

SUNOPTA INC.

AUDIT COMMITTEE CHARTER

(Approved July 2019)

1. Overall Purpose / Objectives

The Audit Committee (“Committee”) of SunOpta Inc. (“Company”) is appointed by the Board of Directors (“Board”) to support the Board in fulfilling its responsibilities by providing oversight of: the financial reporting process; the system of internal and disclosure control and management of financial risks; the audit process; and the Company’s process for monitoring compliance with applicable laws and regulations and its own code of business conduct. In performing its duties, the Committee will foster an environment of adherence to the Company’s policies, practices and procedures at all levels and maintain effective working relationships with the Board, management, and the internal and external auditors.

2. Authority

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

- Seek any information it requires from:
 - Any employee (and all employees are directed as per the Company policies to co-operate with any request made by the Committee).
 - External parties.
- Retain outside legal or other professional advisors at the expense of the Company.
- Have the sole authority to determine (subject to Board confirmation as required), and to require the Company to fund: (a) appropriate compensation to the external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services; (b) appropriate compensation to any advisors to the Committee; and (c) administrative expenses necessary or appropriate to carrying out the Committee’s duties.
- Approve all auditing engagement fees and pre-authorize non-audit services performed by the Company’s auditors in accordance with the Company’s policy.
- Ensure that any consultants or other legal or professional advisors advising the Committee shall report directly to the Committee and the Committee will be responsible for all aspects of the relationship. In addition, the Committee shall ensure that outside consultants engaged are deemed independent from management for the purposes of the engagement and deemed independent within the meaning of the Securities Exchange Act of 1934.
- Delegate any of its responsibilities to subcommittees as the Committee may determine in its sole discretion.

3. Membership

- 3.1 The Committee will be comprised of no less than three (3) members of the Board, all of whom will be non-executive directors and determined by the Board to be “independent” directors within the meaning of the NASDAQ rules, National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) and any applicable governance guidelines or listing standards of the Toronto Stock Exchange (TSX) or any other securities exchange upon which the securities of the Company are from time to time listed.
- 3.2 Members will be appointed annually by the Board on the recommendation of the Corporate Governance Committee. 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 Corporate Governance 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.
- 3.3 All members of the Committee must comply with all financial-literacy requirements of the securities exchange(s) on which the Company is listed (NASDAQ) and 52-110. At least one member shall have accounting or related financial management expertise and qualify as an “Audit Committee financial expert,” as defined in applicable rules and regulations of the Securities Exchange Commission.

- 3.4 No member of the Committee shall serve on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee and discloses such determination in the Company's annual management proxy circular.
- 3.5 The Chair of the Committee will be nominated by the Board annually and may be removed and replaced by the Board. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to facilitate discussion of significant issues during the meeting, and making regular reports to the Board. The Chair will also maintain regular liaison with the CEO, CFO, the Head of Internal Audit, and the lead external audit partner. If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.
- 3.6 The Corporate Secretary, Head of Internal Audit or such other person acceptable to the members shall act as Secretary to the Committee.

4. Meetings

- 4.1 A quorum for any meeting will be at least two-thirds of the Committee members; however, in no event shall a quorum be fewer than three (3) members. It is acceptable for members to attend by telephone or some other electronic means to be considered in attendance at a meeting.
- 4.2 The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- 4.3 The Committee, through its Chair, shall report after each Committee meeting to the Board at the Board's next regular meeting.
- 4.4 Meetings shall be held not fewer than four (4) times a year. Special meetings may be convened as required. Internal audit, senior executive management or the external auditors, or the Chair of the Committee may convene a meeting if they consider that it is necessary.
- 4.5 The Committee shall meet separately, and periodically, with management, internal audit, legal counsel and representatives of the Company's external auditors, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall also meet regularly without such individuals present.
- 4.6 The proceedings of all meetings will be recorded in minutes for approval and signature.

5. Roles and Responsibilities

The Committee will:

Internal Control and Disclosure Controls

- 5.1 Evaluate whether management is setting the appropriate "control culture" by communicating the importance of internal control and the management of risk, ensuring that all employees have an understanding of their roles and responsibilities, and communicating the importance of the code of conduct and the guidelines for acceptable behavior.
- 5.2 Consider the risk of management's ability to override Company's internal controls.
- 5.3 Consider how management is held to account for the security of computer systems and applications, and the contingency plans for processing financial information in the event of a systems breakdown.
- 5.4 Consider levels of authority and responsibility in key areas, including pricing, significant contracts, capital expenditures and commitments.

- 5.5 Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; major issues as to the adequacy of the Company's internal controls; and any special audit steps adopted in light of material control deficiencies.
- 5.6 Periodically review the adequacy and effectiveness of the Company's disclosure controls and procedures and the adequacy and effectiveness of the Company's internal control over financial reporting, including any significant deficiencies or material weaknesses in design or operation of internal controls, significant changes in internal controls.
- 5.7 Understand any issues raised in SEC comment letters received by the Company, as well as management's planned response.
- 5.8 Review the CEO and CFO certifications and through inquiry understand the practices and procedures adopted to permit management's assurance on the underlying controls. Furthermore, the Committee receives and reviews any disclosure from the Company's CEO or CFO made in connection with the certification of the Company's quarterly and annual reports filed with the SEC and the Canadian securities regulatory authorities of: a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

Financial Reporting

a) General

- 5.9 Maintain an understanding of the current areas of greatest financial risk and exposure and how management is assessing, monitoring and managing these effectively.

