



**HUMAN RESOURCES AND COMPENSATION COMMITTEE
(THE “COMMITTEE”) OF THE BOARD OF DIRECTORS
OF MAPLE LEAF FOODS INC. (THE “CORPORATION”)**

Nature and Scope of the Committee

- To review develop and propose amendments, as it sees fit, from time to time, to the Board of Directors with a view to ensuring that the necessary policies and processes are in place by which all employees of the Corporation, with special attention devoted to the executive group, will be fairly and competitively compensated.
- To annually evaluate the performance of the Chief Executive Officer against the annual plan and strategic objectives and to recommend to the Board of Directors the amount of compensation to be paid to the Chief Executive Officer.
- To annually review the Chief Executive Officer’s evaluation of the performance of the other executive officers of the Corporation and its major subsidiaries and the Chief Executive Officer’s recommendations with respect to the amount of compensation to be paid to the other executive officers.
- To assist the Board of Directors in ensuring that appropriate human resource development, succession planning and performance evaluation programs are in place and that they are operating effectively.
- To assist the Board of Directors in its oversight responsibilities regarding the benefits and obligations of the Company for pension plans.

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.

Roles and Responsibilities of the Committee

The Committee will:

1. Review and recommend to the Board of Directors overall corporate compensation policies, including incentive plans such as annual bonus plans, share option plans, and other short- and long-term compensation arrangements.

2. Recommend to the Board of Directors the compensation to be paid to the Chief Executive Officer in each year.
3. Review the recommendations of the Chief Executive Officer regarding the compensation to be paid to the four most highly paid executive officers of the Corporation and its major subsidiaries in addition to the Chief Executive Officer and make recommendations for approval to the Board of Directors.
4. The Committee may, on request to the Chief Executive Officer, review and approve with any amendments it sees fit the compensation to be paid to other executive officers of the Corporation and its major subsidiaries.
5. Review and report to the Board of Directors on recommendations from management for major changes in the form and structure of executive compensation programmes, including short-term and long-term incentive programmes.
6. Review significant human resource policies and plans, including equity compensation programs, to ensure that they are supportive of the Corporation's near and long-term strategies.
7. Review and report periodically to the Board of Directors on the Corporation's talent and succession plan for senior management positions.
8. Carry out the responsibilities of the Share Option Committee as that committee is defined in the Maple Leaf Foods Inc. Share Option Plan.
9. Make recommendations to the Board regarding instructions to the Trustees of the Maple Leaf Foods Share Purchase Plan Trust regarding the operations of the Share Purchase Plan for employees.
10. Review and approve any public disclosure regarding executive compensation required by any regulatory authority.
11. Be entitled to meet with management's advisors on compensation matters. The Committee has engaged independent advisors for compensation matters.
12. With respect to pension plans:
 - a) Receive the recommendation of the Pension Policy Committee (of management) and approve pension benefits objectives and policies.
 - b) Receive reports from the Pension Policy Committee on pension benefits administration suppliers' performance and make reports to the Board
 - c) Receive the recommendation of the Pension Policy Committee and recommend "ad hoc" benefit increases to the Board of Directors.
 - d) Oversee the Pension Policy Committee
 - e) Periodically review and report to the Corporate Governance Committee on the effectiveness of the governance system for pension benefit matters.