



HIGH LINER FOODS

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

As at and for the fifty-two weeks ended December 28, 2019

With comparative figures as at and for the fifty-two weeks ended December 29, 2018

To the Shareholders of High Liner Foods Incorporated

Management's Responsibility

The Management of High Liner Foods Incorporated includes corporate executives, operating and financial managers and other personnel working full-time on Company business. The statements have been prepared in accordance with generally accepted accounting principles consistently applied, using management's best estimates and judgments, where appropriate. The financial information elsewhere in this report is consistent with the statements.

Management has established a system of internal control that it believes provides a reasonable assurance that, in all material respects, assets are maintained and accounted for in accordance with management's authorization and transactions are recorded accurately on the Company's books and records. The Company's internal audit program is designed for constant evaluation of the adequacy and effectiveness of the internal controls. Audits measure adherence to established policies and procedures.

The Audit Committee of the Board of Directors is composed of four outside directors. The Committee meets periodically with management, the internal auditor and independent chartered professional accountants to review the work of each and to satisfy itself that the respective parties are properly discharging their responsibilities. The independent chartered professional accountants and the internal auditor have full and free access to the Audit Committee at any time. In addition, the Audit Committee reports its findings to the Board of Directors, which reviews and approves the consolidated financial statements.

Dated February 26, 2020

Signed

P. A. Jewer, FCPA, FCA
Executive Vice President and Chief Financial Officer

Independent auditor's report

To the shareholders of
High Liner Foods Incorporated

Opinion

We have audited the consolidated financial statements of **High Liner Foods Incorporated** [the "Company"], which comprise the consolidated statements of financial position as at December 28, 2019 and December 29, 2018, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of accumulated other comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the fifty-two weeks then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 28, 2019 and December 29, 2018, and its consolidated financial performance and its consolidated cash flows for the fifty-two weeks then ended in accordance with International Financial Reporting Standards ["IFRSs"].

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the consolidated financial statements and our auditor's report thereon, in the Annual Report

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion & Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If based on the work we will perform on this other information, we conclude there is a material misstatement of other information, we are required to report that fact to those charged with governance.



Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Sonya Fraser.

Ernst + Young LLP

Halifax, Canada
February 26, 2020

Chartered Professional Accountants

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

	Notes	December 28, 2019	December 29, 2018
ASSETS			
Current assets			
Cash		\$ 3,144	\$ 9,568
Accounts receivable	6	85,089	84,873
Income taxes receivable		3,494	6,411
Other financial assets	25	236	2,504
Inventories	7	294,913	301,411
Prepaid expenses		4,322	4,333
Total current assets		391,198	409,100
Non-current assets			
Property, plant and equipment	8	108,986	114,371
Right-of-use assets	9	11,792	—
Deferred income taxes	18	2,134	7
Other receivables and assets	25	34	1,013
Intangible assets	10	148,893	155,594
Goodwill	10	157,457	157,070
Total non-current assets		429,296	428,055
Total assets	11, 14	\$ 820,494	\$ 837,155
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Bank loans	11	\$ 37,546	\$ 31,152
Accounts payable and accrued liabilities	12	141,238	157,162
Contract liability	19	3,581	4,772
Provisions	13	329	1,460
Other current financial liabilities	25	861	78
Other current liabilities		4,881	245
Income taxes payable		2,102	585
Current portion of long-term debt	14	14,511	13,655
Current portion of lease liabilities	9	4,582	372
Total current liabilities		209,631	209,481
Non-current liabilities			
Long-term debt	14	289,020	322,674
Other long-term financial liabilities	25	292	5
Other long-term liabilities		3,031	1,493
Long-term lease liabilities	9	7,198	407
Deferred income taxes	18	30,182	28,451
Future employee benefits	15	12,970	10,785
Total non-current liabilities		342,693	363,815
Total liabilities		552,324	573,296
Shareholders' equity			
Common shares	16	112,887	112,887
Contributed surplus		16,028	15,357
Retained earnings		162,773	161,377
Accumulated other comprehensive loss		(23,518)	(25,762)
Total shareholders' equity		268,170	263,859
Total liabilities and shareholders' equity		\$ 820,494	\$ 837,155

See accompanying notes to the Consolidated Financial Statements

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

	Notes	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
Sales	19	\$ 942,224	\$ 1,048,531
Cost of sales		756,364	860,374
Gross profit		185,860	188,157
Distribution expenses		45,759	52,649
Selling, general and administrative expenses		90,019	92,208
Impairment of property, plant and equipment	8	974	1,302
Business acquisition, integration and other expense (income)	5, 15	1,572	(2,471)
Results from operating activities		47,536	44,469
Finance costs	28	33,012	21,603
Income before income taxes		14,524	22,866
Income taxes			
Current	18	3,356	1,583
Deferred	18	879	4,507
Income tax expense		4,235	6,090
Net income		\$ 10,289	\$ 16,776
Earnings per common share			
Basic	20	\$ 0.31	\$ 0.50
Diluted	20	\$ 0.30	\$ 0.50
Weighted average number of shares outstanding			
Basic	20	33,801,217	33,617,203
Diluted	20	34,195,365	33,618,919

See accompanying notes to the Consolidated Financial Statements

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

	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
Net income	\$ 10,289	\$ 16,776
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	13,644	(25,160)
(Loss) gain on translation of net investment in foreign operations	(16,548)	35,067
Translation impact on Canadian dollar denominated non-AOCI items	8,735	(21,793)
Translation impact on Canadian dollar denominated AOCI items	(976)	1,608
Total exchange gains (losses) on translation of foreign operations and Canadian dollar denominated items	4,855	(10,278)
Effective portion of changes in fair value of cash flow hedges	(1,818)	3,494
Net change in fair value of cash flow hedges transferred to carrying amount of hedged item	(698)	(533)
Net change in fair value of cash flow hedges transferred to income	(486)	(181)
Translation impact on Canadian dollar denominated AOCI items	391	(785)
Total exchange (losses) gains on cash flow hedges	(2,611)	1,995
Net other comprehensive gain (loss) to be reclassified to net income	2,244	(8,283)
Other comprehensive (loss) income not to be reclassified to net income		
Defined benefit plan actuarial (losses) gains	(1,469)	107
Other comprehensive income (loss), net of income tax	775	(8,176)
Total comprehensive income	\$ 11,064	\$ 8,600

CONSOLIDATED STATEMENTS OF ACCUMULATED OTHER COMPREHENSIVE LOSS
(in thousands of United States dollars)

	Foreign currency translation differences	Net exchange differences on cash flow hedges	Total accumulated other comprehensive (loss) income
Balance at December 29, 2018	\$ (27,977)	\$ 2,215	\$ (25,762)
Total exchange gains on translation of foreign operations and Canadian dollar denominated items	4,855	—	4,855
Total exchange losses on cash flow hedges	—	(2,611)	(2,611)
Balance at December 28, 2019	\$ (23,122)	\$ (396)	\$ (23,518)
Balance at December 30, 2017	\$ (17,699)	\$ 220	\$ (17,479)
Total exchange losses on translation of foreign operations and Canadian dollar denominated items	(10,278)	—	(10,278)
Total exchange gains on cash flow hedges	—	1,995	1,995
Balance at December 29, 2018	\$ (27,977)	\$ 2,215	\$ (25,762)

See accompanying notes to the Consolidated Financial Statements

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

	Common shares	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total
Balance at December 29, 2018	\$ 112,887	\$ 15,357	\$ 161,377	\$ (25,762)	\$ 263,859
Other comprehensive income	—	—	(1,469)	2,244	775
Net income	—	—	10,289	—	10,289
Common share dividends	—	—	(7,424)	—	(7,424)
Share-based compensation	—	671	—	—	671
Balance at December 28, 2019	\$ 112,887	\$ 16,028	\$ 162,773	\$ (23,518)	\$ 268,170
Balance at December 30, 2017	\$ 112,835	\$ 14,354	\$ 159,157	\$ (17,479)	\$ 268,867
Other comprehensive loss	—	—	107	(8,283)	(8,176)
Net income	—	—	16,776	—	16,776
Common share dividends	—	—	(14,663)	—	(14,663)
Share-based compensation	52	1,003	—	—	1,055
Balance at December 29, 2018	\$ 112,887	\$ 15,357	\$ 161,377	\$ (25,762)	\$ 263,859

See accompanying notes to the Consolidated Financial Statements

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

	Notes	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
Cash flows provided by (used in):			
Operating activities			
Net income		\$ 10,289	\$ 16,776
Adjustments to net income not involving cash from operations:			
Depreciation and amortization	28	22,455	17,771
Share-based compensation expense	17	7,124	1,237
Loss on asset disposals and impairment	8	1,292	1,565
Future employee benefits contribution, net of expense		(25)	(84)
Finance costs	28	33,012	21,603
Income tax expense	18	4,235	6,090
Unrealized foreign exchange loss (gain)		1,020	(311)
Cash flows provided by operations before changes in non-cash working capital, interest and income taxes refunded (paid)		79,402	64,647
Changes in non-cash working capital balances:			
Accounts receivable		212	5,666
Inventories		10,095	44,561
Prepaid expenses		95	(1,030)
Accounts payable and accrued liabilities		(18,388)	(45,977)
Provisions		(1,158)	1,221
Net change in non-cash working capital balances		(9,144)	4,441
Interest paid		(20,173)	(19,917)
Income taxes refunded		1,521	7,762
Net cash flows provided by operating activities		51,606	56,933
Financing activities			
Increase (decrease) in bank loans	21	6,638	(21,380)
Repayment of lease liabilities	21	(5,649)	(598)
Repayment of long-term debt	21	(37,926)	—
Deferred finance costs	21	(6,344)	(325)
Common share dividends paid		(7,424)	(14,663)
Options exercised for shares		—	24
Net cash flows used in financing activities		(50,705)	(36,942)
Investing activities			
Purchase of property, plant and equipment, net of investment tax credits, and intangible assets		(6,569)	(13,961)
Net proceeds on disposal of assets		—	119
Net cash flows used in investing activities		(6,569)	(13,842)
Foreign exchange decrease on cash		(756)	(1,319)
Net change in cash during the period		(6,424)	4,830
Cash, beginning of period		9,568	4,738
Cash, end of period		\$ 3,144	\$ 9,568

See accompanying notes to the Consolidated Financial Statements

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

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 Consolidated Financial Statements ("Consolidated Financial Statements") of the Company as at and for the fifty-two weeks ended December 28, 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 February 26, 2020.

2. Statement of compliance and basis for presentation

These Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These Consolidated Financial Statements have been prepared on the historical-cost basis except for derivative financial instruments, financial instruments at fair value through profit or loss, and liabilities for cash-settled share-based compensation payment arrangements, which are measured at fair value, and the defined benefit employee future benefit liability, which is recognized as the net total of the plan assets plus unrecognized past-service costs and the present value of the defined benefit obligation.

3. Significant accounting policies

(a) Basis of consolidation

These Consolidated Financial Statements comprise the financial statements of the Company and its subsidiaries as at December 28, 2019. Control is achieved when the Company is exposed, or has rights, to direct the activities that significantly affect the returns from its involvement with the investee. The Company reassesses whether or not it controls an investee on an ongoing basis.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Company's accounting policies. All intercompany balances, equity, income, expenses and cash flows are eliminated in full on consolidation.

(b) Foreign currency

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 are the CAD and the United States dollar ("USD"). The Company has chosen a USD presentation currency for its Consolidated 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.

The Company follows the requirements set out in IAS 21, *The Effects of Change in Foreign Exchange Rates* to translate to the presentation currency. The assets and liabilities of the Parent are translated to USD at the exchange rate as at the reporting date, and the income and expenses of the Parent are translated to USD at the monthly average exchange rates of the reporting period. Foreign currency differences are recognized in other comprehensive income ("OCI").

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

Translation of transactions and balances into the functional currency

Transactions in currencies other than the functional currency ("foreign currencies") are translated to the respective functional currencies of the Parent and its subsidiaries at the exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rate prevailing at that date. Foreign currency non-monetary items that are measured in terms of historical cost are not retranslated. Foreign currency non-monetary items that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Differences arising on settlement or translation of monetary items are recognized in the consolidated statements of income with the exception of monetary items that are designated as part of the hedge of the Company's net investment in a foreign operation. The latter exchange differences are recognized in OCI, to the extent the hedge is effective, until the net investment is disposed of or the hedge is ineffective, at which time the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

(c) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Any contingent consideration to be transferred by the Company will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9, *Financial Instruments* ("IFRS 9"), is measured at fair value with changes in fair value recognized in the consolidated statements of income. If the contingent consideration is not within the scope of IFRS 9, it is measured in accordance with the appropriate IFRS.

