



**CHARTER OF THE
CORPORATE GOVERNANCE COMMITTEE
(THE “COMMITTEE”) OF THE BOARD OF DIRECTORS
OF MAPLE LEAF FOODS INC. (THE “CORPORATION”)**

NATURE AND SCOPE OF THE COMMITTEE

1. To assist the Board of Directors, in conjunction with the Chairman and the Lead Director, in matters pertaining to the Corporation’s approach to governance issues and disclosures.
2. To assist the Board of Directors, in conjunction with the Chairman and the Lead Director, in matters pertaining to the organization and staffing of the Board of Directors, the organization and conduct of Board meetings and to the effectiveness of the Board of Directors in performing and fulfilling its responsibilities.
3. To assist the Board of Directors in matters pertaining to the delegation of responsibilities to Board committees by reviewing periodically terms of reference for Board committees and making recommendation to the Board of Directors for any amendments deemed necessary or advisable.
4. To assess the independence of individuals nominated for director.
5. To assess the effectiveness of the Board, the committees and the individual members thereof.

Except as set out below, the Committee does not have decision-making authority but rather conveys its findings and recommendations to the Board of Directors for consideration and decision by the Board of Directors.

PROCEDURES, POWERS AND DUTIES

In addition to the procedures and powers set out in the policy entitled “Composition, Appointment & Practices of Each Committee of the Board of Directors of Maple Leaf Foods Inc.”, as amended, or in any resolution of the Board relating to the Committee, the Committee shall have the following procedures, powers and duties:

General

1. *Composition* - The Committee shall be composed of a minimum of three members. Each member of the Committee shall be both an “unrelated” director and “independent” director (as such terms are defined from time to time under the requirements or guidelines for audit Committee service under applicable securities laws and the rules of any stock exchange on which the Corporation’s securities are listed for trading). However, the Board, on the recommendation of Corporate Governance Committee, may appoint to the Committee a director who does not meet the independence definition. To do so, the Board must expressly determine that the director, while not meeting the technical definition of independent, exhibits strong independence of character and possesses specific business skills to make his or her membership on the Committee beneficial.
2. *Professional Assistance* - The Committee may retain such special legal, accounting, financial or other consultants (and determine their compensation) as the Committee may determine to be necessary to carry out the Committee’s duties at the Corporation’s expense.
3. *Reporting to the Board* - The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

Roles and Responsibilities of the Committee

The Committee with respect to the composition of the Board and director nominations, will:

1. Review from time to time the size of the Board of Directors;
2. Develop and review periodically standards to be applied in making determinations as to the presence or absence of material relationships between a director and the Corporation;
3. Review annually the competencies, skills and personal qualities required of directors in order to add value to the Corporation, in light of:
 - a. the opportunities and risks facing the Corporation and the Corporation’s proposed strategy;
 - b. the need to ensure that a majority of the Board of Directors is comprised of individuals, each of whom is an “unrelated” director and an “independent” director (as such terms are defined from time to time under the requirements or guidelines for board service under applicable securities laws and the rules of any stock exchange on which the Corporation’s securities are listed for trading); and
 - c. the Corporation’s corporate governance guidelines and board policies with respect to director tenure and succession and the number of boards on which directors may sit;
4. Review periodically the competencies, skills and personal qualities of each existing director, and the contributions made by the director to the effective operation of the Board of Directors and review any significant change in the primary occupation of the director;
5. In light of 1, 2, 3 and 4 above, make recommendations for changes to the composition of the Board of Directors.

The Committee, with respect to Board policy and governance, as and when required, will:

6. Assess and recommend changes in the role and structure of the Board of Directors;

- 7.** Assess the needs of the Board of Directors in terms of frequency and location of board meetings, meeting agenda and conduct of meetings and the availability, relevance and timeliness of discussion papers, reports and other information required by the Board in conjunction with the Chairman and Lead Director;
- 8.** Recommend to the Board of Directors rules and guidelines governing and regulating the affairs of the Board of Directors, including tenure and retirement of directors;
- 9.** Be responsible for developing the Corporation's approach to governance issues including the Corporation's response to any applicable regulatory guidelines;
- 10.** Be responsible for assuring that processes are in place for the orientation of new directors and continuing education of the directors, including education with respect to the role of directors, the contribution individual directors are expected to make and the nature and operation of the Corporation's business;
- 11.** Review requests by directors to engage the services of outside advisors and if appropriate approve the engagement of such advisors on such terms as the Committee may approve. This responsibility does not extend to specialists which the Human Resources and Compensation Committee and the Audit Committee may engage under their terms of reference; and
- 12.** Review the Corporation's Code of Conduct and Insider Trading Policy and assess the adequacy of and if necessary recommend any proposed changes to such code and policies.

The Committee, with respect to Board committees, will:

- 13.** At the first meeting of the Board of Directors following each annual meeting of the shareholders of the Corporation, recommend directors for membership to each Board committee including the chairman of the committees;
- 14.** Where a vacancy occurs at any time in the membership of any Board committee, recommend to the Board of Directors a director to fill such vacancy;
- 15.** Review the terms of reference of the Board committees and recommend to the Board such amendments as may be necessary or advisable; and
- 16.** Evaluate and recommend timely changes in the role, size, composition and structure of any Board committees.

The Committee, with respect to evaluation of directors, will:

- 17.** Annually review and make recommendations to the Board of Directors for changes to the Mandate for the Board and the position description for the Chairman of the Board;
- 18.** Assess the effectiveness of the Board of Directors as a whole and the effectiveness of each Committee;
- 19.** Conduct annually an evaluation of the performance and effectiveness of the Board of Directors and its Committees, the Chairman of the Board, the Lead Director and individual board members in their capacity as board members and committee members;

The Committee, with respect to director compensation and protection, will:

- 20.** Recommend to the Board of Directors the terms upon which directors, the Chairman of the Board of Directors and those acting as committee chairs are compensated so as to adequately reflect the responsibilities they are assuming;
- 21.** Assess the directors and officers insurance policy of the Corporation and make recommendations for its renewal or amendment or the replacement of the insurer;
- 22.** Subject to applicable law and the articles and by-laws of the Corporation, oversee the administration of all policies and practices of the Corporation with respect to the indemnification of directors by the Corporation and approve all payments made pursuant to such policies and practices.

The Committee, with respect to Board independence from management, will:

- 23.** Monitor and assess the relationship between the Board of Directors and management, defining the limits to management's authorities as to levels of authorities and making such recommendations as it may deem necessary with a view to ensuring that the Board of Directors is able to function independently of management;

The Committee, with respect to reporting and disclosure requirements, will:

- 24.** Annually review and approve the corporate governance report to be made in the proxy circular prepared in connection with the Annual Meeting.

The Committee, with respect to the Charter, will:

- 25.** Review the adequacy of the Charter at least annually and otherwise as it deems appropriate.