

## SUNOPTA INC.

### CORPORATE GOVERNANCE COMMITTEE CHARTER

(Approved May 2015)

#### 1. Overall Purpose / Objectives

The Corporate Governance Committee (“Committee”) of SunOpta Inc. (“Company”) is appointed by the Board of Directors (“Board”) to assist the Board in fulfilling its oversight responsibilities. The Committee will (a) identify individuals qualified to become Board members, and recommend director nominees to the Board; (b) develop and recommend to the Board corporate governance principles applicable to the Company; (c) lead the Board in its annual review of the Board’s performance; (d) recommend to the Board director nominees for each committee; (e) discharge the responsibilities of the Board relating to compensation of the Company’s directors; (f) lead the Board in its annual review of the performance of the Chief Executive Officer; and (g) regularly assess the effectiveness of the Company’s governance policies and practices.

#### 2. Authority

The Board authorizes the Committee, within the scope of its responsibilities, to:

- Seek any information it requires from:
  - Any employee (and all employees are directed to co-operate with any request made by the Committee).
  - External parties.
- When it considers it necessary or advisable, retain, at the Company’s expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors or any search firm to be used to identify director candidates, including sole authority to approve the fees and other retention terms for such persons.
- Ensure the attendance of Company officers at meetings as appropriate.
- Pre-authorize services as required for the purpose of recruitment of director candidates or other services as deemed appropriate in the execution of their responsibilities.
- Ensure that any consultants or other legal or professional advisors advising the Committee report to the Committee and the Committee will be responsible for all aspects of the relationship including retention, scope of work, oversight and ongoing monitoring of work performed and the termination of the relationship where deemed appropriate. In addition, the Committee shall ensure that outside consultants engaged are deemed independent from management for the purposes of the engagement and also deemed independent with the meaning of the United States Securities Exchange Act of 1934.
- Delegate any of its responsibilities to subcommittees as the Committee may determine in its sole discretion.
- Establish ongoing priorities as necessary to effectively execute specific responsibilities as detailed in this Charter.
- On an annual basis, review and assess the adequacy of this Charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with which the Company has a reporting relationship, and if appropriate, recommend changes to the Charter to the Board for their consideration and approval.

Any search firm used to identify director candidates shall report to the Committee.

#### 3. Membership

- 3.1 The Committee will be comprised of no less than three (3) members, all of whom will be non-executive directors and “independent” directors as determined by the Board within the meaning of the NASDAQ and TSX rules as well as those of the Securities Exchange Act of 1934 and National Instrument 58-101 of the Canadian Securities Administrators (“NI 58-101”).
- 3.2 The members of the Committee shall be appointed annually by the Board at the first Board meeting following the annual meeting of shareholders, and shall hold office for a one year period, or until they are removed by the Board or until they cease to be directors of the Company.

- 3.3 Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee, and shall be filled by the Board as soon as reasonably practicable if the membership of the Committee is fewer than three directors. The Board may remove and replace any member of the Committee.
- 3.4 Each member should be capable of making a valuable contribution to the Committee.
- 3.5 The Chair of the Committee will be nominated by the Board from time to time. The Chair may be removed and replaced by the independent members of the Board.
- 3.6 The Corporate Secretary or such other person acceptable to the members shall act as Secretary to the Committee.
- 3.6 A quorum for any meeting will be no less than two (2) members. It is acceptable for members to attend by telephone or some other electronic means to be considered in attendance at a meeting.

#### **4. Meetings**

- 4.1 The Committee may invite such other persons (e.g. the CEO, CFO, COO, CAO, VP Risk Management and Internal Audit, CHRO, outside legal advisors, etc.) to its meetings, as it deems necessary. Directors not on the Committee may attend meetings at the invitation of the Chair.
- 4.2 Meetings may be called at the request of the Chair of the Committee or any Committee member. Meetings shall be held regularly and in any event not less than four (4) times a year. Special meetings may be convened as required. At least forty-eight hours prior notice of such meetings will be given to Committee members, unless otherwise agreed to by all members of the Committee.
- 4.3 The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
- 4.4 The Committee may hold "committee only" discussions and in such event all members of management will not be in attendance.
- 4.5 The proceedings of all meetings will be recorded in minutes for approval and signature.
- 4.6 A written resolution signed by all Committee members is as valid as one passed at a Committee meeting.
- 4.7 The Committee, through its Chair, shall report after each Committee meeting to the Board, at the Board's next regular meeting. A copy of the minutes of each meeting of the Committee shall be provided to each Committee member in a timely fashion.
- 4.8 In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Company.

