HIGH LINER FOODS

FIRST QUARTER
REPORT TO SHAREHOLDERS

Thirteen weeks ended March 30, 2019

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the thirteen weeks ended March 30, 2019

(All amounts are in United States dollars unless otherwise stated)

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INTRODUCTION

This Management's Discussion and Analysis ("MD&A"), dated May 14, 2019, relates to the financial condition and results of operations of High Liner Foods Incorporated for the thirteen weeks ended March 30, 2019, compared to the thirteen weeks ended March 31, 2018. Throughout this discussion, "We", "Us", "Our", "Company" and "High Liner Foods" refer to High Liner Foods Incorporated and its businesses and subsidiaries.

This document should be read in conjunction with our 2018 Annual Report along with our Unaudited Condensed Interim Consolidated Financial Statements as at and for the thirteen weeks ended March 30, 2019 ("Consolidated Financial Statements"), prepared in accordance with International Financial Reporting Standards ("IFRS"). The information contained in this document, including forward-looking statements, is based on information available to Management as of May 14, 2019, except as otherwise noted.

Non-IFRS Financial Measures

This document includes certain non-IFRS financial measures, which we use as supplemental indicators of our operating performance and financial position, as well as for internal planning purposes. These non-IFRS measures do not have any standardized meaning as prescribed by IFRS, and therefore, may not be comparable to similarly titled measures presented by other publicly traded companies, nor should they be construed as an alternative to other financial measures determined in accordance with IFRS. Non-IFRS financial measures are defined and reconciled to the most directly comparable IFRS measures in the *Non-IFRS Financial Measures* section starting on page 17 of this MD&A.

Currency

All amounts in this MD&A are in United States dollars ("USD"), unless otherwise noted. Although the functional currency of High Liner Foods' Canadian company (the "Parent") is the Canadian dollar ("CAD"), management believes the USD presentation better reflects the Company's overall business activities and improves investors' ability to compare the Company's consolidated financial results with other publicly traded businesses in the packaged foods industry (most of which are based in the United States ("U.S.") and report in USD) and should result in less volatility in reported sales and income on the conversion into the presentation currency.

For the purpose of presenting the Consolidated Financial Statements in USD, CAD-denominated assets and liabilities in the Parent's operations are converted using the exchange rate at the reporting date, and revenue and expenses are converted at the average exchange rate of the month in which the transaction occurs. As such, foreign currency fluctuations affect the reported values of individual lines on our balance sheet and income statement. When the USD strengthens (weakening CAD), the reported USD values of the Parent's CAD-denominated items decrease in the Consolidated Financial Statements, and the opposite occurs when the USD weakens (strengthening CAD).

In some parts of this document, balance sheet and operating items of the Parent are discussed in the CAD functional currency (the "domestic currency" of the Parent) to eliminate the effect of fluctuating foreign exchange rates used to translate the Parent's operations to the USD presentation currency.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements within the meaning of securities laws. In particular, these forward-looking statements are based on a variety of factors and assumptions that are discussed throughout this document. In addition, these statements and expectations concerning the performance of our business in general are based on a number of factors and assumptions including, but not limited to: availability, demand and prices of raw materials, energy and supplies; the condition of the Canadian and American economies; product pricing; foreign exchange rates, especially the rate of exchange of the CAD to the USD; our ability to attract and retain customers; our operating costs and improvement to operating efficiencies; interest rates; continued access to capital; the competitive environment and related market conditions; and the general assumption that none of the risks identified below or elsewhere in this document will materialize.

Specific forward-looking statements in this document include, but are not limited to: statements with respect to: future growth strategies and their impact on the Company's market share and shareholder value; anticipated financial performance, including earnings trends and growth; achievement, and timing of achievement, of strategic goals and publicly stated financial targets, including to increase our market share, acquire and integrate other businesses and reduce our operating and supply chain costs; and our ability to develop new and innovative products that result in increased sales and market share; increased demand for our products whether due to the recognition of the health benefits of seafood or otherwise; changes in costs for seafood and other raw materials; any proposed disposal of assets and/or operations; increases or decreases in processing costs; the USD/CAD exchange rate; percentage of sales from our brands; expectations with regards to sales volume, earnings, product margins, product innovations, brand development and anticipated financial performance; competitor reaction to Company strategies and actions; impact of price increases or decreases on future profitability; sufficiency of working capital facilities; future income tax rates; our ability to successfully integrate the acquisition of Rubicon Resources, LLC; levels of accretion and synergy and earnings growth relating to Rubicon; the expected amount and timing of integration activities related to acquisitions; expected and improved leverage levels, and expected net debt to Adjusted EBITDA; statements under the "outlook" heading including expected demand, sales of new product, the efficiency of our plant production and U.S. tariffs on certain seafood products imported from China; expected amount and timing of cost savings related to the Company's critical initiatives; decreased leverage in the future; estimated capital spending; future inventory trends and seasonality; market forces and the maintenance of existing customer and supplier relationships; availability of credit facilities; our projection of excess cash flow and minimum repayments under the Company's long-term loan facility; expected decreases in debt-to-capitalization ratio; dividend payments; and amount and timing of the capital expenditures in excess of normal requirements to allow the movement of production between plants.

Forward-looking statements can generally be identified by the use of the conditional tense, the words "may", "should", "would", "could", "believe", "plan", "expect", "intend", "anticipate", "estimate", "foresee", "objective", "goal", "remain" or "continue" or the negative of these terms or variations of them or words and expressions of similar nature. Actual results could differ materially from the conclusion, forecast or projection stated in such forward-looking information. As a result, we cannot guarantee that any forward-looking statements will materialize. Assumptions, expectations and estimates made in the preparation of forward-looking statements and risks that could cause our actual results to differ materially from our current expectations are discussed in detail in the Company's materials filed with the Canadian securities regulatory authorities from time to time, including the *Risk Factors* section of our 2018 Annual Report and the *Risk Factors* section of our 2018 Annual Information Form. The risks and uncertainties that may affect the operations, performance, development and results of High Liner Foods' business include, but are not limited to, the following factors: volatility in the CAD/USD exchange rate; the interpretation of the U.S. Tax Reform by tax authorities; competitive developments including increases in overseas seafood production and industry consolidation; availability and price of seafood raw materials and finished goods and the impact of geopolitical events (and related economic sanctions) on same; the impact of the U.S. Administration's tariffs on certain seafood products; costs of commodity products and other production inputs, and the ability to pass cost increases on to customers; successful integration of acquired operations; potential increases in maintenance and operating costs; shifts in market demands for seafood; performance of new products launched and existing products in the market place; changes in laws and regulations, including environmental, taxation and regulatory requirements; technology changes with respect to production and other equipment and software programs; enterprise resource planning system risk; supplier fulfillment of contractual agreements and obligations; competitor reactions; High Liner Foods' ability to generate adequate cash flow or to finance its future business requirements through outside sources; compliance with debt covenants; the availability of adequate levels of insurance; and management retention and development.

Forward-looking information is based on management's current estimates, expectations and assumptions, which we believe are reasonable as of the current date. You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Except as required under applicable securities laws, we do not undertake to update these forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf, whether as a result of new information, future events or otherwise.

COMPANY OVERVIEW

High Liner Foods, through its predecessor companies, has been in business since 1899 and has been a publicly traded Canadian company since 1967, trading under the symbol 'HLF' on the Toronto Stock Exchange ("TSX"). We are the leading North American processor and marketer of value-added (i.e. processed) frozen seafood, producing a wide range of products from breaded and battered items to seafood entrées, that are sold to North American food retailers and foodservice distributors. The retail channel includes grocery and club stores and our products are sold throughout the U.S., and Canada under the ***High Liner***, ***Fisher Boy***, ***Mirabel***, and ***Sea Cuisine*** labels. The foodservice channel includes sales of seafood that are usually eaten outside the home and our branded products are sold through distributors to restaurants and institutions under the ***High Liner***, ***Icelandic Seafood***[1] and ***FPI*** labels. The Company is also a major supplier of private-label value-added frozen premium seafood products to North American food retailers and foodservice distributors.

We own and operate three food-processing plants located in Lunenburg, Nova Scotia ("NS"), Portsmouth, New Hampshire ("NH"), and Newport News, Virginia ("VA").

Although our roots are in the Atlantic Canadian fishery, we purchase all our seafood raw material and some finished goods from around the world. From our headquarters in Lunenburg, NS, we have transformed our long and proud heritage into global seafood expertise. We deliver on the expectations of consumers by selling seafood products that respond to their demands for sustainable, convenient, tasty and nutritious seafood, at good value.

Additional information relating to High Liner Foods, including our most recent Annual Information Form ("AIF"), is available on SEDAR at www.sedar.com and in the Investor Center section of the Company's website at www.highlinerfoods.com.

In 2018, the Company embarked on a significant undertaking as represented by the five critical initiatives summarized below to to stabilize the business and create optimal conditions for innovation, industry leadership and growth in support of long-term value creation for stakeholders. At this time the Company launched its critical initiative plan, and expected the plan would achieve a minimum of $10.0 million in annualized cost savings, on a run-rate basis. The first critical initiative of organizational realignment was completed in November 2018 with identified annualized run-rate cost savings of $7.0 million (see the *Recent Developments* section on page 4 of this MD&A for further discussion).

The Company's five critical initiatives are:

- **Organizational Realignment:** Important progress has been made on this initiative, as mentioned above to realign the organization to create a "One High Liner Foods" culture that improves efficiency and cuts costs, will facilitate knowledge sharing and organizational best practices, and lay the foundation for the critical initiatives that follow.
- **Business Simplification:** The Company will take unnecessary complexity out of its business to ensure the product portfolio is simple, yet powerful and focuses on the best of High Liner Foods - in terms of margins, customer appeal and growth potential. Although this will require certain product eliminations, this will enable the Company to focus its resources on developing and innovating the most profitable and desirable products.

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[1] *In December 2011, as part of our acquisition of the U.S. subsidiary of Icelandic Group h.f., we acquired several brands and agreed to a seven year royalty-free licensing agreement with Icelandic Group for the use of the Icelandic Seafood brand in the U.S., Canada and Mexico. In April 2018, the Company executed a seven year brand license agreement for the continued use of the Icelandic Seafood brand in the U.S. and Canada with royalty payments effective January 2019 (1.5% on net sales of products sold under the Icelandic Seafood brand).*

- **Supply Chain Excellence:** The Company will build on efforts to date to create one integrated supply chain by creating a cross-border operating system, increasing the efficiency of manufacturing activities through further centralization and standardization and is focusing its attention on sales and operational planning and continuous improvement.
- **Rubicon Alignment and Shrimp Growth:** The Company will work to extract the value and synergies in this acquisition that have yet to be fully realized. By fully aligning Rubicon with High Liner Foods, the Company will maximize the opportunity for growth in the shrimp business.
- **Profitable Organic Growth:** The Company will invest in product innovation, research and partnerships to strengthen its customer engagement, shape consumer tastes and drive demand for our seafood with the goal of returning to profitable growth.

To complement existing work and address anticipated headwinds facing the business, the Company has recently engaged the consulting firm AlixPartners to help further analyze and identify improvements associated with our supply chain and other cost savings opportunities related to selling, general and administrative expenses. By expanding the scope of its supply chain excellence critical initiative, the Company expects a significant increase in the total net annualized run-rate cost savings associated with the critical initiative plan as compared to the $10.0 million cost savings target previously disclosed. The cost savings resulting from the critical initiatives, while integral to the turnaround of the Company, may not necessarily result in improved financial results as the Company continues to face significant headwinds on sales and margins, including ongoing volume loss.

OUTLOOK

The Company expects net debt to rolling twelve-month Adjusted EBITDA will continue to improve throughout 2019 due in part to the reduction of the dividend rate on its common shares, improved cash flow management, and the acceleration of cost saving activities. As High Liner Foods executes its critical initiative plan, it continues to face ongoing volume declines. Also, U.S. import tariffs were increased from 10% to 25% effective May 10, 2019. As currently drafted, these tariffs apply only to limited species sold by High Liner Foods and as a result of the Company's mitigation activities, are not expected to have a significant financial impact.

RECENT DEVELOPMENTS

Organizational Realignment

During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment to optimize the Company's structure in order to take better advantage of the Company's North American scale. As a result, the Company undertook significant reorganization of the internal leadership and reporting structure. The reorganization is now complete and the Company is arranged as a single frozen seafood company that is focused on North America, rather than focusing on separate geographical segments (U.S. and Canada). As such, the Company has transitioned to a single operating and reporting segment.

The 2018 organizational realignment resulted in a 14.0% reduction of its salaried workforce. The Company estimated total termination benefits of approximately $4.8 million, of which $1.0 million and $3.5 million was recognized in the first quarter of 2019 and fourth quarter of 2018, respectively, as business acquisition, integration and other (income) expense in the consolidated statements of income. The full organizational realignment undertaken in 2018 will generate approximately $7.0 million in net annualized run rate cost savings.