When the Company acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. Acquisition-related costs are expensed as incurred and included in business acquisition, integration and other expenses in the consolidated statements of income.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is not amortized, and is measured at cost less any accumulated impairment losses.

(d) Non-current assets held for sale and discontinued operations

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell ("FVLCS"). For the asset to be classified as held for sale, the sale must be highly probable and the asset or disposal group must be available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

(e) Cash

Cash includes cash on hand and demand deposits with initial and remaining maturity of three months or less. Cash does not include any restricted cash.

(f) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of manufactured inventories is based on the first-in first-out method. The cost of procured finished goods and unprocessed raw material inventory is based on weighted average cost. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The cost of inventories includes expenditures incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing the inventories to their existing location and condition. In the case of manufactured inventories and semi-finished materials, cost includes an appropriate share of production overheads based on normal operating capacity. Cost may also include transfers from OCI of any gain or loss on qualifying cash flow hedges of foreign currency related to purchases of inventories.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

(g) Property, plant and equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and accumulated impairment losses, if any. The initial cost of an asset comprises its purchase price or construction cost, any expenditures directly attributable to bringing the asset into operation, and the present value of the expected cost for decommissioning the asset after its use, if the recognition criteria for a provision are met. The cost of self-constructed assets includes the cost of materials, direct labour, other costs directly attributable to bringing the assets to a working condition for their intended use, and costs of dismantling and removing the items and restoring the site on which they are located. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are eligible for capitalization under the cost of the asset. Cost may also include transfers from OCI of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount when it is probable that future economic benefits associated with the asset will flow to the Company, and the costs can be measured reliably. This would include costs related to the refurbishment or replacement of major components of the asset, when the refurbishment results in a significant extension in the physical life of the component, and in which case, the carrying amount of the replaced part is derecognized. The costs of the day-to-day maintenance of property, plant and equipment are expensed as incurred in the consolidated statements of income.

Gains or losses from the derecognition of an asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.

The cost of property, plant and equipment, less any residual value, is allocated over the estimated useful life of the asset on a straight-line basis. Depreciation is recognized on a straight-line basis as this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leasehold improvements are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Land is not depreciated.

The estimated useful lives applicable to each category of property, plant and equipment, except for land, for the current and comparative periods are as follows:

Buildings	20–40 years
Furniture, fixtures and production equipment	10–25 years
Computer equipment and vehicles	4–10 years

When components of an item of property, plant and equipment have different useful lives than those noted above, they are accounted for as separate items of property, plant and equipment. The estimated useful lives, depreciation methods, and residual values are reviewed annually, with any changes in estimate being accounted for prospectively from the date of the change.

(h) Right-of-use assets and lease liabilities

The Company adopted IFRS 16, *Leases* ("IFRS 16") with an initial application date of December 30, 2018 (see Note 3(t)). Right-of-use ("ROU") assets are recorded at 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.

Lease liabilities are recorded 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.

At inception of a contract, the Company assesses whether the contract is or contains a lease which involves the exercise of judgment. The Company has elected not to separate lease and non-lease components for its ROU 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.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

(i) Intangible assets

Intangible assets acquired separately are measured at cost on initial recognition. Intangible assets acquired in a business combination are recorded at fair value on the date of acquisition. Subsequent to initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if applicable.

The useful lives of intangible assets are assessed to be either finite or indefinite.

- Intangible assets with finite lives are amortized over their useful or economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year-end.
- Intangible assets with indefinite useful lives are not amortized and are tested for impairment annually at the CGU level. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. Certain brands acquired through business combinations have no foreseeable limit to the period over which the assets are expected to generate net cash flows and are therefore determined to have indefinite useful lives.

The estimated useful lives applicable to each category of intangible assets for the current and comparative periods are as follows:

Brands	2–8 years
Customer and supplier relationships	10–25 years
Computer software	3–15 years
Indefinite lived brands	Indefinite, subject to impairment testing annually

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and accounted for prospectively from the date of the change.

The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income in the expense category consistent with the function of the intangible asset. Gains or losses from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.

(j) Impairment

Non-financial assets

The carrying amounts of non-financial assets, excluding inventories and deferred income tax assets, are reviewed for impairment at each reporting date, or whenever events or changes in circumstances indicate the carrying amounts may not be recoverable. If there are indicators of impairment, a review is undertaken to determine whether the carrying amounts are in excess of their recoverable amounts. Reviews are undertaken on an asset-by-asset basis, except where the recoverable amount for an individual asset cannot be determined, in which case the review is undertaken at a CGU level.

On an annual basis, the Company evaluates the carrying amount of the North American CGU to determine whether such carrying amount may be impaired. To accomplish this, the Company compares the recoverable amount of the CGU to its carrying amount. This evaluation is performed more frequently if there is an indication that the CGU may be impaired.

The Company estimates the non-financial asset's recoverable amount for the purpose of impairment testing using the higher of its FVLCS and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset or CGU is considered impaired and is written down to its recoverable amount. The excess of the carrying amount over the recoverable amount is considered an impairment loss and is recognized in the consolidated statements of income. With respect to CGUs, impairment losses are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

In determining FVLCS, an appropriate valuation model is used. These calculations are corroborated by the use of valuation multiples, quoted share prices and other available fair value indicators.

For non-financial assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previous impairment losses may no longer exist or may have decreased. If such an indication exists, the Company estimates the recoverable amount of the asset or CGU. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The impairment

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

loss to be reversed in the consolidated statements of income is limited to the recoverable amount, but not beyond the carrying amount, net of depreciation or amortization, that would have arisen if the prior impairment loss had not been recognized.

Financial assets

The Company recognizes an allowance for expected credit losses ("ECL") for all financial assets not held at fair value through profit and loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate ("EIR"). The expected cash flows include cash flows from the sale, collateral held and other credit enhancements that are integral to the contractual terms.

In relation to trade receivables, the Company records ECLs on the entire accounts receivable balance. The Company applies the simplified approach and calculates the lifetime ECLs based on an established provision matrix that considers the Company's historical credit loss experience, adjusted for forward-looking factors specific to the Company's customers and the economic environment. The carrying amount of the asset or group of assets is reduced through use of an ECL account and the loss is recognized in the consolidated statements of income. The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery.

(k) Provisions, contingent liabilities and contingent assets

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statements of income net of any reimbursement, when the reimbursement is realized in the same reporting period as the related expense.

Possible inflows of economic benefits to the Company are considered contingent assets when the possible inflows become virtually certain.

Restructuring provisions are recognized only when the Company has a constructive obligation, which is when: (i) there is a detailed formal plan that identifies the business or part of the business concerned, the location and number of employees affected, the expenditures that will be undertaken, and the timing of when the plan will be implemented; and (ii) the employees affected have been notified of the plan's main features.

(l) Future employee benefits

Defined benefit pension plans ("DBPP")

For DBPPs and other post-employment benefits, the net periodic pension expense is actuarially determined on an annual basis by independent actuaries using the projected-unit-credit method pro-rated on service and management's best estimate of expected salary escalation and retirement ages of employees.

The determination of benefit expense requires assumptions such as the discount rate to measure the obligation, the projected age of employees upon retirement, the expected rate of future compensation increases and the expected mortality rate of pensioners. The total past-service cost arising from plan amendments is recognized immediately in the consolidated statements of income. The present value of the defined benefit obligation ("DBO") is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability. All actuarial gains and losses that arise in calculating the present value of the DBO and the fair value of plan assets are recognized immediately in the consolidated statements of comprehensive income. For funded plans, surpluses are recognized only to the extent that the surplus is considered recoverable. Recoverability is primarily based on the extent to which the Company can unilaterally reduce future contributions to the plan.

Fair value is based on market price information, and in the case of quoted securities, is the published bid price. The value of any defined benefit asset recognized is restricted to the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan.

Defined contribution pension plans ("DCPP")

A DCPP is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to DCPPs are recognized as an employee benefit expense in the consolidated statements of income in the periods during which services are rendered by employees.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or incentive plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Termination benefits

Termination benefits are recognized as an expense when the Company is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits payable more than twelve months after the reporting period are discounted to their present value.

(m) Revenue recognition

Revenue from the sale of products is recognized when the terms of a contract with a customer has been satisfied, which occurs when control has been transferred to customers, either upon delivery to or pick-up by the customer. Revenue is measured as the amount of consideration the Company expects to receive, and varies with changes in marketing programs provided to customers, including volume rebates, cooperative advertising and other trade marketing programs that promote the Company's products. Revenue from customer contracts is recognized based on the price specified in the contract, net of the estimated trade marketing programs. Accumulated historical experience is used to estimate and accrue for the trade marketing programs, using the expected value method or most likely method, depending on the program. Revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur.

A receivable is recognized when the goods are delivered or picked up by the customer as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. The Company has determined that no significant financing components exist with respect to contracts with customers, as accounts receivables bear normal commercial credit terms and are non-interest bearing.

The Company elected to apply the practical expedient and recognizes the incremental costs of obtaining a contract as an expense when incurred because the amortization period of the asset that the Company otherwise would recognize is less than one year.

(n) Share-based compensation

Equity-settled transactions

The Company measures all equity-settled share-based awards made to employees and others providing similar services (collectively, "employees") based on the fair value of the options or units on the date of grant. The grant date fair value of stock options is estimated using an option pricing model and is recognized as employee benefits expense over the vesting period, based on the number of options that are expected to vest, with a corresponding increase recognized in contributed surplus. The fair value estimate requires determination of the most appropriate inputs to the pricing model, including the expected life, volatility, and dividend yield, which are fully described in Note 17. The grant date fair value of equity-settled deferred share units, performance share units and restricted share units is determined based on the market value of the Company's shares on the date of grant, and is expensed over the vesting period based on the estimated number of units that are expected to vest.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of the award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based compensation payments or is otherwise beneficial to the employee as measured at the date of modification.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

Cash-settled transactions

The cost of cash-settled transactions is initially measured at fair value using the Company's share price at the award grant date and is remeasured at each reporting date using the market value of the Company's shares. The Company recognizes the fair value of the amount payable to employees as compensation expense as it is earned, based on the estimated number of units expected to vest with a corresponding change to the liability. The approach used to account for vesting conditions when measuring equity-settled transactions also applies to cash-settled transactions.

In the case of stock options issued with tandem share appreciation rights ("SARs"), if employees elect to exercise their options for shares, thereby cancelling the SARs, share capital is increased by the sum of the consideration paid by employees and the liability is reversed, with any difference being recorded in the consolidated statements of income.

(o) Income taxes

Income tax expense comprises current and deferred income taxes, and is recognized in the consolidated statements of income, except to the extent that it relates to a business combination or to items recognized directly in equity or OCI.

Current income tax is the expected tax payable or receivable on the taxable income or loss for the year using tax rates that are enacted or substantively enacted at the reporting date and any adjustment to taxes payable or receivable in respect of previous years. Current income tax assets and liabilities are offset if there is a legally enforceable right to offset current income tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity or on different taxable entities but the entity intends to settle current income tax assets and liabilities on a net basis or their income tax assets and liabilities will be realized simultaneously.

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is not recognized for the following temporary differences: (i) the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; (ii) differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future and the timing of the reversal of the temporary differences can be controlled, and (iii) taxable temporary differences arising on the initial recognition of goodwill which is not deductible for tax purposes. Deferred income tax assets and liabilities are measured at the enacted or substantively enacted rate that is expected to apply when the related temporary differences reverse.

A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent it is probable future taxable profits will be available against which they can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent it is no longer probable the related tax benefit will be realized.

(p) Earnings per share

Basic earnings per share is calculated by dividing net income attributable to equity holders by the weighted average number of shares outstanding during the period, accounting for any changes to the number of shares outstanding, except those transactions affecting the number of shares outstanding without a corresponding change in resources.

Diluted earnings per share is calculated by dividing net income attributable to equity holders by the weighted average number of shares outstanding adjusted for the effects of all potentially dilutive shares. Potentially dilutive shares are only those shares that would result in a decrease to earnings per share or increase to loss per share. Dilutive shares are calculated using the treasury method for stock options, which assumes that outstanding units with an average exercise price below the market price of the underlying shares are exercised and the assumed proceeds are used to repurchase common shares of the Company at the average market price of the common shares for the period. The if-converted method is used for other share-based units, and assumes that all units have been converted in determining diluted earnings per share if they are in-the-money, except where such conversion would be anti-dilutive.

