HIGH LINER FOODS

Notice of 2021 Annual General Meeting of Shareholders

and

Management Information Circular

Annual General Meeting: May 18, 2021, 11:30 a.m. (Atlantic Time)
High Liner Foods Incorporated
100 Battery Point
Lunenburg, Nova Scotia
Virtually: https://web.lumiagm.com/447368559 Password: highliner2021 (case sensitive)

These shareholder materials are being sent to both registered and non-registered owners of the shares of High Liner Foods Incorporated. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name, address and information about your holdings of shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your voting instructions. Please return your voting instructions on your completed Proxy or Voting Instruction Form.

March 22, 2021

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The 2021 Annual General Meeting (the "Meeting") of the Shareholders (see definition on page 3 of this document) of High Liner Foods Incorporated (the "Company" or "High Liner Foods") will be held at High Liner Foods' head office in Lunenburg, Nova Scotia, on May 18, 2021 at 11:30 a.m. (Atlantic Time) for the following purposes:

1. **To receive the annual financial statements of the Company for the fiscal year ended January 2, 2021, and the report of the auditors;**
2. **To elect directors to the Board of the Company for 2021;**
3. **To appoint auditors for 2021 and permit the directors to fix their remuneration;**
4. **To approve the advisory resolution to accept the Company's approach to executive compensation disclosed in the Management Information Circular; and**
5. **To transact such other business as may be properly brought before the Meeting.**

Having regard to the ongoing COVID-19 pandemic, High Liner Foods is using a virtual meeting tool that will allow participation in the Meeting online or by phone to continue to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders. **High Liner Foods asks that, where possible, Shareholders participate in the Meeting through the virtual meeting tool that can be found at https://web.lumiagm.com/447368559 password: highliner2021 (case sensitive)**.

All registered holders of common shares of the Company (a "**Share**") as at the commencement of the Meeting are entitled to participate and vote at the Meeting. To ensure your votes are counted in the Meeting, all Shareholders are strongly encouraged to please complete, date, sign and **return the enclosed proxy not later than 24 hours before the Meeting** using the postage prepaid envelope enclosed for that purpose or send by fax to 1-866-781-3111 or send by email to proxyvote@astfinancial.com or vote directly online at www.astvotemyproxy.com or by telephone at 1-888-489-5760.

Any shareholder or proxyholder intending to participate at the Meeting other than using the virtual meeting tool identified in this Notice and described in High Liner Foods' Management Information Circular, or to vote other than in advance by proxy, **must contact High Liner Foods in advance either by phone by calling 902-634-6211 or by email at investor@highlinerfoods.com.**

The annual financial statements for the fiscal year ending January 2, 2021, together with Management's Discussion and Analysis (the "**MD&A**"), the Management Information Circular and a form of proxy accompany this Notice of Meeting.

Dated at Lunenburg, Nova Scotia as of the 22nd day of March 2021.

By order of the Board
(signed)

Timothy Rorabeck
Corporate Secretary
Executive Vice President, Corporate Affairs
and General Counsel

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All references to the "**Circular**" mean this Management Information Circular dated March 22, 2021 in connection with the 2021 Annual General Meeting of the Shareholders of High Liner Foods Incorporated to be held on May 18, 2021. In this document "**Shareholders**", "**you**" and "**your**" refer to the holders of Shares of the Company, and "**High Liner Foods**", the "**Company**", "**we**", "**us**" and "**our**" refer to High Liner Foods Incorporated.

The Company's presentation currency is U.S. dollars ("**USD**"). Although the functional currency of the Canadian parent company is Canadian dollars ("**CAD**"), management believes the USD presentation better reflects the total Company's business activities and improves investors' ability to compare the total Company's financial results with other publicly-traded businesses in the packaged foods industry (most of which are based in the United States (the "**U.S.**") and report in USD).

Accordingly, the conversion of applicable amounts to USD has been reflected throughout the Circular. For purposes of this conversion, an exchange rate of 1.3409 has been used, representing the average foreign exchange rate for the fiscal year 2020; however, different conversion rates are used (where noted) in particular circumstances as required. Unless otherwise noted all reported figures within the Circular are reported in USD.

QUESTIONS & ANSWERS VOTING AND PROXIES

1. HOW DO I PARTICIPATE IN THE MEETING?

This year, High Liner Foods is using a virtual meeting tool that will allow participation in the Meeting online or by phone. To mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, **High Liner Foods asks that where possible participation in the Meeting be through the virtual meeting tool that can be found online at https://web.lumiagm.com/447368559 password:highliner2021 (case sensitive)**.

This virtual meeting tool, which is intended to enhance Shareholder engagement, will allow registered Shareholders and proxy holders to participate, ask questions and vote at the Meeting through an online portal. Others who are not registered Shareholders or proxy holders may view a live webcast of the Meeting through https://web.lumiagm.com/447368559, but will not have the ability to ask questions or vote through the live webcast.

You will need the latest browser version of Chrome, Safari, Edge and/or Firefox. Please ensure your browser is compatible by logging in early. PLEASE DO NOT USE INTERNET EXPLORER.

Caution: Internal network security protocols including firewalls and VPN connections may block access to the Lumi platform for the Meeting. If you are experiencing any difficulty connecting or watching the Meeting, ensure your VPN setting is disabled or use a computer on a network not restricted to security settings of your particular organization.

2. WHO IS ENTITLED TO VOTE?

Shareholders of the Company who are registered as at the commencement of the Meeting are entitled to vote at the Meeting. Each Share of the Company is entitled to one vote.

3. WHAT AM I VOTING ON?

Shareholders of the Company are voting on: a) the election of the directors to the Board of the Company for 2021; b) the appointment of auditors for the Company for 2021 and permitting the directors to fix the auditors' remuneration; and c) the advisory resolution to accept the Company's approach to executive compensation disclosed in the Circular. Management of the Company will also present the Company's annual financial statements for the year ending January 2, 2021, but no vote will be taken on the annual financial statements. Following the Meeting, the Board plans to ratify the directors elected at the Meeting.

4. HOW DO I VOTE MY SHARES?

Please follow the voting instructions based on whether you are a registered or non-registered Shareholder:

• You are a **registered shareholder** if you have a Share certificate issued in your name or appear as the registered Shareholder on the books of the Company.
• You are a **non-registered shareholder** if your Shares are registered in the name of an intermediary (for example, a bank, trust company, investment dealer, clearing agency, or other institution). Please see Question 18 for these voting instructions.

If you are not sure whether you are a registered or non-registered Shareholder, please contact AST by email at inquiries@astfinancial.com. Alternatively, please call AST toll-free at 1-800-387-0825 from Canada and the United States or collect at 1-416-682-3860 from other locations.

If you are a registered Shareholder, you may sign the enclosed form of proxy appointing the person named. You may also vote your Shares electronically by either telephone or online. Because of the situation relating to COVID-19, if you intend to vote by any other manner, you must contact the Company in advance by calling 902-634-6211 or by email at investor@highlinerfoods.com.

If voting by telephone, please call 1-888-489-5760 (toll-free in Canada and the U.S.) from a touch-tone phone. Using the telephone keypad, enter the 13-digit control number found on your proxy form. Follow the instructions as provided to you over the phone. Note, if voting by phone you will not be able to appoint anyone other than the persons named on your proxy form as your proxy.

If voting online, please go to www.astvotemyproxy.com. Enter the 13-digit control number found on the proxy form and follow the instructions provided online.

Registered Shareholders have the ability to participate, ask questions, and vote at the Meeting using the virtual meeting tool. Eligible registered Shareholders may log in at https://web.lumiagm.com/447368559, click "I have a Control Number", enter the 13-digit control number found on the proxy form accompanying the Circular, enter the **password highliner2021 (case sensitive)**, then click the "Login" button. During the Meeting, you must ensure you are connected to the Internet at all times in order to vote when polling is commenced on the resolutions put before the Meeting. It is your responsibility to ensure Internet connectivity. **Non-registered Shareholders will not have the ability to vote or ask questions through the virtual meeting tool unless they have appointed themselves as described in Question 18.** However, non-registered shareholders unable to attend the Meeting in person may view a live webcast of the Meeting by going to the same URL as above and clicking "I am a guest" or on our website at www.highlinerfoods.com and found in our *Investor Center: Webcast* section of the website.

5. WHO IS SOLICITING MY PROXY?

The enclosed form of proxy is being solicited by management of the Company and the associated costs will be borne by the Company. The solicitation will be distributed mainly by mail and may also be performed by email, telephone or fax by an authorized representative of the Company.

6. WHO CAN I CALL WITH QUESTIONS?

If you have questions about information contained in this Circular or require assistance in completing your form of proxy, please call the Transfer Agent using the contact information noted in Question 17 of the Circular.

7. WHAT HAPPENS IF I SIGN AND RETURN THE ENCLOSED FORM OF PROXY?

Signing the enclosed form of proxy gives authority to Mr. Robert L. Pace, a director and Chairman of the Company and failing him, Ms. M. Jolene Mahody, a director and Chair of the Audit Committee of the Company, or to another person appointed, to vote your Shares at the Meeting in accordance with your instructions.

8. CAN I APPOINT SOMEONE OTHER THAN THIS DIRECTOR TO VOTE MY SHARES?

Yes. Write the name of this person in the blank space provided in the form of proxy. If you are an individual Shareholder, you must appoint someone who is also a registered Shareholder of the Company. If the Shareholder is a corporation, your proxy need not be a Shareholder. If you intend to proceed on this basis, you must contact the Company in advance by calling 902-634-6211 or by email at investor@highlinerfoods.com.

9. WHAT DO I DO WITH MY COMPLETED PROXY?

Return it to the Company's Transfer Agent in the postage prepaid envelope provided or fax it to 1-416-368-2502 (or toll-free in Canada and the U.S. at 1-866-781-3111) or email it to proxyvote@astfinancial.com so that it arrives not later than 11:30 a.m. Atlantic Time (10:30 a.m. Eastern Time) on May 17, 2021. This will ensure your vote is recorded.

10. IF I CHANGE MY MIND CAN I TAKE BACK MY PROXY ONCE I HAVE SUBMITTED IT?

Yes. If you wish to change your proxy, prepare a written statement stating this. You, or your attorney as authorized in writing, must sign the statement, or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney of the corporation duly authorized. This statement must be delivered to the head office of the Company, the office of the Transfer Agent, or with the Chairman of the Board at any time before the adjournment of the Meeting.

11. HOW WILL MY SHARES BE VOTED IF I SUBMIT MY PROXY?

The persons named on the form of proxy must vote for or against or withhold from voting your Shares in accordance with your directions. However, if you do not provide directions, your Shares will be voted in favour of: a) the election of directors; b) the appointment of auditors and the ability for directors to fix their remuneration; and c) the advisory resolution to accept the Company's approach to executive compensation as outlined in this Circular.

12. WHAT IF AMENDMENTS ARE MADE TO THESE MATTERS OR IF OTHER MATTERS ARE BROUGHT BEFORE THE MEETING?

The person named in the form of proxy will have discretionary authority with respect to amendments or variations to matters identified in the Notice of Meeting and to other matters that may come before the Meeting. If any other matters properly come before the Meeting, the person named in the form of proxy will vote on them in accordance with their best judgment.

13. HOW MANY SHARES ARE ENTITLED TO VOTE?

As of March 22, 2021, there were 33,451,810 Shares of the Company outstanding. Each registered Shareholder has one vote for each Share held at the time of commencement of the Meeting.

14. WHAT HAPPENS IF I WANT TO TRANSFER MY SHARES PRIOR TO THE MEETING?

You are free to transfer your Shares at any time, and any registered Shareholder, as of the time of the Meeting, may vote at the Meeting. However, the person to whom you have transferred your Shares must be able to establish before the Meeting that he or she owns the Shares, and therefore we recommend that you complete the contemplated transfers at least 48 hours prior to the Meeting. Also, for the purpose of communicating effectively with the Company's Shareholders, March 22, 2021 has been fixed as the Record Date for the purposes of determining those Shareholders entitled to receive Notice of the Meeting. The Transfer Agent will be forwarding this Circular and other Meeting materials only to those registered Shareholders, and to other persons who, prior to that date, have asked to be included for the purposes of distributing Company information.

15. HOW WILL VOTES BE COUNTED?

Each question brought before the Meeting is determined by a majority of votes cast on the question. In the case of equal votes cast, the Chairman of the Meeting is entitled to a casting vote.

16. WHO COUNTS THE VOTES?

The Company's Transfer Agent counts and tabulates the proxies.

17. IF I NEED TO CONTACT THE TRANSFER AGENT, HOW DO I REACH THEM?

You can reach the Transfer Agent at:

AST Trust Company (Canada)
P.O. Box 2082
Station C
Halifax, NS B3J 3B7
Canada

or by telephone at: 1-800-387-0825 (toll-free in North America) 1-416-682-3860 (all other countries)
or by fax at: 1-888-249-6189
or by email at: inquiries@astfinancial.com

18. IF MY SHARES ARE NOT REGISTERED IN MY NAME BUT ARE HELD IN THE NAME OF A NOMINEE (A BANK, TRUST COMPANY, SECURITIES BROKER, TRUSTEE OR OTHER), HOW DO I VOTE MY SHARES?

You will receive a voting instruction form that allows you to vote on the Internet, by telephone, by fax, or by mail. To vote, you should follow the instructions provided on your voting instruction form. Your intermediary is required to ask for your voting instructions before the Meeting. Please contact your intermediary if you did not receive a voting instruction form.

Alternatively, you may receive from your intermediary a pre-authorized proxy form indicating the number of Shares to be voted, which you should complete, sign, date, and return as directed on the form.

We do not have access to the names or holdings of non-registered Shareholders. That means you can only vote your Shares at the Meeting if you have previously appointed yourself as the proxy holder for your Shares, by printing your name in the space provided on your voting instruction form and submitting it as directed on the form.

You may also appoint someone else as the proxy holder for your Shares by printing their name in the space provided on your voting instruction form and submitting it as directed on the form. Your vote, or the vote of your proxy holder, will be taken and counted at the Meeting. You or your proxy holder must see a representative of AST before entering the Meeting to register your attendance. If you intend to proceed on this basis, you must contact the Company in advance by calling 902-634-6211 or by email at investor@highlinerfoods.com. We encourage all Shareholders to vote in advance of the Meeting and utilize the ability to listen to the meeting virtually.

You must complete the additional step of registering the proxy holder by calling AST at 1-866-751-6315 (within North America) or 1-212-235-5754 (outside of North America) by no later than 11:30 a.m. Atlantic Time (10:30 a.m. Eastern Time) on May 17, 2021. Failing to register your proxy holder online will result in the proxy holder not receiving a control number, which is required to vote at the Meeting.

Non-registered Shareholders who have not duly appointed themselves as proxy holder will not be able to vote at the Meeting unless they request a control number in advance of the meeting by logging on to https://lp.astfinancial.com/control-number-request-en.html and following the steps noted. If you do not request a control number electronically you will only be able to participate as a guest. To find out how to vote your Shares at the Meeting with a control number see Question 4.

19. WHAT IF THIS DOCUMENT HAS LEFT QUESTIONS UNANSWERED?

Please feel free to contact the Company's Corporate Secretary, Executive Vice President, Corporate Affairs and General Counsel, Tim Rorabeck, by writing at:

High Liner Foods Incorporated
P.O. Box 910
100 Battery Point
Lunenburg, NS B0J 2C0

or by telephone at: 902-634-8811
or by fax at: 902-634-6228
or by email at: investor@highlinerfoods.com

20. WHY DID I RECEIVE A NOTICE IN THE MAIL REGARDING THE ELECTRONIC AVAILABILITY OF THE COMPANY'S CIRCULAR INSTEAD OF RECEIVING A PAPER COPY?

Under notice-and-access rules adopted by the Canadian Securities Administrators, we are able to provide you with electronic access to our Circular and related proxy form instead of sending you a paper copy. This means delivery is more environmentally friendly, and paper use and the cost of printing and mailing materials to shareholders are significantly reduced. The notice you received provides instructions on how to access and review an electronic copy of our Circular. The notice also provides instructions on voting by proxy at the Meeting. Shareholders can request a paper copy of the Circular prior to May 10, 2021 at fulfilment@astfinancial.com or by calling our Transfer Agent toll-free at 1-888-433-6443 from Canada and the U.S. or at 1-416-682-3801 for all other countries.

PROXY INFORMATION

PRINCIPAL HOLDERS OF SHARES

The only securities of the Company entitled to vote on all matters are common shares ("**Shares**" or a "**Share**"). As at March 22, 2021, there are 33,451,810 Shares issued and outstanding. Each Share is entitled to one vote and all registered holders of Shares ("Shareholders") as of the commencement of the Meeting are entitled to be present and to vote at the Meeting.

The directors and senior officers of the Company do not know of any person or entity which beneficially owns or controls or directs, directly or indirectly, more than 10% of the Shares (as of March 22, 2021) except as noted below:

Shareholder	Number of Shares	% of Shares Issued
Thornridge Holdings Limited	11,531,440	34.5 %

DESIGNATION AND REVOCABILITY OF PROXIES

Mr. Robert L. Pace, as director and Chairman of the Company, and failing him, Ms. M. Jolene Mahody as director and Chair of the Audit Committee of the Company, have been named on the attached form of proxy. They have indicated to the Company their willingness to represent, as proxy, the Shareholders desiring to so appoint them.

Each Shareholder who is an individual may appoint as proxy a Shareholder other than the individuals named in the form of proxy, provided that the proxy is also a registered Shareholder. A Shareholder that is a corporation may appoint as its proxy a person who is not a Shareholder of the Company.

If any Shareholder wishes to designate as proxy a person other than Mr. Pace or Ms. Mahody, their names should be deleted on the form of proxy and the name of the desired nominee inserted. Failing an alternative designation, Mr. Pace will, for the purposes set out in the Notice of Meeting, act as the nominee of each Shareholder properly executing and returning the proxy form, and failing him, Ms. Mahody.

All proxy forms must be deposited at the office of the Company's Transfer Agent, AST Trust Company (Canada), Attention Proxy Department, PO Box 721, Agincourt, Ontario M1S 0A1 or may be sent by fax to 1-416-368-2502 (or toll-free in Canada and the U.S. at 1-866-781-3111) or by email to proxyvote@astfinancial.com by 11:30 a.m. Atlantic Time (10:30 a.m. Eastern Time) on May 17, 2021.

A Shareholder may revoke a proxy. The revocation must be in writing signed by the Shareholder or his or her authorized attorney or, if the Shareholder is a corporation, under its corporate seal or by an officer or authorized attorney and, sent to either the head office of the Company or to the office of the Company's Transfer Agent, as noted above, or given to the Chairman of the Board at any time before adjournment of the Meeting.

VOTING OF MANAGEMENT PROXIES

The person named in the attached proxy will vote or withhold from voting in accordance with the instruction of the Shareholder appointing him. In the absence of such direction, proxies will be voted in favour of:

(a) The election as directors of the persons proposed to be nominated in this Circular for 2021;
(b) The appointment of Ernst & Young LLP as auditors for 2021 and the authorization for the directors to fix the auditors' remuneration; and
(c) The advisory resolution to accept the Company's approach to executive compensation disclosed in the Circular.

The enclosed proxy confers discretionary authority upon the named person with respect to amendments or variations of matters specifically mentioned in the Notice of Meeting and with respect to other matters not specifically mentioned in the Notice of Meeting. Management has no knowledge that any business other than that referred to in the accompanying Notice of Meeting will be presented at the Meeting. However, if any other matter properly comes before the Meeting, the person named in the proxy will vote in accordance with what they consider to be in the best interest of the Company.

BOARD OF DIRECTORS

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

The ten persons named below will be nominated for election as directors to the Board at the Meeting. All of the nominees are directors now and have been since the date indicated. "Director since" indicates the earliest date that the person became a director. Each director holds office until the Meeting and each director elected at the Meeting will hold office until the next Annual General Meeting of the Company or until their successor is elected. The table shows the number of Shares, including deferred share units ("**DSUs**"), and options to acquire Shares of the Company reported by each nominee as beneficially owned or controlled or directed, directly or indirectly, by them on March 22, 2021.

JOAN K. CHOW

Joan Chow is the Chief Marketing Officer of the Greater Chicago Food Depository. She is a member of the Governance Committee and Chair of the Compensation Committee of Welbilt Inc. and former Executive Vice President and Chief Marketing Officer for ConAgra Foods.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

Manitowoc Company

Welbilt Inc.

Oak Park, IL, USA

Director Since: 2017

Independent[1]

Board / Committee Membership:	**Eligible Attendance**[4]	**Total**
Board	11 of 12	92%
Human Resources Committee ("**HR Committee**")	7 of 7	100%

Status Under Share Ownership Requirements[2]**:**

Meets the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)[3]		Options Outstanding
2021	2020	2021	2020	2021
34,690	23,463	$ 461,030	$ 132,097	—

ROBERT P. DEXTER, Q.C.

