</b>	<b>1,245,915</b>	<b>\$ 28.80</b>	1,471,662	\$ 28.48
Granted	<b>672,360</b>	<b>\$ 20.80</b>	460,450	\$ 26.26
<b>Outstanding, end of year</b>	<b>1,918,275</b>	<b>\$ 25.99</b>	1,932,112	\$ 27.95

The fair value of RSUs and PSUs granted in 2020 was \$12.1 million (2019: \$10.5 million). Expenses for the three months ended March 31, 2020 relating to current and prior year RSUs and PSUs, were \$2.4 million (2019: \$3.8 million).

The key assumptions used in the valuation of fair value of RSUs granted during the three months ended March 31, 2020 and 2019 are shown in the table below<sup>(i)</sup>:

	2020	2019
Expected RSU life (in years)	<b>3.2</b>	3.2
Forfeiture rate	<b>13.7%</b>	12.8%
Risk-free interest rate <sup>(ii)</sup>	<b>1.1%</b>	1.8%

<sup>(i)</sup> Weighted average based on number of units granted.

<sup>(ii)</sup> Based on Government of Canada bonds.

### Director Share Units

The fair value of director share units expensed during the three months ended March 31, 2020 was \$0.4 million (2019: \$0.4 million).

## 15. SEGMENTED FINANCIAL INFORMATION

The Company has two reportable segments, as described below, these segments offer different products, with separate organizational structures, brands, financial, and marketing strategies. The Company's chief operating decision makers regularly review internal reports for these businesses; performance of the Meat Protein Group is based on revenue growth, Adjusted Operating Earnings and Adjusted EBITDA, while the performance of the Plant Protein Group is based predominantly on revenue growth rates, while managing gross margins and controlling investment levels which generate high revenue growth rates. Refer to the section, Non-IFRS Financial

Measures, of the Company's Management's Discussion and Analysis for the three months ended March 31, 2020, for the definitions of these non-IFRS financial measures. The operations of each segment are described as follows:

- (a) The Meat Protein Group is comprised of prepared meats, ready-to-cook and ready-to-serve meals, hog production and value-added fresh pork and poultry products that are sold to retail, foodservice and industrial channels. The Meat Protein Group includes brands such as Maple Leaf®, Maple Leaf Prime®, Schneiders®, Mina®, Greenfield Natural Meat Co.®, Swift® and many sub-brands.
- (b) The Plant Protein Group is comprised of refrigerated plant protein products, premium grain-based protein and vegan cheese products sold to retail, foodservice and industrial channels. The Plant Protein Group includes the brands Lightlife® and Field Roast Grain Meat Co.™

	Three months ended March 31, 2020				Three months ended March 31, 2019 <sup>(i)</sup>			
	Meat Protein Group	Plant Protein Group	Non-Allocated <sup>(ii)</sup>	Total	Meat Protein Group	Plant Protein Group	Non-Allocated <sup>(ii)</sup>	Total
<b>Sales</b>	\$ 981,382	46,343	(4,958)	\$ 1,022,767	\$ 871,057	36,798	(765)	\$ 907,090
<b>Gross profit</b>	\$ 157,257	6,787	(36,685)	\$ 127,359	\$ 131,787	8,541	39,193	\$ 179,521
<b>Selling, general and administrative expenses</b>	\$ 88,041	30,860	—	\$ 118,901	\$ 86,384	11,870	—	\$ 98,254
<b>Earnings (loss) before income taxes</b>	\$ 68,217	(24,080)	(47,171)	\$ (3,034)	\$ 42,329	(3,329)	29,937	\$ 68,937
Interest expense and other financing costs	—	—	7,892	7,892	—	—	7,433	7,433
Other expense	1,168	7	2,594	3,769	254	—	1,823	2,077
Restructuring and other related costs	(169)	—	—	(169)	2,820	—	—	2,820
<b>Earnings (loss) from operations</b>	\$ 69,216	(24,073)	(36,685)	\$ 8,458	\$ 45,403	(3,329)	39,193	\$ 81,267
Decrease (increase) in fair value of biological assets <sup>(iii)</sup>	—	—	14,659	14,659	—	—	(26,263)	(26,263)
Unrealized loss (gain) on derivative contracts <sup>(iv)</sup>	—	—	22,026	22,026	—	—	(12,930)	(12,930)
<b>Adjusted Operating Earnings</b>	\$ 69,216	(24,073)	—	\$ 45,143	\$ 45,403	(3,329)	—	\$ 42,074
Depreciation and amortization	43,021	3,536	—	46,557	39,694	2,926	—	42,620
Items included in other expense representative of ongoing operations	(1,168)	(7)	—	(1,175)	(253)	—	—	(253)
<b>Adjusted EBITDA</b>	\$ 111,069	(20,544)	—	\$ 90,525	\$ 84,844	(403)	—	\$ 84,441