(q) Financial instruments

Financial instruments are measured at fair value on initial recognition of the instrument. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component and financial assets at fair value through profit or loss, the Company initially measures a financial asset at its fair value including related transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15, *Revenue from Contracts with Customers* (see Note 3(m)). In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

("SPPI") on the principal amount outstanding, which is the Company's business model. This assessment is referred to as the SPPI test and is performed at an instrument level. All financial liabilities are recognized initially at fair value, and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Measurement in subsequent periods depends on whether the financial instrument has been classified as: (i) financial asset at fair value through profit or loss, (ii) financial assets at fair value through other comprehensive income, (iii) financial assets at amortized cost, (iv) financial liabilities at fair value through profit or loss, or (v) financial liabilities at amortized cost.

Financial assets or liabilities at fair value through profit or loss ("FVTPL")

Financial assets and liabilities at FVTPL include financial instruments which are held-for-trading ("HFT"), financial instruments that are designated as FVTPL upon initial recognition, and financial instruments required to be measured at fair value. Financial instruments are classified as HFT if they are acquired for the purpose of selling or repurchasing in the near term. Financial instruments at FVTPL are carried in the consolidated statements of financial position at fair value with net changes in fair value presented as finance costs or finance income in the consolidated statements of income.

Assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are classified as such if the following conditions are met: (i) the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method, less any impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statements of income. Any losses arising from impairment are recognized in the consolidated statements of income in finance costs for loans and in selling, general and administrative expenses for receivables.

Financial liabilities at amortized cost

Financial liabilities at amortized cost generally include interest-bearing loans and borrowings. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated statements of income when the liabilities are modified or derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Transaction costs are combined with the fair value of the financial liability on initial recognition and amortized using the EIR method.

Derecognition of financial instruments

A financial asset is derecognized when the rights to receive cash flows from the asset have expired, the Company transfers its contractual rights to receive cash flows without retaining control or substantially all the risks and rewards of ownership of the asset, or the Company enters into a pass-through arrangement. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires. When an existing liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially different, such an exchange or substantial modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statements of income. Transaction costs related to the original financial liability are expensed in the event of an exchange or substantial modification, or if the terms of a modification are not substantially different, the transaction costs related to the original financial liability are combined with the new carrying amount, and amortized over the new term of the financial liability using the EIR method.

The Company's financial instruments are classified and subsequently measured as follows:

Asset / liability	Classification	Subsequent measurement
Cash	Financial assets at amortized cost	Amortized cost
Accounts receivable	Financial assets at amortized cost	Amortized cost
Foreign exchange contracts	Fair value through profit or loss	Fair value
Interest rate swaps	Fair value through profit or loss	Fair value
Bank loans	Financial liabilities at amortized cost	Amortized cost
Accounts payable and accrued liabilities	Financial liabilities at amortized cost	Amortized cost
Provisions	Financial liabilities at amortized cost	Amortized cost
Long-term debt	Financial liabilities at amortized cost	Amortized cost

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

(r) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest-level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; or
- Level 3 – Valuation techniques for which the lowest-level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Consolidated Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest-level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability, and the level of the fair value hierarchy as explained above.

(s) Derivative instruments and hedging

All derivative instruments, including embedded derivatives that are not closely related to the host contract, are recorded in the consolidated statements of financial position at fair value on the date a contract is entered into and subsequently remeasured at fair value. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedge instrument, the hedged item of the transaction, the nature of the risk being hedged and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is an economic relationship between the hedged item and the hedging instrument;
- The effect of credit risk does not dominate the value changes that result from that economic relationship; and
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for as described below. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument and the nature of the hedge designation. The Company designates certain derivatives as one of the following:

(i) Embedded derivatives are measured at fair value with changes in fair value recognized in the consolidated statements of income. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset or financial liability out of FVTPL.

(ii) Fair value hedges are hedges of the fair value of recognized assets, liabilities or a firm commitment. Changes in the fair value of derivatives that are designated as fair value hedges are recorded in the consolidated statements of income together with any changes in the fair value of the hedged asset or liability that is attributable to the hedged risk.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

(iii) **Cash flow hedges** are hedges of highly probable forecasted transactions. The effective portion of changes in the fair value of derivatives that are designated as cash flow hedges are recognized in OCI. The gain or loss relating to the ineffective portion is recognized immediately in the consolidated statements of income. Additionally:

- Amounts accumulated in OCI are recycled to the consolidated statements of income in the period when the hedged item affects profit and loss;
- When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that was reported in OCI remains in accumulated other comprehensive income (loss) ("AOCI") and is recognized in the consolidated statements of income when the forecasted transaction ultimately affects profit and loss; and
- When a forecasted transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately recognized in the consolidated statements of income.

(iv) **Hedges of a net investment in a foreign operation** are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognized in OCI while any gains or losses relating to the ineffective portion are recognized in the consolidated statements of income. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in AOCI is transferred to the consolidated statements of income.

(v) **Derivatives that do not qualify for hedge accounting**

Certain of the Company's derivative instruments, while providing effective economic hedges, are not designated as hedges for accounting purposes. Changes in the fair value of any derivatives that are not designated as hedges for accounting purposes are recognized as finance costs in the consolidated statements of income consistent with the underlying nature and purpose of the derivative instruments.

(t) **New standards, interpretations and amendments thereof, adopted by the Company**

The Company transitioned to 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 an 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 ROU 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 9). 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 ROU assets and interest expense on the lease liabilities using the EIR method.

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

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

<i>(Amounts in \$000s)</i>	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 \$0.5 million during the fifty-two weeks ended December 28, 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.

As the Company has elected to adopt IFRS 16 using the modified retrospective method, comparative amounts prepared under IAS 17 have not been restated. The historical accounting policy applied to these balances stated that the determination of whether an arrangement was, or contained, a lease was based on the substance of the arrangement at the inception date: whether fulfillment of the arrangement was dependent on the use of a specific asset(s) or the arrangement conveyed a right to use the asset(s).

Finance leases, where the Company was a lessee, which transferred substantially all the risks and rewards incidental to ownership of the leased item to the Company, were capitalized at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges were recognized in the consolidated statements of income. Operating lease payments were recognized as an expense in the consolidated statements of income on a straight-line basis over the lease term.

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.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

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.

(u) Accounting pronouncements issued but not yet effective

The standards, amendments and interpretations that have been issued, but are not yet effective, up to the date of issuance of these financial statements are disclosed below. The Company intends to adopt these standards when they become effective.

IFRS 3, *Business Combinations*

In October 2018, the IASB issued amendments to the definition of a business in IFRS 3, *Business Combinations*. The amendments are intended to assist entities in determining whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments apply to transactions that are either business combinations or asset acquisitions for which the acquisition date is on or after January 1, 2020, with early adoption permitted. The Company will apply the interpretation from the effective date.

IFRS 9, *Financial Instruments*, IAS 39, *Financial Instruments: Recognition and Measurement* and IFRS 7, *Financial Instruments: Disclosures, Interest Rate Benchmark Reform*

In September 2019, the IASB issued amendments to IFRS 9, *Financial Instruments*, IAS 39, *Financial Instruments: Recognition and Measurement* and IFRS 7, *Financial Instruments: Disclosures, Interest Rate Benchmark Reform*, which concludes phase one of its work to respond to the effects of the Interbank Offered Rates ("IBOR") reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark with an alternative nearly risk-free rate ("RFR"). The amendments are effective for annual periods beginning on or after January 1, 2020 and must be applied retrospectively.

The amendments include a number of reliefs that apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and/or amount of benchmark-based cash flows of the hedged item or hedging instrument. The first three reliefs provide for:

- The assessment of whether a forecast transaction (or component thereof) is highly probable;
- Assessing when to reclassify the amount in the cash flow hedge reserve to profit and loss; and
- The assessment of the economic relationship between the hedged item and the hedging instrument.

The amendments also introduce specific disclosure requirements for hedging relationships to which the reliefs are applied. The Company is currently evaluating the impact of these amendments on its Consolidated Financial Statements.

IAS 1, *Presentation of Financial Statements*, and IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Amendments to the Definition of Material*

In October 2018, the IASB issued amendments to IAS 1, *Presentation of Financial Statements* and IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors* to align the definition of "material" across the standards and to clarify certain aspects of the definition. The new definition states that, "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

The amendments clarify that materiality will depend on the nature or magnitude of information, or both. An entity will need to assess whether the information, either individually or in combination with other information, is material in the context of the financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020 and must be applied prospectively, with early adoption permitted. The Company will apply the amendments from the effective date.

IAS 1, *Presentation of Financial Statements*

In January 2020, the IASB issued amendments to IAS 1, *Presentation of Financial Statements* to clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and is unaffected by expectations about whether or not an entity will exercise their right to defer settlement of a liability. The amendments further clarify that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively. The Company is currently evaluating the impact of these amendments on its Consolidated Financial Statements and will apply the amendments from the effective date.

4. Critical accounting estimates and judgments

The preparation of the Company's Consolidated Financial Statements requires management to make critical judgments, estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and the accompanying notes. On an ongoing basis, management evaluates the judgments, estimates and assumptions using historical experience and various other factors believed to be reasonable under the given circumstances. Actual outcomes may differ from these estimates and could require a material adjustment to the reported carrying amounts in the future.

The most significant estimates made by management include the following:

Impairment of non-financial assets

The Company's estimate of the recoverable amount for the purpose of impairment testing requires management to make assumptions regarding future cash flows before taxes. Future cash flows are estimated based on multi-year extrapolation of the most recent historical actual results and/or budgets, and a terminal value calculated by discounting the final year in perpetuity. The future cash flows are then discounted to their present value using an appropriate discount rate that incorporates a risk premium specific to the North American business. Further details, including the manner in which the Company identifies its CGU, and the key assumptions used in determining the recoverable amount, are disclosed in Note 10.

Future employee benefits

The cost of the defined benefit pension plan and other post-employment benefits and the present value of the defined benefit obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions, including the discount rate, future salary increases, mortality rates and future pension increases. In determining the appropriate discount rate, management considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability. Interest income on plan assets is a component of the return on plan assets and is determined by multiplying the fair value of the plan assets by the discount rate. See Note 15 for certain assumptions made with respect to future employee benefits.

Income taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income before they expire. The Company's assessment is based upon existing tax laws and estimates of future taxable income. If the assessment of the Company's ability to utilize the underlying future tax deductions changes, the Company would be required to recognize more or fewer of the tax deductions as assets, which would decrease or increase the income tax expense in the period in which this is determined.

There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. The Company maintains provisions for uncertain tax positions that are believed to appropriately reflect the risk with respect to tax matters under active discussion, audit, dispute or appeal with tax authorities, or which are otherwise considered to involve uncertainty. These provisions for uncertain tax positions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at each reporting date; however, it is possible that at some future date, an additional liability could result from audits by taxing authorities. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Fair value of financial instruments

Where the fair value of financial assets and financial liabilities recorded in the consolidated statements of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of estimation is required in establishing fair values. The estimates include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in these inputs could affect the reported fair value of financial instruments.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

Sales and marketing accruals

The Company estimates variable consideration to determine the costs associated with the sale of product to be allocated to certain variable sales and marketing expenses, including volume rebates and other sales volume discounts, coupon redemption costs, costs incurred related to damages and other trade marketing programs. The Company's estimates include consideration of historical data and trends, combined with future expectations of sales volume, with estimates being reviewed on a frequent basis for reasonability.

The most significant judgments made by management include the following:

Impairment of non-financial assets

Assessment of impairment triggers are based on management's judgment of whether there are sufficient internal and external factors that would indicate an asset or CGU is impaired, or any indicators of impairment reversal, which would require a quarterly impairment test. The determination of the Company's CGU is also based on management's judgment and is an assessment of the smallest group of assets that generate cash inflows independently of other assets.

Income taxes

The Company is subject to income tax in various jurisdictions. Significant judgment is required to determine the consolidated tax provision. The tax rates and tax laws used to compute income tax are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

5. 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 expense (income) in the consolidated statements of income.

During the fifty-two weeks ended December 28, 2019, the Company recognized an additional \$8.5 million recovery associated with the product recall losses from the ingredient supplier which was recognized as business acquisition, integration and other expense (income) 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.

6. Accounts receivable

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Trade accounts receivable	\$ 84,229	\$ 83,843
Other accounts receivable	860	1,030
	\$ 85,089	\$ 84,873

Accounts receivable bear normal trade credit terms and are non-interest bearing. Trade accounts receivable includes revenue from contracts with customers. The entire accounts receivable balance is pledged as collateral for the Company's working capital facility (see Note 11). As part of the acquisition of Rubicon Resources, LLC ("Rubicon") in 2017, the Company assumed financing

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

arrangement guarantees for certain suppliers granting a security interest in substantially all of the inventory and proceeds thereon (see Note 22).