b) Financial Statements and Other Disclosure Documents

- 5.10 Review the annual and quarterly Consolidated Financial Statements and Management's Discussion & Analysis (MD&A) and determine whether they are complete and consistent with the information known to Committee members; assess whether the Consolidated Financial Statements reflect appropriate accounting principles.
- 5.11 Review and approve all related party transactions, defined as those transactions required to be disclosed under Items 404(a) and (b) of Regulations S-K and NASDAQ Corporate Governance Rule 5630, in accordance with Company policies and procedures as developed by the Committee. Discuss with external auditor its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.
- 5.12 Meet with management and the external auditors to review the Consolidated Financial Statements and MD&A and the results of the audit.
- 5.13 Recommend to the Board, based on the review described above in this section, as to whether the financial statements should be included in the annual report on Form 10-K or quarterly report on Form 10-Q and whether the Form 10-K should be filed with the SEC; and to produce the audit committee report required to be included in the Company's proxy statement.

c) Preliminary Announcements, Interim Financial Statements and Analysts Briefings

- 5.14 Review and discuss with management disclosure of financial information, including earnings press releases, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies.

Internal Audit

- 5.15 Review the activities and organization structure of the internal audit function.
- 5.16 Maintain a direct line of communication with the Head of Internal Audit and receive periodic reports on ongoing functional priorities and activities.

- 5.17 On an annual basis review and recommend changes to the internal audit charter. The charter should ensure unrestricted access by internal auditors to all records, personnel and physical properties in the performance of their engagements.
- 5.18 Review the qualifications of internal audit personnel and lead in the appointment, replacement, reassignment or dismissal of the Head of Internal Audit. Be involved in any compensation decisions of the Head of Internal Audit.
- 5.19 Review and approve the internal audit budget and assess the appropriateness of the resources allocated to internal auditing.
- 5.20 Ensure that significant findings and recommendations made by the internal auditors are shared with the Committee and the external auditors, and that management responds on a timely basis.

External Audit

- 5.21 Appoint, and recommend that the Board submit for shareholder ratification, compensate, retain, and oversee the work performed by the external auditor retained for the purpose of preparing or issuing an audit report or related work. Review the performance and independence of the external auditor and remove the external auditor if circumstances warrant. The external auditor will report directly to the Committee and the Committee will oversee the resolution of disagreements between management and the external auditor if they arise.
- 5.22 Review the external auditors' proposed audit scope, budget and approach and ensure no unjustified restrictions or limitations have been placed on the scope. Review any changes made to the audit scope over the course of the audit and the reasons for such changes. Discuss at the conclusion of the audit any problems or difficulties that arose during the course of the audit and management's response.
- 5.23 At least annually, obtain and review a report by the external auditor describing:
 - The external auditor's internal quality-control procedures;
 - Any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation conducted by governmental or professional authorities during the preceding five years with respect to independent audits carried out by the external auditor, and any steps taken to deal with such issues; and
 - All relationships between the external auditor and the Company that may affect the independence and objectivity of the auditor, addressing the matters set forth in PCAOB Rule 3526.
- 5.24 Communicating with the independent auditor with respect to any relationships or services that may affect the auditor's objectivity and independence. Overseeing the independence of the auditor.
- 5.25 Review with management and the external auditor (i) the effect of regulatory and accounting initiatives as well as any off-balance sheet structures and transactions on the Company's financial statements; (ii) the plans of management and the external auditor regarding any significant changes in accounting practices or policies and the financial and accounting impact thereof.
- 5.26 Review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters have been disclosed in the financial statements.
- 5.27 Review and discuss the external auditor's report on the Company's assessment of internal control and financial reporting.
- 5.28 Review and approve the hiring policies for employees or former employees of the past and present external auditors.
- 5.29 Discuss with the external auditor the audit partner rotation plan including the timing and process for implementing the plan to ensure the succession plan is set.

- 5.30 Hold timely discussions with the external auditor and CFO regarding the following:
- All critical accounting policies and practices;
 - All alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor; and
 - Other material written communications between the external auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.

Whistle Blower Policy

- 5.31 The Committee shall receive quarterly reports on any concerns communicated by employees to the Company's Confidence Line (or successor program) concerning internal controls and financial reporting.
- 5.32 Establish and oversee procedures for:
- a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

Compliance with Laws and Regulations

- 5.33 Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any fraudulent acts or non-compliance and obtain regular updates from management and Company's legal counsel regarding compliance matters.
- 5.34 Review regular reports from management and others (e.g., internal and external auditors) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements.
- 5.35 Be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements.
- 5.36 Review any material findings of any examinations by regulatory agencies.
- 5.37 Review the qualifications of compliance personnel and concur in the appointment, replacement, reassignment or dismissal of the Compliance Officer.
- 5.38 Ensure that significant findings and recommendations made by the Compliance Officer are received and discussed on a timely basis.

Compliance with the Company's Code of Conduct

- 5.39 Ensure that the code of conduct is in writing and that arrangements are made for all employees to be aware of it.
- 5.40 Review the process for monitoring compliance with the code of conduct, enforce provisions of the code and investigate any alleged breach or violation of the Code.

Reporting Responsibilities

- 5.41 Ensure the Board is aware of matters which may significantly impact the financial condition or affairs of the Company.
- 5.42 Review annually with the Board the Company's current internal controls over financial reporting and report on the results of the audit performed by the external auditors on the effectiveness of those internal controls as part of the external auditors' integrated audit for the Company's annual financial statements for the fiscal year end, including the identification of any material weaknesses or significant deficiencies in internal controls.

Other Responsibilities

- 5.43 If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- 5.44 On an annual basis, review and assess the adequacy of this Charter taking into account emerging corporate governance recommendations and 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.
- 5.45 The Committee's performance shall be evaluated regularly, in accordance with a process developed by the Corporate Governance Committee and approved by the Board, and the results of that evaluation shall be reported to the Corporate Governance Committee and to the Board.

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.