Product Recall

In 2017, the Company announced a voluntary recall of certain brands of breaded fish and seafood products sold in Canada and the U.S. that may contain a milk allergen that was not declared on the ingredient label and allergen statement. The Company identified that the allergen had originated from ingredients supplied by one of the Company's ingredient suppliers. As a result, during the fifty-two weeks ended December 30, 2017, the Company recognized $13.5 million in net losses associated with the product recall related to consumer refunds, customer fines, the return of product to be re-worked or destroyed, and direct incremental costs. These losses did not include any reduction in earnings as a result of lost sales opportunities due to limited product availability and customer shortages, or increased production costs related to the interruption of production at the Company's facilities. During the fifty-two weeks ended December 29, 2018, the Company recognized an $8.5 million recovery associated with the product recall losses from the ingredient supplier, which was recognized as business acquisition, integration and other (income) expense in the consolidated statements of income.

During the thirteen weeks ended March 30, 2019, the Company recognized an $8.5 million recovery associated with the product recall losses from the ingredient supplier, which was recognized as business acquisition, integration and other (income) expense in the consolidated statements of income. As a result, the Company has recovered the full $13.5 million in losses recognized during the fifty-two weeks ended December 30, 2017 related to consumer refunds, customer fines, the return of product to be re-worked or destroyed, and direct incremental costs, and an additional $3.5 million related to lost sales opportunities and increased production costs. No further expenses or recoveries are expected.

Adoption of IFRS 16, *Leases*

The Company has adopted the new lease standard, IFRS 16, *Leases* ("IFRS 16") effective December 30, 2018 using the modified retrospective method, including the application of certain practical expedients, and therefore the comparative information for Fiscal 2018 has not been restated. The implementation of IFRS 16 has resulted in additional assets and liabilities on the consolidated statements of financial position of approximately $14.6 million (see the *Accounting Estimates and Standards* section on page 20 of this MD&A). In addition, the nature of the expense related to these leases has changed as IFRS 16 replaces the straight-line operating lease expense with depreciation expense for right-of-use assets and interest expense on the lease liabilities using the effective interest method. Approximately $5.1 million, previously accounted for as operating lease expense, is now accounted for as $4.6 million of depreciation expense and $1.3 million of finance costs for fifty-two weeks ended December 28, 2019. The Company's non-IFRS financial measures for Fiscal 2019 reflect the impact IFRS 16, and prior periods have been not be adjusted consistent with the modified retrospective method (see the *Non-IFRS Financial Measures* section starting on page 17 of this MD&A).

Board of Directors

The Company announced that the Chairman of the Board of Directors (the "Board"), Henry Demone, intends to retire from the Board following the conclusion of the Annual General Meeting ("AGM") on May 14, 2019. The Board intends to appoint Robert Pace as the new Chairman of the Board at that time.

U.S. Tariffs

In September 2018, the U.S. Administration announced an additional 10% tariff on certain Chinese imports, including seafood, effective September 24, 2018, increasing to 25% effective January 1, 2019. On December 19, 2018, and again on March 5, 2019, the U.S. Administration postponed the January 1, 2019 tariff increase, noting that the tariff will remain at 10% until further notice is provided. On May 8, 2019, the U.S. Administration announced that the tariff on the Chinese imports covered by the September 2018 action would increase to 25% effective May 10, 2019.

The Company currently purchases its seafood raw materials from more than 20 countries around the world, including from the U.S., to meet U.S. consumer demand. A portion of this raw material is imported into China for primary processing and then exported to the U.S. for sale and secondary processing. The Company has determined that the additional tariff applies to the import of certain species into the U.S., most notably haddock, tilapia and sole/flounder.

The estimated annual run-rate exposure of a 10% and 25% tariff in 2019 is approximately $4.0 million and $10.0 million, respectively based on current volume and raw material costs; however, the Company has begun implementing plans, including pricing actions and other supply chain initiatives, to mitigate the impact of these tariffs and reduce the estimated impact to the Company. The Company will continue to monitor these developments closely, particularly if further information becomes available regarding potential additional tariffs or how the previously announced tariffs will impact the Company.

PERFORMANCE

As previously discussed, the Company undertook significant reorganization of the internal leadership and reporting structure. The reorganization is now complete and the Company is arranged as a single, focused frozen seafood company that is focused on North America, rather than focusing on separate geographical segments (U.S. and Canada). As such, the Company has transitioned to a single operating and reporting segment (see Note 13 *"Geographic information"* to the Consolidated Financial Statements) and the following discussion and analysis of the Company's financial results focuses on the performance of the consolidated operations.

Seasonality

Overall, the first quarter of the year is historically the strongest for both sales and profit, and the second quarter is the weakest. Both our retail and foodservice businesses traditionally experience a strong first quarter due to retailers and restaurants promoting seafood during the Lenten period. As such, the timing of Lent can impact our quarterly results.

A significant percentage of advertising and promotional activity is typically done in the first quarter. Customer-specific promotional expenditures such as trade spending, listing allowances and couponing are deducted from "Revenues" and non-customer-specific consumer marketing expenditures are included in selling, general and administrative expenses.

Inventory levels fluctuate throughout the year, most notably increasing to support strong sales periods such as the Lenten period. In addition, the timing of ordering raw materials is earlier than typically required in order to have adequate quantities available during the seasonal closure of plants in Asia during the Lunar New Year period. These events typically result in significantly higher inventories in December, January, February and March than during the rest of the year.

Consolidated Performance

The table below summarizes key consolidated financial information for the relevant periods.

		Thirteen weeks ended				
(in $000s, except sales volume, per share amounts, percentage amounts, and exchange rates)		March 30, 2019		March 31, 2018		Change
Sales volume (millions of lbs)		**78.5**		88.1		**(9.6)**
Average foreign exchange rate (USD/CAD)	**$**	**1.3301**	$	1.2650	**$**	**0.0651**
Sales	**$**	**277,424**	$	319,184	**$**	**(41,760)**
Gross profit	**$**	**56,076**	$	60,561	**$**	**(4,485)**
Gross profit as a percentage of sales		**20.2%**		19.0%		**1.2%**
Distribution expenses	**$**	**13,087**	$	15,308	**$**	**(2,221)**
Selling, general and administrative expenses	**$**	**23,754**	$	25,303	**$**	**(1,549)**
Adjusted EBITDA[(1)]	**$**	**32,215**	$	24,221	**$**	**7,994**
Adjusted EBITDA as a percentage of sales		**11.6%**		7.6%		**4.0%**
Net income	**$**	**14,762**	$	10,251	**$**	**4,511**
Basic Earnings per Share ("EPS")	**$**	**0.44**	$	0.31	**$**	**0.13**
Diluted EPS	**$**	**0.43**	$	0.31	**$**	**0.12**
Adjusted Net Income[(1)]	**$**	**14,925**	$	10,703	**$**	**4,222**
Adjusted Basic EPS	**$**	**0.44**	$	0.32	**$**	**0.12**
Adjusted Diluted EPS[(1),(2)]	**$**	**0.44**	$	0.32	**$**	**0.12**
Total assets	**$**	**824,699**	$	863,049	**$**	**(38,350)**
Total long-term financial liabilities	**$**	**344,936**	$	347,862	**$**	**(2,926)**
Dividends paid per common share (CAD)	**$**	**0.145**	$	0.145	**$**	**—**

(1) See the *Non-IFRS Financial Measures* section starting on page 17 for further explanation of Adjusted EBITDA, Adjusted Net Income, and Adjusted Diluted EPS.

Sales

Sales volume in the first quarter of 2019 decreased by 9.6 million pounds, or 10.9%, to 78.5 million pounds compared to 88.1 million pounds in the same period last year due to lower sales volumes in our foodservice and retail businesses, including lower sales volume as a result of a significant customer loss in the latter half of Fiscal 2018 and the exit of low margin business. A later Easter in 2019 (April 21, 2019) compared to 2018 (April 1, 2018) also shifted some sales volume to the second quarter of 2019 compared to the same period last year.

Sales in the first quarter of 2019 were $277.4 million, representing a decrease of $41.8 million, or 13.1%, compared to $319.2 million in the same period last year. The decrease in sales reflects the lower sales volumes mentioned above and unfavorable changes in sales mix, partially offset by price increases related to raw material cost increases. In addition, the weaker Canadian dollar in the first quarter of 2019 compared to the first quarter of 2018 decreased the value of reported USD sales from our CAD-denominated operations by approximately $2.8 million relative to the conversion impact last year.

Gross Profit

Gross profit decreased in the first quarter of 2019 by $4.5 million, or 7.4%, to $56.1 million compared to $60.6 million in the same period last year, while gross profit as a percentage of sales increased to 20.2% compared to 19.0% in the same period last year. The decrease in gross profit reflects the lower sales volume discussed above and raw material cost increases, including tariffs on certain species imported into the U.S. from China. This decrease was partially offset by price increases, favourable product mix related to the exit of the low margin business and improved plant efficiencies partially related to the supply chain excellence initiatives (see the *Company Overview* section on page 3 of this MD&A).

In addition, the weaker Canadian dollar had the effect of decreasing the value of reported USD gross profit from our Canadian operations in 2019 by approximately $0.6 million relative to the conversion impact last year.

Distribution Expenses

Distribution expenses, consisting of freight and storage, decreased in the first quarter of 2019 by $2.2 million to $13.1 million compared to $15.3 million in the same period last year reflecting lower freight costs related to the lower sales volume mentioned previously and lower storage costs. As a percentage of sales, distribution expenses decreased to 4.7% in the first quarter of 2019 compared to 4.8% in the same period in 2018.

Selling, General and Administrative ("SG&A") Expenses

(Amounts in $000s)	Thirteen weeks ended March 30, 2019	Thirteen weeks ended March 31, 2018
SG&A expenses, as reported	**$ 23,754**	$ 25,303
Less:		
Share-based compensation expense[(1)]	**1,947**	(116)
Depreciation and amortization expense[(1)]	**2,740**	2,198
SG&A expenses, net	**$ 19,067**	$ 23,221
SG&A expenses, net as a percentage of sales	**6.9%**	7.3%

[(1)] Represents share-based compensation expense and depreciation and amortization expense that is allocated to SG&A only. The remaining expense is allocated to cost of sales and distribution expenses.

SG&A expenses decreased by $1.5 million to $23.8 million in the first quarter of 2019 as compared to $25.3 million in the same period last year. SG&A expenses included share-based compensation expense of $1.9 million in the first quarter of 2019 compared to a recovery of $0.1 million in the same period last year, primarily due to the issuance of stock options and cash-settled awards, partially offset by a lower share price compared to the same period last year. SG&A expenses also included depreciation and amortization expense of $2.7 million in the first quarter of 2019 compared to $2.2 million in the same period last year. This increase was primarily related to adoption of the new lease standard that was effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 4 of this MD&A).

Excluding share-based compensation and depreciation and amortization expenses, SG&A expenses decreased in the first quarter of 2019 by $4.1 million to $19.1 million compared to $23.2 million in the same period last year, due to lower salaries and benefits related to the organizational realignment, and lower consumer marketing and administrative expenditures, reflecting cost saving initiatives across the organization. As a percentage of sales, SG&A excluding share-based compensation and depreciation and amortization expense decreased to 6.9% in the first quarter of 2019 compared to 7.3% in the same period last year.

Adjusted EBITDA

We refer to Adjusted EBITDA throughout this MD&A in discussing our results for the thirteen weeks ended March 30, 2019. See the *Non-IFRS Financial Measures* section on page 17 for further explanation of this non-IFRS measure.

Consolidated Adjusted EBITDA increased in the first quarter of 2019 by $8.0 million, or 33.0%, to $32.2 million compared to $24.2 million in the same period last year. The increase in Adjusted EBITDA reflects the inclusion of $5.5 million of the $8.5 million recovery received from the ingredient supplier in the first quarter of 2019 associated with the 2017 product recall (see the *Recent Developments* section on page 4 of this MD&A), the impact of the new lease standard adopted at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 4 of this MD&A) and the decrease in distribution and selling, general and administrative expenses, partially offset by the lower gross profit discussed previously. The remaining recovery from the ingredient supplier of $3.0 million (of the total $8.5 million) and the $8.5 million recovery received in the third quarter of 2018 were excluded from Adjusted EBITDA, consistent with the treatment in Fiscal 2017 when the related $11.5 million in product recall costs were added back or excluded for the purpose of Adjusted EBITDA.

The impact of converting our CAD-denominated operations and corporate activities to our USD presentation currency decreased the value of reported Adjusted EBITDA in USD by $2.1 million in the first quarter of 2019 compared to $1.1 million in 2018.

Net Income

We refer to Adjusted Net Income and Adjusted Diluted EPS throughout this MD&A. See the *Non-IFRS Financial Measures* section starting on page 17 for further explanation of these non-IFRS measures.

Net income increased in the first quarter of 2019 by $4.5 million, or 44.0%, to $14.8 million ($0.43 per diluted share) compared to $10.3 million ($0.31 per diluted share) in the same period last year. The increase in net income reflects the increase in Adjusted EBITDA and the additional $3.0 million product recall recovery from the ingredient supplier that was excluded from Adjusted EBITDA in the first quarter of 2019 as discussed above. This increase was partially offset by an increase in termination benefits as a result of the organizational realignment announced in November 2018, and an increase in finance costs, income tax expense and depreciation and amortization expense as discussed in the related sections of this MD&A.