Halifax, NS, Canada

Director Since: 1992

Independent[1]

Robert Dexter is the Chairman and CEO of Maritime Travel Inc., which operates in excess of 100 travel shops in Canada under the names "Maritime Travel" and "LeGrows Travel". Mr. Dexter is counsel of Stewart McKelvey and a director of the companies noted below. He is Chairman of Wajax Corporation and previously held the position of Chairman of Empire Company Limited and its wholly-owned subsidiary Sobeys Inc.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

Wajax Corporation

Empire Company Limited and its wholly-owned subsidiary Sobeys Inc. (Ceased October 2016)

Board / Committee Membership:	Eligible Attendance[4]	Total
Board	12 of 12	100%
HR Committee	2 of 2	100%
Audit Committee	2 of 2	100%

Status Under Share Ownership Requirements[2]:

Meets the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)[3]		Options Outstanding
2021	2020	2021	2020	2021
634,014	617,563	$ 8,426,046	$ 3,476,880	—

DAVID J. HENNIGAR

Bedford, NS, Canada

Director Since: 1984

Independent[1]

David J. Hennigar previously held the office of Vice Chairman & Lead Director of High Liner Foods from May 2015 to May 2019 and prior to this office was Chairman of the Board of High Liner Foods since 1995. Mr. Hennigar is the Chairman and director of Thornridge Holdings Limited, and director of other public and private companies.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

MedX Health Corp.

SolutionInc Technologies Limited

Landmark Global Financial Corporation

Grand River Iron Sands Inc.

Metalo Manufacturing Inc. (formerly Muskrat Minerals Inc.)

Aquarius Surgical Technologies Inc. (formerly Aquarius Coatings Inc.)

Board / Committee Membership:	Eligible Attendance[4]	Total
Board	12 of 12	100%
Audit Committee	2 of 2	100%

Status Under Share Ownership Requirements[2]:

Meets the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)[3]		Options Outstanding
2021	2020	2021	2020	2021
281,811	273,763	$ 3,745,268	$ 1,541,286	13,761

ANDREW J. HENNIGAR

Andrew Hennigar is a director of Thornridge Holdings Limited, and previously served as a director of Scotia Investments Limited. Mr. Hennigar was a previous director of the Company from May 2015 to May 2018.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

Wellington, NS, Canada

Director Since: 2020

Independent(1)

Board / Committee Membership:	**Eligible Attendance(4)**	**Total**
Board	8 of 8	100%
Audit Committee	2 of 2	100%

Status Under Share Ownership Requirements(2):

Meets 57% of the Share ownership requirement.

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)(3)		Options Outstanding
2021	2020	2021	2020	2021
18,317	10,650	$ 243,433	$ 59,960	—

RODNEY (ROD) W. HEPPONSTALL

Rod Hepponstall joined High Liner Foods as President & CEO in May 2018. Prior to that Mr. Hepponstall held various leadership roles at Lamb-Weston including Senior Vice President and General Manager Retail & Foodservice Business Units.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

Portsmouth, NH, USA

Director Since: 2018

Not Independent(1)

Board / Committee Membership:	**Eligible Attendance(4)**	**Total**
Board	12 of 12	100%
Executive Committee	No Meetings	

Status Under Share Ownership Requirements(2):

Meets 69% of the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)(3)		Options Outstanding
2021	2020	2021	2020	2021
202,144	225,042	$ 2,686,494	$ 1,266,986	1,036,860

SHELLY L. JAMIESON

Shelly Jamieson is a board member of Ontario Health where she chairs the Governance Committee. She retired as CEO of the Canadian Partnership Against Cancer. Ms. Jamieson was formerly Secretary of Cabinet and Head of the Ontario Public Service, and previously was Ontario's Deputy Minister of Transportation and President of Extendicare Canada.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

Norwood, ON, Canada

Director Since: 2012

Independent[1]

Board / Committee Membership:	**Eligible Attendance[4]**	**Total**
Board	12 of 12	100%
Executive Committee	No Meetings	
HR Committee	2 of 2	100%
Governance Committee (Chair)	3 of 3	100%

Status Under Share Ownership Requirements[2]:

Meets the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)[3]		Options Outstanding
2021	2020	2021	2020	2021
33,098	25,050	$ 439,872	$ 141,032	13,761

M. JOLENE MAHODY

Jolene Mahody is currently Executive Vice President & Chief Strategy Officer of Chorus Aviation Inc. She has previously held the position of EVP & CFO of Chorus Aviation Inc. and prior to that, COO at Jazz Aviation LP, a subsidiary of Chorus. Ms. Mahody is a FCPA, FCA and also received her ICD.D designation through the Institute of Corporate Directors. Ms. Mahody is past Chair of the Board of Governors of Mount Saint Vincent University.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

Halifax, NS, Canada

Director Since: 2014

Independent[1]

Board / Committee Membership:	**Eligible Attendance[4]**	**Total**
Board	12 of 12	100%
Executive Committee	No Meetings	
Audit Committee (Chair)	4 of 4	100%
Governance Committee	3 of 3	100%

Status Under Share Ownership Requirements[2]:

Meets the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)[3]		Options Outstanding
2021	2020	2021	2020	2021
31,929	23,881	$ 424,336	$ 134,450	13,761

R. ANDY MILLER

R. Andy Miller is President of Andy Miller Consulting in St. John's, Newfoundland, a sales and marketing management and leadership consulting company. Mr. Miller was the former CEO of Linco Foods Systems A/S. Mr. Miller is a board member of Baader Linco Inc., a board member of Baader North America Corp. (both food processing technology companies) and a board member for the Canadian Centre for Fisheries Innovation (non-profit).

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

St. John's, NL, Canada

Director Since: 2012

Board / Committee Membership:	**Eligible Attendance**[4]	**Total**
Board	12 of 12	100%
HR Committee	5 of 5	100%
Audit Committee	2 of 2	100%

Independent[1]

Status Under Share Ownership Requirements[2]**:**

Meets the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)[3]		Options Outstanding
2021	2020	2021	2020	2021
50,406	39,698	$ 669,896	$ 223,500	6,881

ROBERT L. PACE

Robert L. Pace is the President and CEO of The Pace Group Limited, a private holding company. He is Chairman of Maritime Broadcasting System, owning and operating 23 radio stations in the Maritime provinces. Mr. Pace is Chairman of the Board of Directors of Canadian National Railway Company and director of several private companies. In June 2016, Mr. Pace was appointed Member of the Order of Canada.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

Canadian National Railway Company

Halifax, NS, Canada

Director Since: 1998

Board / Committee Membership:	**Eligible Attendance**[4]	**Total**
Board (Chair)	12 of 12	100%
Executive Committee	No Meetings	
Governance Committee	3 of 3	100%

Independent[1]

Status Under Share Ownership Requirements[2]**:**

Meets the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)[3]		Options Outstanding
2021	2020	2021	2020	2021
121,136	108,047	$ 1,609,897	$ 608,305	13,761

FRANK B. H. VAN SCHAAYK

Marion Bridge, NS, Canada

Director Since: 2014

Independent[1]

Frank B. H. van Schaayk held various senior executive roles with McCain Foods Ltd. from 1992 until his retirement in October 2014. His most recent role was Regional President - Americas. Mr. van Schaayk is also a Director, a member of the Compensation Committee, a Chair of the Audit Committee, and a member of the Technology Committee of the Bay State Milling Company, Quincy, Massachusetts. He holds a Chartered Directors certification in Canada and has served on numerous not-for-profit boards in the U.S. and Canada. He is currently a member of the Board of Governors of Saint Francis Xavier University, the Board of the Verschuren Center for Sustainability, and is the Chair of the Nova Scotia Health Authority.

Public Board Memberships During Last Five Years:

High Liner Foods Incorporated

Board / Committee Membership:	Eligible Attendance[4]	Total
Board	12 of 12	100%
Executive Committee	No Meetings	
Governance Committee	3 of 3	100%
HR Committee (Chair)	7 of 7	100%

Status Under Share Ownership Requirements[2]:

Meets the Share ownership requirement

Number of Shares, DSUs or RSUs Beneficially Owned, Controlled or Directed:

Shares/Units		Value (CAD)[3]		Options Outstanding
2021	2020	2021	2020	2021
47,479	39,431	$ 630,996	$ 221,997	19,484

[1] For the analysis of independence, see the *Independence and Board Committees* section of this Circular.
[2] Effective January 1, 2017, Share ownership requirements were adjusted from one (1) times the annual cash retainer to three (3) times the annual cash retainer. Directors are required to meet this requirement within five (5) years from January 1, 2017 or the specific director's appointment date whichever is later, using the volume weighted average share price for the five trading days prior to January 1, 2017 or their appointment date, whichever is later. For further discussion on ownership requirements for non-executive directors, please see the *Compensation of Non-Executive Directors* section of this Circular. For further discussion on ownership requirements for Mr. Rod Hepponstall, please see the *Share Ownership Requirements* section under *Executive Compensation* of this Circular.
[3] For the 2021 Shares/DSUs: valued as of March 22, 2021 at the Toronto Stock Exchange (the **"TSX"**) closing Share price of CAD$13.29. For the 2020 Shares/DSUs: valued as of March 23, 2020 (the date of last year's Circular), at TSX close of CAD$5.63 per Share.
[4] In May 2020, the Board made changes to the members of the Audit and HR Committees. Each appointed committee member attended all meetings for their appointed committee; each committee meeting had 100% attendance. At this time Mr. van Schaayk was appointed Chair of the HR Committee and Ms. Jamieson was appointed Chair of the Governance Committee. Mr. Andrew Hennigar joined the Board on May 18, 2020 and attended all Board and committee meetings following his appointment to the Board.

EXPERIENCE MATRIX

Each director brings relevant experience to the Board. The skills matrix below shows the Board's mix of key skills and experience in areas that have been identified by the Board as necessary for a global food-processing company. The skills matrix is also used to identify those skills for which the Company will recruit when making changes to the Board.

Areas of Director Experience	Joan Chow	Robert Dexter	Andrew Hennigar	David Hennigar	Rod Hepponstall	Shelly Jamieson	M. Jolene Mahody	R. Andy Miller	Robert Pace	Frank van Schaayk
Legal & Regulatory		✓							✓	
Finance/Accounting				✓			✓		✓	✓
Human Resources & Compensation	✓	✓	✓			✓	✓		✓	✓
M&A/Growth Strategy	✓			✓	✓		✓	✓	✓	✓
Governance/Other Directorships	✓	✓	✓	✓		✓	✓		✓	✓
CEO/Senior Executive	✓	✓		✓	✓	✓	✓	✓	✓	✓
Sales & Marketing	✓	✓			✓			✓	✓	✓
Food Industry	✓				✓			✓		✓
Manufacturing								✓		✓
Retail & Consumer Trends	✓	✓			✓			✓	✓	✓
International Operations								✓	✓	✓
Information Technology/Cyber Risk Management/ Digital Media	✓						✓		✓	
Risk Management					✓	✓	✓	✓	✓	✓

DIRECTORS' LIABILITY INSURANCE

High Liner Foods maintains a directors' and officers' liability insurance policy. The policy provides coverage for costs incurred to defend and settle claims against directors and officers to an annual limit of CAD$80 million with a deductible of CAD$150,000 per occurrence for claims against the corporation only. The cost of coverage for 2020 was CAD$152,488. The 2021 premium is CAD$175,575.

INDEPENDENCE AND BOARD COMMITTEES

The Governance Committee affirmatively determined director independence in reference to the definition of "independence" in *National Instrument 52-110 Audit Committees* and *National Policy 58-201 Corporate Governance Guidelines*. A detailed analysis of independence is included in the disclosure of Corporate Governance Practices of this Circular.

The Board has determined that as of the date of this Circular, all members of the Audit Committee are independent; all members of the HR Committee are independent; and all members of the Governance Committee are independent. Mr. Hepponstall, President & Chief Executive Officer ("**CEO**"), is not independent.

BOARD AND COMMITTEE MEETINGS HELD AND ATTENDANCE

There were twelve Board meetings held in 2020 with one appointed Board member missing one meeting. The Audit Committee met four times, with all appointed members in attendance. The HR Committee met seven times, with all appointed members in attendance. The Governance Committee met three times (including one meeting under the formerly called Nominating Committee) with all appointed members in attendance. The Executive Committee did not meet during 2020. The below table summarizes eligible attendance for Board and committee meeting attendance of each director.

Directors	Board	Audit Committee	HR Committee	Governance Committee	Total Meetings Eligible to Attend[(1)]
Joan Chow	11 of 12	-	7 of 7	-	18 of 19
Robert Dexter	12 of 12	2 of 2	2 of 2	-	16 of 16
David Hennigar	12 of 12	2 of 2	-	-	14 of 14
Andrew Hennigar	8 of 8	2 of 2	-	-	10 of 10
Rod Hepponstall	12 of 12	-	-	-	12 of 12
Shelly Jamieson	12 of 12	-	2 of 2	3 of 3	17 of 17
M. Jolene Mahody	12 of 12	4 of 4	-	3 of 3	19 of 19
R. Andy Miller	12 of 12	2 of 2	5 of 5	-	19 of 19
Robert Pace	12 of 12	-	-	3 of 3	15 of 15
Frank van Schaayk	12 of 12	-	7 of 7	3 of 3	22 of 22

(1) In May 2020, the Board made changes to the members of the Audit and HR Committees. Each appointed committee member attended all meetings for their appointed committee; each committee meeting had 100% attendance. Mr. Andrew Hennigar joined the Board on May 18, 2020 and attended all Board and committee meetings following his appointment to the Board.

CEASE TRADE ORDERS AND BANKRUPTCIES

For information on cease trade orders and bankruptcies involving directors of the Company or other companies that they serve, please see section 8.3 "Cease Trade Orders, Bankruptcies, Penalties or Sanctions" in the Company's Annual Information Form ("**AIF**") for the year ending January 2, 2021, filed on www.sedar.com, which section is incorporated by reference herein.

COMPENSATION OF NON-EXECUTIVE DIRECTORS

The Governance Committee reviews the compensation framework for directors to ensure appropriate alignment with competitive market practices. The market review completed by Meridian Compensation Partners ("Meridian") in late 2019, with reference to the same peer group used to benchmark executive compensation, considered the reduction to pay levels in 2019 to appropriately reflect the operating circumstances of the Company and concluded that compensation for directors of the Company was below the median of the peer group. Having regard to the uncertainty of the coronavirus pandemic ("COVID-19"), the Board maintained the lower compensation levels until August 2020 at which time, following strong performance of the Company and greater certainty of the impact of COVID-19 on the Company, the Board approved returning director compensation to pre-2019 levels. The table below summarizes the director compensation structure in 2020.

Annual Remuneration	2020 Amount ($) Prior to August 14, 2020	2020 Amount ($) After August 14, 2020
Board Chairman Cash Retainer	115,000 CAD	150,000 CAD
Director Cash Retainer for Directors who reside in Canada	35,000 CAD	70,000 CAD
Director Cash Retainer for Directors who reside in the U.S.[1]	35,000 USD	70,000 USD
Director Equity Retainer (DSUs) for Directors who reside in Canada	50,000 CAD	50,000 CAD
Director Equity Retainer (DSUs) for Directors who reside in the U.S.[1]	50,000 USD	50,000 USD
Committee Chair Cash Retainer	15,000 CAD	15,000 CAD
Travel and Out-of-Pocket Expenses	All reimbursed	All reimbursed

[1] U.S. resident directors received the 1:1 equivalent in USD for their annual cash retainer and equity retainer (DSUs).

In 2020, directors were paid an aggregate of CAD$574,036 in retainers and were reimbursed CAD$6,247 in aggregate for travel and out-of-pocket expenses.

The table below summarizes compensation earned by non-executive directors of the Company for the fiscal year ending January 2, 2021.

Name	Total Fees Earned[1] ($)	Share-Based Awards[1][2] ($)	Total ($)
Joan Chow	47,981	50,000	97,981
Robert Dexter[3]	36,173	37,288	73,461
Andrew Hennigar[5]	26,637	37,288	63,925
David Hennigar[4]	36,173	37,288	73,461
Jillian Hennigar[5]	9,537	—	9,537
Shelly Jamieson	47,360	37,288	84,648
M. Jolene Mahody	47,360	37,288	84,648
R. Andy Miller	36,173	37,288	73,461
Robert Pace	95,835	37,288	133,123
Frank van Schaayk	44,635	37,288	81,923

[1] All compensation paid in CAD is reported in USD using the average daily foreign exchange rate for the fiscal year ending January 2, 2021 of 1.3409. The total fees reflect the cash retainer (including Chair retainers).

[2] In 2020, the equity retainer for directors was CAD$50,000 (or the equivalent in USD for U.S. resident directors) and all directors received the award in DSUs. The number of units issued for Canadian resident directors was 7,518 units, calculated using the volume weighted average share price ("VWAP") for the last five trading days from the date of issue (including the issue date). For U.S. resident directors, the number of units issued was 10,513 units, calculated using the VWAP and average exchange rate for the same period. The rate of exchange used to convert CAD to USD in the table above is the average daily foreign exchange rate for the fiscal year ending January 2, 2021 of 1.3409.

[3] For the 2020 fiscal year, Mr. Dexter elected to receive 100% of his compensation as DSUs. As a result, 6,045 DSUs were issued to Mr. Dexter for the director retainer fees earned in 2020. This number does not include reinvested dividends.

[4] Director's fees for Mr. David Hennigar were invoiced to High Liner Foods from, and paid to, Scotia Financial Corporation Limited.

[5] Ms. Hennigar retired as a director in May 2020, at which time Mr. Andrew Hennigar was appointed as a director of the Company.

Directors' Options and Deferred Share Unit Plan

A DSU Plan was implemented in 2012 as an alternative form of compensation, replacing the issuing of options to directors, with DSUs payable in cash on the redemption date that will not be earlier than the date the director ceases to hold all positions with the Company (the "**cessation date**") and not later than December 15 of the year following the cessation date. Each director will generally have the right to elect once a calendar year for the immediately succeeding year to receive their annual retainer fees in the form of DSUs and effective January 1, 2017, the director equity retainer is issued as DSUs. In 2020, one director elected to take all of their annual cash retainer as DSUs. Outstanding DSUs at January 2, 2021 equaled 267,551, including reinvested dividends, with a value of CAD$2,969,816 using the closing Share price on the TSX on January 2, 2021, being CAD$11.10.

In 2020, and in accordance with the DSU plan, each appointed director was issued CAD$50,000 (for Canadian resident directors) and USD$50,000 (for U.S. resident directors) of their equity retainer as DSUs using the fair-market value, being the volume weighted average share price of the last five trading days including the issue date, to calculate the total number of DSUs issued, being 7,518 DSUs for Canadian resident directors and 10,513 DSUs for U.S. resident directors.

Outstanding Option-based & Share-based Awards

As at January 2, 2021, non-executive directors held options to purchase an aggregate of 81,409 Shares at CAD$15.30 per Share.

	Option-Based Awards				Share-Based Awards		
Name	**Number of Securities Underlying Unexercised Options (#)**	**Option Exercise Price (CAD) ($)**	**Option Expiration Date**	**Value of Unexercised In-the-Money Options[1] ($)**	**Number of Shares or Units of Shares that Have Not Vested (#)**	**Market or Payout Value of Share-Based Awards that Have Not Yet Vested ($)**	**Market or Payout of Vested Share-Based Awards Not Paid Out or Distributed[1] ($)**
Joan Chow	—	—	—	—	—	—	258,407
Robert Dexter	—	—	—	—	—	—	651,874
Andrew Hennigar	—	—	—	—	—	—	66,730
David Hennigar	13,761	15.30	March 31, 2021	—	—	—	190,859
Shelly Jamieson	13,761	15.30	March 31, 2021	—	—	—	190,859
M. Jolene Mahody	13,761	15.30	March 31, 2021	—	—	—	190,859
R. Andy Miller	6,881	15.30	March 31, 2021	—	—	—	383,911
Robert Pace	13,761	15.30	March 31, 2021	—	—	—	204,271
Frank van Schaayk	19,484	15.30	March 31, 2021	—	—	—	190,859

(1) Values for unexercised in-the-money options, market or payout value of share-based awards that have not yet vested (including applicable dividend equivalent rights) and market or payout value of vested share-based awards not paid out or distributed (including dividend equivalent rights) were converted to USD using the foreign exchange rate as of January 2, 2021, being 1.2754 and were calculated using the January 2, 2021 closing Share price on the TSX being CAD$11.10.

Value Vested for Non-Executive Directors

Name	Option-Based Awards - Value Vested During the Year[1] ($)	Share-Based Awards - Value Vested During the Year[2] ($)
Joan Chow	—	50,000
Robert Dexter	—	73,461
Andrew Hennigar	—	37,288
David Hennigar	—	37,288
Shelly Jamieson	—	37,288
M. Jolene Mahody	—	37,288
R. Andy Miller	—	37,288
Robert Pace	—	37,288
Frank van Schaayk	—	37,288

(1) Calculated using the volume weighted average Share price on the vesting date, less the exercise price, multiplied by the number of in-the-money options. The value shown in this column does not represent the actual value the individual director could receive. The actual gain on exercise, if any, will depend on the value of the Share on the date of exercise.

