

SUNOPTA AGM Date: 2013-05-28

1a Re-elect Jay Amato **For**

1b Re-elect Steven Bromley **For**

1c Elect Michael Detlefsen **For**

1d Re-elect Peter Fraser **For**

1e Re-elect Douglas Greene **For**

1f Re-elect Victor Hepburn **For**

1g Re-elect Katrina Houde **For**

Non-Executive Director. Independent by Company, not considered to be independent as she has served on the Board for more than nine years. There is sufficient independent representation on the Board.

1h Re-elect Jeremy Kendal **For**

Non-Executive Chairman. Not independent by the company, not considered to be independent as he has served on the board for more than nine years and is the former Chief Executive. There is sufficient independent representation on the Board.

1i Re-elect Alan Murray **For**

1j Re-elect Allan Rouch **For**

2* Board proposal to determine the size of the board **For**

The Board is seeking shareholder approval to amend the Articles to allow the Board to change the number of Directors. Background: The Company's Articles of Incorporation allow for a minimum of five and a maximum of 15 directors. The size of the Board is currently fixed at ten directors. However, the Company's Articles of Incorporation do not permit the Board to change the size or composition of the Board or appoint additional directors between meetings of shareholders unless a vacancy has occurred among the directors previously elected by the shareholders. As a result, it is not possible to recruit and invite qualified individuals to join the Board of Directors between meetings of the shareholders unless, for some reason, an existing director has resigned. This limitation may significantly restrict the Company's ability to enhance the effectiveness and contribution of the Board of Directors. The Board proposes to amend the Articles as follows: "The directors are authorized to fix the number of directors to be elected by the shareholders within the minimum and maximum number set forth in these Articles and are further authorized to appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders." The amendment is considered to be reasonable as there are restrictions on the number of directors that may be appointed and any few directors must stand for election at the first AGM after appointment. A vote in favour of the proposal is recommended. This proposal will be approved if a quorum is present at the Meeting and the votes cast in favour of the proposal constitute at least two thirds (66 2/3%) of the total votes cast on the proposal.

3 Approve 2013 Stock Incentive Plan

Oppose

The Board is seeking shareholder approval for a new stock incentive plan. The Plan is an “omnibus” plan, which means that bundled within the same official plan there are various incentive plan elements aimed at rewarding different groups of employees, officers and executives. These plans permit the granting of options, stock appreciation rights, restricted stock, restricted stock units, restricted performance shares, performance units, and other awards. A total of 1,250,000 shares, plus any shares available for grant under the Stock Option Plan and any additional shares that become available for re-grant under the Stock Option Plan due to the cancellation or expiration of stock options, are reserved for issuance under the 2013 Plan. Stock awards shall be subject to the terms, conditions and restrictions determined by the Committee. Restrictions may include restrictions concerning transferability, forfeiture of the shares issued, or such other restrictions as the Committee may determine. Stock awards subject to restrictions may be either restricted stock awards under which shares are issued immediately upon grant subject to forfeiture if vesting conditions are not satisfied, or restricted stock unit awards under which shares are not issued until after vesting conditions are satisfied. The Committee may grant performance based awards, payable in stock or cash as determined by the Committee. The Plan permits any number of performance criteria to be attached to the awards by the Committee. No recipient may be granted in any fiscal year performance-based awards under which the maximum number of shares that may be issued exceeds 275,000 shares or the maximum dollar amount that may be paid exceeds \$3,000,000.

However, there are concerns with the Plan as it has various elements bundled together, and although parts of it can benefit the majority of employees, it can still be used as a vehicle for potentially excessive executive payments with an individual cap of 275,000 shares and \$3,000,000. The plan makes use of stock options which misalign shareholder and executive interests as they are awarded without subscription and there is no downside risk for the scheme participants. Given the lack of specific performance criteria and the potentially excessive annual grants, we oppose.

4 Appoint the auditors

For

5 Approve Pay Structure

Oppose

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment.

There is adequate disclosure of compensation policy and the targets for the annual incentives are disclosed on a retrospective basis.

Stock options vest 20% per year beginning one year from the date of grant. There are no performance conditions attached to the awards. The Committee has discretion to award discretionary bonuses on top of the scorecard bonuses.

All outstanding stock options vest immediately upon a change in control. There is a recoupment policy in place for the annual incentives.

Based upon these concerns we oppose