The following is a reconciliation of the changes in the allowance for expected credit losses of receivables:

(Amounts in \$000s)

At December 30, 2017	\$	481
New provision for expected credit losses ⁽¹⁾		273
Provision utilized		—
Unused provision for expected credit losses reversed		(40)
At December 29, 2018	\$	714
New provision for expected credit losses ⁽¹⁾		416
Provision utilized		(1,015)
Unused provision for expected credit losses reversed		(20)
At December 28, 2019	\$	95

⁽¹⁾ For the fifty-two weeks ended December 28, 2019, the Company recognized \$0.4 million of impairment losses (fifty-two weeks ended December 29, 2018: \$0.3 million) related to receivables arising from contracts with customers.

The aging analysis of trade accounts receivables, based on the invoice date, is as follows:

	0–30 days	31–60 days	Over 60 days
At December 29, 2018	88 %	10 %	2 %
At December 28, 2019	87 %	11 %	2 %

7. Inventories

Total inventories at the lower of cost and net realizable value on the consolidated statements of financial position comprise the following:

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Finished goods	\$ 203,843	\$ 215,744
Raw and semi-finished material	91,070	85,667
	\$ 294,913	\$ 301,411

During the fifty-two weeks ended December 28, 2019, \$756.4 million (December 29, 2018: \$860.4 million) was recognized as an expense for inventories in cost of sales on the consolidated statements of income. Of this, \$9.4 million (December 29, 2018: \$6.7 million) was written-down during the year and a reversal for unused impairment reserves of \$0.5 million (December 29, 2018: \$0.1 million) was recorded. As of December 28, 2019, the value of inventory pledged as collateral for the Company's working capital facility (see Note 11) was \$191.0 million (December 29, 2018: \$177.6 million). As part of the Rubicon acquisition, the Company assumed financing arrangement guarantees for certain suppliers granting a security interest in substantially all of the inventory and proceeds thereon (see Note 22).

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

8. Property, plant and equipment

<i>(Amounts in \$000s)</i>	Land and buildings		Furniture, fixtures, and production equipment		Computer equipment and vehicles⁽¹⁾		Total
Cost							
At December 30, 2017	\$	78,186	\$	92,088	\$	18,508	\$ 188,782
Additions		1,467		5,774		1,256	8,497
Disposals		(50)		(891)		(1,431)	(2,372)
Effect of exchange rates		(1,468)		(1,905)		(873)	(4,246)
At December 29, 2018	\$	78,135	\$	95,066	\$	17,460	\$ 190,661
Additions		1,563		4,550		239	6,352
Transfers ⁽¹⁾		282		(352)		(1,907)	(1,977)
Disposals		(274)		(2,055)		(245)	(2,574)
Effect of exchange rates		705		948		353	2,006
At December 28, 2019	\$	80,411	\$	98,157	\$	15,900	\$ 194,468
Accumulated depreciation and impairment							
At December 30, 2017	\$	(23,710)	\$	(34,469)	\$	(10,314)	\$ (68,493)
Depreciation and impairment		(3,092)		(6,366)		(2,164)	(11,622)
Disposals		27		656		1,112	1,795
Effect of exchange rates		698		805		527	2,030
At December 29, 2018	\$	(26,077)	\$	(39,374)	\$	(10,839)	\$ (76,290)
Depreciation and impairment		(2,783)		(7,032)		(1,348)	(11,163)
Transfers ⁽¹⁾		(3)		12		745	754
Disposals		178		1,882		201	2,261
Effect of exchange rates		(352)		(416)		(276)	(1,044)
At December 28, 2019	\$	(29,037)	\$	(44,928)	\$	(11,517)	\$ (85,482)
Net carrying value							
At December 29, 2018	\$	52,058	\$	55,692	\$	6,621	\$ 114,371
At December 28, 2019	\$	51,374	\$	53,229	\$	4,383	\$ 108,986

⁽¹⁾ The Company has transferred the \$1.2 million carrying value of vehicles and equipment held under a finance lease and previously classified as property, plant and equipment as at December 29, 2018 to ROU assets (see Note 9 for further information).

An impairment loss of \$1.0 million (December 29, 2018: \$1.3 million) was recorded during the fifty-two weeks ended December 28, 2019 reflecting a write-down of certain property, plant and equipment as a result of equipment obsolescence.

The Company has a General Security Agreement that has pledged all of its property, plant and equipment as collateral for its bank loans and long-term debt. See Note 11 and Note 14 for further information.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

9. Right-of-use assets and lease liabilities

Right-of-use assets

<i>(Amounts in \$000s)</i>		Land and buildings		Plant and machinery		Computer equipment and vehicles		Total
Cost								
At December 30, 2018	\$	13,686	\$	250	\$	634	\$	14,570
Additions		110		268		419		797
Transfers ⁽¹⁾		69		—		1,908		1,977
Disposals		(12)		(92)		(501)		(605)
Effect of exchange rates		94		—		77		171
At December 28, 2019	\$	13,947	\$	426	\$	2,537	\$	16,910

Accumulated depreciation

At December 30, 2018	\$	—	\$	—	\$	—	\$	—
Depreciation		(4,005)		(128)		(561)		(4,694)
Transfers ⁽¹⁾		(8)		—		(746)		(754)
Disposals		12		13		352		377
Effect of exchange rates		—		—		(47)		(47)
At December 28, 2019	\$	(4,001)	\$	(115)	\$	(1,002)	\$	(5,118)

Net carrying value

At December 30, 2018	\$	13,686	\$	250	\$	634	\$	14,570
At December 28, 2019	\$	9,946	\$	311	\$	1,535	\$	11,792

⁽¹⁾ The Company has transferred the \$1.2 million carrying value of vehicles and equipment held under a finance lease and previously classified as property, plant and equipment as at December 29, 2018 to ROU assets (see Note 8 for further information).

Amounts recognized in the consolidated statements of income

<i>(Amounts in \$000s)</i>	Fifty-two weeks ended December 28, 2019	
Variable lease payments not included in the measurement of the lease liabilities	\$	539
Depreciation expense on right-of-use assets		4,694
Interest expense on lease liabilities		1,447
Total amounts recognized in the consolidated statements of income	\$	6,680

Lease liabilities

<i>(Amounts in \$000s)</i>	Maturity analysis			
	Total	Less than 1 year	1–5 Years	Thereafter
Lease liabilities	\$ 14,186	\$ 5,504	\$ 7,911	\$ 771

The Company does not face significant liquidity risk with regards to its lease liabilities. Lease liabilities are monitored within the Company's treasury function.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

10. Goodwill and intangible assets

The Company's intangible assets consist of brands and customer and supplier relationships that have been acquired through a business combination, and computer software.

<i>(Amounts in \$000s)</i>	Intangible assets					Goodwill	Total goodwill and intangible assets
	Brands	Customer and supplier relationships	Indefinite lived brands	Computer software	Total intangible assets		
Cost							
At December 30, 2017	\$ 6,938	\$ 164,848	\$ 14,069	9,579	\$ 195,434	\$ 157,881	\$ 353,315
Additions	—	—	—	6,113	6,113	—	6,113
Effect of exchange rates	(39)	(116)	(68)	(1,062)	(1,285)	(811)	(2,096)
At December 29, 2018	\$ 6,899	\$ 164,732	\$ 14,001	\$ 14,630	\$ 200,262	\$ 157,070	\$ 357,332
Additions	—	—	—	255	255	—	255
Effect of exchange rates	18	44	18	620	700	387	1,087
At December 28, 2019	\$ 6,917	\$ 164,776	\$ 14,019	\$ 15,505	\$ 201,217	\$ 157,457	\$ 358,674
Accumulated amortization							
At December 30, 2017	\$ (6,372)	\$ (31,018)	\$ —	\$ —	\$ (37,390)	\$ —	\$ (37,390)
Amortization	(451)	(6,396)	—	(604)	(7,451)	—	(7,451)
Effect of exchange rates	49	93	—	31	173	—	173
At December 29, 2018	\$ (6,774)	\$ (37,321)	\$ —	\$ (573)	\$ (44,668)	\$ —	\$ (44,668)
Amortization	(123)	(6,417)	—	(1,029)	(7,569)	—	(7,569)
Effect of exchange rates	(20)	(40)	—	(27)	(87)	—	(87)
At December 28, 2019	\$ (6,917)	\$ (43,778)	\$ —	\$ (1,629)	\$ (52,324)	\$ —	\$ (52,324)
Net carrying value							
At December 29, 2018	\$ 125	\$ 127,411	\$ 14,001	\$ 14,057	\$ 155,594	\$ 157,070	\$ 312,664
At December 28, 2019	\$ —	\$ 120,998	\$ 14,019	\$ 13,876	\$ 148,893	\$ 157,457	\$ 306,350

During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment to take better advantage of the Company's North American scale. As a result, the Company undertook significant restructuring of the internal leadership and reporting structure to be 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 (see Note 24 for further information on the Company's operating segment).

The transition to one North American operating segment triggered an assessment of the aggregation of assets applied in identifying the CGUs for the purpose of the annual goodwill impairment testing. Historically, goodwill acquired through business combinations and brands with indefinite lives were allocated to the Canadian and U.S. CGUs. As a result of the restructuring, the monitoring of the Company's operations and decision-making over the continuation or disposal of the Company's assets and operations has transitioned to a North American focus rather than the historical geographically focused approach. As such, the Company has transitioned to a single North American CGU.

Impairment of goodwill and identifiable intangible assets

As described in Note 3, the carrying values of goodwill and intangible assets with indefinite lives are tested for impairment annually (as at the first day of the Company's fourth quarter). The Company's impairment test for goodwill and intangible assets with indefinite useful lives was based on FVLCS at September 29, 2019, resulting in \$nil impairment in the North American CGU (September 30, 2018: \$nil in the historical Canadian and U.S. CGUs, respectively). The key assumptions used to determine the recoverable amount for the CGU for the most recently completed impairment calculation for Fiscal 2019 are discussed below.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

The recoverable amount of the CGU has been determined based on the FVLCS, determined using an income approach using the discounted cash flow methodology. The fair value of the CGU must be measured using the assumptions that market participants would use rather than those related specifically to the Company. In addition, the market approach was employed in assessing the reasonableness of the conclusions reached.

Income approach

The discounted cash flow ("DCF") technique provides the best assessment of what the CGU could be exchanged for in an arm's length transaction as fair value is represented by the present value of expected future cash flows of the business together with the residual value of the business at the end of the forecast period. The DCF was applied on an enterprise-value basis, where the after-tax cash flows prior to interest expense are discounted using a weighted average cost of capital ("WACC"). This approach requires assumptions regarding revenue growth rates, income margins before finance costs, income taxes, depreciation and amortization, capital expenditures, tax rates and discount rates.

Market approach

It is assumed under the market approach that the value of a company reflects the price at which comparable companies in the same industry are purchased under similar circumstances. A comparison of a CGU to similar companies in the same industry whose financial information is publicly available may provide a reasonable basis to estimate fair value. Fair value under this approach is calculated based on EBITDA multiples and revenue multiples compared to the multiples based on publicly available information for comparable companies and transaction prices.

Key assumptions used in determining the FVLCS

Cash flow projections

The cash flow projections, covering a five-year period ("projection period"), were based on financial projections approved by management using assumptions that reflect the Company's most likely planned course of action, given management's judgment of the most probable set of economic conditions, adjusted to reflect the perspective of the expectations of a market participant. For the purpose of the Company's annual impairment test as at September 29, 2019, gross margins are based on actual and estimated values in the first year of the projection period, budgeted values in the second year of the projection period, and these are increased over the projection period for anticipated efficiency improvements and growth. The projected gross margins are updated to reflect anticipated future changes, such as currency fluctuations, in the cost of inputs (primarily raw materials and commodity products used in processing), which are obtained from forward-looking data. Forecast figures are used where data is publicly available; otherwise, past actual raw material cost movements have been used combined with management's industry experience and analysis of the seafood and commodity markets.

Discount rate

The discount rate, derived from the WACC, represents the current market assessment of the risk specific to the CGU, taking into consideration the time value of money and individual risks that have not been incorporated in the cash flow projections. The discount rate was based on the weighted average cost of equity and cost of debt for comparable companies within the industry. The cost of equity was calculated using the capital asset pricing model. The debt component of the WACC was determined by using an after-tax cost of debt. The after-tax WACC applied to the North American CGU cash flow projections was 9.8% at September 29, 2019.

Growth rate

Growth rates used to extrapolate the Company's projection were determined using published industry growth rates in combination with inflation assumptions and management input based on historical trend analysis and future expectations of growth. The long-term growth rate applied to the cash flow projections of the North American CGU was 2.0% at September 29, 2019.

Costs to sell

The costs to sell the North American CGU has been estimated at approximately 3.0% of the CGU's enterprise value. The costs to sell reflect the incremental costs, excluding finance costs and income taxes, that would be directly attributable to the disposal of the CGU, including legal costs, marketing costs, costs of removing assets and direct incremental costs incurred in preparing the CGU for sale.

