

Unaudited condensed consolidated interim financial statements of

ROGERS SUGAR INC.

Three months ended January 2, 2016 and December 27, 2014

ROGERS SUGAR INC.

(Unaudited)

Condensed consolidated interim statements of earnings and comprehensive income

(In thousands of dollars except per share amounts)

| <i>Condensed consolidated interim statements of earnings</i> | For the three months ended | |
|--|-----------------------------------|-----------------------------|
| | January 2 2016 | December 27 2014 |
| Revenues (note 16) | \$ 130,090 | \$ 128,726 |
| Cost of sales (note 4) | 91,526 | 105,362 |
| Gross margin | 38,564 | 23,364 |
| Administration and selling expenses (note 4) | 3,566 | 5,488 |
| Distribution expenses | 2,408 | 2,116 |
| | 5,974 | 7,604 |
| Results from operating activities | 32,590 | 15,760 |
| Net finance costs (note 5) | 2,397 | 2,960 |
| Earnings before income taxes | 30,193 | 12,800 |
| Income tax expense: | | |
| Current | 2,969 | 2,467 |
| Deferred | 5,153 | 918 |
| | 8,122 | 3,385 |
| Net earnings | \$ 22,071 | \$ 9,415 |
| Net earnings per share (note 11): | | |
| Basic | \$ 0.23 | \$ 0.10 |
| Diluted | \$ 0.21 | \$ 0.10 |

| <i>Condensed consolidated interim statements of comprehensive income</i> | For the three months ended | |
|--|-----------------------------------|-----------------------------|
| | January 2 2016 | December 27 2014 |
| Net earnings | \$ 22,071 | \$ 9,415 |
| Other comprehensive income | — | — |
| Net earnings and comprehensive income for the period | \$ 22,071 | \$ 9,415 |

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ROGERS SUGAR INC.

(Unaudited)

Condensed consolidated interim statements of financial position

(In thousands of dollars)

| | January 2 2016 | October 3 2015 | December 27 2014 |
|--|-------------------|-------------------|---------------------|
| Assets | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 1,234 | \$ 1,359 | \$ 82 |
| Trade and other receivables | 41,277 | 48,202 | 40,829 |
| Income taxes recoverable | 2 | 147 | 94 |
| Inventories (note 6) | 97,436 | 67,273 | 119,871 |
| Prepaid expenses | 1,453 | 2,229 | 1,009 |
| Derivative financial instruments (note 7) | 4,781 | 5,976 | 3,389 |
| Total current assets | 146,183 | 125,186 | 165,274 |
| Non-current assets: | | | |
| Property, plant and equipment | 175,867 | 176,410 | 175,842 |
| Intangible assets | 1,656 | 1,703 | 1,851 |
| Other assets | 485 | 511 | 496 |
| Deferred tax assets | 18,093 | 18,077 | 16,759 |
| Derivative financial instruments (note 7) | 751 | 90 | 61 |
| Goodwill | 229,952 | 229,952 | 229,952 |
| Total non-current assets | 426,804 | 426,743 | 424,961 |
| Total assets | \$ 572,987 | \$ 551,929 | \$ 590,235 |
| Liabilities and Shareholders' Equity | | | |
| Current liabilities: | | | |
| Bank overdraft (note 8) | \$ - | \$ - | \$ 2,607 |
| Revolving credit facility (note 8) | 3,000 | 7,000 | 31,000 |
| Trade and other payables | 47,010 | 39,384 | 47,292 |
| Income taxes payable | 274 | - | 454 |
| Provisions | 750 | 1,356 | 919 |
| Finance lease obligations | 49 | 46 | - |
| Derivative financial instruments (note 7) | 4,828 | 3,890 | 2,936 |
| Total current liabilities | 55,911 | 51,676 | 85,208 |
| Non-current liabilities: | | | |
| Revolving credit facility (note 8) | 70,000 | 70,000 | 70,000 |
| Employee benefits | 43,028 | 45,135 | 43,791 |
| Provisions | 2,350 | 2,350 | 2,417 |
| Derivative financial instruments (note 7) | 7,955 | 7,701 | 2,561 |
| Finance lease obligations | 211 | 223 | - |
| Convertible unsecured subordinated debentures (note 9) | 107,845 | 107,622 | 106,955 |
| Deferred tax liabilities | 32,334 | 27,165 | 28,268 |
| Total non-current liabilities | 263,723 | 260,196 | 253,992 |
| Total liabilities | 319,634 | 311,872 | 339,200 |
| Shareholders' equity: | | | |
| Share capital | 133,667 | 133,782 | 133,712 |
| Contributed surplus | 200,179 | 200,167 | 200,151 |
| Equity portion of convertible unsecured subordinated debentures (note 9) | 1,188 | 1,188 | 1,188 |
| Deficit | (81,681) | (95,080) | (84,016) |
| Total shareholders' equity (note 10) | 253,353 | 240,057 | 251,035 |
| Total liabilities and shareholders' equity | \$ 572,987 | \$ 551,929 | \$ 590,235 |