(2) Share-based awards (DSUs) for non-executive directors vest immediately upon issuance and are exercisable at the time of retirement or death in accordance with the terms of the DSU plan and can only be paid in cash. Values vested were calculated using the five-day volume weighted average Share price as of the date of vesting multiplied by the number of DSUs issued at vesting and converted from CAD to USD using the daily average foreign exchange rate for the fiscal year ending January 2, 2021 being 1.3409. This does not include reinvested dividends.

Shareholdings of Board Members

In 2020, Share ownership guidelines remained unchanged at three times the cash retainer, with a director expected to achieve the requirements within five years from January 1, 2017, or the director's appointment, whichever is later. Ownership values are calculated using the volume weighted average share price for the five trading days prior to January 1, 2017, or the director's appointment, whichever is later. DSUs are counted towards this requirement. Mr. Hepponstall, being an executive member of management, did not receive additional compensation as a Board member in 2020, and remained subject to share ownership requirements as an executive described in the *Share Ownership Requirements* section of this Circular.

Shares held, controlled or directed by non-executive directors nominated for election at the Meeting as at March 22, 2021 equaled 1,075,516 as noted in the table below. This number does not include the shareholdings of Thornridge Holdings Limited of which Mr. Hennigar is Chairman and director and Mr. Andrew Hennigar is a director. The total value of Shares held by non-executive directors as at March 22, 2021 was CAD$14.3 million using the closing Share price on the TSX on March 22, 2021, being CAD$13.29.

Name	Shares Held	DSUs or RSUs Held	Total Shares and DSUs Beneficially Owned, Controlled or Directed
Joan Chow	5,000	29,690	34,690
Robert Dexter	559,116	74,898	634,014
Andrew Hennigar	10,650	7,667	18,317
David Hennigar	259,882	21,929	281,811
Rod Hepponstall	90,187	111,957	202,144
Shelly Jamieson	11,169	21,929	33,098
M. Jolene Mahody	10,000	21,929	31,929
R. Andy Miller	6,296	44,110	50,406
Robert Pace	97,666	23,470	121,136
Frank van Schaayk	25,550	21,929	47,479
Totals	**1,075,516**	**379,508**	**1,455,024**

REPORT ON EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis ("**CD&A**") explains the executive compensation programs at High Liner Foods and the process for making compensation decisions for the President & CEO, Chief Financial Officer and the three most highly compensated executive officers (the Named Executive Officers or "**NEOs**"). The Company's NEOs for 2020 were:

Executive	Title
Rod Hepponstall	President and Chief Executive Officer
Paul Jewer	Executive Vice President & Chief Financial Officer
Paul Snow(1)	Executive Vice President
Tim Rorabeck	Executive Vice President, Corporate Affairs & General Counsel
Craig Murray	Senior Vice President, Marketing & Innovation

(1) Effective June 1, 2020, Mr. Snow provided transitional services to the Company until his retirement date of December 31, 2020. For further information, see the *Termination, Change of Control Benefits and Retirement Arrangements* section of this Circular.

The HR Committee (the "**Committee**") of the Board of Directors knows it is vital to the Company's success to retain, attract and motivate talented employees, and that competitive compensation must be a key element of its human resources and compensation philosophy. High Liner Foods provides compensation that balances the market value of the position, scope of the role, experience of the incumbent in the role, internal pay equity, and performance against individual and company objectives.

The executive compensation program at High Liner Foods is comprised of four main elements: (i) base salary; (ii) Short-Term Incentive ("**STI**") (annual bonus); (iii) Long-Term Incentive ("**LTI**") including the Share Option Plan (the "**Option Plan**") and a Performance Share Unit Plan (the "**PSU Plan**") which includes Performance Share Units ("**PSUs**") and Restricted Share Units ("**RSUs**"); and (iv) retirement and benefit plans.

The Committee closely monitors executive compensation matters, including both the competitiveness of pay levels within the markets that High Liner Foods competes for executive talent, and the appropriate alignment of executive pay outcomes with Company performance.

EXECUTIVE SUMMARY

2020 Highlights – Continued Momentum in the Business and the Impact of COVID-19

The Committee believes that compensation policies and practices that are appropriately linked to performance will help drive the future growth and success of High Liner Foods.

In late 2019, the Company developed and began executing on a long-term strategy that is focused on commercial, supply chain, and accelerated growth initiatives over the next three years. This strategy has resulted in improved financial performance and reflects significant progress and momentum in the business. It also shaped the design of the executive compensation programs for 2020 (and beyond) with a renewed focus on Adjusted EBITDA as a key indicator of Company performance.

The Company also responded quickly to the dramatic impact that the COVID-19 pandemic had on its business and its key customers and stakeholders. A COVID-19 task force was established at the Company to focus on enhanced health and safety protocols for all employees, including putting in place additional safety measures to safeguard its frontline employees and to facilitate social distancing.

Like other food processors, the Company experienced increased costs associated with COVID-19 including extraordinary recognition pay for frontline employees, personal protective equipment, safety enhancements and increased sanitation. Consequently, the Company initiated several cost-control measures including implementing temporary base salary reductions for the CEO, executive leadership team (including the remaining NEOs) and other employees at the Vice President level, consistent with Board compensation measures discussed above, to help manage spending until the impact of COVID-19 was fully understood.

In 2020, operating and financial performance was strong across a number of measures. As part of the STI design, financial performance was measured by Adjusted EBITDA, with actual performance exceeding the defined target for the year, resulting in a score of 107.7% of target. Together with individual performance, the CEO received an STI award equal to 112% of target, and the other NEOs received awards within a range of 98.3% to 112.8% of target. The strong Company performance was also reflected in share price growth, with a total shareholder return of 34% in 2020, outperforming the total shareholder returns of the S&P Composite Food Products Index (-3.5%) and the S&P Composite Index (4.6%).

The three-year performance period for the PSUs granted in 2018 ended on December 31, 2020. Aligned with performance, the outstanding PSUs partially vested with a multiplier of 81.4%. Return on Assets Managed and Adjusted EBITDA were positioned slightly below the defined targets set at the start of the performance cycle, resulting in vesting below target.

Although Company performance improved in 2020 due to a continued focus on strategic initiatives and Adjusted EBITDA, total direct compensation for the NEOs was down compared to 2019. This was primarily a result of: i) the temporary base salary reductions due to COVID-19; and ii) lower STI payouts due to actual Company performance versus target performance being lower than 2019. Further details on the impact of Company performance on executive compensation are described in the *CD&A* and are reflected in the *Summary Compensation Table*.

Upcoming Changes in Executive Compensation

As part of an extensive review with its new Independent Advisor (defined in the *Independent Advisor* section of this Circular), Willis Towers Watson ("**WTW**"), the Committee approved a number of changes to the executive compensation framework for 2021 that are intended to support the execution of the long-term strategy, to focus on key business performance metrics that drive desired results, and to better align with market practices and Shareholder interests. These changes include:

- A revised approach for compensation benchmarking, with market data collected from (i) WTW's Canadian Executive General Industry Compensation Data Bank; and (ii) public disclosure for 14 organizations representing the packaged food industry in North America;
- New performance metrics and weightings under the STI program that focus on company profitability, strategic plan measures, and safety and sustainability initiatives;
- New performance metrics and weightings under the PSU Plan that differ from the STI plan metrics, focusing on important long-term company success factors: free cash flow before capital expenditures and dividends and sales volume growth; and,
- A revised mix of LTI vehicles with slightly less weight on stock options and slightly more weight on RSUs.

The Committee believes that these changes will drive strong organizational commitment that is aligned with Shareholder interests and the Company's long-term strategic plan.

COMPENSATION GOVERNANCE & RISK MANAGEMENT

The Committee is responsible for reviewing executive performance and compensation. The following three independent directors served on the Committee since the last annual general meeting: Mr. van Schaayk (Chair), Ms. Chow, and Mr. Miller. Biographical information about each Committee member nominated for appointment can be found in the *Nominees for Election to the Board of Directors* section of this Circular. The mandate of the Committee is fully described in the *Corporate Governance Practices* section of this Circular.

The following table highlights the Company's compensation governance and risk management practices:

What we do	
☑	**Benchmarking Pay.** We compare target compensation to North American packaged food industry companies to ensure NEO pay is appropriate and competitive.
☑	**Pay Positioning.** We target compensation to be within a competitive range of market median. Actual NEO compensation may vary depending on Company and individual performance, experience, competencies, scope of role and other factors.
☑	**Pay for Performance**. We align compensation to Company, individual and Share price performance over both short and long-term horizons. For 2020, 50% of LTI was granted as PSUs and 25% as stock options.
☑	**'At-risk' Pay.** A significant proportion of compensation paid to executives is at-risk in the form of variable pay (short- and long-term incentives) to ensure alignment with the interests of Shareholders. The proportion of pay-at-risk is higher for senior executives who have a greater influence on business results.
☑	**Share Ownership Guidelines.** To further align to Shareholder interests, all executives have Share ownership requirements that are aligned to market levels.
☑	**Strong Governance Practices to Assess Performance.** We establish specific performance metrics, targets/ goals and a pre-defined range to calculate short-term incentive and PSU payouts.
☑	**Payout Caps.** We have caps in place to limit payouts on STI and vesting of PSU awards.
☑	**Independent Advisor.** The Committee retains an independent advisor for external, third-party advice.
☑	**Claw Back Policy.** We have a policy that allows the Board to recoup all variable compensation awarded to executives under certain conditions.
What we don't do	
☒	**No Hedging.** We prohibit directors and employees from hedging the value of equity-based awards or Shares.
☒	**Payout Thresholds.** We do not payout performance-based compensation (STI/PSU) if a threshold performance is not met. We also do not reduce performance target levels to achieve incentive payouts.
☒	**Offer Excessive Perquisites.** Company perquisites are limited to Company-owned vehicle or car allowance, executive medical assessments and reimbursement of approved club expenses.
☒	**Single-Trigger Change in Control Provisions.** Our Change in Control agreement does not provide a payment unless there is both a change control event and the employee is terminated.

Compensation Governance & Oversight

The Committee is responsible for reviewing and approving the total compensation for the CEO and for reviewing compensation paid to the other NEOs, taking into account performance against financial and individual goals that are directly linked to the Company's strategic objectives. The Committee also considers market data from the Independent Advisor along with internal equity, incumbent experience, skills required and the scope of roles when setting compensation.

Management works closely with the Committee to ensure that base salary, short- and long-term incentive compensation:

1. is competitive relative to practices of the external market;
2. is equitable throughout the organization; and
3. provides appropriate rewards for the achievement of these goals.

The following diagram provides an overview of the compensation governance process:

This approach for setting executive compensation allows the Company to recruit and retain talented, results-oriented employees who can meet the Company's expectations for performance and are aligned with Company values.

Independent Advisor

The Committee retained Meridian to consult on various discussion topics including executive compensation until August 2020. In September 2020, the Committee engaged WTW as its independent advisor, following a formal search and selection process.

The independent consultant presents all findings and proposals directly to the Committee and provides outside market information, expertise and guidance with regards to executive compensation and related governance topics. A representative from the consulting firm participates in Committee meetings, as required, to provide the appropriate level of advice, including during in-camera sessions without management present.

For 2020, the Committee determined that both Meridian and WTW are independent of management.

The following fees (CAD) were paid to Meridian and WTW for executive compensation consulting services. There were no fees paid to either firm for non-executive consulting services.

	2019 ($)	2020 ($)
Meridian	92,287	32,113
WTW	—	112,008
Total Fees	**92,287**	**144,121**

Risk Analysis

The Committee is actively involved in the risk management of compensation policies and practices of the Company. The Company's compensation programs are designed to encourage an appropriate level of risk taking, align executive interests with those of Shareholders over the long-term and further strengthen the Company's alignment with good governance and compensation practices.

In December 2020, the Company engaged WTW to complete an independent executive compensation risk assessment. WTW concluded that there did not appear to be significant risks arising from High Liner Foods' executive compensation programs that are likely to have a material adverse impact on the Company. It was also determined that the Company has a responsible and effective approach to compensation risk management and governance and is well aligned with the practices established by leading organizations in Canada.

Enterprise Risk

The Board oversees overall enterprise risk management at High Liner Foods and has delegated to the Audit Committee the task of providing reasonable assurance that the Company appropriately identifies and manages financial risks that may impact the enterprise. The Audit Committee reviews the Company's business risk management policies and reports identified risks to the Board using a newly implemented Company-wide enterprise risk management framework which better categorizes risks and defines performance measures to demonstrate effective risk management. Identified risks include but are not limited to the following areas: COVID-19 pandemic; food safety; product recall; procurement; availability of seafood and non-seafood goods; seafood production from Asia; non-seafood commodities; customer consolidation; competition; geopolitical; sustainability, corporate responsibility and public opinion; growth (other than by acquisition); acquisition and integration; employment matters; credit; foreign currency; liquidity; uncertainty of dividend payments; pension plan assets and liabilities; information technology and cybersecurity; and adverse weather conditions and natural disasters. The Chairman of the Board sits *ex-officio* on the Audit Committee and the HR Committee, and is a member of the Governance Committee. A more detailed description of the principal identified risks are included in the Company's annual MD&A under the section *Risk Factors*.

Compensation Related Risk Review

The Company has identified each NEO as well as other senior executives in the Company as its material risk-takers and uses the following practices to discourage or mitigate excessive risk-taking by these individuals:

- Incentive awards are based on a number of company-wide financial measures and typically on multi-year performance considerations.
- The Company has share ownership requirements for executives.
- The Company's stock options for the executive leadership team, including the NEOs, generally vest 33% per year, starting at the end of the first year following the grant; and PSUs and RSUs are awarded annually and generally vest at the end of a three-year period.
- The Company grants stock options and share units with overlapping vesting periods, and for stock options, a reasonable period to exercise awards.
- The overlapping vesting periods ensure that executives remain exposed to the risks of their decisions and longer-term risk realization periods.
- There is an appropriate mix of compensation components including fixed and variable performance-based compensation with short- and long-term performance conditions. While absolute performance targets are applied in incentive plans, relative performance is also considered in setting performance targets.
- Incentive awards are reasonable in relation to salary and are capped to ensure that there is no unlimited upside, except for an increase in Share price (where applicable).
- The Committee has discretion in assessing performance achieved in relation to incentive payouts and can mitigate against performance being achieved by excessive risk-taking.

Based on its review of the Company's compensation plans, the Committee concluded that there are no identified risks arising from its compensation programs which are reasonably likely to have a material adverse effect on the Company.

Claw Back

The Committee will require employees to reimburse, in all appropriate cases, any bonus, STI award, or LTI award paid to the employee and forfeit any outstanding equity-based awards previously granted to the employee if: (a) the amount of such compensation was calculated based upon the achievement of financial results that were subsequently the subject of a restatement or the correction of a material error; (b) the employee engaged in intentional misconduct that caused, or partially caused, the need for the restatement or caused, or partially caused, the material error; and (c) the amount of the compensation that would have been awarded to the employee had the financial results been properly reported would have been lower than the amount actually awarded.

Prohibition on Hedging

The Company prohibits its directors and all employees from hedging the value of any equity-based awards or Shares they own to ensure that the desired alignment and mitigation of risk created by Share ownership and equity-based awards cannot be diluted by hedging arrangements.

Share Ownership Requirements

NEO share ownership aligns the interests of senior management with that of Shareholders. The Company introduced Share ownership guidelines for NEOs and other executive leadership members in 2004 and later amended the requirements which became effective December 17, 2013. The participants have seven years from their appointment to the position to achieve the minimum Share ownership. The Share ownership guidelines are based on the participant's position as noted in the table below.

Position	Share Ownership Requirement
President & CEO	4 times base salary at the time of appointment
Executive Leadership Team (including the other NEOs)	2 times base salary at the time of appointment

The following table represents the Share ownership for the NEOs as of March 22, 2021.

Name	Share Ownership Requirement[1]	Interest in the Company[2]	Acquire By Date
Rod Hepponstall	327,394	202,144	May 1, 2025
Paul Jewer	34,587	40,106	Met
Tim Rorabeck	20,913	20,344	May 12, 2022
Craig Murray	38,692	13,631	January 16, 2025
Paul Snow	26,730	92,960	Met

(1) Calculated using the base salary and the closing price of the Shares of the Company on the date of appointment to the Executive Leadership Team.
(2) Interest in the Company includes actual Shares owned, as well as outstanding RSUs for all executives.

COMPENSATION PHILOSOPHY AND OBJECTIVES

Executive Compensation Philosophy at High Liner Foods

The High Liner Foods executive compensation philosophy reflects the Company's culture and the most significant goals for its compensation programs, while effectively managing risks associated with these programs.

The key objectives of the philosophy are:

Objective	Purpose
1. Alignment to Shareholders	Align the interests of the NEOs with Shareholders by implementing programs that tie a significant portion of compensation to business performance and to long-term sustainable shareholder value.
2. Be Competitive	Attract and retain high-performing talent necessary to develop and execute on the long-term strategy.
3. Pay for Performance	Actual compensation delivered will have a direct connection to achieving individual and company objectives.
4. Strong Governance and Risk Management	Create a strong governance process to ensure executive compensation is aligned with the objectives of the philosophy and with market best practice. Design compensation programs with the appropriate balance of risk and reward to limit excessive risk-taking.

Compensation Principles - What We Reward

The following principles, based on our philosophy, guide the setting of executive compensation and the development of compensation programs at High Liner Foods:

- Total compensation for the NEOs is compared to the market to ensure it is within a competitive range of the market median and that it reflects the Company's pay-for-performance philosophy.
- A significant proportion of compensation paid to executives is at-risk in the form of variable pay to ensure alignment with the interests of Shareholders.
- Benchmarks incorporated into the elements of compensation are periodically re-examined to maintain the appropriate relationship between pay and performance for each NEO.

- Total compensation is modeled and stress-tested under various scenarios to ensure that compensation is always reasonable and performance-based, and that various performance outcomes and their impact on compensation are well understood.

When designed with these principles, the Company believes compensation programs will be sustainable and effectively strengthen the link between pay and performance.

As discussed earlier in the *Risk Analysis* section, the pay-at-risk components of executive compensation at High Liner Foods are directly connected to operational and financial performance measures that are important to Shareholders and that are aligned to the Company's long-term strategic plan. Individual performance is also rewarded if predetermined strategic and operational objectives are achieved.

ELEMENTS OF COMPENSATION

The key components of NEO compensation consist of base salary, short-term incentive and long-term incentives. Together with retirement and benefit plans, they form the most significant elements of pay and are designed to meet the main objectives of the High Liner Foods' compensation philosophy.

The information below outlines the key components of executive compensation at High Liner Foods in 2020 as well as the pay-at-risk profile for the NEOs.

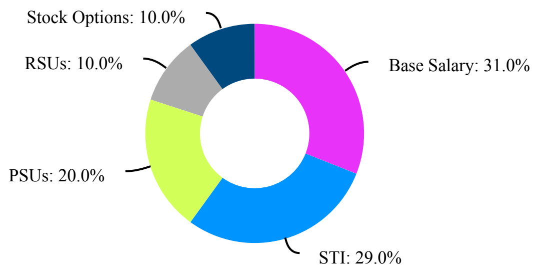
Component	Purpose	Key Features
Base Salary	▪ Provide a fixed source of annual income	▪ Generally set at the median of the Compensation Peer Group (defined in the *Compensation Benchmarking* section) ▪ Reviewed annually
Short-Term Incentive	▪ Incentive award for achieving annual performance objectives	▪ One-year performance period ▪ Company and individual objectives aligned with strategic and other company initiatives
Long-Term Incentives		
Performance Share Units (50%)	▪ Incentive award tied to long-term company performance and increasing shareholder value ▪ Attract, motivate and retain key employees	▪ Three-year performance period ▪ Based on company performance metrics (Return on Assets Managed, Adjusted EBITDA Growth) ▪ Vesting opportunity: 0%; 50-150%
Restricted Share Units (25%)	▪ Aligns interests of executives with Shareholders ▪ Attract and retain key employees	▪ 100% of Share units will vest at the end of three years ▪ Is counted towards NEO share ownership requirement
Stock Options (25%)	▪ Reward for long-term increases in share price ▪ Attract, motivate and retain key employees	▪ Five-year term ▪ Vest 33% each year over a three-year period

The following table and graphs show the proportion of key compensation elements for the CEO and the other NEOs. In each case, a significant proportion is in the form of pay-at-risk variable compensation, thereby promoting a pay-for-performance culture and alignment with Shareholder interests.

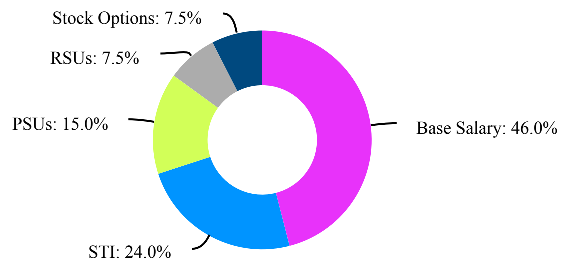
NEO	Base Salary ($)	STI Target (%)	STI Target ($)	LTI Target (%)	LTI Target ($)	Total Direct Compensation ($)
Rod Hepponstall	695,000	95%	660,250	125%	868,750	2,224,000
Paul Jewer[(1)]	330,858	60%	198,515	75%	248,144	777,517
Paul Snow[(1)]	298,307	50%	149,154	60%	178,984	626,445
Tim Rorabeck[(1)]	238,646	50%	119,323	60%	143,188	501,157
Craig Murray[(1)]	223,730	50%	111,865	60%	134,238	469,833

[(1)] Messrs. Jewer, Snow, Rorabeck and Murray's amounts are converted to USD using the average daily foreign exchange rate for the fiscal year end January 2, 2021, being 1.3409.