Sensitivity to changes in assumptions

With regard to the assessment of the FVLCS for the CGU, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value to materially exceed its recoverable amount.

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

11. Bank loans

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Bank loans, denominated in CAD (average variable rate of 3.95%; December 29, 2018: 3.95%)	\$ 815	\$ 165
Bank loans, denominated in USD (average variable rate of 3.65%; December 29, 2018: 4.80%)	37,141	31,340
	37,956	31,505
Less: deferred finance costs netted against bank loans	(410)	(353)
	\$ 37,546	\$ 31,152

In October 2019, the Company amended the \$180.0 million working capital facility (the "Facility"), with the Royal Bank of Canada as Administrative Agent, to reduce the amount of the facility to \$150.0 million and extend the term from April 2021 to April 2023. There were no other significant amendments to the terms. The amendments to the Facility were not assessed as a substantial modification, and as a result, the deferred finance costs related to the original Facility continue to be amortized over the remaining term. The Facility is asset-based and collateralized by the Company's inventories, accounts receivable and other personal property in North America, subject to a first charge on brands, trade names and related intangibles under the Company's term loan facility (see Note 14). A second charge over the Company's property, plant and equipment is also in place. As at December 28, 2019, the Company had \$99.4 million of undrawn borrowing facility (December 29, 2018: \$118.2 million).

As at December 28, 2019 and December 29, 2018, the Facility allowed the Company to borrow:

Canadian Prime Rate revolving loans, Canadian Prime 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%

12. Accounts payable and accrued liabilities

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Trade accounts payable and accrued liabilities	\$ 122,499	\$ 146,990
Employee accruals, including incentives and vacation pay	18,739	10,172
	\$ 141,238	\$ 157,162

Trade accounts payable and accrued liabilities are non-interest bearing. Employee accruals, including incentives and vacation pay, are non-interest bearing and normally settle within fifty-two weeks.

13. Provisions

The amounts recognized in provisions include the Company's coupon redemption costs, termination benefits (see Note 15) and expenditures associated with restructuring. Employee termination benefits, when applicable, are included as other provisions until the amounts can be estimated with certainty, at which time they are reclassified to accounts payable and accrued liabilities.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

The following is a reconciliation of the carrying amounts:

<i>(Amounts in \$000s)</i>	Restructuring		Other		Total
At December 29, 2018	\$	1,197	\$	263	\$ 1,460
New provisions added		259		826	1,085
Provisions utilized		(1,456)		(760)	(2,216)
At December 28, 2019	\$	—	\$	329	\$ 329

For the fifty-two weeks ended December 28, 2019, business acquisition, integration and other expense (income) included short-term benefits of \$1.3 million related to the Company's organizational realignment announced on November 7, 2018 (fifty-two weeks ended December 29, 2018: \$3.5 million).

The Company's provision amounts are usually settled within eleven months from initiation and, other than the restructuring provision, are immaterial to the Company on an individual basis. Management does not expect the outcome of any of the recorded amounts will give rise to any significant expense beyond the amounts recognized at December 28, 2019. The Company is not eligible for any reimbursement by third parties for these amounts.

During the fifty-two weeks ended December 28, 2019, the Company received notice of approval of an exclusion request submitted to the United States Trade Representative regarding tariffs on certain goods imported to the U.S. from China. The exclusion applies to tariffs already incurred, or that would otherwise be incurred, on specific goods from September 24, 2018 to August 7, 2020 and may result in the recovery of tariffs previously paid by the Company. It is not practicable at this time to estimate the timing or amount of any recovery.

14. Long-term debt

<i>(Amounts in \$000s)</i>	December 28, 2019		December 29, 2018	
Term loan	\$	310,604	\$	337,926
Less: current portion		(14,511)		(13,655)
		296,093		324,271
Less: deferred finance costs		(7,073)		(1,597)
	\$	289,020	\$	322,674

In October 2019, the Company amended the \$370.0 million term loan facility to reduce the amount of the facility to \$300.0 million, extend the term from April 2021 to October 2026, and increase the applicable interest rates for loans under the facility from LIBOR plus 3.25% (1.00% LIBOR floor) to LIBOR plus 4.25% (1.00% LIBOR floor). The amendments to the facility were not assessed as a substantial modification, and as a result, the deferred finance costs related to the original facility continue to be amortized over the remaining term. In addition, the Company incurred further deferred finance costs on the amended facility of \$6.1 million. As the net present value of the cash flows of the modified debt exceeded the carrying value of the original facility before the amendments, a modification loss of \$11.0 million was recorded in finance costs on the consolidated statements of income during the fifty-two weeks ended December 28, 2019. Excluding the impact of the modification loss on the carrying value, the principal balance outstanding of term loan debt was \$300.0 million at December 28, 2019.

Prior to the October 2019 refinancing, quarterly principal repayments of \$0.9 million were required on the term loan as regularly scheduled repayments. During the fifty-two weeks ended December 28, 2019, a mandatory prepayment of \$13.7 million was made due to excess cash flows in 2018. Under the October 2019 refinanced term loan agreement, quarterly principal repayments of \$1.9 million are required on the term loan as regularly scheduled repayments. Any mandatory and voluntary repayments subsequent to the time of refinancing are applied to future regularly scheduled principal repayments. As at December 28, 2019, the Company had a mandatory prepayment of \$12.6 million due in 2020 related to excess cash flows in 2019.

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

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

15. Future employee benefits

Non-pension benefit plan

In Canada, the Company sponsors a non-pension benefit plan for employees hired before May 19, 1993. This benefit is a paid-up life insurance policy or a lump sum payment based on the employee's final earnings at retirement. In both Canada and the U.S., the Company maintains a non-pension benefit plan for employees who retire after twenty-five years of service with the Company. At retirement, the benefit is a payment of \$1,000 to \$2,500 depending on the years of service.

Defined contribution pension plans

In Canada, the Company maintains a DCPP for all salaried employees.

In the U.S., the Company maintains two DCPP under the provisions of the *Employment Retirement Income Security Act of 1974* (a 401(k) Savings Plan), which covers substantially all employees of the Company's U.S. subsidiary. The Company also makes a safe harbor matching contribution equal to 100% of salary deferrals (contributions to the plan) that do not exceed 3% of compensation plus 50% of salary deferrals between 3% and 5% of salary compensation.

In both Canada and the U.S., the Company maintains defined contribution Supplemental Executive Retirement Plans ("SERP") to extend the same pension plan benefits to certain senior executives, as is provided to others in the DCPP who were not affected by income tax maximums.

Total expense and cash contributions for the Company's DCPP was \$1.9 million for the year ended December 28, 2019 (December 29, 2018: \$2.0 million).

Defined benefit pension plans

In Canada, the Company also sponsors two actively funded DBPPs. None of the Company's pension plans provide indexation in retirement.

Canadian union employee plan

One of the actively funded DBPPs is for the Nova Scotia Union employees and provides a flat-dollar plan with negotiated increases.

Canadian management plan

The Company sponsors a DBPP specifically for Canadian management employees (the "Management Plan"). On December 28, 2019, four persons were enrolled as active members in the Management Plan, including one senior executive, who are Canadian residents and were employed prior to January 1, 2000. The objective of the Management Plan is to provide an annual pension (including Canada Pension Plan) of 2% of the average of a member's highest five years' regular earnings while a member of the Management Plan, multiplied by the number of years of credited service. Incentive payments are not eligible earnings for pension purposes. The Management Plan was grandfathered and no new entrants are permitted. All members contribute 3.25% of their earnings up to the Years Maximum Pensionable Earnings ("YMPE") and 5% in excess of the YMPE to the maximum that a member can contribute based on income tax rules. The credited service under the Management Plan for the Canadian senior executive is twenty-seven years.

Upon retirement, the employees in the Management Plan are provided lifetime retirement income benefits based on their best five years of salary less Canada Pension Plan benefits. Full benefits are payable at age 65, or at age 60 if the executive has at least twenty-five years of service. The normal benefits are payable for life and 60% is payable to their spouse upon the employee's death, with a guarantee of sixty months. Members can retire at age 55 with a reduction. Other levels of survivor benefits are offered. Instead, members can elect to take their pension benefit in a lump-sum payment at retirement.

As at December 28, 2019, the Company also guarantees through its SERP to extend the same pension plan benefits to one Canadian senior executive that it provides to others in the Management Plan who were not affected by income tax maximums. The annual pension amounts derived from the aggregate of the Management Plan and SERP benefits represent 1.3% of the five-year average YMPE plus 2% of the salary remuneration above the five-year average YMPE. The combination of these amounts is multiplied by the years of service to determine the full annual pension entitlement from the two plans.

U.S. management plans

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

The Company also has one DBPP in the U.S. that covers two former employees. These plans have ceased to accrue benefits to employees.

Information regarding the Company's DBPPs, and non-pension benefit plans in aggregate, is as follows:

Funded status <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Total present value of obligations ⁽¹⁾⁽²⁾	\$ 42,345	\$ 36,903
Fair value of plan assets	29,375	26,118
Net accrued defined benefit obligation	\$ 12,970	\$ 10,785

⁽¹⁾ The Company has a letter of credit outstanding as at December 28, 2019 relating to the securitization of the Company's unfunded benefit plans under the SERP in the amount of \$9.5 million (December 29, 2018: \$8.5 million).

⁽²⁾ As at December 28, 2019, \$0.9 million (December 29, 2018: \$0.9 million) of the total obligation is related to non-pension benefit plans.

Movement in the present value of the defined benefit obligations <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
DBO at the beginning of the year	\$ 36,903	\$ 43,066
Benefits paid by the plans	(2,943)	(2,231)
Effect of movements in exchange rates	1,599	(3,446)
Current service costs	775	929
Interest on obligations	1,457	1,395
Employee contributions	52	54
Plan curtailment	50	177
Effect of changes in financial assumptions related to non-pension benefit plans	—	(273)
Effect of changes in financial assumptions	4,452	(2,768)
DBO at the end of the year	\$ 42,345	\$ 36,903

Movement in the present value of plan assets <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Fair value of plan assets at the beginning of the year	\$ 26,118	\$ 31,843
Employee contributions paid into the plans	52	54
Employer contributions paid into the plans	1,194	1,243
Benefits paid by the plans	(2,788)	(2,165)
Effect of movements in exchange rates	1,100	(2,514)
	\$ 25,676	\$ 28,461
Actual return on plan assets:		
Return on plan assets	\$ 1,024	\$ 1,027
Actuarial gains (losses) in OCI	2,752	(3,291)
Fees and expenses	(77)	(79)
	3,699	(2,343)
Fair value of plan assets at the end of the year	\$ 29,375	\$ 26,118

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

Expense recognized in the consolidated statements of income <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Current service costs	775	\$ 929
Interest on obligation	1,457	1,395
Return on plan assets	(1,024)	(1,027)
Plan curtailment	50	\$ 177
Effect of changes in financial assumptions related to non-pension benefit plans	—	\$ (273)
Fees and expenses	77	\$ 79
	\$ 1,335	\$ 1,280

Expense recognized in the following line items in the consolidated statements of income <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Cost of sales	\$ 836	\$ 968
Selling, general and administrative expenses	499	312
	\$ 1,335	\$ 1,280

Plan assets comprise: <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Equity securities ⁽¹⁾	\$ 13,072	\$ 10,760
Debt securities	15,510	14,522
Cash and cash equivalents	793	836
	\$ 29,375	\$ 26,118

⁽¹⁾The plan assets include CAD\$1.5 million of the Company's own common shares at market value at December 28, 2019 (December 29, 2018: CAD\$1.3 million).

Actuarial losses recognized in OCI <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Cumulative amount at the beginning of the year	\$ 8,093	\$ 8,234
Recognized during the period	1,700	499
Effect of exchange rates	409	(640)
Cumulative amount at the end of the year	\$ 10,202	\$ 8,093

Principal actuarial assumptions <i>(Expressed as weighted averages)</i>	December 28, 2019	December 29, 2018
	%	%
Discount rate for the benefit cost for the year ended	3.92	3.40
Discount rate for the accrued benefit obligation as at year-end	3.13	3.92
Expected long-term rate on plan assets as at year-end	3.92	3.40
Future compensation increases for the benefit cost for the year ended	3.00	3.00
Future compensation increases for the accrued benefit obligation as at year-end	3.00	3.00

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

A quantitative sensitivity analysis for significant assumptions as at December 28, 2019 is shown below:

<i>(Amounts in \$000s)</i>	Discount rate			Mortality rate
	0.5% increase	0.5% decrease	One-year increase	One-year decrease
(Decrease) increase on DBO	\$ (2,793)	\$ 3,314	1,258	\$ (1,295)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on the net DBO as a result of reasonable changes in key assumptions occurring at the end of the reporting period. An analysis on salary increases and decreases is not material. The Company expects CAD\$1.4 million in contributions to be paid to its DBPP and CAD\$2.6 million to its DCP in Fiscal 2020.