In the first quarter of 2019, net income included "business acquisition, integration and other (income) expense" (as explained in the *Business Acquisition, Integration and Other (Income) Expense* section on page 10 of this MD&A) related to the product recall recovery and termination benefits as a result of the organizational realignment announced in November 2018, and other non-cash expenses. In 2018, net income included "business acquisition, integration and other (income) expense" related to the termination benefits as a result of restructuring activities and other non-cash expenses. Excluding the impact of these non-routine items or other non-cash expenses, including the $3.0 million product recall recovery excluded from Adjusted EBITDA, Adjusted Net Income in the first quarter of 2019 increased by $4.2 million, or 39.4%, to $14.9 million compared to $10.7 million in the same period last year.

Adjusted Diluted EPS increased by $0.12 to $0.44 in the first quarter of 2019 compared to $0.32 in the same period last year.

RESULTS BY QUARTER

The following table provides summarized financial information for the last nine quarters:

(Amounts in 000s, except per share amounts)	Q1 2019	Q4 2018	Q3 2018	Q2 2018	Q1 2018	Q4 2017	Q3 2017	Q2 2017	Q1 2017
Sales	**$277,424**	$242,878	$241,157	$245,312	$319,184	$263,022	$282,704	$232,385	$275,735
Adjusted EBITDA[1]	**$ 32,215**	$ 11,968	$ 14,235	$ 12,050	$ 24,221	$ 13,060	$ 17,298	$ 13,417	$ 22,337
Net Income	**$ 14,762**	$ (810)	$ 4,531	$ 2,804	$ 10,251	$ 14,227	$ 6,040	$ 644	$ 10,742
Adjusted Net Income[1]	**$ 14,925**	$ 2,169	$ 412	$ 3,766	$ 10,703	$ 4,849	$ 8,424	$ 6,054	$ 10,815
EPS, based on Net Income									
Basic	**$ 0.44**	$ (0.02)	$ 0.13	$ 0.08	$ 0.31	$ 0.43	$ 0.18	$ 0.02	$ 0.35
Diluted	**$ 0.43**	$ (0.02)	$ 0.13	$ 0.08	$ 0.31	$ 0.43	$ 0.18	$ 0.02	$ 0.34
EPS, based on Adjusted Net Income[1]									
Basic	**$ 0.44**	$ 0.07	$ 0.01	$ 0.11	$ 0.32	$ 0.15	$ 0.25	$ 0.19	$ 0.35
Diluted[1]	**$ 0.44**	$ 0.07	$ 0.01	$ 0.11	$ 0.32	$ 0.15	$ 0.25	$ 0.19	$ 0.35
Dividends paid per common share (CAD)									
	$ 0.145	$ 0.145	$ 0.145	$ 0.145	$ 0.145	$ 0.145	$ 0.140	$ 0.140	$ 0.140
Net non-cash working capital[2]									
	$230,412	$227,223	$233,916	$227,935	$244,764	$239,102	$208,507	$206,094	$218,832

(1) See the *Non-IFRS Financial Measures* section starting on page 17 for further explanation of Adjusted EBITDA, Adjusted Net Income and Adjusted Diluted EPS.
(2) Net non-cash working capital is comprised of accounts receivable, inventories and prepaid expenses, less accounts payable and accrued liabilities, and provisions.

BUSINESS ACQUISITION, INTEGRATION AND OTHER EXPENSE (INCOME)

The Company reports expenses associated with business acquisition and integration activities, and certain other non-routine costs separately in its consolidated statements of income as follows:

	Thirteen weeks ended	
(Amounts in $000s)	**March 30, 2019**	**March 31, 2018**
Business acquisition, integration and other (income) expense	**$ (7,247)**	$ 656

Business acquisition, integration and other (income) expense for the thirteen weeks ended March 30, 2019 included the recognition of an $8.5 million recovery associated with the 2017 product recall from the ingredient supplier, partially offset by termination benefits as a result of the organizational realignment initiated in November 2018 of $1.0 million. See the *Recent Developments* section on page 4 of this MD&A for further discussion.

In the first quarter of 2018, business acquisition, integration and other (income) expense primarily included costs related to termination benefits as a result of restructuring activities.

FINANCE COSTS

The following table shows the various components of the Company's finance costs:

		Thirteen weeks ended		
(Amounts in $000s)		**March 30, 2019**		**March 31, 2018**
Interest paid in cash during the period	**$**	**5,456**	$	4,835
Change in cash interest accrued during the period		**(41)**		296
Total interest to be paid in cash		**5,415**		5,131
Interest expense on lease liabilities		**374**		—
Deferred financing cost amortization		**215**		224
Total finance costs	**$**	**6,004**	$	5,355

Finance costs were $0.6 million higher in the first quarter of 2019 compared to the same period last year due to higher interest rates and interest expense on lease liabilities related to the adoption of the new lease standard effective the beginning of Fiscal 2019 (see the *Recent Developments* section on page 4 of this MD&A). This increase was partially offset by lower average net debt during the first quarter of 2019 compared to the same period last year.

INCOME TAXES

The Company's statutory tax rate for the thirteen weeks ended March 30, 2019 was 29.3% (thirteen weeks ended March 31, 2018: 29.3%). The Company's effective income tax rate for the thirteen weeks ended March 30, 2019 was 27.9% (thirteen weeks ended March 31, 2018: 26.5%). The higher effective tax rate for the thirteen weeks ended March 30, 2019 compared to the prior year was attributable to reduced interest expense deductibility associated with the Company's tax efficient financing structure.

CONTINGENCIES

The Company has no material outstanding contingencies.

LIQUIDITY AND CAPITAL RESOURCES

The Company's balance sheet is affected by foreign currency fluctuations, the effect of which is discussed in the *Introduction* section on page 1 of this MD&A (under the heading *"Currency"*) and in the Foreign Currency risk discussion on page 22 (in the *Risk Factors* section).

Our capital management practices are described in Note 26 *"Capital management"* to the 2018 annual consolidated financial statements.

Working Capital Credit Facility

The Company entered into a $180.0 million asset-based working capital credit facility (the "Facility") in November 2010 with the Royal Bank of Canada as Administrative and Collateral agent, which expires by its amended terms in April 2021. There were no changes to the existing terms during the first quarter of 2019.

The rates provided by the working capital credit facility are noted in the following table, based on the "Average Adjusted Aggregate Availability" as defined in the credit agreement. The Company's borrowing rates as of March 30, 2019 are also noted in the following table.

Per Credit Agreement		As at March 30, 2019
Canadian Prime Rate revolving loans, Canadian Base Rate revolving and U.S. Prime Rate revolving loans, at their respective rates	plus 0.00% to 0.25%	plus 0.00%
Bankers' Acceptances ("BA") revolving loans, at BA rates	plus 1.25% to 1.75%	plus 1.50%
LIBOR revolving loans at LIBOR, at their respective rates	plus 1.25% to 1.75%	plus 1.50%
Letters of credit, with fees of	1.25% to 1.75%	1.50%
Standby fees, required to be paid on the unutilized facility, of	0.25%	0.25%

Average short-term borrowings outstanding during the first quarter of 2019 were $44.3 million compared to $74.0 million in the same period last year. This $29.7 million decrease primarily reflects higher payments due to higher cash flow provided by operations and decreased working capital requirements during the latter half of 2018 and the first quarter of 2019, which resulted in lower average short-term borrowings. Average short-term borrowings outstanding during the first quarter of 2018 were higher as a result of increased borrowings in 2017 due to the acquisition of Rubicon in May 2017, increased working capital requirements and reduced cash flow provided by operations in latter half of 2017.

At the end of the first quarter of 2019, the Company had $127.8 million (March 31, 2018: $111.3 million) of unused borrowing capacity, taking into account both margin calculations and the total line availability. Included in this amount are letters of credit, which reduce the availability under the working capital credit facility. On March 30, 2019, letters of credit and standby letters of credit were outstanding in the amount of $11.4 million (March 31, 2018: $16.4 million) to support raw material purchases and to secure certain contractual obligations, including those related to the Company's Supplemental Executive Retirement Plan ("SERP").

The facility is asset-based and collateralized by the Company's inventories, accounts receivable and other personal property in Canada and the U.S., subject to a first charge on brands, trade names and related intangibles under the Company's term loan facility, and excluding the assets acquired as part of the Rubicon acquisition. A second charge over the Company's property, plant and equipment is also in place. Additional details regarding the Company's working capital credit facility are provided in Note 5 *"Bank loans"* to the Consolidated Financial Statements.

In the absence of any major acquisitions, voluntary term loan repayments or capital expenditures, we expect average short-term borrowings by the end of 2019 to be lower than the first quarter of 2019, and we believe the asset-based working capital credit facility should be sufficient to fund all of the Company's anticipated cash requirements.

Term Loan Facility

As at March 30, 2019, the Company had a $370.0 million term loan facility with an interest rate of 3.25% plus LIBOR (LIBOR floor of 1.00%), maturing on April 24, 2021. There were no changes to the existing terms during the first quarter of 2019.

Quarterly repayments of $0.9 million are required on the term loan as regularly scheduled principal repayments. On an annual basis, based on a leverage test, additional prepayments ("mandatory excess cash flow prepayments") could be required of up to 50% of the previous year's defined excess cash flow. Per the loan agreement, mandatory excess cash flow prepayments and voluntary repayments will be applied to future regularly scheduled principal repayments. During the thirteen weeks ended March 30, 2019, a mandatory prepayment of $13.7 million was made due to excess cash flows in 2018. No additional regularly scheduled principal repayments are required for 2019.

Substantially all tangible and intangible assets (excluding working capital) of the Company are pledged as collateral for the term loan.

During the thirteen weeks ended March 30, 2019, the Company had the following interest rate swaps outstanding to hedge interest rate risk resulting from the term loan facility:

Effective date	Maturity date	Receive floating rate	Pay fixed rate		Notional amount (millions)
Designated in a formal hedging relationship:					
December 31, 2014	December 31, 2019	3-month LIBOR (floor 1.0%)	2.1700%	$	20.0
March 4, 2015	March 4, 2020	3-month LIBOR (floor 1.0%)	1.9150%	$	25.0
April 4, 2016	April 24, 2021	3-month LIBOR (floor 1.0%)	1.6700%	$	40.0
January 4, 2018	April 24, 2021	3-month LIBOR (floor 1.0%)	2.2200%	$	80.0

As of March 30, 2019, the combined impact of the interest rate swaps listed above effectively fix the interest rate on $165.0 million of the $370.0 million face value of the term loan and the remaining portion of the debt continues to be at variable interest rates. As such, we expect that there will be fluctuations in interest expense due to changes in interest rates when LIBOR is higher than the embedded floor of 1.0%.

Additional details regarding the Company's term loan are provided in Note 6 *"Long-term debt"* to the Consolidated Financial Statements.

Net Debt

The Company's net debt (as calculated in the *Non-IFRS Financial Measures* section on page 19 of this MD&A) is comprised of the working capital credit and term loan facilities (excluding deferred finance costs) and lease liabilities, less cash. Net debt decreased by $32.7 million to $353.4 million at March 30, 2019 compared to $386.1 million at March 31, 2018, reflecting higher payments in the latter half of 2018 due to higher cash flow from operating activities in 2018 compared to 2017 as a result of improved inventory management, lower capital expenditures and a higher cash balance on hand as at March 30, 2019 as compared to March 31, 2018. This was partially offset by the transitional increase in lease liabilities upon the adoption of the new lease standard effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 4 of this MD&A).

Including trailing twelve-month Adjusted EBITDA for the new lease standard, net debt to rolling twelve-month Adjusted EBITDA (see the *Non-IFRS Financial Measures* section on page 17 of this MD&A for further discussion of Adjusted EBITDA) was 4.8x at March 30, 2019 compared to 5.8x at the end of Fiscal 2018. Including the impact of the new lease standard since adoption only (December 30, 2018), net debt to rolling twelve-month Adjusted EBITDA was 5.0x at March 30, 2019. In the absence of any major acquisitions or strategic initiatives requiring capital expenditures in 2019, we expect this ratio will be lower at the end of Fiscal 2019, due in part to the reduction of the quarterly dividend rate on the Company's common shares (see the *Dividends* section on page 15 of this MD&A).

		Twelve months ended		
(Amounts in $000s, except as otherwise noted)		March 30, 2019		December 29, 2018
Net debt	**$**	**353,375**	$	360,642
Adjusted EBITDA	**$**	**70,468**	$	62,474
Net debt to Adjusted EBITDA ratio (times)		**5.0x**		5.8x

Capital Structure

At March 30, 2019, net debt was 56.2% of total capitalization compared to 58.7% at March 31, 2018.