CEO Target Pay Mix
69% Pay-At-Risk



Other NEO Target Pay Mix (Average)
54% Pay-At-Risk



COMPENSATION BENCHMARKING

To evaluate the competitiveness of 2020 compensation levels for the CEO and NEOs, the following compensation peer group (the "**Compensation Peer Group**") was used as a market reference. These companies consisted of a mix of U.S. and Canadian companies from related industries, including the packaged food and meat industry, food retail (excluding grocery stores), and distillers and vintners. Revenues for the companies ranged from approximately one-third to three times the Company's revenue size, with High Liner Foods positioned around the median of the group.

▪ Alcanna Inc.	▪ Hain Celestial Group Inc.	▪ Recipe Unlimited Corp.
▪ Andrew Peller Limited	▪ Hostess Brands Inc.	▪ Rogers Sugar Inc.
▪ B&G Foods Inc.	▪ J&J Snack Foods Corp.	▪ Seneca Foods Corp.
▪ Cal-Maine Foods Inc.	▪ John B. Sanfilippo & Son Inc.	▪ SunOpta Inc.
▪ Calavo Growers Inc.	▪ Lancaster Colony Corp.	▪ The Simply Good Foods Company
▪ Clearwater Seafoods Incorporated(1)	▪ Landec Corp.	▪ Tootsie Roll Industries Inc.
▪ Farmer Bros. Co.	▪ Lassonde Industries Inc.	

(1) In 2021, Clearwater Seafoods Incorporated was part of an acquisition and will no longer be included in the Compensation Peer Group.

New for 2021: In October 2020, WTW reviewed the approach to benchmark executive compensation. Based on the review, seven companies were removed from the Compensation Peer Group to better reflect the Company's market for executive talent. The companies removed included B&G Foods Inc., Farmer Bros. Co., Hain Celestial Group Inc., John B. Sanfilippo & Son Inc., Lancaster Colony Corp., Landec Corp., and Seneca Foods Corp. This peer group will be the primary market reference for the CEO and a secondary market reference for all other NEO roles. In addition, WTW will review compensation levels for NEOs based on market data available from WTW's Canadian Executive General Industry Compensation Data Bank.

BASE SALARY COMPENSATION

When assessing base salaries, the Committee considers information from the Compensation Peer Group, together with the Company's compensation philosophy, Company financial results, individual performance, skills and experience, internal equity, scope of role and outside competitive conditions.

The Committee will review base salary changes for the NEOs on an annual basis with any adjustments based on results of a market assessment which will be conducted by the Independent Advisor every two years, or if there are notable changes to a NEO's role or responsibilities during the year.

In 2020, NEO base salaries were temporarily adjusted downwards to reflect the uncertainty of the impact that the COVID-19 pandemic would have on business operating costs. For a period beginning in May and ending in August, the CEO's base salary was reduced by 20% and the other NEOs by 15%.

SHORT-TERM INCENTIVE PLAN

Design of the Program

The Short-Term Incentive ("**Bonus**") Plan for each NEO has a target level ("**Target Bonus %**") equal to a percentage of the base salary earnings paid to an individual in the particular year. When determining the Target Bonus % for each NEO, the Committee considers the Company's pay structure and philosophy, and market competitive positioning.

In 2020, the Committee engaged Meridian to conduct an executive compensation review for the Company's NEOs. Following this review, increases to Target Bonus % were approved for the CEO (from 85% to 95%), the CFO (from 50% to 60%) and for the remaining NEOs (from 45% to 50%). The Committee believes that these changes better align NEO compensation levels and pay mix with the competitive market and reinforce the Company's pay-for-performance culture. These Bonus changes were the only changes to NEO compensation for 2020.

For the 2020 plan year, actual Bonus payouts were determined based on performance against two key components:
(1) Goals relating to financial performance of the Company ("**Financial Performance**"); and
(2) Goals related specifically to each NEO's responsibilities and areas of influence ("**Individual Performance**").

Together, these two components make up the "**Performance Factor**", which when applied to the Target Bonus amount, results in the actual Bonus payout. The Performance Factor in 2020 can vary from 50% if threshold performance is met, up to 200% if maximum performance levels are achieved on the two key components. If threshold performance is not met, the Performance Factor will equal 0%.

The following table outlines the Financial and Individual Performance weightings that make up the 2020 Performance Factor for the NEOs:

	Financial Performance	Individual Performance
Weighting	75%	25%
Payout Opportunity if Threshold is not Met	0%	0%
Payout Opportunity once Threshold is Met	50% - 200%	50% - 200%

Payout Calculation

The Bonus payout formula or calculation for each NEO is as follows:

Bonus Payout = **Eligible Earnings** X **Target Bonus %** X **Performance Factor %**

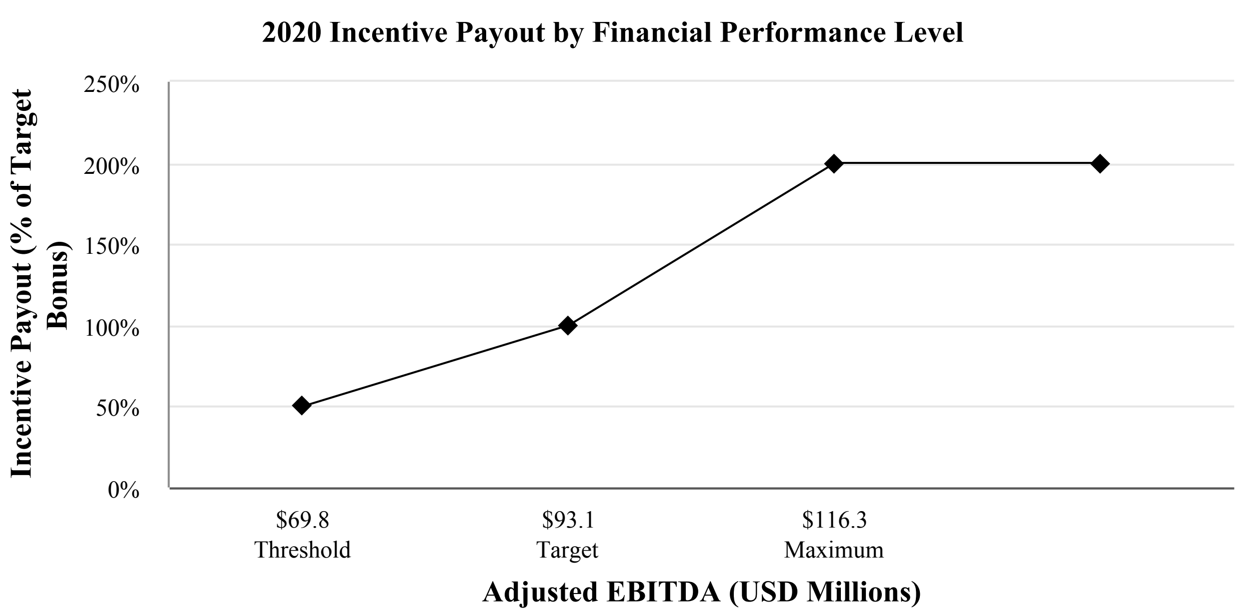
The Performance Factor % is comprised of the sum of actual Financial Performance and actual Individual Performance as a percentage of target performance.

Setting Company Financial Performance

The Committee approves Company performance metrics and targets for Financial Performance. The current Company performance metric is adjusted earnings before interest, taxes, depreciation and amortization ("**Adjusted EBITDA**"). Adjusted EBITDA is defined as EBITDA that is adjusted by amounts recorded for incentives (other than the non-executive sales incentive plans), share-based compensation expense, all non-operating gains and losses and other extraordinary items that may arise due to certain strategic decisions made during the year that cause variances in EBITDA as compared to the target. The Committee believes that Adjusted EBITDA is an important indicator of the financial health and performance of the Company.

The Committee approves a target that represents an acceptable level of Adjusted EBITDA that considers the Company's strategic goals, business plan and budgeted financial goals for the year and the previous year's financial performance. A threshold level of performance is set below which no incentive is paid, along with a maximum performance level where a cap on compensation is applied (i.e., no additional Bonus payment for performance above this level). Once the Adjusted EBITDA target is set, the threshold and maximum performance levels are determined at 75% of target and 125% of target, respectively.

The following graph shows the 2020 Financial Performance levels for consolidated High Liner Foods' operations (threshold, target and maximum) for each NEO, and the respective incentive or Bonus payouts at each level of Company performance.



Setting Individual Performance

The second component of the STI plan rewards Individual Performance. The Committee reviews and approves individual goals for the executive leadership team, including the NEOs, ensuring they are aligned to the Company's overall strategic goals and new framework.

The Committee evaluates the CEO's performance against Individual Performance targets. For the remaining NEOs, the CEO evaluates each of their performance and reviews the results with the Committee. If a NEO is assessed as *"Successfully Met Expectations"* on each of the goals, the target payout is earned at 100% for this component. A NEO may achieve up to 200% of this component if they exceed target level performance or may receive less than 100%, including a 0% payout, if goals are partially met or not met. The Individual Performance objectives are weighted based on strategic importance, difficulty, and required effort to achieve. The aggregate value of achievement on all goals determines the overall percentage of incentive earned for Individual Performance.

2020 Results from Short-Term Incentive Program

Early in 2021, the Committee reviewed actual 2020 Financial Performance against target, as outlined in the table below, and determined that Adjusted EBITDA fell within the defined range and exceeded the established Financial Performance target.

	2020 Actual ($)	2020 Target ($)	Actual as a % of Target	Financial Performance Factor
Adjusted EBITDA	94.9	93.1	101.9 %	107.7 %

In determining the final Adjusted EBITDA results for purposes of calculating the STI payouts for 2020, the Committee excluded amounts received under the Canada Emergency Wage Subsidy (CEWS), along with an equal amount of required COVID-19 related operating costs incurred in the year. As a result, a 107.7% performance factor was calculated for this component. The Committee did not apply any further discretion to the calculated score.

The Committee also reviewed achievement of each of the NEO's Individual Performance objectives. Details of the NEO's 2020 individual goals as measured by the Committee, is summarized below:

Mr. Hepponstall's individual goals focused on delivering upon cost savings initiatives and improving product mix. In early 2021, the Committee reviewed performance against Mr. Hepponstall's established individual targets and determined that he exceeded one goal and partially met the other, resulting in an overall Individual Performance Factor of 125%.

Mr. Jewer's individual goals focused on delivering upon cost savings initiatives, improving product mix, developing and supporting the accelerated growth strategic pillar, completing a long-term capital allocation strategic plan and various other team structure goals. In early 2021, the Committee reviewed performance against Mr. Jewer's established individual targets and determined that he substantially met and exceeded his goals, resulting in an Individual Performance Factor of 128%.

Mr. Snow's individual goals focused on delivering upon cost savings initiatives, improving product mix, delivering the capital expenditure plan, and implementing a supply chain de-risk plan. In early 2021, the Committee reviewed performance against Mr. Snow's established individual targets and determined that he successfully met his goals, resulting in an Individual Performance Factor of 100%. Further STI details and other compensation payments for Mr. Snow are described in the *Termination, Change of Control Benefits and Retirement Arrangement* section of this Circular.

Mr. Rorabeck's individual goals focused on developing and supporting the accelerated growth strategic pillar, completing the successful transition and oversight of a foreign office, completing the integration of the Rubicon business, various sustainability and responsible sourcing goals and other leadership goals. In early 2021, the Committee reviewed performance against Mr. Rorabeck's established individual targets and determined that he substantially met and exceeded his goals, resulting in an Individual Performance Factor of 120%.

Mr. Murray's individual goals focused on strengthening marketing, sales planning, product development and quality capabilities, material, ingredient and packaging synergies, improving product mix, delivering value-added product innovation and implementing a framework for the High Liner Foods quality system. In early 2021, the Committee reviewed performance against Mr. Murray's established individual targets and determined that he substantially met and partially met his goals, resulting in an Individual Performance Factor of 70%.

The final STI payout calculation and resulting 2020 Bonus payouts are outlined in the table below. The Committee approved all incentive payments to NEOs.

Name	Eligible Earnings ($)[1]	STI Target (%)	STI Target ($)	Financial Performance Factor (75% Weight)	Individual Performance Factor (25% Weight)	Total Performance Factor	STI Payout ($)
Rod Hepponstall	721,724	95 %	685,638	107.7 %	125.0 %	112.0 %	767,969
Paul Jewer[2]	330,859	60 %	198,515	107.7 %	128.0 %	112.8 %	223,842
Paul Snow[2]	298,307	50 %	149,154	107.7 %	100.0 %	105.8 %	157,742
Tim Rorabeck[2]	238,646	50 %	119,323	107.7 %	120.0 %	110.8 %	132,160
Craig Murray[2]	223,730	50 %	111,865	107.7 %	70.0 %	98.3 %	109,916

(1) Eligible earnings for 2020 do not reflect the impact of temporary pay reductions related to the COVID-19 pandemic.
(2) Messrs. Jewer, Snow, Rorabeck and Murray's amounts are converted to USD using the average daily foreign exchange rate for the fiscal year end January 2, 2021, being 1.3409.

New for 2021: Based on the comprehensive executive compensation review conducted by WTW, new performance metrics and weightings will be introduced for the 2021 plan year that will focus on three key areas: (i) company profitability, (ii) key strategic plan measures, and (iii) safety and Employee Environmental, Social and Governance ("**EESG**") initiatives (as described in the *Corporate Governance Practices* section of this Circular). Individual Performance goals will not be included in 2021 short-term incentive calculations. The Committee believes that key strategic plan measures such as branded value-add product mix, supply diversification and further supply chain cost savings are drivers of short-term and longer-term performance, aligned with the strategic plan framework, and will be critical to continuing the business momentum and strong performance in 2021.

LONG-TERM INCENTIVE COMPENSATION

The NEOs receive a combination of stock options and share unit awards under the Option Plan and PSU Plan, with an annual grant value equal to 125% of base salary for the CEO, 75% for the CFO and 60% for the remaining NEOs. A small group of certain other senior leaders reporting directly to the executive leadership team currently hold stock options, PSUs and RSUs, although no new stock option grants have been issued to this group since 2016. The Option Plan and PSU Plan are aimed at further aligning executive compensation with the value realized by Shareholders.

The Committee accepts that the Company stock price is a logical benchmark for the evaluation of management performance over the long-term and therefore includes stock options as part of its long-term compensation. The Committee reviews and determines stock option awards annually. In accordance with the terms of the Option Plan, the Committee determines the grant or exercise price by calculating the fair market value. This is defined as the volume-weighted average trading price of the Shares for the last five days on which the Shares traded on the TSX within the previous 20 days on which the TSX was open for trading, calculated by dividing the total value by the total volume of Shares for the relevant period.

The Committee reviews the terms and performance conditions of the PSU awards annually to: i) ensure they are satisfied that the PSU awards drive the appropriate pay-for-performance orientation; ii) are aligned with company strategic objectives; and iii) reduce inherent dilution, all while maintaining a competitive compensation approach. The Committee believes improvement in company financial measures such as sales growth, earnings and return on assets managed ("**ROAM**") are aligned with long-term shareholder value creation and has considered these performance metrics for annual PSU awards. Over the longer term, the directors are confident that if management performs well on these types of measures, then the stock market should value the Shares accordingly.

Aligned with market practice, RSUs are also a part of the LTI compensation awarded to the NEOs. RSUs align interests of executives with Shareholders, provide a retention element to the LTI mix, and assist executives in meeting their share ownership guidelines.

New for 2021: For LTI to be issued in 2021 and thereafter, the Committee has revised the LTI mix to slightly reduce the stock options weighting to 20% (extending expiration periods on all new option issuances from 5 years to 7 years) and increase the RSUs weighting to 30% of the overall grant, to better align to market practices of the Compensation Peer Group.

2018 PSU Performance and Payout

The three-year performance period for the 2018 PSU awards ended on December 31, 2020. The performance targets for both measures within the 2018 PSU awards were partially achieved and as a result, these PSUs paid out at 81.4% of PSUs granted. The table below outlines the performance levels established for the 2018 PSU awards and respective actual performance/payout.

Three-Year Performance	ROAM (60% weight)	Adjusted EBITDA Growth (40% weight)	% Vesting of Initial Grant
Threshold	8.5 %	4.7%	Below threshold no units will vest; at threshold 50% of units will vest
Target	10.5 %	11.7 %	100% of units granted will vest
Maximum	12.5 %	23.3 %	150% of units granted will vest
Actual Performance (2018 to 2020)	9.6 %	10.0 %	
Payout (Vesting)	77.4 %	87.6 %	81.4 %

2020 PSU Program

In 2020, the Committee approved Growth in Adjusted EBITDA and Return on Assets Managed (ROAM) as the performance metrics to be used for the 2020 PSU award.

Growth in Adjusted EBITDA will be measured over a three-year time period and is a critical metric that the organization is focused on to realign the business. This metric is also appropriate as it includes all costs such as distribution and SG&A, and it is a measure that is well understood by plan participants. ROAM is also an important metric directly aligned with long-term shareholder value and measures how productive and efficient management is in utilizing Company assets.

Achievement towards the ROAM and Adjusted EBITDA Growth targets will determine the percentage of PSUs that vest and are paid at the end of the PSU term. Up to 150% of the PSUs granted may vest if maximum performance level is achieved and none will vest if the threshold performance levels are not met.

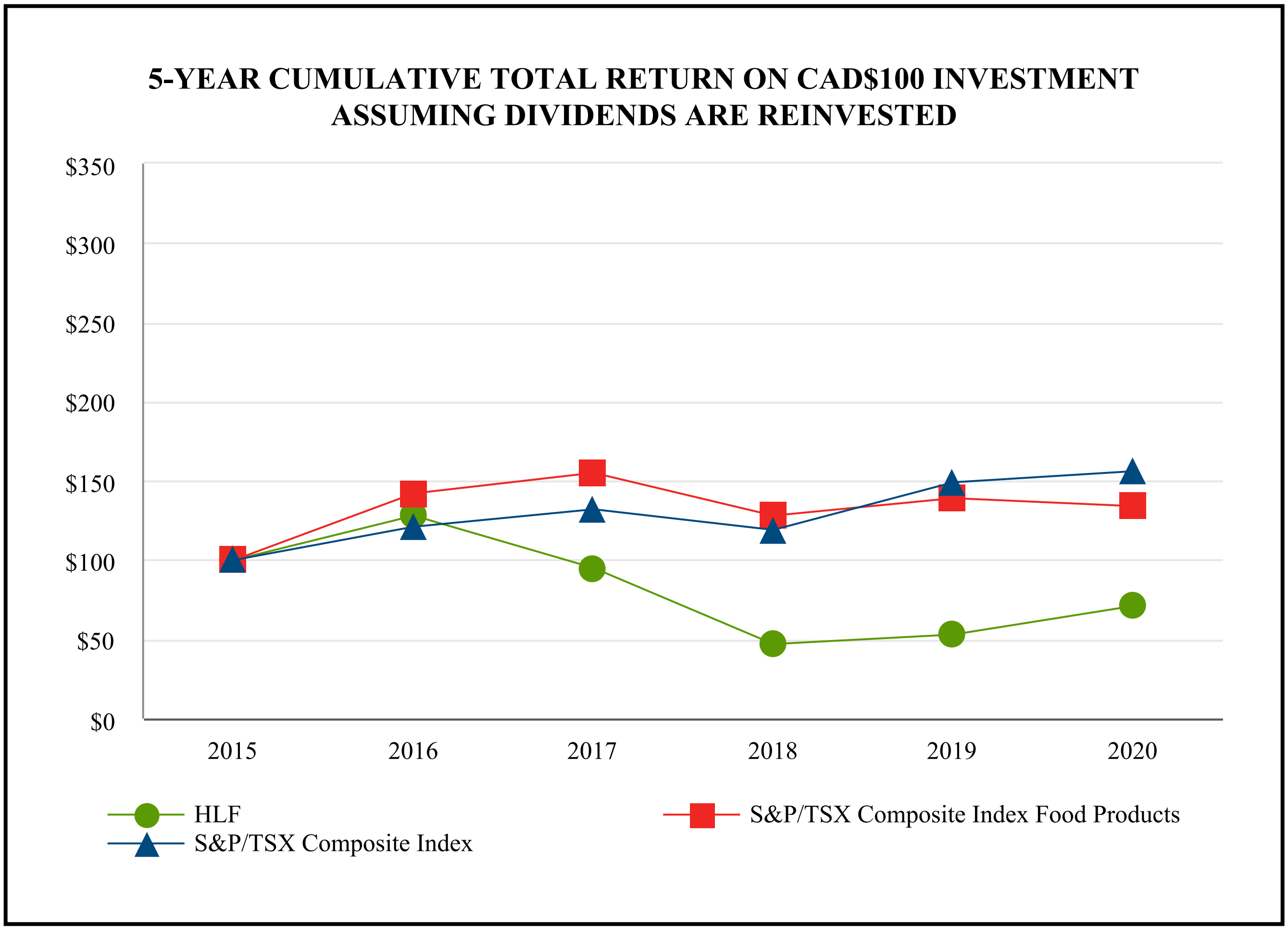
The table below sets out the measures, weightings and vesting schedule for the 2020 PSU grants.