Short-term employee benefits

The Company has recognized severance and retention benefits that were dependent upon the continuing provision of services through to certain pre-defined dates, which for the fifty-two weeks ended December 28, 2019 was an expense of \$1.4 million (December 29, 2018: \$1.2 million) in the consolidated statements of income.

Termination benefits

The Company has also expensed termination benefits during the period, which are recorded as of the date the committed plan is in place and communication is made. These termination benefits relate to severance that is not based on a future service requirement, and are included on the following line items in the consolidated statements of income:

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Cost of sales	\$ —	\$ 19
Distribution expenses	—	—
Business acquisition, integration and other expenses	231	4,769
Selling, general and administrative expenses	304	115
	\$ 535	\$ 4,903

16. Share capital

The share capital of the Company is as follows:

	December 28, 2019	December 29, 2018
Authorized:		
Preference shares, par value of CAD\$25 each, issuable in series	5,999,994	5,999,994
Subordinated redeemable preference shares, par value of CAD\$1 each, redeemable at par	1,025,542	1,025,542
Non-voting equity shares	Unlimited	Unlimited
Common shares, without par value	Unlimited	Unlimited

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 fifty-two weeks ended December 28, 2019 there were no purchases under this plan.

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

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

	Fifty-two weeks ended December 28, 2019		Fifty-two weeks ended December 29, 2018	
	Shares	(\$000s)	Shares	(\$000s)
Balance, beginning of period	33,383,481	\$ 112,887	33,379,815	\$ 112,835
Options exercised for shares	—	—	3,666	24
Fair value of share-based compensation on options exercised	—	—	—	28
Balance, end of period	33,383,481	\$ 112,887	33,383,481	\$ 112,887

During the fifty-two weeks ended December 28, 2019, the Company distributed dividends per share of CAD\$0.295 (fifty-two weeks ended December 29, 2018: CAD\$0.580).

On February 26, 2020, the Company's Board of Directors declared a quarterly dividend of CAD\$0.050 per share, payable on March 15, 2020 to shareholders of record as of March 4, 2020.

17. 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 \$4.9 million and \$3.0 million, respectively, as at December 28, 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:

<i>(Amounts in \$000s)</i>	Fifty-two weeks ended December 28, 2019		Fifty-two weeks ended December 29, 2018	
Cost of sales resulting from:				
Equity-settled awards ⁽¹⁾	\$	40	\$	49
Selling, general and administrative expenses resulting from:				
Cash-settled awards ⁽¹⁾		6,455		200
Equity-settled awards ⁽¹⁾		629		988
Share-based compensation expense	\$	7,124	\$	1,237

⁽¹⁾ Cash-settled awards may include options with SARs, PSUs, RSUs and DSUs. Equity-settled awards include options.

Share Option Plan

Under the terms of the Company's Share Option Plan, the Company may grant options to eligible participants, including: Directors, members of the Company's Leadership Team, and senior managers of the Company. Shares to be optioned are not to exceed the aggregate number of 3,800,000 as of May 7, 2013 (adjusted for the two-for-one stock split that was effective May 30, 2014), representing 12.4% of the then issued and outstanding authorized shares. The option price for the shares cannot be less than the fair market value (as defined further in the Share Option Plan) of the optioned shares as of the date of grant. The term during which

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

any option granted may be exercised may not exceed ten years from the date of grant. The purchase price is payable in full at the time the option is exercised. Options are not transferable or assignable.

The Share Option Plan permits, at the time of granting an option, granting the right to receive, at the time of exercise and in lieu of the right to purchase an optioned share, a cash amount equal to the difference between the option price and the fair market value of the share on the date of exercise (a SAR). Effective March 29, 2013, amendments were made to eliminate the SARs on certain options granted in early 2012 and prior for certain Directors and officers of the Company. On a voluntary basis, these Directors and officers relinquished the entitlement under the SARs, resulting in 409,649 options with SARs being extinguished, and then reinvested as options that do not have SARs. On the amendment date, the liability of \$7.6 million for these options with SARs was fixed, resulting in no future impact on profit or loss for the options that were vested at that time, and was reclassified to contributed surplus. Options with SARs are accounted for as cash-settled transactions and options without SARs are accounted for as equity-settled transactions. During the fifty-two weeks ended December 28, 2019, the final outstanding options with SARs expired.

Options issued may also be awarded a cashless exercise option at the discretion of the Board, where the holder may elect to receive, without payment of any additional consideration, optioned shares equal to the value of the option as computed by the Option Plan. When the holder elects to receive the cashless exercise option, the Company accounts for these options as equity-settled transactions.

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

	Fifty-two weeks ended December 28, 2019		Fifty-two weeks ended December 29, 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	804,312	11.27
Exercised for shares ⁽¹⁾	—	—	(3,666)	8.25
Exercised for cash ⁽¹⁾	—	—	(2,000)	8.25
Cancelled or forfeited	(102,135)	11.54	(169,177)	16.68
Expired	(249,974)	20.19	(345,237)	20.92
Outstanding, end of period	1,717,416	\$ 12.53	1,624,681	\$ 15.03
Exercisable, end of period	929,525	\$ 14.96	753,439	\$ 18.04

⁽¹⁾ The weighted average share price at the date of exercise for these options was CAD\$nil for the fifty-two weeks ended December 28, 2019 (fifty-two weeks ended December 29, 2018: CAD\$10.79).

Set forth below is a summary of the outstanding options to purchase common shares as at December 28, 2019:

Option price (CAD)	Options outstanding			Options exercisable	
	Number outstanding	Weighted average exercise price	Average life (years)	Number exercisable	Weighted average exercise price
\$ 7.25–10.00	394,148	\$ 7.46	4.26	—	\$ —
\$ 10.01–15.00	808,785	11.38	3.21	429,580	11.23
\$ 15.01–20.00	313,212	15.30	1.22	310,501	15.30
\$ 20.01–25.00	201,271	22.71	0.67	189,444	22.88
	1,717,416			929,525	

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

The fair value of options granted during the fifty-two weeks ended December 28, 2019 and December 29, 2018 was estimated on the date of grant using the Black-Scholes pricing model with the following weighted average inputs and assumptions:

	December 28, 2019	December 29, 2018
Dividend yield (%)	7.77	5.16
Expected volatility (%)	40.44	35.45
Risk-free interest rate (%)	1.86	2.10
Expected life (years)	5.00	5.00
Weighted average share price (CAD)	\$ 7.46	\$ 11.34
Weighted average fair value (CAD)	\$ 1.34	\$ 2.32

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.

Performance Share Unit Plan

The PSU Plan is intended to align the Company's senior management with the enhancement of shareholder returns and other operating measures of performance. Both PSUs and RSUs may be issued under the PSU Plan to any eligible employee of the Company, or its subsidiaries, who have rendered meritorious services that contributed to the success of the Company. Directors who are not full-time employees of the Company may not participate in the PSU Plan. The Company is permitted to issue up to 400,000 shares from treasury in settling entitlements under the PSU Plan.

The PSU plan is dilutive and units may be settled in cash or shares upon vesting. If settled in cash, the amount payable to the participant shall be determined by multiplying the number of PSUs or RSUs (which will be adjusted in connection with the payment of dividends by the Company as if such PSUs or RSUs were common shares held under a dividend reinvestment plan) by the fair market value of a common share at the vesting date, and in the case of PSUs, by a performance multiplier to be determined by the Company's Board of Directors. If settled in shares on the vesting date, each RSU is exchanged for a common share, and each PSU is multiplied by a performance multiplier and then exchanged for common shares.

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

	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
Outstanding, beginning of period	879,757	263,556
Granted	242,875	730,695
Reinvested dividends	35,407	31,624
Released and paid in cash	—	(14,096)
Forfeited and expired	(204,556)	(132,022)
Outstanding, end of period	953,483	879,757

The expected performance multiplier used in determining the fair value of the liability and related share-based compensation expense for PSUs for the fifty-two weeks ended December 28, 2019 was 117% (December 29, 2018: 65%).

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

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

	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
Outstanding, beginning of period	280,562	72,529
Granted	169,914	213,133
Reinvested dividends	15,025	16,804
Released and paid in cash	(41,304)	(542)
Forfeited	(40,420)	(21,362)
Outstanding, end of period	383,777	280,562

The share price at the reporting date was CAD\$8.23 (December 29, 2018: CAD\$7.30). 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.

Deferred Share Unit Plan

The DSU Plan allows a director to receive all or any portion of their annual retainer, additional fees and equity value in DSUs in lieu of cash or options. DSUs cannot be redeemed for cash until the holder is no longer a Director of the Company. These units are considered cash-settled share-based payment awards and are non-dilutive.

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

	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
Outstanding, beginning of period	153,425	77,934
Granted	61,849	66,657
Reinvested dividends	6,360	8,834
Redeemed	(21,645)	—
Outstanding, end of period	199,989	153,425

18. Income tax

The Company's statutory tax rate for the year ended December 28, 2019 is 29.2% (December 29, 2018: 29.2%). The Company's effective income tax rate was 29.2% for the year ended December 28, 2019 (December 29, 2018: 26.6%). The higher effective income tax rate in Fiscal 2019 compared to the same period last year was attributable to reduced interest expense deductibility associated with the Company's tax-efficient financing structure due to a valuation allowance.

The major components of income tax expense are as follows:

Consolidated statements of income <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Current income tax expense	\$ 3,356	\$ 1,583
Deferred income tax expense		
Origination and reversal of temporary differences	879	4,507
Income tax expense reported in the consolidated statements of income	\$ 4,235	\$ 6,090

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

Consolidated statements of comprehensive income <i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Income tax expense related to items charged or credited directly to OCI during the period:		
Gain (loss) on hedge of net investment in foreign operations	\$ —	\$ (1,834)
(Loss) gain on translation of net investment in foreign operations	—	1,732
Effective portion of changes in fair value of cash flow hedges	(752)	1,444
Net change in fair value of cash flow hedges transferred to carrying amount of hedged item	(289)	(221)
Net change in fair value of cash flow hedges transferred to income	(201)	(75)
Defined benefit plan actuarial (losses) gains	(503)	(144)
Income tax (recovery) expense directly to other comprehensive income (loss)	\$ (1,745)	\$ 902

The reconciliation between income tax expense and the product of accounting profit multiplied by the Company's statutory tax rate is as follows:

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Accounting profit before tax at statutory income tax rate of 29.2% (2018: 29.2%)	\$ 4,241	\$ 6,677
Non-deductible expenses for tax purposes:		
Withholding tax on dividends	162	—
Non-deductible share-based compensation	257	220
Tax benefits not previously recognized	—	228
Other non-deductible items	570	325
Effect of lower income tax rates of U.S. subsidiary	(548)	(546)
U.S. Base Erosion & Anti-Abuse Tax	227	379
Acquisition financing structures deduction	—	(1,526)
Change in substantively enacted tax rates (U.S.)	(633)	—
Other	(41)	333
Income tax expense	\$ 4,235	\$ 6,090

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

Deferred income tax	Consolidated statements of financial position as at:		Consolidated statements of income for the years ended:	
<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
Accelerated depreciation for tax purposes on property, plant and equipment	\$ (11,113)	\$ (12,493)	\$ (3,762)	\$ (428)
Inventory	(3,138)	(3,115)	(147)	3,022
Intangible assets	(23,628)	(21,397)	4,614	3,053
Pension	1,789	3,404	2,372	(32)
Revaluation of cash flow hedges	113	(392)	—	(479)
Losses available for offset against future taxable income	398	2,697	1,905	(742)
Deferred charges and other	7,531	2,852	(4,103)	113
Deferred income tax expense			\$ 879	\$ 4,507
Net deferred income tax liability	\$ (28,048)	\$ (28,444)		

Reflected in the consolidated statements of financial position as follows:

Deferred income tax assets	\$ 2,134	\$ 7
Deferred income tax liabilities	(30,182)	(28,451)
Net deferred income tax liability	\$ (28,048)	\$ (28,444)

Reconciliation of net deferred income tax liabilities

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Opening balance, beginning of year	\$ (28,444)	\$ (21,156)
Deferred income tax expense during the period recognized in income	(879)	(4,507)
Deferred income tax reclassified to income tax receivable	(384)	(1,800)
Deferred income tax recovery during the period recognized in retained earnings	581	144
Deferred income tax recovery (expense) during the period recognized in OCI	1,333	(1,125)
Other	\$ (255)	\$ —
Closing balance, end of year	\$ (28,048)	\$ (28,444)

The Company has net operating losses in its U.S. subsidiaries of \$nil at December 28, 2019 (December 29, 2018: \$3.1 million) that are available to use from 2020 to 2029. A deferred income tax asset has been recognized for the amount that is probable to be realized.