(Amounts in $000s)		March 30, 2019		December 29, 2018		March 31, 2018
Net debt [(1)]	**$**	**353,375**	$	360,642	$	386,118
Shareholders' equity		**277,052**		263,859		274,308
Unrealized gains on derivative financial instruments included in AOCI		**(1,121)**		(2,215)		(2,346)
Total capitalization	**$**	**629,306**	$	622,286	$	658,080
Net debt as percentage of total capitalization		**56.2%**		58.0%		58.7%

[(1)] The Company has adopted the new lease standard, IFRS 16, *Leases*, effective December 30, 2018, which has resulted in additional lease liabilities of $14.6 million (see the *Recent Developments* section on page 4 of this MD&A). IFRS 16 was applied using the modified retrospective method, and as a result, the comparative information for Fiscal 2018 has not been restated. Therefore, these lease liabilities are only part of the Company's net debt balance as at March 30, 2019, and as a result net debt has increased by $13.7 million. Net debt, excluding the impact of IFRS 16, would be 55.2% of total capitalization as at March 30, 2019.

Using our March 30, 2019 market capitalization of $196.3 million, based on a share price of CAD$7.85 (USD$5.88 equivalent), instead of the book value of equity, net debt as a percentage of total capitalization increased to 64.3%.

Cash Flow

		Thirteen weeks ended				
(Amounts in $000s)		March 30, 2019		March 31, 2018		Change
Cash flows provided by operations before changes in non-cash working capital, interest and income taxes (paid) refunded	**$**	**34,269**	$	23,555	**$**	**10,714**
Interest paid		**(5,456)**		(4,835)		**(621)**
Income taxes (paid) refunded		**(385)**		77		**(462)**
Cash flows provided by operations, including interest and income taxes, and before changes in non-cash working capital balances		**28,428**		18,797		**9,631**
Net change in non-cash working capital balances		**(1,427)**		(9,830)		**8,403**
Net cash flows provided by operating activities		**27,001**		8,967		**18,034**
Net cash flows used in financing activities		**(15,113)**		(4,919)		**(10,194)**
Net cash flows used in investing activities		**(841)**		(3,963)		**3,122**
Foreign exchange (decrease) increase on cash		**(371)**		321		**(692)**
Net change in cash during the period	**$**	**10,676**	$	406	**$**	**10,270**

Net cash flows provided by operating activities increased by $18.0 million in the first quarter of 2019 to $27.0 million compared to $9.0 million in the first quarter of the prior year reflecting the following:

- Cash flows from operating activities, including interest and income taxes, and before the change in non-cash working capital balances, increased by $9.6 million in the first quarter of 2019 to $28.4 million compared to $18.8 million in the same period last year. This increase reflects more favourable results from operations, partially offset by higher interest and income tax payments.
- Cash flows from changes in net non-cash working capital increased by $8.4 million in the first quarter of 2019 to an outflow of $1.4 million compared to an outflow of $9.8 million in the same period last year. This increase primarily reflects a favourable change in accounts payable and accrued liabilities, partially offset by unfavourable changes in accounts receivable and inventories during the first quarter of 2019 compared to the same period last year.

Standardized Free Cash Flow (see the *Non-IFRS Financial Measures* section on page 19 for further explanation of Standardized Free Cash Flow) for the rolling twelve months ended March 30, 2019 increased by $89.5 million to an inflow of $64.2 million compared to an outflow of $25.3 million for the twelve months ended March 31, 2018. This increase reflects higher cash flows from operating activities, a favourable change in non-cash working capital and lower capital expenditures during the rolling twelve months ended March 30, 2019 as compared to the rolling twelve months ended March 31, 2018.

Net Non-Cash Working Capital

(Amounts in $000s)		March 30, 2019		December 29, 2018		Change
Accounts receivable	**$**	**105,999**	$	84,873	**$**	**21,126**
Inventories		**249,283**		301,411		**(52,128)**
Prepaid expenses		**4,745**		4,333		**412**
Accounts payable and accrued liabilities		**(128,638)**		(161,934)		**33,296**
Provisions		**(977)**		(1,460)		**483**
Net non-cash working capital	**$**	**230,412**	$	227,223	**$**	**3,189**

Net non-cash working capital consists of accounts receivable, inventories and prepaid expenses, less accounts payable and accrued liabilities, and provisions. Net non-cash working capital increased by $3.2 million to $230.4 million at March 30, 2019 as compared to $227.2 million at December 29, 2018, primarily reflecting lower accounts payable and accrued liabilities and higher accounts receivable mainly attributable to the Lenten period, partially offset by lower inventories.

Our working capital requirements fluctuate during the year, usually peaking between December and March as our inventory is the highest at that time. Going forward, we expect the trend of inventory peaking between December and March to continue, and believe we have enough availability on our working capital credit facility to finance our working capital requirements throughout the remainder of 2019.

Capital Expenditures

Gross capital expenditures (including computer software) were $0.8 million for the first quarter of 2019, or $3.6 million lower than capital expenditures of $4.4 million during the same quarter last year, primarily due to the non-reoccurring capital expenditures incurred in the first quarter of 2018 related to improvements in the Company's enterprise-wide business management system.

Excluding strategic initiatives that may arise, management expects capital expenditures in 2019 will be approximately $10.0 million and funded by cash generated from operations and short-term borrowings.

Dividends

The Company paid a CAD$0.1450 per share quarterly dividend on March 15, 2019 to common shareholders of record on March 7, 2019.

After an extensive review of its capital allocation strategy, the Board has elected to revise the quarterly dividend to CAD$0.05 per common share from CAD$0.1450 per common share. The revised dividend will free up approximately $10.0 million annually in cash flow that will support the reduction and refinancing of debt to create a stronger balance sheet. It also brings the dividend back in line with the Company's previously disclosed guidance for the dividend to provide a payout of 30-35% of trailing Adjusted Diluted EPS (see the *Non-IFRS Financial Measures* section on page 18 of this MD&A) relative to 2018 and Q1 2019 financial results.

On May 14, 2019, the Company's Board of Directors approved a quarterly dividend of CAD$0.05 per share on the Company's common shares, payable on June 15, 2019 to holders of record on June 1, 2019. These dividends are considered "eligible dividends" for Canadian income tax purposes.

Dividends and Normal Course Issuer Bids ("NCIB") are subject to the following restrictions in our credit agreements:

- Under the working capital credit facility, Average Adjusted Aggregate Availability, as defined in the credit agreement, needs to be $22.5 million or higher and was $117.8 million on March 30, 2019, and NCIBs are subject to an annual limit of $10.0 million with a provision to carry forward unused amounts subject to a maximum of $20.0 million per annum; and

- Under the term loan facility, dividends cannot exceed $17.5 million per year. This amount increases to the greater of $25.0 million per year or the defined available amount based on excess cash flow accumulated over the term of the loan when the defined total leverage ratio is below 4.5x and becomes unlimited when the defined total leverage ratio is below 3.75x. The defined total leverage ratio was 4.5x on March 30, 2019. NCIBs are subject to an annual limit of $10.0 million under the term loan facility with a provision to carry forward unused amounts subject to a maximum of $20.0 million per annum.

Contractual Obligations

Contractual obligations relating to our long-term debt, lease liabilities, purchase obligations and other long-term liabilities as at March 30, 2019 were as follows:

	Payments Due by Period			
(Amounts in $000s)	**Total**	**Less than 1 year**	**1-5 Years**	**Thereafter**
Long-term debt	**$ 324,231**	$ —	$ 324,231	$ —
Lease liabilities	**14,388**	4,209	8,949	1,230
Other current and long-term liabilities	**3,488**	1,842	1,646	—
Purchase obligations	**111,801**	105,408	6,393	—
Total contractual obligations	**$ 453,908**	$ 111,459	$ 341,219	$ 1,230

Purchase obligations are for the purchase of seafood and other non-seafood inputs, including flour, paper products and frying oils. See the *Procurement* risk section in the 2018 Annual Report and the *Foreign Currency* section on page 22 of this MD&A for further details.

Financial Instruments and Risk Management

The Company has exposure to the following risks as a result of its use of financial instruments: foreign currency risk, interest rate risk, credit risk and liquidity risk. The Company enters into interest rate swaps, foreign currency contracts, and insurance contracts to manage these risks that arise from the Company's operations and its sources of financing, in accordance with a written policy that is reviewed and approved by the Audit Committee of the Board of Directors. The policy prohibits the use of derivative financial instruments for trading or speculative purposes.

Readers are directed to Note 14 "*Fair value measurement*" of the Consolidated Financial Statements for a complete description of the Company's use of derivative financial instruments and their impact on the financial results, and to Note 27 "*Financial risk management objectives and policies*" of the 2018 annual consolidated financial statements for further discussion of the Company's financial risks and policies.

Disclosure of Outstanding Share Data

On May 14, 2019, 33,383,481 common shares and 2,069,525 options were outstanding. The options are exercisable on a one-for-one basis for common shares of the Company.

RELATED PARTY TRANSACTIONS

The Company has related party transactions with a company controlled by a strategic advisor of Rubicon. Total sales to related parties for the thirteen weeks ended March 30, 2019 were $0.3 million (thirteen weeks ended March 31, 2018: 0.1 million) and as at March 30, 2019 there was $0.1 million due from the related parties (March 31, 2018: 0.2 million). The Company leases an office building from a related party at an amount which approximates the fair market value that would be incurred if leased from a third party. The aggregate payments under the lease, which are measured at the exchange amount, were $0.2 million for the thirteen weeks ended March 30, 2019 and March 31, 2018, respectively.

Refer to Note 18 *"Related party disclosures"* to the 2018 annual consolidated financial statements for a further description of the Company's related party transactions which are substantially unchanged in 2019.

NON-IFRS FINANCIAL MEASURES

The Company uses the following non-IFRS financial measures in this MD&A to explain the following financial results: Adjusted Earnings before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA"); Adjusted Net Income; Adjusted Diluted Earnings per Share ("Adjusted Diluted EPS"); Standardized Free Cash Flow; and Net Debt.

Adjusted EBITDA

Adjusted EBITDA follows the October 2008 "General Principles and Guidance for Reporting EBITDA and Free Cash Flow" issued by the Chartered Professional Accountants of Canada ("CPA Canada") and is earnings before interest, taxes, depreciation and amortization adjusted for items that are not considered representative of ongoing operational activities of the business. The related margin is defined as Adjusted EBITDA divided by net sales ("Adjusted EBITDA as a percentage of sales"), where net sales is defined as "Sales" on the consolidated statements of income.

We use Adjusted EBITDA (and Adjusted EBITDA as a percentage of sales) as a performance measure as it approximates cash generated from operations before capital expenditures and changes in working capital, and it excludes the impact of expenses and recoveries associated with certain non-routine items that are not considered representative of the ongoing operational activities, as discussed above, and share-based compensation expense related to the Company's share price. We believe investors and analysts also use Adjusted EBITDA and Adjusted EBITDA as a percentage of sales to evaluate performance of our business. The most directly comparable IFRS measure to Adjusted EBTIDA is "Results from operating activities" on the consolidated statements of income. Adjusted EBITDA is also useful when comparing companies, as it eliminates the differences in earnings that are due to how a company is financed. Also, for the purpose of certain covenants on our credit facilities, "EBITDA" is based on Adjusted EBITDA, with further adjustments as defined in the Company's credit agreements.

The following table reconciles our Adjusted EBITDA with measures that are found in our Consolidated Financial Statements.

(Amounts in $000s)		Thirteen weeks ended March 30, 2019		March 31, 2018
Net income	**$**	**14,762**	$	10,251
Add back:				
Depreciation and amortization		**5,501**		4,312
Finance costs		**6,004**		5,355
Income tax expense		**5,716**		3,688
Standardized EBITDA		**31,983**		23,606
Add back (deduct):				
Business acquisition, integration and other (income) expenses [(1)]		**(1,714)**		656
(Gain) loss on disposal of assets		**(10)**		62
Share-based compensation expense (recovery)		**1,956**		(103)
Adjusted EBITDA	**$**	**32,215**	$	24,221

[(1)] Includes $3.0 million of the $8.5 million product recall recovery received from the ingredient supplier in the first quarter of 2019 and termination benefits incurred as part of the organization realignment (see the *Recent Developments* section on page 4 of this MD&A).

Adjusted Net Income and Adjusted Diluted EPS

Adjusted Net Income is net income adjusted for the after-tax impact of items which are not representative of ongoing operational activities of the business and certain non-cash expenses or income. Adjusted Diluted EPS is Adjusted Net Income divided by the average diluted number of shares outstanding.

We use Adjusted Net Income and Adjusted Diluted EPS to assess the performance of our business without the effects of the above-mentioned items, and we believe our investors and analysts also use these measures. We exclude these items because they affect the comparability of our financial results and could potentially distort the analysis of trends in business performance. The most comparable IFRS financial measures are net income and EPS.