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ROGERS SUGAR INC.

(Unaudited)

Condensed consolidated interim statements of changes in shareholders' equity

(In thousands of dollars except number of shares)

| | For the three months ended January 2, 2016 | | | | | |
|--|--|---------------|---------------------|--|----------|---------|
| | Number of shares | Common shares | Contributed surplus | Equity portion of convertible debentures | Deficit | Total |
| | | \$ | \$ | \$ | \$ | \$ |
| Balance, October 3, 2015 | 94,028,760 | 133,782 | 200,167 | 1,188 | (95,080) | 240,057 |
| Dividends (note 10) | – | – | – | – | (8,458) | (8,458) |
| Share-based compensation (note 12) | – | – | 12 | – | – | 12 |
| Purchase and cancellation of shares (note 10) | (80,800) | (115) | – | – | (214) | (329) |
| Net earnings and comprehensive income for the period | – | – | – | – | 22,071 | 22,071 |
| Balance, January 2, 2016 | 93,947,960 | 133,667 | 200,179 | 1,188 | (81,681) | 253,353 |

| | For the three months ended December 27, 2014 | | | | | |
|--|--|---------------|---------------------|--|----------|---------|
| | Number of shares | Common shares | Contributed surplus | Equity portion of convertible debentures | Deficit | Total |
| | | \$ | \$ | \$ | \$ | \$ |
| Balance, September 27, 2014 | 94,028,860 | 133,712 | 200,148 | 1,188 | (84,968) | 250,080 |
| Dividends (note 10) | – | – | – | – | (8,463) | (8,463) |
| Share-based compensation (note 12) | – | – | 3 | – | – | 3 |
| Net earnings and comprehensive income for the period | – | – | – | – | 9,415 | 9,415 |
| Balance, December 27, 2014 | 94,028,860 | 133,712 | 200,151 | 1,188 | (84,016) | 251,035 |

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ROGERS SUGAR INC.

(Unaudited)

Condensed consolidated interim statements of cash flows

(In thousands of dollars)

| | For the three-months ended | |
|---|----------------------------|---------------------|
| | January 2 2016 | December 27 2014 |
| Cash flows from operating activities: | | |
| Net earnings | \$ 22,071 | \$ 9,415 |
| Adjustments for: | | |
| Depreciation of property, plant and equipment (note 4) | 3,181 | 3,021 |
| Amortization of intangible assets (note 4) | 47 | 51 |
| Changes in fair value of derivative financial instruments included in cost of sales | 1,813 | 2,730 |
| Income tax expense | 8,122 | 3,385 |
| Pension contributions | (2,833) | (1,695) |
| Pension expense | 726 | 1,894 |
| Net finance costs (note 5) | 2,397 | 2,960 |
| Gain on disposal of property, plant and equipment | - | (26) |
| Share-based compensation | 12 | 3 |
| | 35,536 | 21,738 |
| Changes in: | | |
| Trade and other receivables | 6,925 | 11,366 |
| Inventories | (30,163) | (33,520) |
| Prepaid expenses | 776 | 1,123 |
| Trade and other payables | 7,611 | (4,363) |
| Provisions | (606) | - |
| | (15,457) | (25,394) |
| Cash flows from (used in) operating activities: | 20,079 | (3,656) |
| Interest paid | (3,788) | (2,325) |
| Income taxes paid | (2,550) | (1,988) |
| Net cash from (used in) operating activities | 13,741 | (7,969) |
| Cash flows (used in) from financing activities: | | |
| Dividends paid | (8,465) | (8,463) |
| (Decrease) Increase in revolving credit facility | (4,000) | 16,000 |
| Increase in bank overdraft | - | 1,774 |
| Purchase of shares (note 10) | (329) | - |
| Net cash (used in) from financing activities | (12,794) | 9,311 |
| Cash flows used in investing activities: | | |
| Additions to property, plant and equipment, net of proceeds on disposal | (1,072) | (1,366) |
| Net cash used in investing activities | (1,072) | (1,366) |
| Net decrease in cash and cash equivalents | (125) | (24) |
| Cash and cash equivalents, beginning of period | 1,359 | 106 |
| Cash and cash equivalents, end of period | \$ 1,234 | \$ 82 |