Performance Measure	Measure Weighting	Vesting Schedule
ROAM (Achieved in 2022)	60.0%	Below Threshold performance, no units will vest At Threshold performance, 50% of units granted will vest
Adjusted EBITDA Growth (Three Year Average)	40.0%	At Target performance, 100% of units granted will vest At Maximum performance, 150% of units granted will vest

New for 2021: Based on the comprehensive executive compensation review conducted by WTW, new performance metrics and weightings will be introduced for the 2021 plan year that will continue to focus on important company success factors directly tied into the new long-term strategic framework and differ from the performance metrics used in the short-term incentive plan. The performance metrics for the 2021 PSU awards will include i) free cash flow before capital expenditures and dividends and ii) sales volume growth.

PERFORMANCE GRAPH

The following graph compares the yearly change in the Company's cumulative total return of its Shares with the cumulative total return of the S&P/TSX Composite Index Food Products and the S&P/TSX Composite Index over the last five years, assuming a one hundred Canadian dollar ("**CAD$100**") investment and the reinvestment of dividends.



The table below depicts what CAD$100 invested in Shares on January 1, 2016 would represent in each consecutive year, showing compound annual growth over the five-year time frame including dividends. Long-term incentives, comprise a significant portion of NEO compensation, creating a direct link between Share price performance and executive pay outcomes. All stock options granted during this period are out-of-the-money (as of January 2, 2021), with the exception of the 2019 and 2020 awards which coincide with the Company's improved business performance. In addition, the PSUs that have vested in the last five years have not met performance thresholds resulting in no payouts for the NEOs, with the exception of the 2018 Supplemental PSUs which vested and settled in 2020 at above target performance, and the 2018 PSU award which partially met the performance targets and resulted in a partial payout for the NEOs in February 2021.

	01/01/2016	12/31/2016	12/31/2017	12/31/2018	12/31/2019	12/31/2020	Compound Annual Growth Over Five Years
High Liner Foods Incorporated	$100	$128	$95	$47	$53	$71	(6.3)%
S&P/TSX Composite Index Food Products	$100	$142	$155	$128	$139	$134	6.1 %
S&P/TSX Composite Index	$100	$121	$132	$119	$149	$156	9.3 %

SUMMARY COMPENSATION TABLE

The following Summary Compensation Table includes the compensation of the NEOs for each of the Company's three most recently completed financial years. Any compensation which has been paid in CAD is reported in USD in this table.

Name and Position	Year	Salary(1)(2) ($)	Share-Based Awards(1)(3) ($)	Option-Based Awards (1)(4) ($)	Non-Equity Incentive Plan Compensation(1) ($)	Pension Value(1) ($)	All Other Compensation (1) (5)($)	Total Compensation(1) ($)
Rod Hepponstall President & CEO	2020	686,980	651,563	217,188	767,969	47,487	—	2,371,187
	2019	695,000	651,563	217,188	1,022,221	22,721	—	2,608,693
	2018	454,423	2,228,721	1,069,990	398,149	—	712,351	4,863,634
Paul Jewer Executive Vice President & CFO	2020	318,452	186,108	62,036	223,842	19,924	—	810,362
	2019	340,676	188,015	62,672	294,749	17,036	—	903,148
	2018	340,619	445,658	62,946	44,553	17,031	—	910,807
Paul Snow Executive Vice President	2020	287,120	134,238	44,746	157,742	29,777	121,900	775,523
	2019	307,159	135,614	45,205	239,176	50,237	—	777,391
	2018	283,160	304,865	39,874	33,300	154,669	—	815,868
Tim Rorabeck Executive Vice President Corporate Affairs & General Counsel	2020	229,697	107,391	35,797	132,160	19,922	—	524,967
	2019	242,685	108,491	36,164	188,972	12,135	—	588,447
	2018	228,890	239,580	33,839	26,917	11,233	—	540,459
Craig Murray Senior Vice President, Marketing & Innovation	2020	215,341	100,679	33,560	109,916	22,373	—	481,869
	2019	227,067	105,584	35,195	176,811	10,739	—	555,396
	2018	211,516	207,897	26,653	22,237	8,444	—	476,747

(1) Mr. Hepponstall's compensation is paid and reported in USD. Compensation for the remaining NEOs is paid in CAD and is being reported in USD. The rate of exchange used to convert CAD to USD is the average daily foreign exchange rate for the fiscal year ends being: January 2, 2021: 1.3409; December 28, 2019: 1.3273; December 29, 2018: 1.2956.

(2) In 2020, NEO base salaries were temporarily adjusted downwards to reflect the uncertainty of the impact that the COVID-19 pandemic would have on business operating costs. For a period beginning in May and ending in August, the CEO's base salary was reduced by 20% and the other NEOs by 15%. The salary amount for Mr. Hepponstall also reflects an extra pay period in the U.S. for the 2020 fiscal year.

(3) The amounts in this column reflect the grant date value of Share-based awards issued as approved by the Committee. The 2020 Share-based awards for all NEOs were issued on March 6, 2020 at a Share price of CAD$7.51.

Mr. Hepponstall's 2018 Share-based awards include an annual PSU and RSU award (prorated to his start date) and a special one-time sign-on RSU award totaling $925,000 to replace compensation from his previous employer that he forfeited upon joining the Company.

A supplemental Share-based award contingent on the achievement of strategic critical initiatives was issued on November 19, 2018 at a Share price of CAD$6.51 to all NEOs. The following table provides a breakdown, by NEO, of the total 2018 Share-based awards value between annual and special one-time awards:

NEO	Annual Awards PSU	Annual Awards RSU	One-Time Award Supplemental PSU	One-Time Award New Hire RSU	Total Share Awards
Rod Hepponstall	$289,981	$144,990	$868,750	$925,000	$2,228,721
Paul Jewer	$125,892	$62,946	$256,820	—	$445,658
Paul Snow	$79,748	$39,874	$185,242	—	$304,864
Tim Rorabeck	$67,678	$33,839	$138,063	—	$239,580
Craig Murray	$53,307	$26,653	$127,937	—	$207,897

(4) The amounts in this column reflect the grant date Fair Market Value of options granted as approved by the Committee. The Fair Market Value was calculated using the Black-Scholes method, consistent with the accounting values used in the Company's financial statements, utilizing: the grant price; the volume weighted-average market price at the time of grant; the expected annual volatility; the risk-free rate; the expected annual dividend rate; and time to expiry as the factors in the model. Under the terms of the Option Plan, the options granted to the NEOs on March 6, 2020 were granted at an exercise price of CAD$7.51, representing the Fair Market Value of the Shares at the time of grant.

Upon joining the Company on May 1, 2018, Mr. Hepponstall was granted options under the terms of the Option Plan at a strike price of CAD$10.92, representing the Fair Market Value of the Shares at the time of grant. Mr. Hepponstall's 2018 option award value includes an annual award amount (prorated to his start date) of $144,990 and a one-time sign-on award of $925,000 to replace compensation from his previous employer that Mr. Hepponstall forfeited upon joining the Company.

[5] Mr. Hepponstall was appointed to President & CEO on May 1, 2018. Mr. Hepponstall's 2018 *All Other Compensation* value includes a one-time cash bonus of $489,520 to replace compensation forfeited upon him joining the Company, relocation expenses totaling $211,062 and $11,769 in vehicle allowance. Mr. Snow retired on December 31, 2020 and the *All Other Compensation* value includes a paid-up life policy taxable benefit cost of $121,900.

INCENTIVE PLAN AWARDS

Outstanding Share-based Awards and Option-based Awards

The following table summarizes all outstanding awards as at January 2, 2021.

	Option-Based Awards				Share-Based Awards		
Name	Number of Securities Underlying Unexercised Options	Option Exercise Price (CAD) ($)	Option Expiration Date	Value of Unexercised In-the-Money Options[1] ($)	Number of Shares or Units of Shares that Have Not Vested	Market or Payout Value of Share-Based Awards that Have Not Vested[1][2] ($)	Market or Payout of Vested Share-Based Awards Not Paid Out or Distributed[1][3] ($)
Rod Hepponstall	633,909	10.92	May 31, 2023	89,468	—	—	1,473,740
	216,612	7.46	May 31, 2024	618,236	124,238	1,081,305	—
	128,688	7.51	March 31, 2025	362,246	119,359	1,038,840	—
Paul Jewer	47,248	15.30	March 31, 2021	—	—	—	168,717
	16,343	20.61	March 31, 2022	—	35,605	309,888	—
	30,544	12.57	March 31, 2023	—	34,138	297,120	—
	62,078	7.46	March 31, 2024	177,178			
	36,807	7.51	March 31, 2025	103,609			
Paul Snow	30,075	15.30	March 31, 2021	—	—	—	106,877
	10,353	20.61	March 31, 2022	—	17,371	151,188	—
	19,349	12.57	March 31, 2023	—	8,208	71,438	—
	44,776	7.46	March 31, 2024	127,796			
	26,549	7.51	March 31, 2025	74,733			
Tim Rorabeck	25,278	15.30	March 31, 2021	—	—	—	90,706
	8,786	20.61	March 31, 2022	—	20,545	178,813	—
	16,420	12.57	March 31, 2023	—	19,699	171,450	—
	35,821	7.46	March 31, 2024	102,237			
	21,239	7.51	March 31, 2025	59,786			
Craig Murray	9,800	15.30	March 31, 2021	—	—	—	71,432
	12,933	12.57	March 31, 2023	—	19,993	174,009	—
	34,861	7.46	March 31, 2024	99,497	18,468	160,736	—
	19,912	7.51	March 31, 2025	56,051			

[1] Values for unexercised in-the-money options, market or payout value of share-based awards that have not yet vested (including applicable dividend equivalent rights) and market or payout value of vested share-based awards not paid out or distributed (including dividend equivalent rights) were converted to USD using the foreign exchange rate as of January 2, 2021, being 1.2754 and were calculated using the January 2, 2021 closing Share price on the TSX being CAD$11.10.

[2] For all performance share-based awards that have not yet vested, target performance levels have been assumed.

[3] PSUs and RSUs that vested December 31, 2020 have been included in the *Vested Share-based Award* column and PSUs reflect the actual performance level of 81.4%. Mr. Hepponstall's amount includes RSUs issued on May 1, 2018 that are fully vested and were paid out in February 2021.

Value Vested or Earned During the Year

The value of stock option, PSU and RSU awards that vested during fiscal 2020 are shown in the table below.

Name	Option-Based Awards - Value Vested During the Year[(1)] ($)	Share-Based Awards - Value Vested During the Year[(2)] ($)
Rod Hepponstall	4,529	2,915,318
Paul Jewer	1,298	586,655
Paul Snow[(3)]	167,942	408,326
Tim Rorabeck	749	315,382
Craig Murray	729	279,632

(1) Calculated using the volume weighted average Share price on the vesting date, less the exercise price, multiplied by the number of vesting in-the-money options and were converted to USD using the foreign exchange rate as of January 2, 2021, being 1.2754. The value shown in this column does not represent the actual value the individual NEO could receive. The actual gain on exercise, if any, will depend on the value of the Share on the date of exercise.
(2) Values represent PSUs and RSUs that vested during 2020 and were converted to USD using the foreign exchange rate as of January 2, 2021, being 1.2754 and were calculated using the January 2, 2021 closing Share price on the TSX being CAD$11.10. Vested PSUs reflect the actual performance level of 81.4%. Values also include the 2017 RSUs and the 2018 Supplemental PSUs that vested and were paid out on February 26, 2020 using a volume weighted average share price at the time of vesting which was CAD $7.51 and were converted to USD using the foreign exchange rate as of January 2, 2021 being 1.2754. The 2018 Supplemental PSUs reflect a performance level of 131.2%.
(3) Mr. Snow retired on December 31, 2020. Retirement rules of the Option Plan permit all unvested options to vest upon retirement and expire in the normal course or two years from the retirement date, whichever is earlier.

EXECUTIVE PERQUISITES

Mr. Snow is entitled to a paid-up life insurance benefit upon retirement as defined in the Company's Retirement Policy (for those hired prior to May 1, 1993). This benefit provides a life insurance policy to a named beneficiary equal to half the annual base salary at the time of retirement. The individual would be responsible to pay taxes on the premium paid for this life insurance policy. Alternatively, the individual could opt to select either a cash payment or a transfer to a Registered Retirement Savings Plan ("**RRSP**") equal to 30% of the life insurance policy value. This plan was discontinued several years ago. Mr. Snow continues to remain eligible under a "grandfather" clause, however, there will be no new entrants to this benefit.

Each of the NEOs are provided with the use of a Company-owned vehicle or a vehicle allowance, an executive medical assessment, and are eligible for reimbursement of approved club expenses. There are no other significant perquisites provided to the NEOs.

RETIREMENT PLAN BENEFITS

Retirement Savings Plans - Canada

In Canada, the Company maintains a defined contribution pension plan under the provisions of the Pension Benefits Act of Nova Scotia. In 2014, the Company introduced enhanced provisions to the defined contribution pension plan for members of the executive leadership team, including NEOs. NEOs are required to make contributions to the plan of 5% of their base salary. The Company contributes a matching 5% contribution for the first 10 years of service. After ten years of service, the Company contribution increases to 6%.

At the time the enhanced pension plan was introduced, the Committee approved the introduction of a Supplemental Executive Retirement Plan ("**SERP**") to be provided to NEOs who are members of the Defined Contribution Plan. This SERP extends benefits beyond the income tax limits for defined contribution pension plans. Employee contributions must be remitted to the pension plan. If employer contributions, when added to the employee contributions, exceed the Canada Revenue Agency (CRA) maximum allowed for the calendar year, the excess employer contributions are remitted to this SERP. The plan has no guaranteed benefit on retirement.

Retirement Savings Plans - U.S.

In the U.S., the Company maintains a defined contribution savings plan under the provisions of the Employment Retirement Income Security Act of 1974 (a "**401(k) Savings Plan**"), which covers substantially all employees of the U.S. subsidiary company. Participants are permitted to contribute, on a pre-tax or post-tax basis, 100% of their base salary to a maximum of $19,500. Employees who will attain age 50 by December 31st of the Plan Year, are permitted to contribute an additional $6,500. After one year of eligible service, the Company makes a Safe Harbor matching contribution equal to 100% of an employee's salary deferrals that do not exceed 3% of their base salary, plus 50% of their salary deferrals between 3% and 5% of their base salary, for a maximum matching contribution of 4%.

Due to limitations on eligible earnings as defined by the Internal Revenue Service (IRS), the U.S. 401(k) Savings Plan cannot provide full benefits as intended by the plan for individuals earning over certain maximums on an annual basis. In recognition of these limits, the Company established a SERP in the U.S. effective September 18, 2014. The SERP is a non-qualified plan that provides supplemental benefits to allow for a combined employer matching contribution of 5% between the 401(k) Plan and the SERP.

The table below shows the retirement values for the NEOs. All values have been reported in USD using the annual average daily foreign exchange rate as of January 2, 2021, being 1.3409.

Name	Accumulated Value at Start of Year ($)	Compensatory ($)	Accumulated Value at Year-End ($)
Rod Hepponstall [(1)]	85,064	47,487	172,357
Paul Jewer [(2)]	230,235	19,924	285,386
Tim Rorabeck [(3)]	200,143	19,922	260,703
Craig Murray [(4)]	83,089	22,373	125,862

[(1)] Mr. Hepponstall's compensatory retirement value noted above includes Safe Harbor matching contributions ($11,400) and SERP contributions ($36,087).
[(2)] Mr. Jewer's compensatory retirement value noted above includes employer contributions to the High Liner Foods Executive Defined Contribution Pension Plan (USD $3,381) and SERP contributions (USD $16,543).
[(3)] Mr. Rorabeck's compensatory retirement value noted above includes employer contributions to the High Liner Foods Executive Defined Contribution Pension Plan (USD $7,873) and SERP contributions (USD $12,049).
[(4)] Mr. Murray's compensatory retirement value noted above includes employer contributions to the High Liner Foods Executive Defined Contribution Pension Plan (USD $11,186) and SERP contributions (USD $11,186).

Defined Benefit Pension Plan Membership

Effective January 1, 1989, the Company introduced a Management Pension Plan (the "**Pension Plan**"), a defined benefit plan for Canadian management employees. On January 2, 2021, three (3) persons were enrolled as active members in the Pension Plan. Mr. Snow was a participant in the Pension Plan until his retirement date being December 31, 2020. The objective of the Pension Plan for Canadian management is to provide an annual pension (including Canada Pension Plan) of 2% of the average of a member's highest five years' regular earnings while a member of the Pension Plan, multiplied by the number of years of credited service. Annual STI payments and amounts under the PSU Plan or Option Plan are not eligible earnings for pension purposes. Effective December 31, 1999, the Company introduced a new defined contribution pension plan for all salaried employees including executive officers, as described above. The Pension Plan for the NEOs in Canada was grandfathered for individuals who were then employees, and there will be no new entrants to the Pension Plan. Members contribute 3.25% of their earnings up to the Years Maximum Pensionable Earnings ("**YMPE**") and 5% in excess of the YMPE to the maximum that a member can contribute based on income tax rules. The credited service under the Pension Plan for Mr. Snow is 32 years.

Upon retirement, the employees in the Pension Plan are provided lifetime retirement income benefits based on their highest five years of salary less Canada Pension benefits. Full benefits are payable at age 65, or at age 60 if the executive has at least 25 years of service. The benefits are payable for life, and 60% is payable to their spouse upon their death with a guarantee of 60 months. Members can retire at age 55 with a reduction in benefits.

In Canada, the Company also provides, through a SERP, extended Pension Plan benefits to the NEOs who are participants in the Pension Plan. This SERP extends benefits beyond the income tax limits for registered plans but are otherwise similar in terms of accumulation rate. The annual pension amounts derived from the aggregate of Pension Plan and SERP benefits represent 1.3% of the five-year average YMPE plus 2% of the salary remuneration above the five-year average YMPE. The combination of these amounts is multiplied by the years of service to determine the full annual pension entitlement from the two plans. Mr. Snow is eligible to accrue benefits in this SERP.

The table below shows the retirement values for Mr. Snow and have been reported in USD using the annual average daily foreign exchange rate as of January 2, 2021, being 1.3409.

Name	Number of Years Credited Service[(1)]	Annual Benefits Payable		Accrued Obligation at Start of Year ($)	Compensatory Change ($)	Non-Compensatory Change ($)	Accrued Obligation at Year-End ($)
		At Year-End ($)	At Age 65 ($)				
Paul Snow	42.25	185,510	187,264	3,217,979	29,777	589,570	3,837,326

(1) The credited service above includes service in the prior executive & management plan of 10.25 years.
(2) Non-compensatory change refers to changes in assumptions, employee contributions, and interest on the accrued obligation at the start of the year.

TERMINATION, CHANGE OF CONTROL BENEFITS AND RETIREMENT ARRANGEMENTS

Change of Control Agreements

The Company currently has a change of control agreement with Mr. Hepponstall that provides the following benefits in the event of a termination (other than for cause) by the Company or by the executive for good reason, within 12 months following a change of control:

- cash compensation equal to his final annual compensation (including base salary and STI) multiplied by two;
- the automatic vesting of any stock options or other entitlements for the purchase or acquisition of Shares in the capital of the Company which are not then exercisable, which shall be exercisable for two years following termination; and
- continued participation in other benefit programs for two years as outlined in the table below.

The information below outlines estimated payments and other benefits for Mr. Hepponstall assuming termination following a change of control event was triggered as at January 2, 2021.

Change of Control Benefit	Rod Hepponstall ($)
Salary Continuance[(1)]	1,390,000
Short-Term Incentive[(2)]	1,535,938
Benefits - Including Health, Dental, Life Insurance	55,862
Retirement Benefit	94,973
Vehicle[(3)]	36,000
Option-Based Awards[(4)]	778,445
Share-Based Awards[(4)]	2,120,145
Total Amount	6,011,363

(1) Salary Continuance represents 24 months.
(2) Short-Term Incentive represents two-times the actual amount paid to Mr. Hepponstall for the most recent plan year.
(3) Vehicle represents a monetary car allowance of $1,500 per month for Mr. Hepponstall.
(4) Option-Based Awards and Share-Based awards represent the January 2, 2021 value of unvested awards.

EMPLOYMENT AGREEMENTS

The Company has entered into employment agreements with the following NEOs providing them with certain rights in the event of involuntary termination of employment.

For Mr. Hepponstall, if his employment with the Company ends due to a termination by the Company without cause, a termination by the employee with good reason, or a termination due to his death or disability before May 1, 2021, he will be entitled to the following benefits: a) 18 months of salary continuance; b) one-twelfth of the greater of the amount of the last STI payment or the target amount of the STI, paid over an 18-month period; and c) reimbursement of the monthly employer contribution to group health insurance and vehicle allowance, for a maximum of 18 months. If Mr. Hepponstall's employment is terminated for the reasons described above after May 1, 2021, he will be entitled to the same benefits as described above but reduced to a period of 12 months.

