

## **SUNOPTA INC.**

### **CHARTER OF THE OPERATIONS TRANSFORMATION COMMITTEE OF THE BOARD OF DIRECTORS**

#### **I. PURPOSE**

The purpose of the Operations Transformation Committee (the "Committee") is to assist the Board of Directors (the "Board") of SunOpta Inc. (the "Company") in executing its responsibilities with respect to:

- A. Reviewing and providing advice and counsel to the Board and management regarding the transformation and improvement of its business operations;
- B. Presenting to the Board an independent assessment of the Company's business operations and management recommendations; and
- C. Advising management and the Board regarding the appropriate internal and external communications associated with the transformation and improvement of the Company's business operations.

#### **II. STRUCTURE AND OPERATIONS**

##### Composition and Qualifications

The Committee shall be comprised of at least four members of the Board.

##### Appointment and Removal

The members of the Committee shall be appointed by the Board and each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by the Board.

##### Chair

Unless a Chair of the Committee is elected by the Board, the Committee shall designate a Chair by majority vote of the members.

##### Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any of its responsibilities to a subcommittee of the Committee.

##### Compensation

Members of the Committee shall receive such fees for their service as Committee members as may be determined by the Board.

### **III. MEETINGS**

The Committee will hold regularly scheduled Committee meetings on a quarterly basis. Additionally, Committee members shall attend operations reviews and provide advice and counsel to the executive team as circumstances require and as requested by the Board.

Any member of the Committee may submit a request for a meeting of the Committee to the Chair. The Chair will call and chair all meetings of the Committee and set the agendas for Committee meetings. All directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate to carry out its responsibilities. At all meetings of the Committee, a majority of the Committee members shall constitute a quorum for the transaction of business and the act of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be the act of the Committee, except as may be otherwise specifically provided by statute (such as in the case of a recusal due to a conflict of interest) or by the Company's Articles of Incorporation and By-laws. Meetings of the Committee may be held telephonically. The Committee shall maintain written minutes of any Committee meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee may also act by written consent, which shall constitute a valid action of the Committee if it has been executed by each Committee member and shows the date of execution. The written consent will be effective on the date of the last signature and will be filed with the minutes of Board meetings.

### **IV. RESPONSIBILITIES AND DUTIES**

Outlined below are certain responsibilities that the Committee is expected to fulfill in effecting its purpose as stated in Section I of this Charter. This list of responsibilities is presented for illustrative purposes and is not intended to be exhaustive. The Committee may conduct additional activities as appropriate in light of changing business, legislative, regulatory, legal or other conditions.

- A. Oversee development of, and recommend to the Board for approval, the Company's annual and longer-term value creation plans.
- B. Review individual operating unit plans for alignment with the strategic objectives set by the Board and the Company's operating plan.
- C. Review and provide feedback to the Board and management on the Company's capital allocation strategy; including, but not limited to, capital expenditures, capital structure, acquisitions and/or divestitures.
- D. At least quarterly, conduct reviews with management of performance against plan and provide feedback and guidance to management and the Board on plan execution.
- E. Provide input to management and the Audit Committee on the financial and/or operational information that will be presented to external parties.
- F. Within current corporate spending approval limits, review and approve the engagement and compensation of third party advisors in connection with achieving plan objectives.

- G. Provide input to the Compensation Committee and the Corporate Governance Committee on critical executive hiring, retention, motivation, and compensation decisions aimed at reinforcing achievement of plan goals.
- H. Perform other such duties as the Board may delegate to the Committee from time-to-time.

## **V. ANNUAL PERFORMANCE EVALUATION**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner, as it deems appropriate.