Supplemental cash flow information (note 13)

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

1. Reporting entity:

Rogers Sugar Inc. (“Rogers” or the “Company”) is a company domiciled in Canada, incorporated under the *Canada Business Corporations Act*. The head office of Rogers is located at 123 Rogers Street, Vancouver, British Columbia, V6B 3V2. The unaudited condensed consolidated interim financial statements of Rogers for the three-month periods ended January 2, 2016 and December 27, 2014 comprise Rogers and its subsidiary, Lantic Inc., (together referred to as the “Company”). The principal business activity of the Company is the refining, packaging and marketing of sugar products.

2. Basis of presentation and statement of compliance:

(a) Statement of compliance:

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* on a basis consistent with those accounting policies followed by the Company in the most recent audited consolidated annual financial statements other than the adoption of the amendments of IAS 19 as described in note 3a). Certain information, in particular the accompanying notes, normally included in the audited annual consolidated financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) has been omitted or condensed. Accordingly, these unaudited condensed consolidated interim financial statements do not include all the information required for full annual financial statements, and, therefore, should be read in conjunction with the audited annual consolidated financial statements and the notes thereto for the year ended October 3, 2015.

These unaudited condensed consolidated interim financial statements were authorized for issue by the Board of Directors on February 9, 2016.

(b) Basis of measurement:

These unaudited condensed consolidated interim financial statements have been prepared on the historical cost basis except for the following material items in the unaudited condensed consolidated statements of financial position:

- (i) financial instruments at fair value through profit or loss are measured at fair value; and
- (ii) the defined benefit liability is recognized as the net total of the present value of the defined benefit obligation less the total of the fair value of the plan assets and the unrecognized past service costs.

(c) Functional and presentation currency:

These unaudited condensed consolidated interim financial statements are presented in Canadian dollars since it is the Company’s functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousands, except as noted and per share amounts.

ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

2. Basis of presentation and statement of compliance (continued):

(d) Use of estimates and judgements:

The preparation of these unaudited condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

In preparing these unaudited condensed consolidated interim financial statements, the significant judgements made by management in applying the Company's accounting policies and key sources of estimation of uncertainty are as those applied and described in the Company's audited annual consolidated financial statements for the year ended October 3, 2015.

3. Significant accounting policies:

The significant accounting policies as disclosed in the Company's audited annual consolidated financial statements for the year ended October 3, 2015 have been applied consistently in the preparation of these unaudited condensed consolidated interim financial statements, except as noted below.

(a) New standards and interpretations adopted:

(i) IAS 19, Employee benefits:

In November 2013, the IASB issued amendments to pension accounting under IAS 19, *Employee benefits*. The amendments introduce a relief (practical expedient) that will reduce the complexity and burden of accounting for certain contributions from employees or third parties. The amendments are effective for years beginning on or after January 1, 2015. The Company adopted the amendments in the first quarter of the year ending October 1, 2016. The adoption of IAS 19, *Employee Benefits*, did not have an impact on the unaudited condensed consolidated interim financial statements.

(b) New standards and interpretations not yet adopted:

A number of new standards and amendments to standards and interpretations are not yet effective for the three months ended January 2, 2016 and have not been applied in preparing these unaudited condensed consolidated interim financial statements. New standards and amendments to standards and interpretations that are currently under review include:

(i) IFRS 9, *Financial instruments*:

On July 24, 2014, the IASB issued the complete IFRS 9 (IFRS 9 (2014)). The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exemptions. Early adoption is permitted. The restatement of prior periods is not required and is only permitted if information is available without the use of hindsight.

3. Significant accounting policies (continued):

(b) New standards and interpretations not yet adopted (continued):

(i) IFRS 9, *Financial instruments (continued)*:

IFRS 9 (2014) introduces new requirements for the classification and measurement of financial assets. Under IFRS 9 (2014), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows.