The table below reconciles our Adjusted Net Income with measures that are found in our Consolidated Financial Statements:

		Thirteen weeks ended March 30, 2019				Thirteen weeks ended March 31, 2018		
		$000s		Diluted EPS		$000s		Diluted EPS
Net income	**$**	**14,762**	**$**	**0.43**	$	10,251	$	0.31
Add back:								
Business acquisition, integration and other expenses [(1)]		**(1,714)**		**(0.05)**		656		0.01
Share-based compensation expense (recovery)		**1,956**		**0.06**		(103)		—
Tax impact of reconciling items	**$**	**(79)**	**$**	**—**	$	(101)	$	—
Adjusted Net Income	**$**	**14,925**	**$**	**0.44**	$	10,703	$	0.32
Average shares for the period (000s)				**34,216**				33,498

[(1)] Includes $3.0 million of the $8.5 million product recall recovery from the ingredient supplier in the first quarter of 2019 and termination benefits incurred as part of the organization realignment (see the *Recent Developments* section on page 4 of this MD&A).

Standardized Free Cash Flow

Standardized Free Cash Flow follows the October 2008 "General Principles and Guidance for Reporting EBITDA and Free Cash Flow" issued by CPA Canada and is cash flow from operating activities less capital expenditures (net of investment tax credits) as reported in the consolidated statements of cash flows. The capital expenditures related to business acquisitions are not deducted from Standardized Free Cash Flow.

We believe Standardized Free Cash Flow is an important indicator of financial strength and performance of our business because it shows how much cash is available to pay dividends, repay debt (including lease liabilities) and reinvest in the Company. We believe investors and analysts use Standardized Free Cash Flow to value our business and its underlying assets. The most comparable IFRS financial measure is "cash flows from operating activities" in the consolidated statements of cash flows.

The table below reconciles our Standardized Free Cash Flow calculated on a rolling twelve-month basis, with measures that are in accordance with IFRS and as reported in the consolidated statements of cash flows.

	Twelve months ended		
(Amounts in $000s)	March 30, 2019	March 31, 2018	Change
Net change in non-cash working capital items	**$ 12,844**	$ (30,356)	**$ 43,200**
Cash flow from operating activities, including interest and income taxes	**62,123**	30,119	**32,004**
Cash flow from operating activities	**74,967**	(237)	**75,204**
Less: total capital expenditures, net of investment tax credits	**(10,723)**	(25,082)	**14,359**
Standardized Free Cash Flow	**$ 64,244**	$ (25,319)	**$ 89,563**

Net Debt

Net Debt is calculated as the sum of bank loans, long-term debt and lease liabilities, less cash.

We consider Net Debt to be an important indicator of our Company's financial leverage because it represents the amount of debt that is not covered by available cash. We believe investors and analysts use Net Debt to determine the Company's financial leverage. Net Debt has no comparable IFRS financial measure, but rather is calculated using several asset and liability items in the consolidated statements of financial position.

The following table reconciles Net Debt to IFRS measures reported as at the end of the indicated periods.

(Amounts in $000s)		March 30, 2019		December 29, 2018		March 31, 2018
Current bank loans	**$**	**34,679**	$	31,152	$	51,989
Add-back: deferred finance costs on current bank loans		**321**		353		260
Total current bank loans		**35,000**		31,505		52,249
Long-term debt		**322,777**		322,674		335,696
Current portion of long-term debt		**—**		13,655		—
Add-back: deferred finance costs on long-term debt		**1,454**		1,597		2,230
Total term loan debt		**324,231**		337,926		337,926
Long-term portion of lease liabilities		**10,179**		407		537
Current portion of lease liabilities		**4,209**		372		550
Total lease liabilities [1]		**14,388**		779		1,087
Less: cash		**(20,244)**		(9,568)		(5,144)
Net debt	**$**	**353,375**	$	360,642	$	386,118

[1] The Company has adopted the new lease standard, IFRS 16, *Leases,* which has resulted in additional lease liabilities of $14.6 million effective December 30, 2018 (see the *Recent Developments* section on page 4 of this MD&A). IFRS 16 was applied using the modified retrospective method and as a result, the comparative information for Fiscal 2018 has not been restated. Therefore these lease liabilities are only part of the Company's net debt balance as at March 30, 2019, where IFRS 16 increased net debt by $13.7 million.

GOVERNANCE

In accordance with National Instrument 52-109 "*Certification of Disclosure in Issuers' Annual and Interim Filings"*, our certifying officers have evaluated the design effectiveness of Disclosure Controls and Procedures ("DC&P"), and our Company's Internal Control over Financial Reporting ("ICFR"). There were no changes in the Company's ICFR during the period beginning on December 30, 2018 and ending on March 30, 2019 that has materially affected, or is reasonably likely to materially affect, the Company's ICFR.

ACCOUNTING ESTIMATES AND STANDARDS

Critical Accounting Estimates

Critical accounting judgments and estimates used in preparing our Consolidated Financial Statements are described in the Company's 2018 Annual Report. The preparation of the Company's Consolidated Financial Statements requires management to make critical judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. On an ongoing basis, management evaluates its judgments, estimates and assumptions using historical experience and various other factors it believes to be reasonable under the given circumstances. Actual outcomes may differ from these estimates under different assumptions and conditions that could require a material adjustment to the reported carrying amounts in the future. There have been no material changes to our critical accounting estimates and judgments during the thirteen weeks ended March 30, 2019.

Accounting Standards

The accounting policies used in the preparation of the Consolidated Financial Statements are consistent with those followed in the preparation of the Company's audited consolidated financial statements for the year ended December 29, 2018, except for the adoption of the following new standards and amendments that were effective for annual periods beginning on January 1, 2019 and that the Company has adopted on December 30, 2018:

IFRS 16, *Leases*

In January 2016, the IASB issued IFRS 16, *Leases*, which replaces IAS 17, *Leases*, and its associated interpretive guidance. The new standard eliminates the distinction between operating and finance leases, bringing most leases on-balance sheet for lessees under a single model, unless an election is made to exclude a lease with a lease term of 12 months or less or the lease is for a low-value asset. A lessee recognizes a right-of-use ("ROU") asset representing the Company's right to use the underlying asset and a lease liability representing the obligation to make lease payments. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained. The Company has elected to adopt the standard using the modified retrospective method and therefore the comparative information for Fiscal 2018 has not been restated. The Company has recognized new assets and liabilities for all leases that were previously classified as operating leases, other than those that were excluded due to the elected practical expedients. The Company applied the following practical expedients upon transition:

- The previous determination pursuant to IAS 17 and IFRIC 4, *Determining Whether an Arrangement Contains a Lease,* of whether a contract is a lease has been maintained for existing contracts;
- The Company has exercised the option not to apply the new recognition requirements to short-term leases with a term of 12 months or less (and no purchase option) and leases of low-value assets;
- For the purpose of initial measurement of the right-of-use assets as at December 30, 2018, initial direct costs were not taken into account; and
- The Company has elected not to separate non-lease components from lease components and will account for identified components as a single lease component.

As at December 30, 2018, the additional assets and liabilities on the consolidated statements of financial position amounts to $14.6 million (see Note 4 "*Right-of-use assets and lease liabilities*" to the Consolidated Financial Statements). In addition, the nature of the expense related to these leases has changed as IFRS 16 replaces the straight-line operating lease expense with depreciation expense for right-of-use assets and interest expense on the lease liabilities using the effective interest method.

The following table reconciles the operating lease payments as at December 29, 2018 to the lease liabilities recognized as at December 30, 2018:

(Amounts in $000s)		**Lease liabilities**
Minimum lease payments under operating leases as at December 29, 2018	$	20,186
Recognition exemption		
for short-term leases		(24)
for leases of low-value assets		(15)
Reasonably certain extension options		423
Variable non-lease components [(1)]		(2,653)
Lease obligation as at December 30, 2018 (gross, without discounting)		17,917
Effect from discounting at the incremental borrowing rate as at December 30, 2018 [(2)]		(3,347)
Liabilities additionally recognized based on the initial application of IFRS 16 as at December 30, 2018		14,570
Current portion of lease liabilities as at December 29, 2018		372
Long-term lease liabilities as of December 29, 2018		407
Total lease liabilities as of December 30, 2018	**$**	**15,349**

(1) Total payments related to variable non-lease components were $1.3 million during the thirteen weeks ended March 30, 2019.
(2) The weighted-average incremental borrowing rate ("IBR") for lease liabilities initially recognized as of December 30, 2018 was 10%. If the Company's IBR changed by 1%, the lease liabilities initially recognized would change by approximately $0.4 million.

See Note 2 *"Basis of preparation"* to the Consolidated Financial Statements for the Company's IFRS 16 accounting policy.

IAS 19, *Employee Benefits*

In February 2018, the IASB issued amendments to IAS 19, *Employee Benefits* ("IAS 19"), which addresses the accounting when a plan amendment, curtailment or settlement occurs during the reporting period. The current service cost and net interest for the remainder of the period after the plan amendment, curtailment or settlement should reflect the updated actuarial assumptions after such an event. The amendments apply to plan amendments, curtailments, or settlements that occur on or after January 1, 2019, with early adoption permitted.

The Company has adopted the amendments to IAS 19 on a prospective basis, which had no impact on the Consolidated Financial Statements.

IFRIC Interpretation 23, *Uncertainty over Income Tax Treatment*

In June 2017, the International Accounting Standards Board (IASB) issued IFRIC Interpretation 23 - *Uncertainty over Income Tax Treatments* (the "Interpretation") to address the accounting for income taxes when treatments involve uncertainty that affects the application of IAS 12, *Income Taxes* ("IAS 12"). The Interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately;
- The assumptions an entity makes about the examination of tax treatments by taxation authorities;
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates; and
- How an entity considers changes in facts and circumstances.

The Interpretation is effective for annual reporting periods beginning on or after January 1, 2019. The Interpretation had no impact on the Consolidated Financial Statements, therefore the Company was able to implement the Interpretation retrospectively without the use of hindsight.

RISK FACTORS

High Liner Foods is exposed to a number of risks in the normal course of business that have the potential to affect operating performance. The Company takes a strategic approach to risk management. To achieve a superior return on investment, we have designed an enterprise-wide approach, overseen by the senior management of the Company and reported to the Board, to identify, prioritize and manage risk effectively and consistently across the organization.

Readers should refer to the 2018 Annual Report and AIF for a more detailed description of risk factors applicable to the Company, which are available at www.sedar.com and at www.highlinerfoods.com. We have updated certain risk factors below for the first quarter of 2019.

Foreign Currency

High Liner Foods reports its results in USD to reduce volatility caused by changes in the USD to CAD exchange rate. The Company's income statement and balance sheet are both affected by foreign currency fluctuations in a number of ways. The Company's shares are traded in CAD and reports its results in USD, therefore, investors are reminded to take this into consideration for purposes of calculating financial ratios, including dividend payout and share price-to-earnings ratios.

The Canadian dollar weakened relative to the U.S. dollar approximately 3.6% as of March 30, 2019 compared to March 31, 2018. On our balance sheet, this decreases the USD carrying value of both CAD-denominated assets and liabilities and increases the foreign exchange translation impact of our Canadian company included in accumulated other comprehensive income ("AOCI") in shareholders' equity. As our Canadian operations are a net importer of seafood and other products purchased in USD, a stronger CAD reduces its costs and a weaker CAD increases its costs in its CAD functional currency.

In order to minimize foreign exchange risk, we undertake hedging activities using various derivative products in accordance with the Company's "Price Risk Management Policy", which is approved and monitored by the Audit Committee. We hedge the USD costs of a portion of our raw material requirements and retail commodity products as sales price increases on these products take more time to implement. We generally do not hedge certain commodity foodservice products as the sales prices to our customers change frequently enough to capture foreign exchange fluctuations, but may do so from time to time. During the first quarter of 2019, our hedging activities resulted in an effective USD/CAD exchange rate of 1.3199 for inventory purchased in USD by our Canadian operations, compared to 1.2722 for the first quarter of 2018.

Our risk management strategy with respect to exposure to the Canadian dollar is fully explained in the MD&A in our 2018 Annual Report.

Geopolitical Risk

The Company's sales operations are currently conducted in North America but sourced using a global supply chain and, as such, the Company's operations are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary for each country and include, but are not limited to: fluctuations in currency exchange rates; inflation rates; labour unrest; terrorism; civil commotion and unrest; changes in taxation policies; restrictions on foreign exchange and repatriation; changing political conditions and social unrest; changes in trade agreements; economic sanctions, tariffs and other trade barriers.

Changes, if any, in trade agreements or policies, or shifts in political attitude, could adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations including, but not limited to, export controls, income taxes, foreign investment, and environmental legislation.

In 2017, the U.S. Tax Reform resulted in significant changes to tax legislation in the United States and certain aspects of the U.S. Tax Reform are still subject to interpretation which could impact the results of operations, financial condition and cash flows of the Company (see the *Income Taxes* section on page 11 of this MD&A).

In September 2018, the U.S. Administration announced an additional 10% tariff on certain Chinese imports, including seafood, effective September 24, 2018, increasing to 25% effective January 1, 2019. On December 19, 2018, and again on March 5, 2019, the U.S. Administration postponed the January 1, 2019 tariff increase, noting that the tariff will remain at 10% until further notice is provided. On May 8, 2019, the U.S. Administration announced that the tariff on the Chinese imports covered by the September 2018 action would increase to 25% effective May 10, 2019.

