



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear High Liner Foods' Shareholders,

It is my pleasure to invite you to the 2019 Annual General Meeting (the "Meeting") of the Shareholders of High Liner Foods Incorporated (the "Company" or "High Liner"), to be held at High Liner's headquarters in Lunenburg, Nova Scotia, on May 14, 2019 at 11.30 a.m. (Atlantic Time) in celebration of its 120th anniversary.

For this year's Meeting, we have nominated a slate of 10 qualified and experienced directors to make up the Company's Board, down from the 13 members nominated in 2018. With the attrition we have seen this year, including the upcoming retirement of our Chairman Henry Demone following the Meeting, the Board has made the determination that for 2019 a 10-member Board more accurately reflects and effectively supports the new, streamlined "One High Liner Foods" realignment which the Company recently completed.

We have ensured that our 10 director nominees have the right mix of experience, industry knowledge, and skills diversity to provide the Company with the expertise and strategic vision it needs at the Board level, as well as the guidance and support necessary for management to execute on its mandate. Our director slate is made up of 40% female nominees, furthering the Company's progress toward our goal of gender parity on the Board (excluding executive directors).

In recognition of the ongoing headwinds facing the Company, and in keeping with the strategic focus of the organization as exemplified by our critical initiatives, the Board has made the decision to lower costs by reducing its compensation. As you will note on page 16 of this Management Information Circular (the "Circular"), we have reduced the annual cash retainer for non-executive directors appointed at the Meeting by CAD\$35,000 (with a 1:1 equivalent reduction in USD for U.S. resident directors). As I also intend to resign my title as Vice Chairman & Lead Director immediately following the Meeting (but remain on the Board), the related retainer will cease effective on the same day. We believe such reductions show the Company's commitment to cost savings permeates across all levels of our organization.

As you all know, our financial results for the past several quarters have not reflected the Company's true potential. However, with the right leadership team in place, and our realignment complete, there is palpable enthusiasm throughout the organization. We continue to make progress on our remaining critical initiatives - business simplification, supply chain excellence, and Rubicon alignment and shrimp growth - which together set the foundation for our final and ongoing initiative, a return to profitable organic growth by 2020. I thank all Shareholders for their patience and continued support throughout the implementation of this turnaround plan.

Lastly, on behalf of the entire Company, I would like to thank outgoing Chairman Henry Demone once again for his decades of loyal service, leadership, and vision to High Liner Foods. Henry's contributions to our Company and the industry at large are innumerable, and it has been a pleasure serving with him. We all wish him happiness and good health in his retirement.

Additional Information Regarding the Meeting

The Meeting will be held for the following purposes:

1. **To receive the annual financial statements of the Company for the fiscal year ended December 29, 2018, and the reports of the directors and auditors;**
2. **To elect directors to the Board of the Company for 2019;**
3. **To appoint auditors and permit the directors to fix their remuneration;**
4. **To approve the advisory resolution to accept the Company's approach to executive compensation disclosed in the Management Information Circular; and**
5. **To transact such other business as may be properly brought before the Meeting.**

All registered holders of common shares of the Company (a "**Share**") as at the commencement of the Meeting are entitled to vote at the Meeting. If you cannot attend in person, please complete, date, sign and **return the enclosed proxy not later than 24 hours before the Meeting** using the postage prepaid envelope enclosed for that purpose or send by fax to 1.866.781.3111 or send by email to proxyvote@astfinancial.com or vote directly online at www.astvotemyproxy.com or by telephone at 1.888.489.5760.

The annual financial statements for the fiscal year ending December 29, 2018, together with Management's Discussion and Analysis (the "**MD&A**"), the Management Information Circular and a form of proxy accompany this Notice of Meeting.

Dated at Lunenburg, Nova Scotia as of the 25th day of March 2019.

By order of the Board
(signed)

David J. Hennigar
Vice Chairman & Lead Director