The standard introduces additional changes relating to financial liabilities. It also amends the impairment model by introducing a new “expected credit loss” model for calculating impairment.

IFRS 9 (2014) also includes a new general hedge accounting standard which aligns hedge accounting more closely with risk management. This new standard does not fundamentally change the types of hedging relationships or the requirement to measure and recognize ineffectiveness; however, it will provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship.

Special transitional requirements have been set for the application of the new general hedging model.

The Company intends to adopt IFRS 9 (2014) in its consolidated financial statements for the annual period beginning on September 30, 2018, at the latest. The extent of the impact of adoption of the standard on the financial statements of the Company has not yet been determined.

(ii) IFRS 15, *Revenue from contracts with customers*:

On May 28, 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers*. IFRS 15 will replace IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfer of Assets from Customers*, and SIC 31, *Revenue – Barter Transactions Involving Advertising Services*. The new standard is effective for years beginning on or after January 1, 2018. Earlier application is permitted. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

3. Significant accounting policies (continued):

(b) New standards and interpretations not yet adopted (continued):

(ii) IFRS 15, *Revenue from contracts with customers* (continued):

The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRS.

The Company intends to adopt IFRS 15 in its financial statements for the year beginning on September 30, 2018. The extent of the impact of adoption of the standard on the financial statements of the Company has not yet been determined.

(iii) IAS 1, *Presentation of Financial Statements*:

On December 18, 2014, the IASB issued amendments to IAS 1, *Presentation of Financial Statements* as part of its major initiative to improve presentation and disclosure in financial reports. The amendments are effective for years beginning on or after January 1, 2016. Early adoption is permitted. The Company intends to adopt these amendments in its consolidated financial statements for the year beginning on October 2, 2016. The extent of the impact of adoption of the standard on the consolidated financial statements of the Company has not yet been determined.

(iv) Annual improvements to IFRS (2012-2014) cycle:

On September 25, 2014, the IASB issued narrow-scope amendments to a total of four standards as part of its annual improvements process. The amendments will apply for years beginning on or after January 1, 2016. Amendments were made to clarify the following in their respective standards:

- Changes in method for disposal under IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*;
- “Continuing involvement” for servicing contracts and offsetting disclosures in condensed interim financial statements under IFRS 7, *Financial Instruments: Disclosures*;
- Discount rate in a regional market sharing the same currency under IAS 19, *Employee Benefits*;
- Disclosure of information “elsewhere in the interim financial report” under IAS 34, *Interim Financial Reporting*.

The Company intends to adopt these amendments in its consolidated financial statements for the year beginning on October 2, 2016. The extent of the impact of adoption of the standard on the consolidated financial statements of the Company has not yet been determined.

ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

4. Depreciation and amortization expense:

Depreciation and amortization expense were charged to the unaudited condensed consolidated interim statements of earnings as follows:

| | For the three months ended | |
|--|----------------------------|---------------------|
| | January 2 2016 | December 27 2014 |
| | \$ | \$ |
| Depreciation of property, plant and equipment: | | |
| Cost of sales | 3,081 | 2,909 |
| Administration and selling expenses | 100 | 112 |
| | 3,181 | 3,021 |
| Amortization of intangible assets: | | |
| Administration and selling expenses | 47 | 51 |
| Total depreciation and amortization expenses | 3,228 | 3,072 |

5. Finance costs:

Recognized in net earnings:

| | For the three months ended | |
|--|----------------------------|---------------------|
| | January 2 2016 | December 27 2014 |
| | \$ | \$ |
| Net change in fair value of interest rate swap | 87 | - |
| Finance income | 87 | - |
| Interest expense on convertible unsecured subordinated debentures | 1,587 | 1,615 |
| Interest on revolving credit facility | 691 | 931 |
| Amortization of deferred financing fees | 206 | 208 |
| Net change in fair value in interest rate swap | - | 206 |
| Finance costs | 2,484 | 2,960 |
| Net finance costs recognized in net earnings | 2,397 | 2,960 |

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

6. Inventories:

During the three months ended January 2, 2016, the Company recorded an amount of \$63 (October 3, 2015 – nil; December 27, 2014 - \$43) related to onerous contracts as defined in IAS 37 paragraph 66, as a write-down to inventory through cost of sales. In the normal course of business, the Company enters into an economic hedge for all of its raw sugar purchases and refined sugar sales. As the Company does not apply hedge accounting for these contracts, the related derivative instruments, being the futures contracts are marked-to-market. As a result, the Company must record an onerous loss to cost of sales when the net realizable value is lower than the mark-to-market of the raw sugar futures contract and the related refining costs.