For Mr. Jewer, this arrangement provides for the following benefits should he be terminated without cause: a) 12 months of salary continuance plus one month for each completed year of service up to a maximum of 20 months; b) a prorated portion of STI at target up to the end of the salary continuance period; and c) continuation of group health benefits, pension and SERP, automobile and membership benefits during the salary continuation period.

For Mr. Murray, this arrangement provides for the following benefits should he be terminated without cause: a) 12 months of salary continuance, or pay in lieu of notice pursuant to applicable law, whichever is greater; b) a prorated portion of STI at target up to the end of the salary continuance period; and c) continuation of group health benefits, pension and SERP, and automobile benefits during the salary continuation period.

Any payments under these arrangements are subject to the employee signing a severance agreement and release of claims as presented by the Company.

The information below outlines estimated severance payments and other benefits as described above for Mr. Hepponstall, Mr. Jewer and Mr. Murray. All values have been reported in USD using the annual average daily foreign exchange rate as of January 2, 2021, being 1.3409.

Severance Benefit	Rod Hepponstall ($)	Paul Jewer ($)	Craig Murray ($)
Salary Continuance[(1)]	1,042,500	496,288	223,730
Short-Term Incentive	1,151,954	297,773	111,865
Benefits - Including Health, Dental, Life Insurance	41,896	16,853	6,711
Retirement Benefits	71,231	29,886	22,373
Vehicle[(2)]	27,000	27,763	14,490
Other Benefits[(3)]	—	1,067	—
Total Amount	2,334,581	869,630	379,169

[(1)] Salary Continuance represents 18 months for Mr. Hepponstall, 18 months for Mr. Jewer and 12 months for Mr. Murray.
[(2)] Vehicle represents a monetary car allowance for Mr. Hepponstall and the annual taxable benefit value incurred in the current year for Mr. Jewer and Mr. Murray, applied to their respective salary continuance period.
[(3)] Other represents annual club membership dues.

Retirement Arrangement

As a result of a planned succession process, Mr. Snow ceased to hold his position of Executive Vice President, Chief Supply Chain Officer on January 1, 2020. To support a successful transition, he agreed to remain in the role of Executive Vice President and transition his responsibilities to his successor until May 31, 2020, and then be available for any additional support required by the Company. In recognition of the transition services provided the Company established a retirement date of December 31, 2020 for Mr. Snow and provided the following benefits (all amounts referenced below have been converted to USD using the annual average daily foreign exchange rate as of January 2, 2021, being 1.3409):

Retirement Arrangement Benefits	Incremental Benefit Amount ($)
Salary Continuance[(1)]	168,085
Short-Term Incentive[(2)]	92,016
Share-Based Awards[(3)]	108,259
Retirement Benefit[(4)]	17,370
Benefits - Including Health, Dental, Life Insurance[(5)]	5,180
Total Amount	390,910

[(1)] Continuation of salary from June 1, 2020 until the retirement date of December 31, 2020.
[(2)] No proration of his STI payment for the 2020 plan year. All other conditions of the STI plan remained in effect, including Company and Individual performance.
[(3)] For LTI purposes, the retirement date will be deemed to be December 31, 2020 which will allow for a modified proration of his outstanding LTI awards. As Mr. Snow is currently retirement eligible under the plan, he will be eligible for a prorated vesting of his PSU and RSU awards, and his stock options will expire two years from this date, in line with the Option Plan. (Additional value of $108,259 using the share price as of January 2, 2021 being $11.10 CAD and converted to USD using the annual average daily foreign exchange rate for the same date being 1.3409.)
[(4)] Continue to accrue pension benefits until December 31, 2020.
[(5)] Continue to receive benefits (health, dental and other coverages) over the same period.

EQUITY COMPENSATION PLAN INFORMATION

	Shares to be Issued Upon Exercise of Outstanding Options or Awards at Fiscal 2020 Year End (a)		Weighted Average Exercise Price of Outstanding Options at Fiscal 2020 Year End (b)	Shares Remaining Available for Future Issuance Under Equity Compensation Plans at Fiscal 2020 Year End (Excluding Securities in Column (a)) (c)		Total Shares Issuable under Equity Compensation Plans at Fiscal 2020 Year End (Column (a) + Column (c))	
Plan category	**Number**	**Percentage of Outstanding Shares**		**Number**	**Percentage of Outstanding Shares**	**Number**	**Percentage of Outstanding Shares**
Option Plan approved by Shareholders	1,748,843	5.2 %	CAD$10.65	897,195 [1]	2.7 %	2,646,038	7.9 %
PSU Plan approved by Shareholders	—	—	n/a	400,000 [2]	1.2 %	400,000	1.2 %

[1] Of this number, 94,695 options were granted subsequent to fiscal 2020 year end.

[2] As described below in the *Performance Share Unit* section of the Circular, the PSU Plan provides for the award of PSUs and RSUs. There were 604,940 PSUs and 512,740 RSUs outstanding at January 2, 2021. 130,491 PSUs vested and were paid or forfeited in accordance with the terms of the PSU Plan. 190,410 RSUs vested of which 141,366 were issued on March 6, 2021 in the form of Shares from treasury in the amount of 83,405 Shares and 49,044 RSUs were paid in cash. Also granted subsequent to fiscal 2020 year end were 142,949 PSUs and 109,760 RSUs.

Option-based Awards

The Option Plan provides eligible participants, including the NEOs, with the opportunity to purchase Common Shares or Non-Voting Shares (which were redeemed in December 2012) of the Company (collectively, in this section only, "**Shares**") or if offered at the time of issuance, to accept upon exercise a cash payment equal to the appreciation in value of the underlying Shares from the date of grant to the date of exercise, less applicable source deductions ("**Tandem SARs**"), subject to the terms of the grant as outlined in the option agreement. As of May 17, 2011, the amount of the appreciation is equal to the difference between the volume weighted-average trading price of such Shares for the last five days on which such Shares traded on the TSX (the "**Fair Market Value**") on the date of exercise and the option price for the Shares. The number of Shares which may be issued under the Option Plan shall be reduced by the number of underlying Shares of each Tandem SAR exercised. Options with Tandem SARs have not been granted since 2012. The Option Plan also contains a 'cashless' exercise feature whereby, the participant may elect to receive the value of the option gain in the form of issued Shares instead of exercising the option for cash. In such a case, the number of Shares received is equal to the in-the-money value of the option (being the difference between the exercise price and the Fair Market Value of the Shares at the date of exercise) divided by the Fair Market Value of the Shares at the date of exercise. The number of Shares available for issuance under the Option Plan will be reduced by the number of Shares actually issued upon a cashless exercise, rather than the total number of Shares underlying the option. The Company requires payment of an amount equal to the withholding and remittance obligation imposed on the Company under tax laws.

Under the terms of the Option Plan, the Committee designates "**Eligible Participants**" to whom options will be granted, and the number and type of Shares to be optioned to each. Eligible Participants are directors, executives including the NEOs and certain senior leaders reporting directly to the NEOs. Shares to be optioned shall not exceed the aggregate number of 3,800,000 as of May 7, 2013 (updated to include the effects of the May 30, 2014 stock split). There are 1,721,040 options issued representing approximately 5.14% of the issued and outstanding Shares as of March 22, 2021 with exercise prices ranging from CAD$7.46 to CAD$20.61 per Share. There remains 897,195 Shares available for issuance under the Option Plan as at January 2, 2021, representing approximately 2.7% of the issued and outstanding Shares as of March 22, 2021. The Company's annual burn rate under the Option Plan, calculated as described in Section 613(p) of the TSX Company Manual was 0.81% in 2020, 1.33% in 2019, and 2.43% in 2018.

High Liner Foods does not receive consideration when options are granted. The option price for the Shares is determined by the Committee at the time of granting of the option but cannot be less than the Fair Market Value of the Shares underlying the option at the time of grant. The term during which any option granted may be exercised is determined by the Committee at the time the option is granted but may not exceed ten years from the date of grant. Options typically have a term of five years and effective 2021 will have a term of seven years. The Option Plan provides that an expiry date falling within a blackout period will be extended to the date that is ten business days after the blackout period expires. The purchase price is payable in full at the time the option is exercised. The number of Shares issuable to insiders, at any time, shall not exceed 10% of the issued and outstanding Shares, and the number of Shares issued to insiders, within a one-year period, shall not exceed 10% of the issued and outstanding Shares. The Committee also determines the vesting schedule, which typically ranges from one to three years.

Options are not transferable or assignable. If a participant ceases to be employed by the Company due to retirement after the age of 60, options expire two years after the retirement date. If a participant ceases to be employed by the Company for any other reason, options will expire 30 days after the termination date with the exception of those who have a change of control provision which is engaged. In the event of the death of a participant, options theretofore granted may be exercised by the executors or administrators of the estate of the participant. Participation in the Option Plan is voluntary and does not confer upon a participant any right with respect to employment or continuance of employment, nor interfere in any way with the Company's right to terminate employment. The obligations of the Company to sell and deliver Shares under options are subject to the approval of any government or regulatory authority which may be required in connection with the authorization, issuance or sale of such Shares. In the event the Company amalgamates, consolidates with, or merges into another company, participants will thereafter receive, upon the exercise of options, the securities or property to which a holder of the number of Shares then deliverable upon the exercise of such options would have been entitled to upon such amalgamation, consolidation or merger.

If options are awarded or paid out to an Eligible Participant under the following circumstances, such Eligible Participant will reimburse to the Company such amount of the award or payout requested by the Company where: (a) the amount of such award or payout was calculated, directly or indirectly (including inflated Share price), based upon the achievement of financial results that were subsequently the subject of a restatement or the correction of a material error; (b) such Eligible Participant engaged in intentional misconduct that caused or partially caused the need for the restatement or caused or partially caused the material error; and (c) the amount of the award or payout that would have been awarded to such Eligible Participant had the financial results been properly reported would have been lower than the amount actually awarded or paid out.

Pursuant to the terms of the Option Plan, without notice or Shareholder approval, the Board may amend, suspend or terminate the Option Plan provided that the amendment, suspension or termination does not impair any option previously granted. Without limiting the generality of the foregoing, the following types of amendments may be made without notice or Shareholder approval:

i. reduce the number of securities issuable under the Option Plan;
ii. increase or decrease the maximum number of Shares any single Eligible Participant is entitled to receive under the Option Plan;
iii. any amendment pertaining to the vesting provisions of each option set out in any option agreement;
iv. any amendment to the terms of the Option Plan or any option agreement relating to the effect of termination, cessation or death of an Eligible Participant on the right to exercise options;
v. any amendment pertaining to the assignability of grants required for estate planning purposes;
vi. increase the option period referred to within the *Black Out Periods* and *Death of an Eligible Participant* sections of the Option Plan;
vii. increase the exercise price or purchase price of any option;
viii. amend the process by which an Eligible Participant can exercise his or her option, including the required form of payment for the Shares, the form of exercise notice and the place where such payments and notices must be delivered;
ix. add and/or amend any form of financial assistance provision to the Option Plan;
x. add and/or amend a cashless exercise feature, payable in cash or Shares;
xi. amend the eligibility requirements for participants in the Option Plan;

xii. any amendment as may be necessary or desirable to bring the Option Plan into compliance with securities, corporate or tax laws and the rules and policies of any Stock Exchange upon which the Shares are from time to time listed;
xiii. any amendment to add covenants of the Company for the protection of Eligible Participants, provided that the Committee shall be of the good faith opinion that such additions will not be prejudicial to the rights or interest of the Eligible Participants;
xiv. any amendments not inconsistent with the Option Plan as may be necessary or desirable with respect to matters or questions, which in the good faith opinion of the Committee, having in mind the best interests of the Eligible Participants, it may be expedient to make, provided that the Committee shall be of the opinion that such amendments and modifications will not be prejudicial to the interests of the Eligible Participants;
xv. any such changes or corrections which, in the advice of counsel to the Company, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error, provided that the Committee shall be for the opinion that such changes or corrections will not be prejudicial to the rights and interest of the Eligible Participants; and
xvi. any re-allocation of the number of Shares that may be issued from treasury as between the Option Plan and the PSU Plan.

The following types of amendments to the Option Plan cannot be made without Shareholder approval:

i. amendments which would increase the number of Shares issuable under the Option Plan, otherwise than in accordance with the Option Plan;
ii. amendments which would result in a reduction in the exercise price, or cancellation and reissue, of options, otherwise than in accordance with the Option Plan;
iii. any amendment to increase the maximum limit of the number of Shares that may be issued to insiders within any one-year period, or issuable to insiders, at any time;
iv. any amendment that extends the option period beyond the original expiry date, otherwise than as allowed by the Option Plan;
v. any amendment adding participants that may permit the introduction or re-introduction of non-employee directors on a discretionary basis;
vi. any amendment allowing awards granted under plans to be transferable or assignable other than for normal estate settlement purposes; and
vii. any amendment to the amending provisions of the Option Plan.

Performance Share Unit Plan

The PSU Plan provides for the award of PSUs and RSUs (collectively "**Units**") to any eligible employee of the Company or its subsidiaries as determined by the Committee. Directors who are not full-time employees of the Company may not participate in the PSU Plan. The PSU Plan is intended to reward NEOs and certain other senior leaders for performance which is expected to drive long-term Shareholder value.

The PSU Plan was developed with the assistance of the independent compensation consultant. Levels of reward for the Option Plan and PSU Plan are based on market data reviewed in the normal course of assessing executive pay. The combination of options and Unit grants are intended to provide a competitive LTI program.

Grants of Units will be at the discretion of the Committee within the limitations of the PSU Plan and subject to the rules and policies of applicable regulatory authorities. The amount payable to each participant under the PSU Plan at the time of vesting, in respect of a particular grant of Units, shall be determined by multiplying the number of Units (which will be adjusted in connection with the payment of dividends by the Company as if such Units were Shares held under a dividend reinvestment plan) by a performance multiplier (for PSUs) to be determined by the Committee and by the Fair Market Value, as described in the PSU Plan, of a Share at the vesting date. The PSUs will vest upon expiry if agreed upon performance measures are met. The measures for the PSU Plan will be approved annually by the Committee.

The form of payment under the PSU Plan shall be one or more of the following forms: (i) cash; or (ii) Shares. Shares may be purchased on the market or issued from treasury of the Company in order to pay out Units in accordance with their terms. Approval was granted for 400,000 Shares in aggregate to be reserved for issuance from treasury of the Company under the PSU Plan, which, as of March 22, 2021, represents 1.2% of the aggregate of the issued and outstanding Shares of the Company. In addition, issuances of Units may not result in the following limitations being exceeded: (a) the aggregate number of Shares issuable to insiders pursuant to the PSU Plan, the Option Plan or any other security-based compensation arrangement of the Company exceeding 10% of the aggregate of the issued and outstanding Shares at any time; and (b) the issuance from treasury to insiders, within a 12-month period, of an aggregate number of Shares under the PSU Plan, the Option Plan and any other security-based compensation arrangement of the Company exceeding 10% of the aggregate of the issued and outstanding Shares. The Company's annual burn rate under the PSU Plan (including both PSUs and RSUs), calculated as described in Section 613(p) of the TSX Company Manual was 1.36% in 2020, 1.24% in 2019, and 2.78% in 2018. With respect to the PSUs, the number of Shares to be settled will vary from 0% to 150% of the award, with the exception of the November 2018 Supplemental PSU award which varied from 0% to 200%. All will settle as a cash payout.

The Committee will require all participants to reimburse, in all appropriate cases, any short- or long-term incentive award or amount awarded to the participant and any non-vested equity-based awards previously granted to the participant if: (a) the amount of such compensation was calculated based upon the achievement of financial results that were subsequently the subject of a restatement or the correction of a material error; (b) the participant engaged in intentional misconduct that caused or partially caused the need for the restatement or caused or partially caused the material error; and (c) the amount of the compensation that would have been awarded to the participant had the financial results been properly reported would have been lower than the amount actually awarded.

If a participant voluntarily terminates his or her employment with the Company or has employment terminated for cause, all unvested Units are cancelled as at the date of termination. If the Company terminates employment of a participant for any reason other than for cause, a number of unvested Units shall continue to vest prorated based upon the number of full calendar months of active employment during the term of the Units, and all other unvested Units shall be cancelled. Upon the death of a participant, a prorated number of Units based upon the number of full calendar months of active employment during the term of the Units shall vest as of the date of death and shall be paid within two and one-half months following the participant's death on the assumption that the Target Performance Level is met, and all other unvested Units shall be cancelled. If a participant has attained the age of 60 and retires pursuant to a retirement plan, a prorated number of Units based upon the number of full calendar months of active employment during the term of the Units shall continue to vest following retirement, and all other unvested Units shall be cancelled as at the date of retirement. Units are not transferable other than on death of the participant according to the laws of descent and distribution. If a participant suffers a disability, a number of unvested Units held by such participant at the date of disability, prorated based on the number of full calendar months of active employment during the term to the total number of months in the term, shall continue to be subject to vesting in accordance with the PSU Plan during such participant's leave. If a participant commences a parental or another leave approved by the Company for a period longer than three months, other than a leave for disability, the number of unvested Units held by such participant as at the commencement of such leave, prorated based on the number of full calendar months of active employment of the participant during the term to the total number of months in the term, shall continue to be subject to vesting in accordance with the Plan during such leave. All other unvested Units shall be cancelled on the date of the determination not to return to active employment. If a participant is seconded to an entity other than a subsidiary, the Committee shall determine the manner in which all Units held by the participant as at the date of the secondment shall be treated under the PSU Plan, provided, however, that in no event shall such treatment permit amounts to be payable under the PSU Plan more than two and one-half months after the vesting date.

In the event of a Change of Control and the termination of a participant's employment or engagement other than for cause (as defined in the PSU Plan) as a consequence of such Change of Control or within 18 months after such Change of Control, all unvested Units held by the participant shall vest and be based on applicable performance measures achieved from the start of the term to that date. Each participant shall have paid to him or her, in full satisfaction for any amounts payable pursuant to Units under the PSU Plan, an amount calculated pursuant to the PSU Plan in respect of all vested Units held by such participant.

If upon a Change of Control, in the opinion of the HR Committee, Performance Multipliers are no longer appropriate or practically measurable, then the HR Committee will determine Performance Multipliers, if any, as it deems appropriate. In addition, the HR Committee will determine whether there are any ongoing employment or other terms and conditions that would apply up to vesting.

"**Change of Control**" for this purpose shall mean the occurrence of either: both (i) the acquisition or continuing ownership of Convertible Securities and/or Shares of the Company as a result of which a person, group of persons or persons acting jointly or in concert, or persons associated or affiliated within the meaning of the Securities Act (Nova Scotia) with any such person, group of persons or any of such persons acting jointly or in concert (collectively, "**Acquirors**"), other than the Incumbent Controlling Shareholder, beneficially own Shares of the Company and/or Convertible Securities such that, assuming only the conversion, exchange or exercise of Convertible Securities beneficially owned by the Acquirors, the Acquirors would beneficially own Shares that would entitle the holders thereof to cast more than 50% of the votes attaching to all Shares in the capital of the Company that may be cast to elect directors of the Company; and (ii) the exercise of the voting power of all or any such Shares so as to cause or result in the election of one half or more directors of the Company who were not Incumbent Directors; or both (i) the disposition of Convertible Securities and/or Shares of the Company by the Incumbent Controlling Shareholder to the extent that the Incumbent Controlling Shareholder would, after such disposition, beneficially own Shares that would, assuming only the conversion, exchange or exercise of Convertible Securities beneficially owned by the Incumbent Controlling Shareholder, entitle the holders thereof to cast less than 30% of the votes attaching to all Shares in the capital of the Company that may be cast to elect directors of the Company; and (ii) the exercise of the voting power attaching to Shares of the Company so as to cause or result in the election of one third or more directors of the Company who were not Incumbent Directors.

Amendments to the PSU Plan shall not alter or impair the rights of any participant in respect of existing Units without the consent of that participant. The Board may from time to time amend the PSU Plan without notice or Shareholder approval provided that such amendment shall not impair any Units previously granted. In particular, the Board may make the following types of amendments to the PSU Plan without Shareholder approval:

i. to reduce the number of Shares issuable under the PSU Plan;
ii. to increase or decrease the maximum number of Shares of a single participant;
iii. to amend the vesting provisions;
iv. to change the effect of termination, cessation or death of a participant;
v. to change the assignability for estate planning purposes;
vi. to increase the term;
vii. to forms of financial assistance;
viii. to change eligibility;
ix. for compliance with securities, corporate or tax laws and the rules and policies of the TSX;
x. to add covenants for the protection of participants;
xi. to make changes in the best interest of the participants;
xii. to correct any ambiguity or defect or inconsistent provision or error; and
xiii. to re-allocate the number of Shares as between the Option Plan and the PSU Plan.