The Company currently purchases its seafood raw materials from more than 20 countries around the world, including from the U.S., to meet U.S. consumer demand. A portion of this raw material is imported into China for primary processing and then exported to the U.S. for sale and secondary processing. The Company has determined that the additional tariff will apply to the import of certain species into the U.S., most notably haddock, tilapia and sole/flounder. The estimated annual run-rate exposure of a 10% and 25% tariff is approximately $4.0 and $10.0 million, respectively based on current volume and raw material costs; however, the Company has begun implementing plans, including pricing action and certain supply chain initiatives, to mitigate the impact of these tariffs and reduce the estimated impact to the Company. The Company will continue to monitor these developments closely, particularly if further information becomes available regarding additional tariffs or how the previously announced tariffs will impact the Company.

The occurrence and the extent of these various factors and uncertainties cannot be accurately predicted and could have a material adverse effect on the Company's operations and profitability.

HIGH LINER FOODS

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

As at and for the thirteen weeks ended March 30, 2019
With comparative figures as at and for the thirteen weeks ended March 31, 2018

HIGH LINER FOODS INCORPORATED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(unaudited, in thousands of United States dollars)

	Notes	March 30, 2019	December 29, 2018
ASSETS			
Current assets			
Cash		**$ 20,244**	$ 9,568
Accounts receivable		**105,999**	84,873
Income taxes receivable		**4,564**	6,411
Other financial assets	**14**	**1,637**	2,504
Inventories		**249,283**	301,411
Prepaid expenses		**4,745**	4,333
Total current assets		**386,472**	409,100
Non-current assets			
Property, plant and equipment		**111,968**	114,371
Right-of-use assets	**4**	**14,714**	—
Deferred income taxes	**10**	**—**	7
Other receivables and assets	**14**	**297**	1,013
Intangible assets		**153,994**	155,594
Goodwill		**157,254**	157,070
Total non-current assets		**438,227**	428,055
Total assets	**5, 6**	**$ 824,699**	$ 837,155
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Bank loans	**5**	**$ 34,679**	$ 31,152
Accounts payable and accrued liabilities		**123,687**	157,162
Contract liability		**4,951**	4,772
Provisions		**977**	1,460
Other current financial liabilities	**14**	**165**	78
Other current liabilities		**1,842**	245
Income taxes payable		**431**	585
Current portion of long-term debt	**4**	**—**	13,655
Current portion of lease liabilities		**4,209**	372
Total current liabilities		**170,941**	209,481
Non-current liabilities			
Long-term debt	**6**	**322,777**	322,674
Other long-term financial liabilities	**14**	**10**	5
Other long-term liabilities		**1,646**	1,493
Long-term lease liabilities	**4**	**10,179**	407
Deferred income taxes	**10**	**31,770**	28,451
Future employee benefits		**10,324**	10,785
Total non-current liabilities		**376,706**	363,815
Total liabilities		**547,647**	573,296
Shareholders' equity			
Common shares	**8**	**112,887**	112,887
Contributed surplus		**15,581**	15,357
Retained earnings		**172,865**	161,377
Accumulated other comprehensive loss		**(24,281)**	(25,762)
Total shareholders' equity		**277,052**	263,859
Total liabilities and shareholders' equity		**$ 824,699**	$ 837,155

See accompanying notes to the Unaudited Condensed Interim Consolidated Financial Statements

HIGH LINER FOODS INCORPORATED
CONSOLIDATED STATEMENTS OF INCOME
(unaudited, in thousands of United States dollars, except per share amounts)

			Thirteen weeks ended	
	Notes		**March 30, 2019**	March 31, 2018
Sales	**13**	**$**	**277,424**	$ 319,184
Cost of sales			**221,348**	258,623
Gross profit			**56,076**	60,561
Distribution expenses			**13,087**	15,308
Selling, general and administrative expenses			**23,754**	25,303
Business acquisition, integration and other (income) expense	**3, 7**		**(7,247)**	656
Results from operating activities			**26,482**	19,294
Finance costs			**6,004**	5,355
Income before income taxes			**20,478**	13,939
Income tax expense	**10**		**5,716**	3,688
Net income		**$**	**14,762**	$ 10,251
Earnings per common share				
Basic		**$**	**0.44**	$ 0.31
Diluted		**$**	**0.43**	$ 0.31
Weighted average number of shares outstanding				
Basic			**33,771,430**	33,493,273
Diluted			**34,216,274**	33,498,272

See accompanying notes to the Unaudited Condensed Interim Consolidated Financial Statements

HIGH LINER FOODS INCORPORATED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited, in thousands of United States dollars)

	Thirteen weeks ended	
	March 30, 2019	March 31, 2018
Net income	**$ 14,762**	$ 10,251
Other comprehensive income (loss), net of income tax		
Other comprehensive income (loss) to be reclassified to net income:		
Gain (loss) on hedge of net investment in foreign operations	**6,874**	(8,819)
(Loss) gain on translation of net investment in foreign operations	**(8,124)**	12,682
Translation impact on Canadian dollar denominated non-AOCI items	**4,266**	(8,297)
Translation impact on Canadian dollar denominated AOCI items	**(441)**	614
Total exchange gains (losses) on translation of foreign operations and Canadian dollar denominated items	**2,575**	(3,820)
Effective portion of changes in fair value of cash flow hedges	**(588)**	1,575
Net change in fair value of cash flow hedges transferred to carrying amount of hedged item	**(499)**	695
Net change in fair value of cash flow hedges transferred to income	**(215)**	84
Translation impact on Canadian dollar denominated AOCI items	**208**	(228)
Total exchange (losses) gains on cash flow hedges	**(1,094)**	2,126
Net other comprehensive gain (loss) to be reclassified to net income	**1,481**	(1,694)
Other comprehensive income not to be reclassified to net income		
Defined benefit plan actuarial gains	**356**	436
Other comprehensive income (loss), net of income tax	**1,837**	(1,258)
Total comprehensive income	**$ 16,599**	$ 8,993

CONSOLIDATED STATEMENTS OF ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) ("AOCI")
(unaudited, in thousands of United States dollars)

	Foreign currency translation differences	**Net exchange differences on cash flow hedges**	**Total AOCI**
Balance at December 29, 2018	**$ (27,977)**	**$ 2,215**	**$ (25,762)**
Total exchange gains on translation of foreign operations and Canadian dollar denominated items	**2,575**	**—**	**2,575**
Total exchange losses on cash flow hedges	**—**	**(1,094)**	**(1,094)**
Balance at March 30, 2019	**$ (25,402)**	**$ 1,121**	**$ (24,281)**
Balance at December 30, 2017	$ (17,699)	$ 220	$ (17,479)
Total exchange losses on translation of foreign operations and Canadian dollar denominated items	(3,820)	—	(3,820)
Total exchange gains on cash flow hedges	—	2,126	2,126
Balance at March 31, 2018	$ (21,519)	$ 2,346	$ (19,173)

See accompanying notes to the Unaudited Condensed Interim Consolidated Financial Statements

HIGH LINER FOODS INCORPORATED
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited, in thousands of United States dollars)

	Common shares	Contributed surplus	Retained earnings	AOCI	Total
Balance at December 29, 2018	**$ 112,887**	**$ 15,357**	**$ 161,377**	**$ (25,762)**	**$ 263,859**
Other comprehensive loss	**—**	**—**	**356**	**1,481**	**1,837**
Net income	**—**	**—**	**14,762**	**—**	**14,762**
Common share dividends	**—**	**—**	**(3,630)**	**—**	**(3,630)**
Share-based compensation	**—**	**224**	**—**	**—**	**224**
Balance at March 30, 2019	**$ 112,887**	**$ 15,581**	**$ 172,865**	**$ (24,281)**	**$ 277,052**
Balance at December 30, 2017	$ 112,835	$ 14,354	$ 159,157	$ (17,479)	$ 268,867
Other comprehensive income	—	—	436	(1,694)	(1,258)
Net income	—	—	10,251	—	10,251
Common share dividends	—	—	(3,707)	—	(3,707)
Share-based compensation	—	155	—	—	155
Balance at March 31, 2018	$ 112,835	$ 14,509	$ 166,137	$ (19,173)	$ 274,308

See accompanying notes to the Unaudited Condensed Interim Consolidated Financial Statements

HIGH LINER FOODS INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands of United States dollars)

	Notes	Thirteen weeks ended March 30, 2019	Thirteen weeks ended March 31, 2018
Cash flows provided by (used in):			
Operating activities			
Net income		**$ 14,762**	$ 10,251
Adjustments to net income not involving cash from operations:			
Depreciation and amortization	**4**	**5,501**	4,312
Share-based compensation expense (recovery)	**9**	**1,956**	(103)
Loss on asset disposals and impairment		**21**	98
Future employee benefits contribution, net of expense		**(4)**	(34)
Finance costs	**4**	**6,004**	5,355
Income tax expense	**10**	**5,716**	3,688
Unrealized foreign exchange loss (gain)		**313**	(12)
Cash flows provided by operations before changes in non-cash working capital, interest and income taxes (paid) refunded		**34,269**	23,555
Changes in non-cash working capital balances:			
Accounts receivable		**(20,898)**	(17,362)
Inventories		**53,916**	55,971
Prepaid expenses		**(372)**	53
Accounts payable and accrued liabilities		**(33,567)**	(48,618)
Provisions		**(506)**	126
Net change in non-cash working capital balances		**(1,427)**	(9,830)
Interest paid		**(5,456)**	(4,835)
Income taxes (paid) refunded		**(385)**	77
Net cash flows provided by operating activities		**27,001**	8,967
Financing activities			
Increase (decrease) in bank loans		**3,564**	(877)
Repayment of lease liabilities		**(1,352)**	(238)
Repayment of long-term debt	**6**	**(13,695)**	—
Deferred finance costs		**—**	(97)
Common share dividends paid		**(3,630)**	(3,707)
Net cash flows used in financing activities		**(15,113)**	(4,919)
Investing activities			
Purchase of property, plant and equipment, net of investment tax credits, and intangible assets		**(841)**	(4,079)
Net proceeds on disposal of assets		**—**	116
Net cash flows used in investing activities		**(841)**	(3,963)
Foreign exchange (decrease) increase on cash		**(371)**	321
Net change in cash during the period		**10,676**	406
Cash, beginning of period		**9,568**	4,738
Cash, end of period		**$ 20,244**	$ 5,144

See accompanying notes to the Unaudited Condensed Interim Consolidated Financial Statements

1. Corporate information

High Liner Foods Incorporated (the "Company" or "High Liner Foods") is a company incorporated and domiciled in Canada. The address of the Company's registered office is 100 Battery Point, P.O. Box 910, Lunenburg, Nova Scotia, B0J 2C0. The Unaudited Condensed Interim Consolidated Financial Statements ("Consolidated Financial Statements") of the Company as at and for the thirteen weeks ended March 30, 2019, comprise High Liner Foods' Canadian company (the "Parent") and its subsidiaries (herein together referred to as the "Company" or "High Liner Foods"). The Company is primarily involved in the processing and marketing of prepared and packaged frozen seafood products.

These Consolidated Financial Statements were authorized for issue in accordance with a resolution of the Company's Board of Directors on May 14, 2019.

2. Basis of preparation

(a) Statement of compliance
These Consolidated Financial Statements are in compliance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. Accordingly, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. These Consolidated Financial Statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 29, 2018, as set out in the 2018 Annual Report, available at www.highlinerfoods.com.

(b) Functional and presentation currency
The Company determines its functional currency based on the currency of the primary economic environment in which it operates. The Parent's functional currency is the Canadian dollar ("CAD"), while the functional currencies of its subsidiaries is the CAD and the United States dollar ("U.S. dollar" or "USD"). The Company has chosen a USD presentation currency for its financial statements because the USD better reflects the Company's overall business activities and improves investors' ability to compare the Company's consolidated financial results with other publicly traded businesses in the packaged foods industry (most of which are based in the United States ["U.S."] and report in USD) and should result in less volatility in reported sales and income on the conversion to the presentation currency.

(c) Seasonality of operations
The Company's operating results are affected by the timing of holidays. Inventory levels fluctuate throughout the year, and are at their highest in the first quarter to support strong sales during the Lenten period. In addition, the timing of ordering raw materials is earlier than typically required in order to have adequate quantities available during the seasonal closure of plants in Asia during the Lunar New Year period. These events typically result in significantly higher inventories in December, January, February and March than during the rest of the year.

(d) New standards, interpretations and amendments thereof, adopted by the Company
The accounting policies used in the preparation of the Consolidated Financial Statements are consistent with those followed in the preparation of the Company's audited consolidated financial statements for the year ended December 29, 2018, except for the adoption of the following new standard and amendments that were effective for annual periods beginning on January 1, 2019 and that the Company has adopted on December 30, 2018:

IFRS 16, *Leases*
In January 2016, the IASB issued IFRS 16, *Leases*, which replaces IAS 17, *Leases*, and its associated interpretive guidance. The new standard eliminates the distinction between operating and finance leases, bringing most leases on-balance sheet for lessees under a single model, unless an election is made to exclude a lease with a lease term of 12 months or less or the lease is for a low-value asset. A lessee recognizes a right-of-use ("ROU") asset representing the Company's right to use the underlying asset and a lease liability representing the obligation to make lease payments. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained.