7. Financial instruments:

Disclosures relating to risks exposures, in particular credit risk, liquidity risk, foreign currency risk, interest rate risk and equity risk were provided in the October 3, 2015 annual consolidated financial statements and there have been no significant changes in the Company's risk exposures during the three months ended January 2, 2016.

Details of recorded gains (losses) for the year, in marking-to-market all derivative financial instruments and embedded derivatives that are outstanding at quarter end, are noted below. For sugar futures contracts (derivative financial instruments), the amounts noted below are netted with the variation margins paid or received to/from brokers at the end of the reporting period. Natural gas forwards and sugar futures have been marked-to-market using published quoted values for these commodities, while foreign exchange forward contracts have been marked-to-market using rates published by the financial institution which is counter-party to these contracts. The fair value of natural gas contracts, foreign exchange forward contracts and interest rate swap calculations include a credit risk adjustment for the Company's or counterparty's credit, as appropriate.

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

7. Financial instruments (continued):

As at January 2, 2016, financial derivatives outstanding and their mark-to-market impact on the unaudited condensed consolidated interim statements of earnings and comprehensive income were as follows:

| | Financial Assets | | Financial Liabilities | |
|------------------------------------|------------------|-------------|-----------------------|--------------|
| | Current | Non-Current | Current | Non-Current |
| | January 2, 2016 | | January 2, 2016 | |
| | \$ | \$ | \$ | \$ |
| Sugar futures contracts | 12 | - | - | 75 |
| Natural gas futures contracts | - | - | 3,891 | 6,563 |
| Foreign exchange forward contracts | - | - | 459 | 199 |
| Embedded derivatives | 4,769 | 751 | - | - |
| Interest rate swap | - | - | 478 | 1,118 |
| | 4,781 | 751 | 4,828 | 7,955 |

| | Unrealized gain / (loss) | |
|------------------------------------|---|---------------------|
| | For the three months ended January 2 2016 | December 27 2014 |
| | \$ | \$ |
| Sugar futures contracts | 4,459 | 263 |
| Natural gas futures contracts | (2,020) | (4,014) |
| Foreign exchange forward contracts | (1,208) | 1,102 |
| Embedded derivatives | 3,526 | 650 |
| Charged to cost of sales | 4,757 | (1,999) |

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

7. Financial instruments (continued):

As at October 3, 2015 and December 27, 2014, financial derivatives outstanding were as follows:

| | Financial assets | | Financial liabilities | | Financial assets | | Financial liabilities | |
|------------------------------------|------------------|--------------------------------|-----------------------|-------------|------------------|----------------------------------|-----------------------|-------------|
| | Current | Non-current October 3, 2015 | Current | Non-current | Current | Non-current December 27, 2014 | Current | Non-current |
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Sugar futures contracts | 400 | - | - | 102 | - | - | 181 | 22 |
| Natural gas futures contracts | - | - | 3,312 | 6,376 | - | - | 2,303 | 2,149 |
| Foreign exchange forward contracts | 3,672 | - | - | 118 | 2,003 | 61 | - | - |
| Embedded derivatives | 1,904 | 90 | - | - | 1,386 | - | - | - |
| Interest rate swap | - | - | 578 | 1,105 | - | - | 452 | 390 |
| | 5,976 | 90 | 3,890 | 7,701 | 3,389 | 61 | 2,936 | 2,561 |

For its financial assets and liabilities measured at amortized cost as at January 2, 2016, the Company has determined that the carrying value of its short-term financial assets and liabilities approximates their fair value because of the relatively short periods to maturity of these instruments.

8. Bank overdraft and revolving credit facility:

The Company has a revolving credit facility of \$150.0 million of available working capital from which it can borrow at prime rate, Libor rate or under Bankers' Acceptances, plus 20 to 200 basis points, based on achieving certain financial ratios. Certain assets of the Company, including trade receivables, inventories and property, plant and equipment have been pledged as security for the credit facility. The following amounts were outstanding as of:

| | January 2 2016 | October 3 2015 | December 27 2014 |
|--|-------------------|-------------------|---------------------|
| | \$ | \$ | \$ |
| Outstanding amount on revolving credit facility: | | | |
| Current | 3,000 | 7,000 | 31,000 |
| Non-current | 70,000 | 70,000 | 70,000 |
| | 73,000 | 77,000 | 101,000 |

The revolving credit facility expires on June 29, 2020. As at January 2, 2016, an amount of \$70.0 million is shown as non-current.