Shareholder approval is specifically required for amendments to the PSU Plan that would:

i. increase the number of Shares issuable under the PSU Plan other than a re-allocation or adjustment in the case of a re-organization;
ii. increase the maximum limit of the number of Shares that may be issued to insiders;
iii. add non-employee directors as participants on a discretionary basis;
iv. allow transferability; or
v. to amend the amending provisions of the PSU Plan.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

Throughout 2020 and as at March 22, 2021, there was no indebtedness to the Company and its subsidiaries from any executive officers, directors, employees or former executive officers, directors and employees of the Company or its subsidiaries.

AUDIT COMMITTEE COMPOSITION AND AUDIT FEES

The composition of the Audit Committee of the Company is detailed in the Company's Annual Information Form ("**AIF**") for the year ending January 2, 2021 in Section 9.2, and details of fees paid to the Company's Auditor, Ernst & Young LLP, can be found in Section 9.4. The AIF has been filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") website at www.sedar.com, a copy of which may also be obtained by contacting the Company's Corporate Secretary.

APPOINTMENT OF AUDITORS

The Board recommends that Shareholders vote in favour of the resolution reappointing Ernst & Young, LLP, as auditors of the Company for 2021 and permitting directors to fix their remuneration. If Shareholders do not specify how they want their Shares voted, the persons named as Proxyholders will cast the votes represented by Proxy at the Meeting FOR the resolution reappointing Ernst & Young, LLP as auditors of the Company.

ADVISORY RESOLUTION ON THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION

The Board believes that Shareholders should have the opportunity to understand fully the philosophy, objectives and principles that the Board has used to make compensation decisions for executives of the Company. The Board has adopted a practice to hold, at each annual meeting, a non-binding advisory vote on the approach to executive compensation as disclosed in the Circular. This Shareholder advisory vote forms an important part of the ongoing process of commitment between Shareholders and the Board on compensation.

After reviewing the Circular, if there are specific concerns you wish to discuss, contact the Board by writing to the Chair of the Board or the Chair of the HR Committee using the contact information as found on the Company's website at www.highlinerfoods.com. The compensation discussion and analysis describes High Liner Foods' compensation philosophy, the objectives of the different elements of the compensation programs and the way the Board evaluates performance and makes decisions. Further, it explains how compensation programs are based on a pay-for-performance culture and are aligned with strong risk management principles and the long-term interests of Shareholders.

The Board recommends that shareholders approve the following advisory resolution:

"Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors that the Shareholders accept the approach to executive compensation disclosed in the Circular delivered in advance of the 2021 Annual General Meeting of Shareholders."

As this is an advisory vote, the results will not be binding upon the Board. However, in considering its approach to compensation in the future, the Board takes into account the results of the vote, together with feedback received from Shareholders. **The persons named in the enclosed proxy form intend to vote FOR the foregoing advisory resolution.**

CORPORATE GOVERNANCE PRACTICES

The Board of Directors and management annually review the Company's corporate governance structures and practices. The review is conducted with reference to *National Policy 58-201 Corporate Governance Guidelines* and *National Instrument 58-101 Disclosure of Corporate Governance Practices* (the "**Guidelines**"). High Liner Foods has been committed to continuous evolution of its governance practices as illustrated in the recent committee changes noted in the "*Changes to Board Committee Mandates*" section of this document. The Board believes that this commitment has led to improved organizational effectiveness and has enhanced the Board's connectivity to the strategic plan, the identification of risk and communications with stakeholders while maintaining long-term Shareholder value.

The Board's governance program in 2020 was principally the responsibility of the Governance Committee comprised only of independent members of the Board. This report is prepared in accordance with Form 58-101F1 and provides a description of High Liner Foods' approach to each of the guidelines identified in National Policy 58-201 ("**NP 58-201**").

OUR APPROACH TO EMPLOYEE, ENVIRONMENTAL, SOCIAL & GOVERNANCE ("EESG")

The Board of Directors and management believe that high EESG standards support the long-term profitability of the Company and aligns with conscientious Shareholders. High Liner Foods believes that continually monitoring and updating these standards helps to build trust, mitigate risk, realize new opportunities, and meets the changing needs and expectations of customers and other stakeholders.

The Governance Committee oversees the Company's environmental, social and governance framework as well as management's integration of EESG into the overall governance structure and business strategies and risk management practices at High Liner Foods. The Board takes the safety of the Company's employees very seriously and the HR Committee reviews the health and safety performance of the Company.

The following table highlights how the Company has integrated EESG into its operations in 2020:

Element	Initiatives
Employee	• Implemented additional health, safety and employee well being measures driven by, and to support employees, through the COVID-19 pandemic. • Established a Diversity & Inclusion Committee to provide support and guidance to employees in the areas of diversity, inclusion and fairness.
Environmental	• Continued our commitment to drive sustainability practices in our supply chain. • Updated metrics around material loss and production efficiency to reduce material waste and energy use.
Social	• Continued to require seafood suppliers to adhere to the High Liner Foods' Supplier Code of Conduct which requires such suppliers to operate in accordance with internationally recognized standards for human rights, employment and worker safety.
Governance	• Created the Governance Committee to oversee the EESG strategy and efforts of the Company.

Our Corporate Social Responsibility report provides additional details on commitment and performance to EESG and can be found on our website at https://www.highlinerfoods.com/en/home/sustainability/sustainability_csr.aspx.

In 2021, High Liner Foods refreshed its purpose statement to "***Reimagine Seafood to Nourish Life***" which more accurately reflects High Liner Foods' business, its potential for the future and commitment to its stakeholders. The Company will realize its purpose by executing on its strategy to grow its branded value-added products which provide consumers, retailers and foodservice operators with new ways to think about and enjoy seafood. High Liner

Foods believes that frozen seafood has the potential to provide affordable and easy-to-prepare proteins that can nourish families and communities across North America.

As a purpose-driven organization, High Liner Foods is committed to an inclusive, equitable and diverse workplace that creates rewarding career opportunities that help nourish the lives of its dedicated workforce.

BOARD DIVERSITY AND INCLUSION

The Board and Executive officers of High Liner Foods adopted a Diversity and Inclusion Policy to address diversity matters among its Board and executive officers. Under the Policy, the Board nominates and appoints Board members and executive officers based on merit, and the Company is strongly committed to finding the best people to serve in these roles. At the same time, the Company believes that diversity and inclusion helps to ensure that Board members and executive officers provide the necessary range of perspectives, experiences and expertise required to achieve effective stewardship and management of the Company. Diversity and inclusion also helps to ensure that a wide variety of perspectives are brought to bear on issues, while enhancing the likelihood that proposed solutions will be thoughtful and comprehensive. High Liner Foods believes that diversity and inclusion is an important attribute of a well-functioning Board and an effective team of executive officers.

The Governance Committee is responsible for identifying and recommending to the Board qualified candidates who possess the competencies, skills, business and financial experience, personal qualities and level of commitment required for a director to fulfill Board responsibilities. In doing so, the Governance Committee strives for the inclusion of diverse groups, knowledge and viewpoints and includes considering the level of representation of women on the Board.

Pursuant to the Diversity Policy of the Company, the Governance Committee intends to maintain female Board representation (excluding executive directors) of at least 25% of Board members and has set a goal to pursue parity in gender representation on the Board (excluding executive directors). Of the ten proposed nominees for election to the Board at the upcoming Meeting, three are women. This reflects the Board's view that gender diversity is an important part of fostering diversity of perspective and experience leading to improved overall performance of the Board and its committees. The table below demonstrates the commitment of the Board to foster gender diversity over the past five years.

	Proposed Nominees	2020	2019	2018	2017
Total Board	10	10	10	13	13
Women Directors	3	3	4	4	3
Percentage Women	30 %	30 %	40 %	31 %	23 %

High Liner Foods does not have targets regarding women in executive officer appointments; however, management is of the view that gender diversity among the senior executive team serves the best interest of the Company in helping to foster a better understanding of the needs of its employees, customers and consumers. The Company has one female member representing 17% of the executive leadership team.

In view of building diversity and inclusion within High Liner Foods, management does not feel that the best way to achieve diversity and inclusion is through setting specific targets. When recruiting, management is focused on hiring the most-qualified person to meet the needs of the Company and the position, as well as focus on qualities of an individual that will cultivate an environment which embraces diversity in all facets. Management will focus on creating and improving diverse and inclusive programs, processes and practices in order to foster diversity throughout the company.

NP 58-201 Guideline	High Liner Foods' Approach
COMPOSITION OF THE BOARD	
3.1 The board should have a majority of independent directors. "Independence" is defined in section in section 1.4 of *National Instrument 52-110 Audit Committees.*	A clear majority of the Board is independent, as required by the Board Charter (the "Charter"), included in this Circular. The Governance Committee reviews the independence of each director annually, with reference to the independence definition found in National Instrument 52-110 ("NI52-110"). With respect to the Audit Committee, the additional requirements of section 1.5 of NI52-110 are applied. To aid its analysis, each director is required to complete an annual questionnaire, which requires disclosure of all board appointments, and all relationships, if any, with the Company. Mr. Hepponstall is not independent. In May 2018 Mr. Hepponstall was appointed to the Board and assumed the office of President & CEO of High Liner Foods. Of the remaining directors, none has a direct or indirect material relationship with High Liner Foods that could, in the view of the Board of directors, be reasonably expected to interfere with the exercise of his or her independent judgment. Mr. Hennigar is Chairman and director and Mr. Andrew Hennigar is a director of Thornridge Holdings Limited, a shareholder of High Liner Foods as noted in the Principal Holder of Shares section of this Circular. Mr. David Hennigar brings many years of business experience in various roles of publicly and privately held companies and provides valuable guidance to the Company on all aspects including strategy and governance. Mr. Andrew Hennigar, as an asset to the board, brings previous board experience. Mr. Dexter is counsel in the Company's external legal services firm, Stewart McKelvey but is no longer practicing law. Mr. Dexter provides no direct or indirect legal services to High Liner Foods and his compensation arrangements with the firm are not related to fee income generated from High Liner Foods. Mr. Dexter's full-time occupation is Chairman of Maritime Travel Inc. Fees earned by Stewart McKelvey for legal services provided to High Liner Foods in 2020 were not material to High Liner Foods or to Stewart McKelvey. Mr. Dexter's experience serving in various capacities of publicly and privately held businesses, Chairman of Maritime Travel and his long tenure on the High Liner Foods' Board provides a deep knowledge to the High Liner Foods' Board in managerial and strategy guidance.
3.2 The chair of the board should be an independent director. Where this is not appropriate, an independent director should be appointed to act as "lead director". However, either an independent chair or an independent lead director should act as the effective leader of the board and ensure that the board's agenda will enable it to successfully carry out its duties.	The Chairman, Mr. Pace, is independent.
MEETING OF INDEPENDENT DIRECTORS	
3.3 The independent directors should hold regularly scheduled Meetings at which non-independent directors and members of management are not in attendance.	At every meeting of the Board a closed session without management and non-independent members present takes place as a standing item on regular meeting agendas. This requirement is expressed in the Charter: "However, every meeting of the Board shall be followed by an *in-camera* session at which no executive directors, non-independent members of the Board, or other members of Management are present, to ensure free and open discussion and communication among the non-executive/independent directors."

BOARD MANDATE

3.4 The board should adopt a written mandate in which it explicitly acknowledges responsibility for the stewardship of the issuer, including responsibility for:	The Board adopted a written Charter several years ago and the Governance Committee reviews it annually. The Charter was recently reviewed in 2020. In the Charter, the Board explicitly acknowledges responsibility for the stewardship of High Liner Foods. The Charter states: "The Board of Directors is the steward of the Company and must ensure the viability of the Company and see that it is managed in the interest of the shareholders as a whole."
(a) to the extent feasible, satisfying itself as to the integrity of the chief executive officer (the CEO) and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;	The Board, through the HR Committee, reviews the President & CEO's performance annually, and approves annual performance objectives and compensation. The Chairman approves the President & CEO's expenses. There have been no comments or reservations noted by the External Auditors with respect to the annual audit of High Liner Foods' financial statements. The Board reviews annually a Code of Conduct to assist the President & CEO and other executive officers in maintaining High Liner Foods' culture of integrity.
(b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;	The Board oversees and participates in the Company's strategic thinking and goal deployment process and conducts a review of the strategic thinking in the third quarter of each year. The Board ensures that management is focused on aligning the efforts of all employees on achieving clear strategic goals. The Board discusses and reviews all materials related to the strategic plan with management and approves the annual business plan. The President & CEO reports to the Board at every meeting on progress against strategic goals, and management relies on the Board to question, validate, and ultimately approve the Company's strategic direction.
(c) the identification of the principal risks of the issuer's business, and ensuring the implementation of appropriate systems to manage these risks;	The Board, principally through the Audit Committee, ensures that the risk management structure of the Company offers a comprehensive and diligent approach to risk-taking. Officers responsible for risk assessment and management in all areas of Company operations report to the Board and the Audit Committee regularly on the Company's risk management and internal controls. Assisted by comprehensive checklists and score cards, directors identify and examine all aspects of risk inherent in the Company's business. The Company's MD&A and AIF include a thorough discussion of the principal risks facing the Company, and the Audit Committee reviews this prior to disclosure to ensure it is comprehensive. The Audit Committee is required by the Charter to review risk management and report to the Board on a quarterly basis. The Audit Committee meets with both the External Auditors and the Director Internal Audit at every meeting without management present.
(d) succession planning (including appointing, training and monitoring senior management);	The Board selects and evaluates the Company's President & CEO and reviews and approves all proposed appointments to the Executive Leadership Team. A position description exists for the President & CEO (available at www.highlinerfoods.com) and specifies that the President & CEO has primary responsibility for achieving the Company's business strategy. The HR Committee of the Board approves the President & CEO's compensation and evaluates his performance annually against pre-approved objectives (see the section titled *Compensation Discussion and Analysis*). The President & CEO reports annually to the HR Committee on the current status of succession planning with a focus on various senior leaders of the Company. All employees are required to have a developmental plan. The executive leadership team of the Company attends every Board meeting to report on various aspects of operations and progress against goals. Other members of the senior management group attend from time to time to address particular subjects. The Board views these presentations as serving a two-fold purpose: directors are kept informed and can oversee performance, and also have the opportunity to assess the depth and skill of the leadership of the Company. Financial resources and time are made available to the leadership of the Company for continuing education.

(e) adopting a communications policy for the issuer;	The Board approves all the Company's important communications, including annual and quarterly reports, securities offering documents, news releases and documents required under continuous disclosure laws. The Company communicates with the public through a number of channels, including its website. The Company's Corporate Disclosure, Confidentiality and Employee Trading Policy (the "Policy") is reviewed annually by the Governance and Audit Committees and has been approved by the Board. The Policy requires the accurate and timely disclosure of important information, governs external communications and establishes rules with respect to insider trading. The Policy includes blackout and quiet periods and is substantially modeled on the Model Disclosure Policy published by the Canadian Investor Relations Institute. The Company holds a conference call following the release of quarterly financial results. The call is broadcast on the Internet and is advertised by news release. Any person can access the conference call.
(f) the issuer's internal control and management information systems; and	The Audit Committee of the Board is responsible for the integrity of internal control and management information systems. The mandate of the Audit Committee is described in the AIF and located on the Company's website at www.highlinerfoods.com. The Company's External Auditors and the Director Internal Audit attend all meetings of the Audit Committee. The Director Internal Audit provides a formal written report to the Audit Committee quarterly, and both the External Auditors and the Director Internal Audit meet with the Audit Committee without management present on a regular basis. The Audit Committee receives regular reports on internal controls on financial reporting at every meeting. The Audit Committee reviews the plan to mitigate any significant business interruption due to technology malfunction or physical loss.
(g) developing the issuer's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the issuer.	The Governance Committee is responsible for recommending to the Board the Company's approach to corporate governance. The Committee reviews and approves this disclosure circular and is responsible for the oversight of the Company's key governance policies, including the Code of Conduct, and the other policies referred throughout this Circular.
(h) The written mandate of the board should also set out:	
(i) measures for receiving feedback from stakeholders (e.g. the board may wish to establish a process to permit stakeholders to directly contact the independent directors), and	Stakeholders can contact the Board through the Corporate Secretary's office. A statement to this effect can be found on the *Our Company Structure and Governance* section of the High Liner Foods' website, with contact information.
(ii) expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials.	The expectations and responsibilities of the directors are outlined in the Charter summarized in this Circular, and can be found on High Liner Foods' website under the *Our Company Structure and Governance* section. The Charter includes a majority voting policy in respect of director votes registered as withhold on a proxy.

POSITION DESCRIPTIONS

3.5 The board should develop clear position descriptions for the chair of the board and the chair of each board committee. In addition, the board, together with the CEO, should develop a clear position description for the CEO, which includes delineating management's responsibilities. The board should also develop or approve the corporate goals and objectives that the CEO is responsible for meeting.

The Board has adopted a position description for directors, and it is available on the Company's website under the *Our Company Structure and Governance* section. The position description includes a description of basic duties and responsibilities and requires regular attendance at board and committee meetings, attendance at the annual meeting of Shareholders, and service on at least one board committee. Directors are also required, among other things to: "Stay informed and keep abreast of the business affairs and developments of the Company."

The Board developed a position description for the Board Chairman and for Chairs of Standing Committees. The position descriptions are posted on High Liner Foods' website in the *Our Company Structure and Governance* section. The HR Committee approved a position description for the President & CEO, and reviews it from time to time. It is also available on the website. The Board of Directors annually reviews and approves the corporate goals and objectives and through the HR Committee, specifically approves the President & CEO's performance targets and incentive plan. More details on executive performance measurement and compensation are included in the *Executive Compensation* section of this Circular.

ORIENTATION AND CONTINUING EDUCATION

3.6 The board should ensure that all new directors receive a comprehensive orientation. All new directors should fully understand the role of the board and its committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the issuer expects from its directors). All new directors should also understand the nature and operation of the issuer's business.

The Company has developed a comprehensive Directors' Manual (the "Manual") and is available to every director. The Manual is regularly updated. It includes a detailed description of the Company and its operations, the Board and committee charters, the most recent annual disclosure documents, the Company's bylaws and corporate policies. Upon appointment to the Board, management reviews the Manual's content with the director, and provides education on the Company's internal reporting and transaction approval policies. The directors visit the Company's various facilities from time to time. Executive management also makes regular presentations to the Board on the main areas of the Company's business.

3.7 The board should provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the issuer's business remains current.

Various senior management group members provide regular updates to the directors on subjects of importance. For example, the Vice President Finance, a chartered professional accountant, provides an update on financial reporting developments as required. The Corporate Secretary provides regular updates on regulatory and legal developments which could affect the Company. The Company provides the Board with regular business and industry updates. From time to time, presentations from external consultants or experts are made available.

CODE OF BUSINESS CONDUCT AND ETHICS

3.8 The board should adopt a written code of business conduct and ethics ('code'). The code should be applicable to directors, officers and employees of the issuer. The code should constitute written standards that are reasonably designed to promote integrity and to deter wrongdoing. In particular, it should address the following issues:	The Board has adopted a Code of Conduct (the "**Code**") applicable to directors, officers and employees of the issuer. The Code is available at www.highlinerfoods.com.
conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest; protection and proper use of corporate assets and opportunities; confidentiality of corporate information; fair dealing with the issuer's security holders, customers, suppliers, competitors and employees; compliance with laws, rules and regulations; and reporting of any illegal or unethical behavior.	The Code addresses conflicts of interest, protection of corporate assets and opportunities, confidentiality, fair dealing with security holders, customers, suppliers, competitors and employees, compliance with laws, rules and regulations, and reporting of any illegal or unethical behaviour. The Corporate Secretary solicits information from directors annually through a comprehensive questionnaire in order to determine whether there are any transactions or agreements in respect of which a director may have a material interest. Directors are expected to declare any such interest as a matter of course. Directors have the right to retain independent advice, subject to the approval of the Audit Committee. The Code includes information to access a Compliance Reporting Line, an externally-managed, toll-free telephone service for the reporting of matters which may constitute a violation of the Code. Anonymity is an option for users of the reporting line.
3.9 The board should be responsible for monitoring compliance with the code. Any waivers from the code that are granted for the benefit of the issuer's directors or executive officers should be granted by the board (or a board committee) only.	The Board is responsible for monitoring compliance with the Code of Conduct. On an annual basis, management reports compliance to the Board. Each employee and director must annually acknowledge that they have read and agree to adhere to the Code as a condition of employment or appointment. The Code is communicated to management/salaried employees through an internal website and information portal. No director or employee has asked for a waiver from the Code.