The Company had unused capital losses of CAD\$38.6 million at December 28, 2019 (December 29, 2018: \$nil), which have an indefinite carryforward period. A deferred tax asset has only been recognized to the extent of the benefit that is probable to be realized.

The Company can control the distribution of profits, and accordingly, no deferred income tax liability has been recorded on the undistributed profit of its subsidiaries that will not be distributed in the foreseeable future.

The temporary difference associated with investments in subsidiaries, for which a deferred tax liability has not been recognized, is \$nil at December 28, 2019 and \$nil at December 29, 2018.

The Company recognized a current tax liability and current tax expense of \$0.2 million related to deemed dividends on the wind-up of its Icelandic subsidiary in 2019. There were no income tax consequences attached to the payment of dividends in 2018 by the Company to its shareholders.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

19. Revenue from contracts with customers

Disaggregation of revenue

The Company disaggregates revenue from contracts with customers based on the single operating segment, North America. During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment to take better advantage of the Company's North American scale. As a result, the Company undertook significant reorganization of internal leadership and reporting structure to be arranged as a single frozen seafood company that is focused on North America. As such, the Company has transitioned to a single operating and reporting segment and a single aggregation of revenue. The Company discloses sales earned outside of Canada in accordance with IFRS in Note 24.

Contract liability

The Company's contract liability consists of donated product received from the United States Department of Agriculture for the purpose of processing the product for distribution to eligible recipient agencies. The donated inventory is non-cash consideration that is recorded at the fair value of the product received. The Company has an obligation to sell the product to the eligible agencies at the reduced price, with the donated product being included in the transaction price recognized on the sale of the finished products. The contract liability is classified as current because the Company expects to settle the obligation within twelve months from the reporting date. During the fifty-two weeks ended December 28, 2019, the Company recognized \$4.7 million (December 29, 2018: \$5.6 million) in revenue that was included in the contract liability balance at the beginning of the period.

20. Earnings per share

Net income and basic weighted average shares outstanding are reconciled to diluted earnings and diluted weighted average shares outstanding, respectively, as follows:

	Fifty-two weeks ended December 28, 2019			Fifty-two weeks ended December 29, 2018		
	Net income (\$000s)	Weighted average shares (000s)	Per share (\$)	Net income (\$000s)	Weighted average shares (000s)	Per share (\$)
Net income	\$ 10,289	33,801	\$ 0.31	\$ 16,776	33,617	\$ 0.50
Dilutive options and units	—	394	(0.01)	—	2	—
Diluted earnings	\$ 10,289	34,195	\$ 0.30	\$ 16,776	33,619	\$ 0.50

Excluded from the diluted earnings per common share calculation for the fifty-two weeks ended December 28, 2019 were 1,295,512 options, as their effect would have been anti-dilutive (fifty-two weeks ended December 29, 2018: 1,616,015 options).

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

21. Changes in liabilities arising from financing activities

<i>(Amounts in \$000s)</i>	December 29, 2018	Cash flows	Reclassified between current and non-current	Change in fair values	New leases ⁽¹⁾	Other ⁽²⁾	December 28, 2019
Bank loans	\$ 31,152	\$ 6,436	\$ —	\$ —	\$ —	\$ (42)	\$ 37,546
Current portion of long-term debt	13,655	(13,655)	14,511	—	—	—	14,511
Other current financial liabilities	78	—	—	769	—	14	861
Current portion of lease liabilities	372	(5,649)	251	—	9,595	13	4,582
Long-term debt	322,674	(30,413)	(14,511)	—	—	11,270	289,020
Other long-term financial liabilities	5	—	—	279	—	8	292
Long-term lease liabilities	407	—	(251)	—	7,037	5	7,198
Total liabilities from financing activities	\$ 368,343	\$ (43,281)	\$ —	\$ 1,048	\$ 16,632	\$ 11,268	\$ 354,010

⁽¹⁾ During the fifty-two weeks ended December 28, 2019, the Company adopted IFRS 16, *Leases* and recognized additional assets and liabilities on the consolidated statements of financial position (see Note 9 for further detail).

⁽²⁾ 'Other' includes the effect of amortization of deferred financing charges, the impact of the foreign exchange movements and a modification loss of \$11.0 million related to the amendment of the Company's term loan facility (see Note 14 for further detail). The Company classifies interest paid and income taxes paid as cash flows from operating activities.

22. Guarantees and commitments

Guarantee of supplier financing arrangement

As part of the Rubicon acquisition in Fiscal 2017, 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 and as of December 28, 2019, the open accounts payable was \$1.6 million.

The Company had letters of credit outstanding as at December 28, 2019 relating to the procurement of inventories and the security of certain contractual obligations of \$3.1 million (December 29, 2018: \$6.9 million). The Company also had a letter of credit outstanding as at December 28, 2019 relating to the securitization of the Company's SERP benefit plan (see Note 15) in the amount of \$9.5 million (December 29, 2018: \$8.5 million).

23. Related party disclosures

Entity with significant influence over the Company

As at December 28, 2019, Thornridge Holdings Limited owns 34.5% of the Company's outstanding common shares (December 29, 2018: 34.5%).

Other related parties

The Company had related party transactions with a company controlled by certain key management of Rubicon, however, effective the beginning of the second quarter of 2019, this company ceased to be a related party in accordance with IFRS. Total sales to related parties for the fifty-two weeks ended December 28, 2019 were \$0.3 million (fifty-two weeks ended December 29, 2018: \$0.9 million). The Company leased an office building from a related party at an amount which approximated the fair market value that would be incurred if leased from a third party however, effective the beginning of the second quarter of 2019, the lessor ceased to be a related party of the Company in accordance with IFRS. The aggregate payments under the lease, which are measured at

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

the exchange amount, totaled approximately \$0.2 million during the fifty-two weeks ended December 28, 2019 (fifty-two weeks ended December 29, 2018: \$0.7 million).

The Company did not have any transactions during 2018 or 2019 with entities who had significant influence over the Company or with members of the Board of Directors and their related interests.

Key management personnel compensation

In addition to their salaries, the Company also provides benefits to the Chief Executive Officer ("CEO"), and certain senior executive officers in the form of contributions to post-employment benefit plans, non-cash plans and various other short- and long-term incentive and benefit plans. The Company has entered into Change of Control Agreements (the "Agreements") with certain senior executive officers. The Agreements are automatically extended annually by one additional year unless the Company provides 90 days' notice of its unwillingness to extend the agreements. The Agreements provide that in the event of a termination by the Company following a change of control, other than for cause or by senior executive officers for good reason as defined in the Agreements, senior executive officers are entitled to: (a) cash compensation equal to their final annual compensation (including base salary and short-term incentives) multiplied by two for all senior executive officers; (b) the automatic vesting of any options or other entitlements for the purchase or acquisition of shares in the capital of the Company which are not then exercisable, which shall be exercisable following termination for two years for all senior executive officers; and (c) continue to participate in certain benefit programs for two years for all senior executive officers.

The following are the amounts recognized as an expense during the reporting period related to key management personnel compensation:

<i>(Amounts in \$000s)</i>	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
Salaries and short-term incentive plans ⁽¹⁾	\$ 4,796	\$ 5,594
Post-employment benefits ⁽²⁾	135	228
Termination benefits ⁽²⁾	155	697
Share-based compensation ⁽³⁾	5,111	1,052
	\$ 10,197	\$ 7,571

⁽¹⁾ Short-term incentive amounts were for those earned in 2019 and 2018.

⁽²⁾ Refer to Note 15 for details of each plan.

⁽³⁾ Refer to Note 17 for details regarding the Company's Share Option, DSU, PSU and RSU Plans.

24. Geographic information

During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment 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 to be 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 fifty-two weeks ended December 28, 2019 were \$712.4 million (December 29, 2018: \$795.2 million). Sales by geographic area are determined based on the shipping location.

HIGH LINER FOODS INCORPORATED
Notes to the Consolidated Financial Statements
In United States dollars, unless otherwise noted

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

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Property, plant and equipment	\$ 85,037	\$ 89,313
Right-of-use assets	8,577	—
Intangible assets	134,214	140,742
Goodwill	147,916	147,916
	\$ 375,744	\$ 377,971

For the fifty-two weeks ended December 28, 2019 and December 29, 2018 the Company recognized \$274.8 million and \$272.1 million of sales from two customers, respectively, that represent more than 10% of the Company's total consolidated sales.

25. Fair value measurement

Fair value of financial instruments

Fair value is a market-based measurement, not an entity-specific measurement. Fair value measurements are required to reflect the assumptions that market participants would use in pricing an asset or liability based on the best available information including the risks inherent in a particular valuation technique, such as a pricing model, and the risks inherent in the inputs to the model. Management is responsible for valuation policies, processes and the measurement of fair value within the Company.

Financial liabilities carried at amortized cost are shown using the EIR method. Other financial assets and other financial liabilities represent the fair value of the Company's foreign exchange contracts as well as the fair value of interest rate swaps on debt.

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:

<i>(Amounts in \$000s)</i>	December 28, 2019		December 29, 2018	
	Level 2	Level 3	Level 2	Level 3
Fair value of financial assets				
Interest rate swaps	\$ 39	\$ —	\$ 2,093	\$ —
Foreign exchange contracts	231	—	1,424	—
Fair value of financial liabilities				
Interest rate swaps	536	—	—	—
Foreign exchange contracts	617	—	83	—
Long-term debt	—	302,831	—	310,647

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 fifty-two weeks ended December 28, 2019, no such transfers occurred.

The financial liabilities not measured at fair value on the consolidated statements of financial position consist of long-term debt (including current portion). The carrying amount for these instruments is \$303.5 million as at December 28, 2019 (December 29, 2018: \$336.3 million).

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

Amortized cost impact on interest expense

During the fifty-two weeks ended December 28, 2019, the Company expensed \$0.2 million and \$0.9 million (December 29, 2018: \$0.2 million and \$0.7 million) of short-term and long-term interest, respectively, relating to interest that was calculated using the EIR method associated with transaction fees and borrowings.

The fair values of other financial assets and liabilities at December 28, 2019 and December 29, 2018 are shown below:

<i>(Amounts in \$000s)</i>	Other financial assets		Other financial liabilities	
	December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
Financial instruments at fair value through OCI:				
Foreign exchange forward contracts	\$ 231	\$ 1,424	\$ 617	\$ 83
Interest rate swap	39	2,093	536	—
	\$ 270	\$ 3,517	\$ 1,153	\$ 83

Hedging activities

Interest rate swaps

During the fifty-two weeks ended December 28, 2019, the Company had the following interest rate swaps outstanding to hedge interest rate risk resulting from the term loan facility (see Note 14):

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 fifty-two weeks ended December 28, 2019 and December 29, 2018, and therefore the change in fair value for those interest rate swaps designated in a hedging relationship was included in OCI as after-tax net losses of \$1.3 million and after-tax net gains 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 fifty-two weeks ended December 28, 2019 and December 29, 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 December 28, 2019, the Company had outstanding notional amounts of \$34.0 million (December 29, 2018: \$23.9 million) in foreign currency average-rate forward contracts and \$3.2 million (December 29, 2018: \$1.4 million) in foreign currency single-rate forward contracts that were formally designated as a hedge. With the exception of \$1.9 million (December 29, 2018: \$0.4 million) average-rate forward contracts with maturities ranging from December 2020 to June 2021, 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 fifty-two weeks ended December 28, 2019 and December 29, 2018, and therefore the change in fair value was recorded in OCI as after-tax net losses of \$0.5 million and after-tax net gains of \$2.2 million, respectively. There were no amounts recognized in the consolidated statements of income resulting from hedge ineffectiveness during the fifty-two weeks ended December 28, 2019 (fifty-two weeks ended December 29, 2018: nominal net losses).

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

As at December 28, 2019, the Company had no outstanding notional amounts (December 29, 2018: \$nil) of foreign currency single-rate forward contracts 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 fifty-two weeks ended December 28, 2019 and December 29, 2018 was \$nil and net gains of \$0.3 million, respectively, which was recorded in the consolidated statements of income.

Hedge of net investment in foreign operations

As at December 28, 2019, a total borrowing of \$303.5 million (\$14.5 million included in the current portion of long-term debt and \$289.0 million included in long-term debt) (December 29, 2018: a total borrowing of \$336.3 million (\$13.6 million included in the current portion of long-term debt and \$322.7 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 fifty-two weeks ended December 28, 2019 and December 29, 2018.