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

8. Bank overdraft and revolving credit facility (continued):

The comparative figures of October 3, 2015 and December 27, 2014 have been reclassified to reflect the expected non-current portion of the revolving credit facility.

The carrying value of the revolving credit facility approximates fair value as the borrowings bear interest at variable rates.

9. Convertible unsecured subordinated debentures:

The outstanding convertible debentures, all recorded as non-current liabilities, are as follows:

| | January 2 2016 | October 3 2015 | December 27 2014 |
|---------------------------------------|-------------------|-------------------|---------------------|
| | \$ | \$ | \$ |
| Fourth series | 50,000 | 50,000 | 50,000 |
| Fifth series | 60,000 | 60,000 | 60,000 |
| Total face value | 110,000 | 110,000 | 110,000 |
| Less deferred financing fees | (1,593) | (1,773) | (2,315) |
| Less equity component | (1,188) | (1,188) | (1,188) |
| Accretion expense on equity component | 626 | 583 | 458 |
| Total carrying value | 107,845 | 107,622 | 106,955 |

The fair value of the Fourth and Fifth series debentures as at January 2, 2016 were approximately \$112.7 million based on market quotes.

10. Share capital and other components of equity:

In November 2015, the Company received approval from the Toronto Stock Exchange to proceed with a normal course issuer bid ("NCIB"). Under the NCIB, the Company may purchase up to 500,000 common shares. The NCIB commenced on December 1, 2015 and may continue to November 30, 2016. During the first quarter of fiscal 2016, the Company purchased 80,800 common shares, having a book value of \$115 for a total cash consideration of \$329. The excess of the purchase price over the book value of the shares in the amount of \$214 was charged to deficit. All shares purchased were cancelled.

As of January 2, 2016, a total of 93,947,960 common shares (October 3, 2015 - 94,028,760; December 27, 2014 - 94,028,860) were outstanding.

ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

10. Share capital and other components of equity (continued):

The following dividends were declared by the Company:

| | January 2 2016 | December 27 2014 |
|-----------|-------------------|---------------------|
| | \$ | \$ |
| Dividends | 8,458 | 8,463 |
| | 8,458 | 8,463 |

11. Earnings per share:

Reconciliation between basic and diluted earnings per share is as follows:

| | January 2 2016 | December 27, 2014 |
|--|-------------------|----------------------|
| Basic earnings per share: | | |
| Net earnings | \$ 22,071 | 9,415 |
| Weighted average number of shares outstanding | 93,974,296 | 94,028,860 |
| Basic earnings per share | \$ 0.23 | 0.10 |
| Diluted earnings per share: | | |
| Net earnings | \$ 22,071 | 9,415 |
| Plus impact of convertible unsecured subordinated debentures and share options | 1,307 | 1,329 |
| | \$ 23,378 | 10,744 |
| Weighted average number of shares outstanding: | | |
| Basic weighted average number of shares outstanding | 93,974,296 | 94,028,860 |
| Plus impact of convertible unsecured subordinated debentures and share options | 16,025,641 | 16,025,641 |
| | 109,999,937 | 110,054,501 |
| Diluted earnings per share | \$ 0.21 | 0.10 |

ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

12. Share-based compensation:

The Company has reserved and set aside for issuance an aggregate of 4,000,000 common shares (October 3, 2015 – 4,000,000 common shares; December 27, 2014 – 850,000 common shares) at a price equal to the average market price of transactions during the last five trading days prior to the grant date. Options are exercisable to a maximum of 20% of the optioned shares per year, starting after the first anniversary date of the granting of the options and will expire after a term of ten years. Upon termination, resignation, retirement, death or long-term disability, all share options granted under the Share Option Plan not vested shall be forfeited.

Compensation expense is amortized over the vesting period of the corresponding optioned shares and is expensed in the administration and selling expenses with an offsetting credit to contributed surplus. An expense of \$12 was recorded for the three months ended January 2, 2016 (an expense of \$3 for the three months ended December 27, 2014).