<sup>(i)</sup> Comparative figures have been presented to align with current reportable segments.

<sup>(ii)</sup> Non-Allocated includes eliminations of inter-segment sales and associated cost of goods sold, and non-allocated costs which are comprised of expenses not separately identifiable to reportable segments and are not part of the measures used by the Company when assessing a segment's operating results.

<sup>(iii)</sup> Refer to Note 5 for further details regarding biological assets.

<sup>(iv)</sup> Unrealized gains/losses on derivative contracts are reported within cost of goods sold.

The following summarizes capital expenditures by segments:

	Three months ended March 31,	
	2020	2019
<b>Capital expenditures</b>		
Meat Protein Group	\$ 89,475	\$ 52,218
Plant Protein Group	3,244	4,444
Non-allocated capital expenditures	6,446	3,473
	\$ 99,165	\$ 60,135



### Information About Geographic Areas

The following summarizes sales by country of origin:

	Three months ended March 31,	
	2020	2019
Canada	\$ 740,019	\$ 670,370
U.S.	113,443	93,189
Japan	96,450	86,649
China	43,170	20,377
Other	29,685	36,505
<b>Sales</b>	<b>\$ 1,022,767</b>	<b>\$ 907,090</b>

The following summarizes the location of non-current assets by country:

	As at March 31, 2020	As at March 31, 2019	As at December 31, 2019
Canada	\$ 2,319,015	\$ 2,201,230	\$ 2,246,146
U.S.	435,767	387,258	393,146
Other	392	742	453
<b>Total non-current assets<sup>(i)</sup></b>	<b>\$ 2,755,174</b>	<b>\$ 2,589,230</b>	<b>\$ 2,639,745</b>

<sup>(i)</sup> Excludes financial instruments, employee benefits and deferred tax assets.

### Information About Major Customers

For the three months ended March 31, 2020, the Company reported sales to two customers representing 12.4% and 11.3% (2019: 10.7% and 10.7%) of total sales. No other sales were made to any one customer that represented in excess of 10.0% of total sales.

### 16. RELATED PARTY TRANSACTIONS

The Company sponsors a number of defined benefit and defined contribution plans. During the three months ended March 31, 2020, the Company's contributions to these plans were \$7.2 million (2019: \$7.6 million).

The Company's largest shareholder is McCain Capital Inc. ("MCI"). The Company understands that Mr. Michael H. McCain, Chief Executive Officer and President of the Company, is the controlling shareholder of MCI. For the three months ended March 31, 2020, the Company received services from MCI in the amount of \$0.0 million (2019: \$0.1 million), which represented the market value of the transactions with MCI. As at March 31, 2020, \$0.0 million (March 31, 2019: \$0.5 million; December 31, 2019: \$0.0 million) was owed to MCI relating to these transactions.

McCain Financial Advisory Services ("MFAS"), is an entity jointly controlled by individuals including Mr. Michael H. McCain. For the three months ended March 31, 2020 and 2019, the Company provided services to, and received from, MFAS for a nominal amount which represented the market value of the transactions.