The Company has elected to adopt the standard using the modified retrospective method and therefore the comparative information for fiscal 2018 has not been restated. The Company has recognized new assets and liabilities for all leases that were previously classified as operating leases, other than those that were excluded due to the elected practical expedients. The Company applied the following practical expedients upon transition:

- The previous determination pursuant to IAS 17 and IFRIC 4, *Determining Whether an Arrangement Contains a Lease,* of whether a contract is a lease has been maintained for existing contracts;
- The Company has exercised the option not to apply the new recognition requirements to short-term leases with a term of 12 months or less (and no purchase option) and leases of low-value assets;
- For the purpose of initial measurement of the right-of-use assets as at December 30, 2018, initial direct costs were not taken into account; and
- The Company has elected not to separate non-lease components from lease components and will account for identified components as a single lease component.

As at December 30, 2018, the Company recognized additional assets and liabilities on the consolidated statements of financial position of $14.6 million (see Note 4). In addition, the nature of the expense related to these leases has changed as IFRS 16 replaces the straight-line operating lease expense with depreciation expense for right-of-use assets and interest expense on the lease liabilities using the effective interest method.

The following table reconciles the operating lease payments as at December 29, 2018 to the lease liabilities recognized as at December 30, 2018:

(Amounts in $000s)		**Lease liabilities**
Minimum lease payments under operating leases as at December 29, 2018	$	20,186
Recognition exemption for		
Short-term leases		(24)
Leases of low-value assets		(15)
Reasonably certain extension options		423
Variable non-lease components [(1)]		(2,653)
Lease obligation as at December 30, 2018 (gross, without discounting)		17,917
Effect from discounting at the incremental borrowing rate as at December 30, 2018 [(2)]		(3,347)
Liabilities recognized based on the initial application of IFRS 16 as at December 30, 2018		14,570
Current portion of lease liabilities as at December 29, 2018		372
Long-term lease liabilities as of December 29, 2018		407
Total lease liabilities as of December 30, 2018	**$**	**15,349**

[(1)] Total payments related to variable non-lease components were $1.3 million during the thirteen weeks ended March 30, 2019.
[(2)] The weighted-average incremental borrowing rate ("IBR") for lease liabilities initially recognized as of December 30, 2018 was 10%. If the Company's IBR changed by 1%, the lease liabilities initially recognized would change by approximately $0.4 million.

Accounting Policy

At inception, the Company assesses whether a contract is or contains a lease which involves the exercise of judgement. The Company has elected not to separate lease and non-lease components for its right-of-use assets. The Company has elected not to recognize ROU assets and lease liabilities for leases where the total lease term is less than 12 months, or for a lease of low value. The payments for these leases will be recognized on a straight-line basis over the lease term as operating expenses.

Lease assets are capitalized at the commencement date of the lease and ROU assets are initially measured based on the present value of the lease payments, plus initial direct costs incurred when entering into the lease and lease payments made at or before the commencement date, less any lease incentives received. The ROU assets are depreciated over the shorter of the lease term or the estimated useful life of the underlying asset. An impairment review is undertaken for any ROU asset that shows indicators of impairment and an impairment loss is recognized against the ROU asset that is impaired.

The lease liability is measured at the present value of the fixed and eligible variable lease payments that depend on an index or rate, net of any lease incentives at the initial measurement date. When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments. The present value of the lease payments is determined using the discount rate representing the Company's incremental borrowing rate on the lease commencement date, adjusted for the applicable currency of the lease contract, similar tenor and nature of the asset being leased.

The variable lease payments that do not depend on an index or a rate are recognized as expense in the period in which the event or condition that triggers the payment occurs.

IAS 19, *Employee Benefits*

In February 2018, the IASB issued amendments to IAS 19, *Employee Benefits* ("IAS 19"), which addresses the accounting when a plan amendment, curtailment or settlement occurs during the reporting period. The current service cost and net interest for the remainder of the period after the plan amendment, curtailment or settlement should reflect the updated actuarial assumptions after such an event. The amendments apply to plan amendments, curtailments, or settlements that occur on or after January 1, 2019, with early adoption permitted.The Company has adopted the amendments to IAS 19 on a prospective basis, which had no impact on the Consolidated Financial Statements.

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- Whether an entity considers uncertain tax treatments separately;
- The assumptions an entity makes about the examination of tax treatments by taxation authorities;
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates; and
- How an entity considers changes in facts and circumstances.

The Interpretation is effective for annual reporting periods beginning on or after January 1, 2019. The Interpretation had no impact on the Consolidated Financial Statements, therefore the Company was able to implement the Interpretation retrospectively without the use of hindsight.

3. Product recall

In April 2017, the Company announced a voluntary recall of certain brands of breaded fish and seafood products sold in Canada that may contain a milk allergen that was not declared on the ingredient label and allergen statement. The Company identified that the allergen had originated from ingredients supplied by one of the Company's U.S.-based ingredient suppliers. Subsequently, the Company was notified by the ingredient supplier that several additional ingredients were being recalled due to the potential presence of undeclared milk allergens, which necessitated the expansion of the Company's initial recall to include additional value-added seafood products sold in the U.S. and Canada.

As a result, during the fifty-two weeks ended December 30, 2017, the Company recognized $13.5 million in net losses associated with the product recall related to consumer refunds, customer fines, the return of product to be re-worked or destroyed, and incremental costs. These losses did not include any reduction in earnings as a result of lost sales opportunities due to limited product availability and customer shortages, or increased production costs related to the interruption of production at the Company’s facilities. During the fifty-two weeks ended December 29, 2018, the Company recognized an $8.5 million recovery associated with the product recall losses from the ingredient supplier, which was recognized as business acquisition, integration and other (income) expense in the consolidated statements of income.

During the thirteen weeks ended March 30, 2019, the Company recognized an additional $8.5 million recovery associated with the product recall losses from the ingredient supplier. As a result, the Company has recovered the full $13.5 million in losses recognized during the fifty-two weeks ended December 30, 2017 related to consumer refunds, customer fines, the return of product to be re-worked or destroyed, and direct incremental costs, and an additional $3.5 million related to lost sales opportunities and increased production costs. No further recoveries are expected.

4. Right-of-use assets and lease liabilities

Right-of-use assets

(Amounts in $000s)		Land and buildings		Plant and machinery		Computer equipment and vehicles		Total
Cost								
At December 30, 2018	$	13,686	$	250	$	634	$	14,570
Transfers [(1)]		69		—		1,908		1,977
Disposals		—		—		(120)		(120)
Effect of exchange rates		45		—		37		82
At March 30, 2019	**$**	**13,800**	**$**	**250**	**$**	**2,459**	**$**	**16,509**
Accumulated depreciation								
At December 30, 2018	$	—	$	—	$	—	$	—
Depreciation		(997)		(21)		(98)		(1,116)
Transfers [(1)]		(8)		—		(746)		(754)
Disposals		—		—		89		89
Effect of exchange rates		—		—		(14)		(14)
At March 30, 2019	**$**	**(1,005)**	**$**	**(21)**	**$**	**(769)**	**$**	**(1,795)**
Net carrying value								
At December 30, 2018	$	13,686	$	250	$	634	$	14,570
At March 30, 2019	**$**	**12,795**	**$**	**229**	**$**	**1,690**	**$**	**14,714**

[(1)] The Company has transfered the carrying value of vehicles and equipment of $1.2 million held under a finance lease and previously classified as property, plant and equipment as at December 29, 2018 to right-of-use assets.

Depreciation expense for the right-of-use assets is included as follows in the consolidated statements of income:

(Amounts in $000s)		Thirteen weeks ended **March 30, 2019**
Cost of sales	$	21
Distribution expenses		667
Selling, general and administrative expenses		428
	$	**1,116**

Lease liabilities

For the thirteen weeks ended March 30, 2019 the Company recognized $0.4 million of interest expense on the lease liabilities as finance costs in the consolidated statements of income.

5. Bank loans

(Amounts in $000s)		**March 30, 2019**		December 29, 2018
Bank loans, denominated in CAD (average variable rate of 3.95%; December 29, 2018: 3.95%	**$**	**—**	$	165
Bank loans, denominated in USD (average variable rate of 3.99%; December 29, 2018: 4.80%		**35,000**		31,340
		35,000		31,505
Less: deferred finance costs		**(321)**		(353)
	$	**34,679**	$	31,152

The Company has a $180.0 million working capital facility (the "Facility"), with the Royal Bank of Canada as Administrative and Collateral Agent, which expires in April 2021. The Facility is asset-based and collateralized by the Company's inventories, accounts receivable and other personal property in Canada and the U.S., subject to a first charge on brands, trade names and related intangibles under the Company's term loan facility (see Note 6), and excluding the assets acquired as part of the Rubicon Resources, LLC ("Rubicon") acquisition which was closed on May 30, 2017. A second charge over the Company's property, plant and equipment is also in place. As at March 30, 2019, the Company had $127.8 million of undrawn borrowing facility (December 29, 2018: $118.2 million).

As at March 30, 2019 and December 29, 2018, the Facility allowed the Company to borrow:

Canadian Prime Rate revolving loans, Canadian Base Rate revolving and U.S. Prime Rate revolving loans, at their respective rates	plus 0.00% to 0.25%
Bankers' Acceptances ("BA") revolving loans, at BA rates	plus 1.25% to 1.75%
LIBOR revolving loans at LIBOR, at their respective rates	plus 1.25% to 1.75%
Letters of credit, with fees of	1.25% to 1.75%
Standby fees, required to be paid on the unutilized facility, of	0.25%

6. Long-term debt

(Amounts in $000s)		**March 30, 2019**		December 29, 2018
Term loan	**$**	**324,231**	$	337,926
Less: current portion		**—**		(13,655)
		324,231		324,271
Less: deferred finance costs		**(1,454)**		(1,597)
	$	**322,777**	$	322,674

As at March 30, 2019, the Company had a $370.0 million term loan facility with an interest rate of 3.25% plus LIBOR (LIBOR floor of 1.00%), maturing on April 24, 2021. Quarterly principal repayments of $0.9 million are required on the term loan as regularly scheduled repayments. During the thirteen weeks ended March 30, 2019, a mandatory prepayment of $13.7 million was made due to excess cash flows in 2018. Any mandatory and voluntary repayments are applied to future regularly scheduled principal repayments, and as such, no additional regularly scheduled principal repayments are required for 2019.

Substantially all tangible and intangible assets (excluding working capital) of the Company are pledged as collateral for the term loan facility.

7. Employee benefits

Employee benefits relating to the termination of employees ("termination benefits") are expensed during the period and are recorded as of the date a committed plan is in place and communication to employees has occurred. Termination benefits relate to severance which is not based on a future service requirement. Severance and retention benefits that are dependent upon the continuing provision of services through to certain predefined dates, are recognized as short-term employee benefits. Termination and short-term employee benefits are included on the following line items in the consolidated statements of income:

	Thirteen weeks ended	
(Amounts in $000s)	**March 30, 2019**	March 31, 2018
Termination benefits		
Cost of sales	**$ —**	$ 14
Business acquisition, integration and other (income) expense[(1)]	**—**	656
Selling, general and administrative expenses	**19**	23
	$ 19	$ 693
Short-term benefits		
Business acquisition, integration and other (income) expense[(1)]	**$ 1,049**	$ —
Selling, general and administrative expenses	**—**	21
	$ 1,049	$ 21

(1) For the thirteen weeks ended March 30, 2019 business acquisition, integration and other (income) expense includes termination benefits of $1.0 million related to the Company's organizational realignment announced on November 7, 2018. The Company estimated total termination benefits of approximately $4.8 million, of which $4.5 million has been recognized to date. The impact of the restructuring on termination benefits is expected to be fully realized by the end of the second quarter of 2019.

8. Share capital

Purchase of shares for cancellation

In January 2018, the Company announced that the Toronto Stock Exchange approved the renewal of the Company's Normal Course Issuer Bid ("NCIB") to repurchase for cancellation up to 150,000 common shares. The price the Company will pay for any common shares acquired will be the market price at the time of acquisition. Purchases could commence on February 2, 2018 and terminated no later than February 1, 2019. During the thirteen weeks ended March 30, 2019 there were no purchases under this plan.

A summary of the Company's common share transactions is as follows:

	Thirteen weeks ended March 30, 2019		Thirteen weeks ended March 31, 2018	
	Shares	**($000s)**	Shares	($000s)
Balance, beginning of period	**33,383,481**	**$ 112,887**	33,379,815	$ 112,835
Balance, end of period	**33,383,481**	**$ 112,887**	33,379,815	$ 112,835

During the thirteen weeks ended March 30, 2019, the Company distributed dividends per share of CAD$0.145 (thirteen weeks ended March 31, 2018: CAD$0.145).

On May 14, 2019, the Company's Board of Directors declared a quarterly dividend of CAD$0.05 per share, payable on June 15, 2019 to shareholders of record as of June 1, 2019.

