

**FORM 62-103F3
REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR UNDER
PART 4**

Report for the period ending May 31, 2018

Item 1 Security and Reporting Issuer

1.1 Designation of securities to which this report relates

Common Shares (“the Shares”) in the capital of the Reporting Issuer

Name and address of the head office of the issuer of the securities.

High Liner Foods Incorporated (the “Reporting Issuer”)
100 Battery Point
P.O. Box 910
Lunenburg, Nova Scotia
B0J 2C0

1.2 Name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Toronto Stock Exchange

Item 2 Identity of the Eligible Institutional Investor

2.1 Name and address of the eligible institutional investor.

Letko, Brosseau & Associates Inc. (the “Investment Manager”)
1800 McGill College Avenue
Suite 2510
Montreal, Quebec, H3A 3J6

2.2 Date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The transaction that triggered the requirement to file this report was a purchase of 15,000 Shares that occurred on May 22, 2018

2.3 The names of any joint actors.

None

2.4 A statement that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

The Investment Manager is eligible to file reports under Part 4 of National Instrument 62-103 in respect of the Reporting Issuer.

Item 3 Interest in Securities of the Reporting Issuer

3.1 The designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor's security holding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

The Investment Manager's managed accounts have acquired a total of 864,100 Shares of the Reporting Issuer, representing an increase of approximately 2.5% of all outstanding Shares of that class, since the last report dated October 31, 2017.

3.2 The designation and number or principal amount of securities and the eligible institutional investor's security holding percentage in the class of securities at the end of the month for which the report is made.

The Investment Manager reports that the aggregate number of Shares of the Reporting Issuer held by all of its managed accounts at the end of May 2018 was 4,180,155 Shares, representing approximately 12.5% of all outstanding Shares of that class.

3.3 Securities lending arrangement, state that fact.

Not applicable

3.4 The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which

(a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,

None

(b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons other than the eligible institutional investor or any joint actor, and

None

- (c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shares control but does not have ownership.

The Investment Manager maintains exclusive power to exercise investment control or direction over 4,180,155 Shares, which are owned by the accounts it manages.

3.5 Related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item.

Not applicable

3.6 The eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable

3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable

Item 4 Purpose of the Transaction

Purpose of the eligible institutional investor and any joint actors in acquiring or disposing ownership of, or control over, the securities including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.

The Shares were acquired and/or disposed of in the ordinary course of business, for investment purposes only and not for the purpose of exercising control or direction over the Reporting Issuer. The Investment Manager's managed accounts may from time to time acquire additional Shares, dispose of some or all of the existing or additional Shares or may continue to hold the Shares.

Item 5 Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Not applicable