The following tables summarize information about the Share Option Plan as of January 2, 2016 and October 3, 2015:

| Exercise price per option | Outstanding number of options at October 3 2015 | Options granted during the period | Options exercised during the period | Options forfeited during the period | Outstanding number of options at January 2 2016 | Weighted average remaining life | Number of options exercisable |
|---------------------------|---|-----------------------------------|-------------------------------------|-------------------------------------|---|---------------------------------|-------------------------------|
| \$ 4.59 | 850,000 | - | - | - | 850,000 | 9.40 | - |
| \$ 5.61 | 226,500 | - | - | - | 226,500 | 6.20 | 134,500 |

| Exercise price per option | Outstanding number of options at September 27 2014 | Options granted during the period | Options exercised during the period | Options forfeited during the period | Outstanding number of options at October 3 2015 | Weighted average remaining life | Number of options exercisable |
|---------------------------|--|-----------------------------------|-------------------------------------|-------------------------------------|---|---------------------------------|-------------------------------|
| \$ 3.61 | 30,000 | - | 30,000 | - | - | - | - |
| \$ 4.59 | - | 850,000 | - | - | 850,000 | 9.65 | - |
| \$ 5.61 | 226,500 | - | - | - | 226,500 | 6.45 | 134,500 |

As at January 2, 2016 and October 3, 2015, all of the options outstanding are held by key management personnel (see note 14).

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

13. Supplementary cash flow information:

| | January 2 2016 | December 27 2014 | October 3 2015 | September 27 2014 |
|---|-------------------|---------------------|-------------------|----------------------|
| | \$ | \$ | \$ | \$ |
| Non-cash transactions: | | | | |
| Additions of property, plant and equipment and intangibles included in trade and other payables | 2,154 | 1,173 | 579 | 709 |

14. Key management personnel:

The Board of Directors as well as the President and all the Vice-Presidents are deemed to be key management personnel of the Company. The following is the compensation expense for key management personnel:

| | For the three months ended | |
|---|----------------------------|---------------------|
| | January 2 2016 | December 27 2014 |
| | \$ | \$ |
| Salaries and short-term benefits | 498 | 585 |
| Attendance fees for members of the Board of Directors | 114 | 109 |
| Post-retirement benefits | 31 | 29 |
| Share-based compensation | 12 | 3 |
| | 655 | 726 |

Further information about the remuneration of individual directors is provided in the annual Management Proxy Circular.

15. Personnel expenses:

| | For the three months ended | |
|--|----------------------------|---------------------|
| | January 2 2016 | December 27 2014 |
| | \$ | \$ |
| Wages, salaries and employee benefits | 17,875 | 17,343 |
| (Income) expenses related to defined benefit plans (i) | (46) | 1,215 |
| Expenses related to defined contributions plans | 772 | 679 |
| Share-based compensation | 12 | 3 |
| | 18,613 | 19,240 |

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Notes to unaudited condensed consolidated interim financial statements
(In thousands of dollars except as noted and amounts per share)

15. Personnel expenses (continued):

- (i) In fiscal 2014, the Company approved the termination of the defined benefit portion of the Lantic Inc. Pension Plan for Salaried Employees in B.C. and Alberta (the "Salaried Plan") effective as of December 31, 2014. During the current quarter, the Company completed the settlement of the Salaried Plan and as a result, recorded a \$1.2 million profit in administration and selling expenses.

The personnel expenses were charged and capitalized to the unaudited condensed consolidated interim statements of earnings and statements of financial position, respectively, as follows:

| | For the three months ended | |
|-------------------------------------|----------------------------|---------------------|
| | January 2 2016 | December 27 2014 |
| | \$ | \$ |
| Cost of sales | 16,727 | 16,046 |
| Administration and selling expenses | 1,467 | 2,833 |
| Distribution expenses | 297 | 279 |
| | 18,491 | 19,158 |
| Property, plant and equipment | 122 | 82 |
| | 18,613 | 19,240 |

16. Segmented information:

The Company has one operating segment and therefore one reportable segment.

Revenues were derived from customers in the following geographic areas:

| | For the three months ended | |
|---------------|----------------------------|---------------------|
| | January 2 2016 | December 27 2014 |
| | \$ | \$ |
| Canada | 123,096 | 124,484 |
| United States | 6,994 | 4,242 |
| | 130,090 | 128,726 |

17. Comparative figures:

Certain of the 2015 comparative figures have been reclassified to conform with the financial statement presentation adopted for the current year.