9. Share-based compensation

The Company has a Share Option Plan (the "Option Plan") for designated directors, officers and certain managers of the Company, a Performance Share Unit ("PSU") Plan for eligible employees which includes the potential issuances of restricted share units ("RSU"), and a Deferred Share Unit ("DSU") Plan for directors of the Company.

Issuances of options, RSUs and PSUs 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 share-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 twelve-month period, of an aggregate number of shares under the PSU Plan, the Option Plan and any other share-based compensation arrangement of the Company exceeding 10% of the aggregate of the issued and outstanding shares.

The carrying amount of cash-settled share-based compensation arrangements recognized in other current liabilities and other long-term liabilities on the consolidated statements of financial position was $1.8 million and $1.6 million, respectively, as at March 30, 2019 (December 29, 2018: $0.2 million and $1.5 million, respectively).

Share-based compensation expense is recognized in the consolidated statements of income as follows:

	Thirteen weeks ended	
(Amounts in $000s)	**March 30, 2019**	March 31, 2018
Cost of sales resulting from:		
Equity-settled awards [(1)]	**$ 9**	$ 13
Selling, general and administrative expenses resulting from:		
Cash-settled awards [(1)]	**1,733**	(258)
Equity-settled awards [(1)]	**214**	142
Share-based compensation expense (recovery)	**$ 1,956**	$ (103)

[(1)] Cash-settled awards may include options with share appreciation rights ("SARs"), PSUs, RSUs and DSUs. Equity-settled awards include options.

The following table illustrates the number ("No.") and weighted average exercise prices ("WAEP") of, and movements in, options during the period:

	Thirteen weeks ended March 30, 2019		Thirteen weeks ended March 31, 2018	
	No.	**WAEP (CAD)**	No.	WAEP (CAD)
Outstanding, beginning of period	**1,624,681**	**$ 15.03**	1,340,449	$ 18.99
Granted	**444,844**	**7.46**	170,403	12.57
Exercised for cash [(1)]	—	—	(2,000)	8.25
Expired	—	—	(199,663)	22.83
Outstanding, end of period	**2,069,525**	**$ 13.41**	1,309,189	$ 17.58
Exercisable, end of period	**976,767**	**$ 17.35**	804,647	$ 19.11

[(1)] The weighted average share price at the date of exercise for these options was $nil for the thirteen weeks ended March 30, 2019 (thirteen weeks ended March 31, 2018: CAD$11.20).

In United States dollars, unless otherwise noted

Set forth below is a summary of the outstanding options to purchase common shares as at March 30, 2019:

	Options outstanding			Options exercisable	
Option price (CAD)	**Number outstanding**	**Weighted average exercise price**	**Average life (years)**	**Number exercisable**	**Weighted average exercise price**
$ 7.25-10.00	453,510	$ 7.48	4.91	8,666	$ 8.25
$ 10.01-15.00	841,991	11.45	4.51	211,327	11.74
$ 15.01-20.00	390,402	15.30	1.78	384,979	15.30
$ 20.01-25.00	383,622	22.79	0.84	371,795	22.86
	2,069,525			**976,767**	

The fair value of options granted during the thirteen weeks ended March 30, 2019 and March 31, 2018 was estimated on the date of grant using the Black-Scholes pricing model with the following weighted average inputs and assumptions:

	March 30, 2019	March 31, 2018
Dividend yield (%)	**7.77**	4.61
Expected volatility (%)	**40.44**	35.06
Risk-free interest rate (%)	**1.86**	2.21
Expected life (years)	**5.00**	5.00
Weighted average share price (CAD)	**$ 7.46**	$ 12.57
Weighted average fair value (CAD)	**$ 1.34**	$ 2.67

The expected life of the options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

The following table illustrates the movements in the number of PSUs during the period:

	Thirteen weeks ended	
	March 30, 2019	March 31, 2018
Outstanding, beginning of period	**879,757**	263,556
Granted	**240,855**	120,139
Reinvested dividends	**20,184**	3,976
Released and paid in cash	**—**	(14,096)
Forfeited and expired	**(91,050)**	(64,960)
Outstanding, end of period	**1,049,746**	308,615

The expected performance multiplier used in determining the fair value of the liability and related share-based compensation expense for PSUs for the thirteen weeks ended March 30, 2019 was 78% (March 31, 2018: 60%).

In United States dollars, unless otherwise noted

The following table illustrates the movements in the number of RSUs during the period:

	Thirteen weeks ended	
	March 30, 2019	March 31, 2018
Outstanding, beginning of period	**280,562**	72,529
Granted	**160,951**	83,944
Reinvested dividends	**8,528**	2,036
Forfeited	**(3,958)**	(534)
Outstanding, end of period	**445,775**	157,975

The share price at the reporting date was CAD$7.85 (March 31, 2018: CAD$11.15). PSUs will vest at the end of a one to three-year period, if agreed-upon performance measures are met (if applicable) and the RSUs will vest in accordance with the terms of the agreement.

The following table illustrates the movements in the number of DSUs during the period:

	Thirteen weeks ended	
	March 30, 2019	March 31, 2018
Outstanding, beginning of period	**153,425**	77,934
Granted	**3,729**	4,603
Reinvested dividends	**3,100**	1,045
Outstanding, end of period	**160,254**	83,582

10. Income tax expense

The Company's statutory tax rate for the thirteen weeks ended March 30, 2019 was 29.3% (thirteen weeks ended March 31, 2018: 29.3%). The Company's effective income tax rate for the thirteen weeks ended March 30, 2019 was 27.9% (thirteen weeks ended March 31, 2018: 26.5%). The higher effective tax rate for the thirteen weeks ended March 30, 2019 compared to the prior year was attributable to reduced interest expense deductibility associated with the Company's tax efficient financing structure.

11. Commitments

Guarantee of supplier financing arrangement

As part of the Rubicon acquisition, the Company assumed financing arrangement guarantees for certain suppliers that finance their exports of seafood products to Rubicon. As part of this financing arrangement, the Company has granted a security interest in substantially all of the inventory and proceeds thereon arising from purchases from these suppliers and has guaranteed the suppliers' borrowings, to the extent that such borrowings were used in connection with the exportation of seafood products to Rubicon. The Company has deemed the amount of the guarantee to be the open accounts payable to these suppliers. As of March 30, 2019, the Company's open accounts payable to these suppliers was $14.9 million.

12. Related party transactions

The Company has related party transactions with a company controlled by a strategic advisor of Rubicon. Total sales to related parties for the thirteen weeks ended March 30, 2019 were $0.3 million (thirteen weeks ended March 31, 2018: $0.1 million). As at March 30, 2019, there was $0.1 million due from the related parties (March 31, 2018: $0.2 million). The Company leases an office building from a related party at an amount which approximates the fair market value that would be incurred if leased from a third party. The aggregate payments under the lease, which are measured at the exchange amount, were $0.2 million for the thirteen weeks ended March 30, 2019 and March 31, 2018, respectively.

13. Geographic information

During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment to optimize the Company's structure in order to take better advantage of the Company's North American scale. As a result, the Company undertook significant reorganization of the internal leadership and reporting structure. The reorganization is now complete and the Company is arranged as a single frozen seafood company that is focused on North America, rather than focusing on separate geographical segments (U.S. and Canada). As such, the Company has transitioned to a single operating and reporting segment.

Information About Geographic Areas
Sales earned outside of Canada for the thirteen weeks ended March 30, 2019 were $221.9 million (March 31, 2018: $252.8 million). Sales by geographic area are determined based on the shipping location.

The non-current assets outside of Canada are as follows:

(Amounts in $000s)		**March 30, 2019**		December 29, 2018
Property, plant and equipment	$	87,933	$	91,317
Right-of-use assets		11,461		—
Intangible assets		139,098		146,932
Goodwill		137,611		137,611
	$	**376,103**	$	375,860

14. Fair value measurement

Fair value of financial instruments
The Company uses a fair value hierarchy, based on the relative objectivity of the inputs used to measure the fair value of financial instruments, with Level 1 representing inputs with the highest level of objectivity and Level 3 representing inputs with the lowest level of objectivity. The following table sets out the Company's financial assets and liabilities by level within the fair value hierarchy:

		March 30, 2019				December 29, 2018		
(Amounts in $000s)		**Level 2**		**Level 3**		Level 2		Level 3
Fair value of financial assets								
Foreign exchange contracts	**$**	**648**	**$**	**—**	$	1,424	$	—
Interest rate swaps		**1,286**		**—**		2,093		—
Fair value of financial liabilities								
Interest rate swaps		**—**		**—**		—		—
Foreign exchange contracts		**175**		**—**		83		—
Long-term debt		**—**		**279,198**		—		310,647
Lease liabilities		**—**		**13,492**		—		749

The Company's Level 2 derivatives are valued using valuation techniques such as forward pricing and swap models. These models incorporate various market-observable inputs including foreign exchange spot and forward rates, and interest rate curves.

The fair values of long-term debt instruments, classified as Level 3 in the fair value hierarchy, are estimated based on unobservable inputs, including discounted cash flows using current rates for similar financial instruments subject to similar risks and maturities, adjusted to reflect the Company's credit risk.

The Company uses the date of the event or change in circumstances to recognize transfers between Level 1, Level 2 and Level 3 fair value measurements. During the thirteen weeks ended March 30, 2019, no such transfers occurred.

The financial liabilities that are not measured at fair value on the consolidated statements of financial position consist of long-term debt (including current portion) and lease liabilities. The carrying amounts for these instruments are $322.8 million and $14.4 million, respectively, as at March 30, 2019 (December 29, 2018: $336.3 million and $0.8 million, respectively).

Hedging activities

Interest rate swaps

During the thirteen weeks ended March 30, 2019, the Company had the following interest rate swaps outstanding to hedge interest rate risk resulting from the term loan facility (see Note 6):

Effective date	Maturity date	Receive floating rate	Pay fixed rate	Notional amount (millions)
Designated in a formal hedging relationship:				
December 31, 2014	December 31, 2019	3-month LIBOR (floor 1.0%)	2.1700%	$ 20.0
March 4, 2015	March 4, 2020	3-month LIBOR (floor 1.0%)	1.9150%	$ 25.0
April 4, 2016	April 24, 2021	3-month LIBOR (floor 1.0%)	1.6700%	$ 40.0
January 4, 2018	April 24, 2021	3-month LIBOR (floor 1.0%)	2.2200%	$ 80.0

The cash flow hedge of interest expense variability was assessed to be highly effective for the thirteen weeks ended March 30, 2019 and March 31, 2018, and therefore, the change in fair value for those interest rate swaps designated in a hedging relationship was included in OCI as an after-tax net loss of $0.5 million and an after-tax net gain of $1.3 million, respectively.

The Company did not hold any interest rate swaps that were not designated in a formal hedging relationship during the thirteen weeks ended March 30, 2019 and March 31, 2018.

Foreign currency contracts

Foreign currency forward contracts are used to hedge foreign currency risk resulting from expected future purchases denominated in USD, which the Company has qualified as highly probable forecasted transactions, and to hedge foreign currency risk resulting from USD monetary assets and liabilities, which are not covered by natural hedges.

As at March 30, 2019, the Company had outstanding notional amounts of $21.1 million (March 31, 2018: $36.2 million) in foreign currency average-rate forward contracts and $1.7 million (March 31, 2018: $0.8 million) in foreign currency single-rate forward contracts that were formally designated as a hedge. With the exception of $0.4 million (March 31, 2018: $1.5 million) average-rate forward contracts with maturities ranging from April 2020 to June 2020, all foreign currency forward contracts have maturities that are less than one year.

The cash flow hedges of the expected future purchases were assessed to be highly effective for the thirteen weeks ended March 30, 2019 and March 31, 2018, and therefore, the change in fair value was recorded in OCI as an after-tax net loss of $0.1 million and an after-tax net gain of $0.3 million, respectively. There were no amounts recognized in the consolidated statements of income resulting from hedge ineffectiveness during the thirteen weeks ended March 30, 2019 (thirteen weeks ended March 31, 2018: net loss of $0.1 million).

The Company did not hold any foreign currency single-rate forward contracts outstanding to hedge foreign currency exchange risk on USD monetary assets and liabilities that were not formally designated as a hedge. The change in fair value for the thirteen weeks ended March 30, 2019 and March 31, 2018 was $nil and a nominal net gain, respectively, which was recorded in the consolidated statements of income.

Hedge of net investment in foreign operations

As at March 30, 2019, a total borrowing of $324.2 million ($324.2 million included in long-term debt) (December 29, 2018: a total borrowing of $338.0 million ($13.7 million included in the current portion of long-term debt and $324.3 million included in long-term debt)) has been designated as a hedge of the net investment in the U.S. subsidiary and is being used to hedge the Company's exposure to foreign exchange risk on this net investment. Gains or losses on the re-translation of this borrowing are transferred to OCI to offset any gains or losses on translation of the net investment in the U.S. subsidiary. There was no hedge ineffectiveness recognized during the thirteen weeks ended March 30, 2019 and March 31, 2018.