26. Capital management

The primary objective of the Company's capital management policy is to ensure a strong credit rating and healthy capital ratios to support the business and maximize shareholder value. The Company defines capital as funded debt and common shareholder equity, including AOCI, except for gains and losses on derivatives used to hedge interest and foreign exchange cash flow exposure.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions, by adjusting the dividend payment to shareholders, returning capital to shareholders, purchasing capital stock under a NCIB, or issuing new shares.

Capital distributions, including purchases of capital stock, are subject to availability under the Company's working capital debt facility. The consolidated Average Adjusted Aggregate Availability under the working capital debt facility must be greater than \$18.8 million. As at December 28, 2019, the Company had Average Adjusted Aggregate Availability of \$110.3 million. The Company also has restrictions under the term loan facility on capital distributions, where the aggregate amount for dividends are subject to an annual limit of \$17.5 million with a provision to increase this amount subject to leverage and excess cash flow tests. 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. For the fifty-two weeks ended December 28, 2019 and December 29, 2018, the Company paid \$7.4 million and \$14.7 million in dividends, respectively, and \$nil under the NCIB.

The Company monitors capital (excluding letters of credit) using the ratio of net debt to capitalization, which is net debt divided by total capital plus net debt. The Company's objective is to keep this ratio between 35% and 60%. Seasonal working capital debt may result in the Company exceeding the ratio at certain times throughout the fiscal year. The Directors of the Company have also decided that this range can be exceeded on a temporary basis as a result of acquisitions.

<i>(Amounts in \$000s)</i>	December 28, 2019	December 29, 2018
Total bank loans, principal outstanding (Note 11)	\$ 37,956	\$ 31,505
Total long-term debt, principal outstanding (Note 14)	300,000	337,926
Total lease liabilities (Note 9)	11,780	779
Total debt	349,736	370,210
Less: cash	(3,144)	(9,568)
Net debt	346,592	360,642
Shareholders' equity	268,170	263,859
Unrealized losses (gains) on derivative financial instruments included in AOCI	396	(2,215)
Total capitalization	\$ 615,158	\$ 622,286
Net debt as percentage of total capitalization	56%	58%

No changes were made in the objectives, policies or processes for managing capital for the fiscal year ended December 28, 2019 and December 29, 2018.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

27. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise bank loans and overdrafts, term loans, letters of credit, notes payable, lease liabilities, and trade payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company has various financial assets such as trade receivables, other accounts receivable, and cash, which arise directly from its operations.

The Company is exposed to interest rate risk, foreign currency risk, price risk, credit risk and liquidity risk. The Company enters into interest rate swaps, foreign currency contracts and insurance contracts to manage these types of risks from the Company's operations and its sources of financing. The Company's policy is that no speculative trading in derivatives shall be undertaken. The Audit Committee of the Board of Directors reviews and approves policies for managing each of these risks, which are summarized below.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates, which relates to the Company's debt obligations with floating interest rates. The Company's policy is to manage interest rate risk by having a mix of fixed and variable rate debt. The Company's objective is to keep between 35% and 55% of its borrowings at fixed rates of interest. To manage this, the Company enters into fixed rate debt facilities or interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional amount. These swaps are designated to hedge the underlying debt obligations. Interest rate options that effectively fix the maximum rate of interest that the Company will pay may also be used to manage this exposure. At December 28, 2019, 51% of the Company's borrowings, including the long-term debt and the working capital facility, were either hedged or at a fixed rate of interest (December 29, 2018: 45%).

Interest rate sensitivity

The Company's income before income taxes is sensitive to the impact of a change in interest rates on that portion of debt obligations with floating interest rates, with all other variables held constant. As at December 28, 2019, the Company's current bank loans were \$38.0 million (December 29, 2018: \$31.5 million) and long-term debt was \$310.6 million (December 29, 2018: \$337.9 million). An increase of 25 basis points on the bank loans would have reduced income before income taxes by \$0.1 million (December 29, 2018: \$0.1 million). An increase of 25 basis points above the LIBOR floor on the long-term debt would have reduced income before income taxes by \$0.3 million (December 29, 2018: \$0.4 million). A corresponding decrease in respective interest rates would have an approximately equal and opposite effect. There is no impact on the Company's equity except through changes in income.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Parent company having a CAD functional currency, meaning that all transactions are recorded in CAD. However, as the Company's Consolidated Financial Statements are reported in USD, the results of the Parent are converted into USD for external reporting purposes. Therefore, the Canadian to U.S. exchange rates (USD/CAD) impact the results reported in the Company's Consolidated Financial Statements.

The Parent's operating activities, including the majority of sales that are in CAD, have USD-denominated input costs. For products sold in Canada, raw material is purchased in USD. However, labour, packaging and ingredient conversion costs, overheads and selling, general and administrative costs are incurred in CAD. A strengthening Canadian dollar has an overall effect of increasing income before income taxes in USD terms and conversely, a weakening Canadian dollar has the overall effect of decreasing income before income taxes in USD terms.

The Parent hedges forecasted cash flows for purchases of USD-denominated products for the Canadian operations where the purchase price is substantially known in advance. At December 28, 2019, the Parent hedged 61% (December 29, 2018: 37%) of these purchases identified for hedging, extending to June 2021. The Company's *Price Risk Management Policy* dictates that cash flows out fifteen months are hedged between a minimum and maximum percent that declines by quarter the further into the future the cash flows are. The Company does not hedge cash flows on certain USD-denominated seafood purchases in which the ultimate selling price charged to the Company's Canadian customers move with changes in the USD/CAD exchange rates. It is the Company's policy to set the terms of the hedge derivatives to match the terms of the hedged item to maximize hedge effectiveness. The

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

Company also has foreign exchange risk related to the USD-denominated input costs of commodities used in its Canadian operations related to freight surcharges on transportation costs, paper products in packaging, grain and corn products in its breadings and batters, and soya and canola bean-based cooking oils. The Company hedges these USD-denominated input costs on a small scale, but relies where possible on three to thirty-six month, fixed price contracts in CAD with suppliers.

For the fifty-two weeks ended December 28, 2019, approximately 81.3% of the Parent's costs were denominated in USD, while approximately 99.7% of the Parent's sales were denominated in its CAD functional currency.

The Parent has some assets and liabilities that are denominated in CAD, and therefore, the assets and liabilities reported in the Consolidated Financial Statements change as USD/CAD exchange rates fluctuate. A stronger CAD has the effect of increasing the carrying value of assets and liabilities such as accounts receivable, inventory, property, plant and equipment, and accounts payable of the Parent when translated to USD. The net offset of those changes flow through OCI. Based on the equity of the Parent as of December 28, 2019, a one-cent increase/decrease in the USD/CAD exchange rate will decrease/increase equity by approximately \$1.0 million (December 29, 2018: \$0.7 million).

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company trades only with recognized, creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, the Company holds credit insurance on its trade accounts receivable and all receivable balances are managed and monitored at the corporate level on an ongoing basis with the result that the Company's exposure to bad debts is not significant. The Company's top ten customers account for 69% of the trade receivables at December 28, 2019 (December 29, 2018: 67%), with the largest customer accounting for 17% (December 29, 2018: 14%).

With respect to credit risk arising from the other financial assets of the Company, which comprise cash and certain derivative instruments, the Company's exposure to credit risk arises from default of the counterparty. The Company manages this risk by dealing with financially creditworthy counterparties, such as Chartered Canadian banks and U.S. banks with investment grade ratings. The maximum exposure to credit risk is equal to the carrying value of accounts receivable and derivative instruments.

Liquidity risk

Liquidity risk is the risk that the Company may not have cash available to satisfy financial liabilities as they come due. The Company monitors its risk to a shortage of funds using a detailed budgeting process that identifies financing needs for the next twelve months as well as the models that look out five years. Working capital and cash balances are monitored daily and a procurement system provides information on commitments. This process projects cash flows from operations. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, letters of credit, bank loans, notes payable, and lease liabilities. The Company's objective is that not more than 50% of borrowings should mature in the next twelve-month period. At December 28, 2019, less than 6% of the Company's debt (December 29, 2018: less than 4%) will mature in less than one year based on the carrying value of borrowings reflected in the Consolidated Financial Statements. At December 28, 2019, the Company was in compliance with all covenants and terms of its debt facilities.

The table below shows the maturities of the Company's non-derivative financial liabilities:

<i>(Amounts in \$000s)</i>	Due within 1 year	Due in 1–5 years	Due after 5 years	Total
Bank loans	\$ 37,956	\$ —	\$ —	\$ 37,956
Accounts payable and accrued liabilities	141,238	—	—	141,238
Long-term debt	36,064	112,565	267,429	416,058
As at December 28, 2019	\$ 215,258	\$ 112,565	\$ 267,429	\$ 595,252
Bank loans	\$ —	\$ 31,505	\$ —	\$ 31,505
Accounts payable and accrued liabilities	157,162	—	—	157,162
Long-term debt	13,655	324,271	—	337,926
As at December 29, 2018	\$ 170,817	\$ 355,776	\$ —	\$ 526,593

Commodity price risk

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

The Company is affected by price volatility of certain commodities such as crude oil, wheat, corn, paper products, and frying oils. The Company's *Price Risk Management Policy* dictates the use of fixed pricing with suppliers whenever possible, but allows the use of hedging with derivative instruments if deemed prudent. Throughout 2019 and 2018, the Company managed this risk through contracts with suppliers. Where possible, the Company enters into fixed price contracts with suppliers on an annual basis and, therefore, a significant portion of the Company's 2020 commodity purchase requirements are covered. Should an increase in the price of commodities materialize, there could be a negative impact on earnings performance and alternatively, a decrease in the price of commodities could result in a benefit to earnings performance.

Crude oil prices, which influence fuel surcharges from freight suppliers, increased during 2019 compared to 2018. World commodity prices for flour, soy and canola oils, imported ingredients in many of the Company's products, increased throughout 2019 compared to 2018. The price of corrugated and folded carton, which is used in packaging, remained consistent in 2019.

Seafood price risk

The Company is dependent upon the procurement of frozen raw seafood materials and finished goods on world markets. The Company buys as much as \$554.0 million of this product annually. A 1.0% change in the price of frozen raw seafood materials would increase/decrease the Company's procurement costs by \$5.5 million. Prices can fluctuate and there is no formal commercial mechanism for hedging either sales or purchases. Purchases of seafood on global markets are principally in USD. The Company hedges exposures to a portion of its currency exposures and enters into longer-term supply contracts when possible.

The Company maintains a strict policy of *Supplier Approval and Audit Standards*, including a diverse supplier base to ensure no over-reliance on any one source or species. The Company has multiple strategies to manage seafood costs, including purchasing significant quantities of frozen raw material and finished goods originating from all over the world. Over time, the Company strives to adjust selling prices to its customers as the world price of seafood changes or currency fluctuations occur.

HIGH LINER FOODS INCORPORATED

Notes to the Consolidated Financial Statements In United States dollars, unless otherwise noted

28. Supplemental information

The components of income and expenses included in the consolidated statements of income are as follows:

<i>(Amounts in \$000s)</i>	Fifty-two weeks ended		Fifty-two weeks ended	
	December 28, 2019		December 29, 2018	
Included in finance costs:				
Interest expense on bank loans	\$	1,450	\$	2,053
Interest expense on long-term debt		18,064		18,373
Interest expense on lease liabilities		1,447		—
Deferred financing charges		1,071		874
Interest on letter of credit for SERP		117		108
Modification loss related to debt refinancing activities (Note 14)		10,969		—
Foreign exchange (gain) loss		(106)		195
Total finance costs	\$	33,012	\$	21,603
Foreign exchange (gain) loss included in:				
Cost of sales	\$	(161)	\$	(573)
Finance costs		(106)		195
Total foreign exchange gain	\$	(267)	\$	(378)
Loss (gain) on disposal of assets included in:				
Cost of sales	\$	194	\$	240
Distribution expenses		38		10
Selling, general and administrative expenses		(102)		(84)
Total loss on disposal of assets	\$	130	\$	166
Depreciation and amortization expense included in:				
Cost of sales	\$	7,491	\$	6,848
Distribution expenses		4,185		1,482
Selling, general and administrative expenses		10,779		9,441
Total depreciation and amortization expense	\$	22,455	\$	17,771
Employee compensation and benefit expense:				
Wages and salaries (including payroll benefits)	\$	101,959	\$	97,445
Future employee benefit costs		2,787		3,264
Share-based compensation expense		7,124		1,237
Termination benefits		535		4,903
Short-term employee benefits		1,378		1,197
Total employee compensation and benefit expense	\$	113,783	\$	108,046