#### **5. Specific Responsibilities**

In discharging its responsibilities, the Committee shall have the sole authority to, and shall, do the following:

- 5.1 Review periodically the organization, size, operation, practice, and tenure policies of the Board.
- 5.2 Identify and review with the Board the appropriate skills and characteristics required of Board members, taking into consideration the Board's short-term needs and long-term succession plans, and develop and annually update a long-term plan for the Board's composition that takes into consideration the characteristics of independence, age, skills, experience and availability of service to the Company of its members, as well as the opportunities, risks, and strategic direction of the Company.

- 5.3 Develop criteria and procedures for the identification and recruitment of candidates for election as directors of the Company (including the range of skills and expertise that should be represented on the Board), consider issues involving diversity considerations, geographic experience with businesses and organizations and potential conflicts of interest for such candidates, and consider individuals nominated for Board membership by any stockholder pursuant to the by-laws and report to the Board regularly on the status of these efforts.
- 5.4 Make recommendations to the Board regarding (a) the slate of the directors for inclusion in the Company's Proxy Statement for election at the Annual Meeting of Shareholders, (b) the Board's evaluation of the independence of each director, and (c) the appointment to fill any vacancy that is anticipated or has arisen on the Board in accordance with this Charter.
- 5.5 Act as the contact point for shareholder input to the director nomination process.
- 5.6 Assess the adequacy and quality of information provided to the Board prior to and during its meetings.
- 5.7 Upon a significant change in a director's principal occupation or upon a director assuming any significant outside commitments, review, as appropriate and in light of the then current Board policies, the continued Board membership of such director.
- 5.8 Oversee the process to communicate with shareholders and respond to their requests for strategic, financial or operational related changes.
- 5.9 Consider annually the establishment and membership of committees of the Board, the delegation of authority to such committees, and the chairpersonship of such committees (including periodic rotation of member and chair assignments).
- 5.10 Establish criteria for, and annually implement, an evaluation process for the Board, the Board Chair, each committee of the Board, and individual directors in order to assess the effectiveness of the Board as a whole, the Board Chair, each committee of the Board, and the contribution of individual directors.
- 5.11 Evaluate management's recommendations on the appointment of officers of the Company.
- 5.12 Provide continuing education on corporate governance issues, legal requirements and trends.
- 5.13 Establish and administer an orientation program for new directors.
- 5.14 Provide oversight of the Company's Insider Trading Blackout schedules and administration and administration of the Confidential Information Hotline.
- 5.15 Make recommendations to the Board regarding minimum qualifications of director candidates, and processes for identifying and nominating directors.
- 5.16 Evaluate the performance of the Company's Chief Executive Officer.
- 5.17 Make an annual report to the Board on succession planning which should include policies and principles for Chief Executive Officer selection and performance review as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.
- 5.18 Develop and regularly evaluate the process by which shareholders may communicate with the Company's senior management or members of the Board.
- 5.19 Conduct an annual performance self-evaluation of the Committee.
- 5.20 Review and approve prior to release any external or regulatory reporting referencing the work of the Committee.
- 5.21 Design and promote internal communication channels with the Board and ensure directors are kept current on regulatory developments as well as best practices in the industry.

- 5.22 In the event that a matter or issue arises which could involve overlapping Committee responsibilities or which might reasonably be construed so as to fall within the purview of more than one Committees' mandates, the Committee shall determine which committee of the Board will take the lead responsibility for addressing the matter or issue and provide any direction that may be appropriate with respect to the scope of the lead committee's responsibilities and any other committee's role with respect to the matter or issue.
- 5.23 Apprise the Board regularly of significant developments in the course of performing the above.
- 5.24 On an annual basis, review and assess the adequacy of this Charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship, and if appropriate, recommend changes to the Charter to the Board for their consideration and approval.

The foregoing list of responsibilities is not exhaustive. In addition to the foregoing, the Committee shall have such other responsibilities and may perform such other duties as may be necessary or appropriate under applicable law, the NASDAQ and TSX rules or as may be delegated to the Committee by the Board from time to time or as may be necessary or appropriate for the performance of its responsibilities.