NOMINATION OF DIRECTORS

3.10 The board should appoint a nominating committee composed entirely of independent directors.	The Governance Committee proposes nominees to the Board annually. All members of the Governance Committee are independent.
3.11 The nominating committee should have a written charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members and subcommittees), and manner of reporting to the board. In addition, the nominating committee should be given authority to engage and compensate any outside adviser that it determines to be necessary to permit it to carry out its duties. If an issuer is legally required by contract or otherwise to provide third parties with the right to nominate directors, the selection and nomination of those directors need not involve the approval of an independent nominating committee.	The Governance Committee Charter sets out the specific accountabilities of the Committee, which cover the matters addressed by this Guideline. The Governance Committee is permitted to retain outside advisors in order to carry out its duties.
3.12 Prior to nominating or appointing individuals as directors, the board should adopt a process involving the following steps: (a) Consider what competencies and skills the board, as a whole, should possess. In doing so, the board should recognize that the particular competencies and skills required for one issuer may not be the same as those required for another.	The Director Selection Criteria (the "**Criteria**") of the Company is applied by the Governance Committee, which require directors to possess core competencies in at least one area of strategic importance to the Company, a commitment to the Company and its Shareholders through willingness to devote the time and resources required to serve, ownership of Shares of the Company valued at not less than three times the annual retainer of the director, and key personal attributes, including integrity, leadership, and demonstrated accomplishments. The Criteria can be found at www.highlinerfoods.com.

(b) Assess what competencies and skills each existing director possesses. It is unlikely that any one director will have all the competencies and skills required by the board. Instead, the board should be considered as a group, with each individual making his or her own contribution. Attention should also be paid to the personality and other qualities of each director, as these may ultimately determine the boardroom dynamic.	In 2020, the Governance Committee conducted a board effectiveness survey, and asked directors to participate in a self-assessment process. The Committee concluded that the composition of the Board is appropriate, as there is an adequate cross-section of backgrounds, experiences and talents to ensure effective oversight.
The board should also consider the appropriate size of the board, with a view to facilitating effective decision-making. In carrying out each of these functions, the board should consider the advice and input of the nominating committee.	The Governance Committee reviews the composition and size of the board. Including the President & CEO, the Board is currently composed of 10 members with 10 members being proposed for election. The Committee has ensured that the 10-proposed nominees have the right mix of experience, industry knowledge, and skills diversity to provide the Company with the expertise and strategic vision required at the Board level.
3.13 The nominating committee should be responsible for identifying individuals qualified to become new board members and recommending to the board the new director nominees for the next annual meeting of Shareholders.	The Board Charter states: "The Governance Committee shall review and recommend to the Board the candidates for nomination as directors, based on the Criteria adopted by the Governance Committee from time to time. The Board shall approve the final choice of candidates for nomination and election by the shareholders."
3.14 In making its recommendations, the nominating committee should consider: the competencies and skills that the board considers to be necessary for the board, as a whole, to possess; the competencies and skills that the board considers each existing director to possess; and the competencies and skills each new nominee will bring to the boardroom. The nominating committee should also consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member.	Early each year, the Governance Committee considers recommendations for Board appointment for the upcoming year, focusing on the competencies and skills necessary for the Board to operate effectively and the amount of time required by each member of the Board to be effective in his or her position.

COMPENSATION (at High Liner Foods the HR Committee serves as the compensation committee)

3.15 The board should appoint a compensation committee composed entirely of independent directors.	The HR Committee serves as the compensation committee. All members of the Committee are independent.
3.16 The compensation committee should have a written charter that establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members or subcommittees), and the manner of reporting to the board. In addition, the compensation committee should be given authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.	The Charter for the HR Committee provides for all of the matters addressed by this Guideline and is available at www.highlinerfoods.com. It is also summarized later in this Circular.
3.17 The compensation committee should be responsible for: (a) reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and determining (or making recommendations to the board with respect to) the CEO's compensation level based on this evaluation; (b) making recommendations to the board with respect to non-CEO officer and director compensation, incentive-compensation plans and equity-based plans; and	The HR Committee Charter states: The Committee will: 1. Approve all compensation and benefit arrangements relating to senior management if outside normal Company policies; 2. Review market surveys relating to the CEO's compensation and approve any increases in the CEO's salary; and 3. Review and approve bonus or incentive programs in place for the executive management. The Committee reviews the performance of the President & CEO on an annual basis against previously approved objectives, disclosed, where applicable, in detail in the Executive Compensation section of this Circular.
(c) reviewing executive compensation disclosure before the issuer publicly discloses this information.	The HR Committee reviews executive compensation disclosure before High Liner Foods publicly discloses this information.

REGULAR BOARD ASSESSMENTS

3.18 The board, its committees and each individual director should be regularly assessed regarding his, her or its effectiveness and contribution. An assessment should consider in the case of the board or a board committee, its mandate or charter, and in the case of an individual director, the applicable position description(s), as well as the competencies and skills each director is expected to bring to the board.	The Governance Committee evaluates the effectiveness of the Board and individual directors. The Governance Committee also regularly reviews committee mandates to ensure that all areas of Board responsibility are fulfilled. Current standing committees of the Board and their purposes and activities are described below. The Committee uses a Board Effectiveness Survey (the "Survey") to obtain feedback from directors on the effectiveness of the Board. The Survey assesses the adequacy of information given to directors, communication with management, and Board structure and composition. The Survey is conducted regularly and was last repeated in 2020. Other measures to ensure Board effectiveness have been introduced including a meeting dedicated to strategic planning. Annual work plans for each Board committee are based on the mandates to ensure that all required tasks are completed during the annual cycle. The Governance Committee also uses a director self-assessment survey to assess individual director performance. The Governance Committee will approve any changes to the position description for directors, and will continue to use the description, the criteria and the self-assessment survey feedback to ensure the Board is properly constituted to fulfill its responsibilities.

CHARTER OF THE BOARD OF DIRECTORS

The Board Charter is attached as Schedule A to this Circular.

BOARD COMMITTEES AND 2020 ACTIVITIES

Committee	Mandate	2020 Activities
Executive Committee	The Executive Committee serves in an advisory capacity to management, and during intervals between board meetings, the Board may authorize the Executive Committee to conclude previously authorized transactions in appropriate circumstances. At the time of filing the Circular, the Executive Committee consists of five members, being Mr. Pace, Mr. Hepponstall, Ms. Jamieson, Ms. Mahody and Mr. van Schaayk.	The committee did not meet in 2020.
Governance Committee	The Governance Committee must be comprised of at least three independent directors. Its principal duties are to: -Assess the effectiveness of the Board, as well as committees of the Board and the contribution of individual directors; -Review and approve mandates of committees of the Board and the Board itself; -Ensure new directors receive proper orientation; -Review the adequacy and recommend the form and amount of compensation of the Board; -Review corporate governance issues on a regular basis to ensure the Company complies with the Guidelines, and with all applicable laws; -Review and approves this Circular; -Review and monitors compliance with the Code of Conduct (the "Code"), and the Corporate Disclosure, Confidentiality and Employee Trading Policy; and -Review the Company's environmental, social and governance framework.	The committee: -Met three times; -Reviewed the *Skills Matrix*; -Reviewed the risk assessment; -Reviewed the Board size and composition; -Reviewed the Committee Charters, the Board Charter and the Diversity & Inclusion Policy; -Reviewed corporate governance developments; -Completed the director recruitment process for 2020; -Reviewed and proposed nominees to the Board; -Reviewed independence of proposed nominees to the Board; -Reviewed Director Compensation; -Reviewed the Code and Compliance with the Code; -Reviewed the corporate securities trading policy; -Reviewed and approved the Circular; and -Reviewed the employee, environmental, social and governance framework of the Company.

Audit Committee	The Audit Committee must consist of at least three outside directors, all of whom are independent and financially literate. Its principal duties are to: -Review with management and external auditors, and recommend for approval, all published financial information that requires Board approval; -Ensure that appropriate internal financial controls are in place; -Review significant accounting and report issues and understand their impact on the financial statements; -Review and approve changes in accounting policies; -Meet with the External Auditors and with the Director Internal Audit to discuss the Company's system of internal control and annual and quarterly financial statements; -Review and recommend to the Board the appointment of auditors, after assessing their independence from management; -Consider and approve requests from individual directors to retain independent advisors; -Review the Company's risk management policies and insurance program; -Review annually and discuss with management the risk factors as disclosed in the MD&A and AIF; -Review the certification of the CEO and CFO; -Review all subsidiary company or special purpose audit reports, including those of pension funds, if any, as well as minutes of all Audit Committee meetings of subsidiaries and any significant issues and auditor recommendations; -Review any litigation, environmental incident, claim or other contingency that could have a material effect upon the financial position or operating results of the Company; and -Pre-approve all non-audit fees for projects undertaken by the auditors.	The committee: -Met four times; -Invited the External Auditors to every quarterly meeting and met with the External Auditors without management present at all meetings; -Invited the Director Internal Audit to every quarterly meeting and met quarterly with the Director Internal Audit without management present; -Reviewed the Audit Committee Charter; -Considered updates to financial reporting developments as required; -Reviewed and approved changes where necessary to the Company's accounting policies and risk management policies; -Reviewed the risk factors of the Company; -Reviewed the insurance program of the Company; -Reviewed and approved all non-audit services of the External Auditor; -Reviewed regulatory developments with respect to audit committees, auditor oversight and certification and disclosure; -Reviewed the Company's risk profile and received reports on the Company's risk management policies and strategies, including its business recovery program; and -Transacted all other business that came before the Committee as set out in the Audit Committee Charter.

Human Resources Committee	The HR Committee must consist of at least three outside directors, a majority of whom are independent. Its principal duties are to: -Manage the selection process for hiring the CEO, when necessary; -Review the performance of the CEO on an annual basis; -Reviews and approves all compensation plans related to the CEO; -Oversees the share-based plans of the Company; -Approve all compensation and benefit arrangements relating to senior management if outside normal Company policies; -Review and approve bonus or incentive programs in place for the executive management; -Review and approve any material changes to pension plans or changes that affect senior management pensions; -Oversee administration and investment strategy related to pension plans and plan assets; -Review with management and advisors as appropriate, the succession planning for key personnel in the Company and recommend changes in connection therewith; -Review and report to the Board on the Company's compliance with all occupational health and safety laws in areas where the Company carries on business; -Review at least annually the Company's Occupational Health and Safety Policy and approves any changes to such policies; -Review management's action plans to deal with occupational health and safety management; -Monitor management's progress in rectifying any situations identified as potential risks; -Review and approve any publicly disclosed information relating to compensation, benefit or pension matters; and -In consultation with the Chair of the Board, engage and compensate any outside advisor determined necessary to carry out the duties of the Committee.	The committee: -Met seven times; -Approved 2020 short-term incentive plan targets and 2019 incentive payments; -With the assistance of a pension governance checklist, confirmed that the Company's pension plans are administered in accordance with applicable laws; -Oversaw succession planning and talent management initiatives; -Reviewed the performance of the Executive Leadership Team; -Reviewed the performance of pension investment managers on a quarterly basis; -Reviewed a report from the Company's Privacy Officer; -Reviewed regular reports relating to the health & safety initiatives of the Company; -Administered the long-term incentive plans for the Executive Leadership Team and Senior Management Group; -Reviewed PSU/RSU disbursements for the Company; -Reviewed Executive Compensation; and Conducted a request for proposal for the independent compensation advisor to the Board.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on the SEDAR website at www.sedar.com.

If you would like to obtain a copy of any of the following documents:

a. the latest Annual Information Form of the Company together with any document, or the pertinent pages of any document, incorporated by reference therein;
b. the comparative financial statements of the Company for the financial year ending January 2, 2021, together with the accompanying report of the auditors thereon and any interim financial statements of the Company for periods subsequent to January 2, 2021; and/or
c. this Circular,

please send your request to:

High Liner Foods Incorporated
Corporate Secretary
P.O. Box 910
100 Battery Point
Lunenburg, NS B0J 2C0
Fax: 902-634-6228 Tel: 902-634-8811
E-mail: investor@highlinerfoods.com
or visit the website at: www.highlinerfoods.com

APPROVAL - BOARD OF DIRECTORS

Except as otherwise indicated; all the information contained in this Circular is given as of March 22, 2021. The directors of the Company have approved the contents and the sending of this Management Information Circular.

(signed)

Timothy Rorabeck
Corporate Secretary
Executive Vice President, Corporate Affairs
and General Counsel

SCHEDULE A - CHARTER OF THE BOARD OF DIRECTORS

High Liner Foods Incorporated

Board of Directors Charter

This Board Charter reflects consideration of the Memorandum and Articles of Association of High Liner Foods Incorporated, the *Companies Act* of Nova Scotia and other legislation and laws applicable to the operation and governance of the Company.

1. **Statement of Policy**

The Board of Directors of High Liner Foods Incorporated (the "Company") is elected by shareholders to oversee the management of the business and affairs of the Company. The Board of Directors is the steward of the Company, and must ensure the viability of the Company and see that it is managed in the interest of the shareholders as a whole. The Board of Directors advises the Chief Executive Officer and other senior managers of the Company's business and affairs.

2. **Composition and Organization of the Board**

(a) **Size of the Board**

Unless otherwise determined by the shareholders of the Company in general meeting, the number of Directors shall not be less than one or more than seventeen.(1)

(b) **Qualification of Directors**

A Director must hold at least one common share in the Company and must acquire such share within a reasonable time following appointment.(2) To align the interests of Directors with Shareholders, Directors are further required to hold common shares (or deferred share units) valued at not less than one times the annual retainer of the Director within one year of appointment of such Director.

(c) **Selection of Members**

The Governance Committee ("GC") of the Board acts as the nominating committee for appointments to the Board. The GC shall be comprised only of independent directors and shall maintain an overview of the ideal size of the Board, the need for recruitment and the expected experience of new candidates. It shall review and recommend to the Board the candidates for nomination as Directors, based on the Director Selection Criteria adopted by the GC from time to time. The Board shall approve the final choice of candidates for nomination and election by the shareholders.

(1) Article 93 of the Company's Articles of Association.
(2) Article 94 of the Company's Articles of Association.

(d) **Independence**

A majority of the Board shall be composed of Directors who are determined by the Board to be unrelated and independent under the laws, regulations and listing requirements to which the Company is subject from time to time.

(e) **Chairman and Lead Director Roles**

The Board shall appoint its Chairman from among the Company's Directors. The Chairman shall not be a member of Company management. Where the Chairman is not regarded by the Board as independent for purposes of applicable laws, regulations and/or listing requirements, the Board shall also appoint a Lead Director, who shall be independent pursuant to such rules.

(f) **Term of Appointment**

The Directors are elected by the shareholders at every Annual General Meeting. The term of each Director expires at the close of the Annual General Meeting following that at which he or she was elected.[(3)] Notwithstanding the foregoing:

(i) a director who has a change in their principal employment (other than merely a geographic change) is expected to offer a letter of resignation to the Chairman of the Board for consideration. The GC of the Board will consider whether to recommend that the Chairman accept or reject the resignation;

(ii) in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" will tender a resignation to the Chairman of the Board promptly following the annual meeting. The GC will consider the offer of resignation and, except in special circumstances, will recommend that the board accept the resignation. The Board will make its decision and announce it in a press release within 90 days following the annual meeting, including the reasons for rejecting the resignation, if applicable; and,

(iii) a Director who displays a change in the exercise of his or her powers and in the discharge of duties that, in the opinion of at least 75 percent of the Directors, is incompatible with the duty of care and loyalty the Director owes the Company under applicable corporate law, shall be expected to offer forthwith a letter of resignation to the Chairman of the Board for consideration. The GC will consider whether to recommend that the Chairman accept or reject the resignation.

3. **Meetings of the Board**

(a) **Board Agenda**

The Chairman of the Board, in consultation with Lead Director (where applicable) and with the appropriate members of Management, develops the agenda for Board Meetings.

[(3)] Article 113 of the Company's Articles of Association

(b) **Board Material Distribution**

Information and materials that are important to the Board's understanding of the agenda items and enable the Board's stewardship responsibilities shall be distributed in advance of every meeting of the Board. Management of the Company will deliver information on the business, operations and finances of the Company to the Board on a monthly basis and on an as-required basis. Minutes of all committees of the Board shall be circulated to all directors once the minutes have been approved.

(c) **Board Meeting Frequency and Schedule**

A minimum of five regularly scheduled Board meetings shall be held each year. Additional meetings may be held when required. The Chairman of the Board, in consultation with the Directors and Management, will set the frequency and length of Board meetings. Board members may participate in meetings by means of telephone conference calls or similar communications equipment.

(d) **Management at Meetings and *In-Camera* Meetings**

Management participates in meetings and makes presentations to allow Directors to gain additional understanding and insight into the Company's businesses, and to assist the Directors in evaluating the competencies of Management. However, every meeting of the Board shall be followed by an *in-camera* session at which no executive Directors, non-independent members of the Board, or other members of Management are present, to ensure free and open discussion and communication among the non-executive/independent Directors.

4. Duties and Responsibilities of the Board

In addition to its statutory responsibilities, the Board of Directors has the following duties and responsibilities, which it may choose to delegate to a committee of its choosing:

(a) Adopting a strategic planning process, and thereafter reviewing and approving the overall business strategy for the Company developed at first by Management;
(b) Identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;
(c) Appointing the Company's President and Chief Executive Officer, developing his or her position description and ensuring succession preparedness;
(d) Reviewing and approving at least on an annual basis the corporate objectives which the Chief Executive Officer shall be responsible for meeting;
(e) Ensuring that appropriate structures and procedures are in place so that the Board and its committees can function independently of Management;
(f) Providing a source of advice and counsel to Management on critical and sensitive problems or issues;
(g) Reviewing and approving key policy statements developed by Management on various issues such as ethics, compliance, communications, environment and safety, and public disclosures;
(h) Ensuring that its expectations of Management are understood, that the appropriate matters come before the Board and that the Board is kept informed of shareholder perspectives;
(i) Reviewing the competency of members of senior Management to perform their roles, that their performance is continually evaluated, and that planning for their succession is ongoing;
(j) Conducting an annual review of Board practices and Board and Committee performance (including Directors' individual contributions);

(k) Reviewing the adequacy and form of the compensation of non-executive Directors and ensuring their compensation adequately reflects the responsibilities and risks involved in being an effective Director;
(l) Evaluating the performance and compensation of the President and Chief Executive Officer and ensuring that such compensation is competitive and measured according to benchmarks which reward contribution to shareholder value;
(m) Selecting nominees for election of Directors;
(n) Selecting the Chairman, and where necessary the Lead Director, of the Board;
(o) Ensuring that new Directors are provided with adequate education and orientation facilities;
(p) Developing and reviewing from time to time position descriptions for the Board;
(q) Overseeing the quality and integrity of the Company's accounting and financial reporting systems, disclosure controls, and procedures and internal controls;
(r) Approving projects and expenditures or dispositions of a certain threshold, in accordance with the Company's Transaction Approval Policy; and
(s) Discussing and developing the Company's approach to corporate governance in general.

5. Board Committees

(a) Number, Structure and Jurisdiction of Committees

The Board delegates certain functions to Committees, each of which (other than the Executive Committee) has a written charter. There are four Committees of the Board: the Human Resources Committee (“HR”), the Audit Committee, the GC and the Executive Committee. The Executive Committee is mandated to act on certain matters delegated by the Board from time to time, or in necessary circumstances where it is impracticable to convene the full Board. The roles and responsibilities of each of the HR, GC and Audit Committees are described in the respective Committee charters.

(b) Independent Committee Members

Members of the Audit Committee, the GC and a majority of the HR shall be unrelated and independent under the laws, regulations and listing requirements to which the Company is subject. The GC shall review and recommend the memberships and mandates of the various Committees to the Board.

(c) Committee Agendas

The Chairman of each Committee, in consultation with the appropriate members of Management, develops the agenda for Committee meetings.

(d) Committee Reports to the Board

At the next Board meeting following each meeting of a Committee, the Committee Chairs shall report to the Board on the Committee's activities. Minutes of Committee meetings are provided to all Directors.

(e) Assignment and Rotation of Committee Members

The GC has responsibility for recommending the assignment and rotation of Committee Members. Rotation is not required, but changes should be considered occasionally to accommodate the Board's requirements and individual interests and skills.

6. Administrative Matters

(a) Board Performance Assessment

The Board will ensure that regular formal assessment of the Board, its Committees and the individual Directors are carried out in order to enhance their performance.

(b) Board Compensation

The GC of the Board regularly reviews and makes recommendations on Director compensation, based on external market surveys and benchmark data. The Board must formally approve any proposed change to the compensation of Directors.

(c) Board Confidentiality

Directors will maintain the absolute confidentiality of the deliberations and decisions of the Board of Directors and information received at meetings, except as may be specified by the Chairman or if the Company publicly discloses the information. Directors shall execute the Company's Code of Conduct.

(d) Board Visits

Visits by the Directors should be made to the Company's plants and business locations in different parts of North America to meet local personnel and to gain insight into the Company's business and operations.

(e) Orientation and Information

The Company's Corporate Secretary shall prepare a *Directors' Manual* containing information on the Company, its policies, and Director responsibilities and liabilities, which is updated as necessary. Detailed current information on the Company, its businesses, operations and finances, are sent on a monthly basis to the Directors. Particularly important items and information requiring urgent attention is conveyed immediately. In addition, new Directors spend time with members of senior Management, including those involved in the Company's business operations, so that they can become rapidly familiar with the Company, its issues, businesses and operations. Care is taken to ensure that new Directors understand the roles and responsibilities of the Board and its Committees, as well as the commitment level that the Company expects of its Directors.

7. Resources and Authority of the Board

The Board shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel or other experts, as it deems appropriate, without seeking the approval of Management. Individual directors may retain independent counsel or advice on the approval of the Audit Committee.