

SunOpta Inc.
Form DEF 14A
April 17, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [x]
Filed by a party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] **Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- [x] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to §240.14a-12

SunOpta Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [x] No fee required
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

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 - (3) Filing Party:
 - (4) Date Filed:
-

SUNOPTA INC.

2838 Bovaird Drive West
Brampton, Ontario L7A 0H2
905-455-1990

Dear Fellow Shareholder:

April 17, 2013

It is our pleasure to cordially invite you to attend in person or by telephone the Annual and Special Meeting of the Shareholders of SunOpta Inc., which will be held on May 28, 2013 at our corporate offices located at 2838 Bovaird Drive West, Brampton, Ontario, Canada at 4:00 p.m. Eastern Time.

At our Annual and Special Meeting, shareholders will vote on: the election of our directors; a proposal to amend the articles of incorporation to authorize the board to fix the number of board members; a resolution approving the Company's 2013 Stock Incentive Plan; the appointment of our independent public registered accounting firm and auditor and authorization to fix their remuneration; and the compensation of our named executive officers, on an advisory basis. In addition to these formal items of business, we will review the major developments of the past year and share with you some of our plans for the future.

You will have the opportunity to ask questions and express your views to the senior management of SunOpta Inc. and certain members of the Board of Directors who will be in attendance.

Your vote is important to us. Whether or not you intend on attending the meeting, please read the enclosed proxy statement and submit your vote by completing and returning the enclosed proxy card, or if you are a beneficial owner of shares held in street name, you may vote by telephone or via the Internet.

Sincerely,

Jeremy N. Kendall
Chairman

Steven R. Bromley
Chief Executive Officer

SunOpta Inc.

2838 Bovaird Drive West
Brampton, Ontario, Canada L7A 0H2
T:(905) 455-1990 F:(905) 455-2529

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 28, 2013**

To the holders of the common shares of SunOpta Inc.:

Notice is hereby given that an Annual and Special Meeting of Shareholders of SunOpta Inc. (the *Company*) will be held on May 28, 2013 at 4:00 p.m. Eastern Daylight Time, at the Company's corporate offices located at 2838 Bovaird Drive West, Brampton, Ontario, Canada L7A 0H2 for the following purposes:

1. to elect the directors of the Company;
2. to consider and, if deemed advisable, to pass a special resolution to amend the articles of incorporation of the Company to authorize the directors of the Company i) to fix the number of directors to be elected by the shareholders at no less than a minimum of five and no more than a maximum of 15, and ii) to appoint one or more additional directors between meetings of shareholders, provided the total number of directors so appointed does not exceed one-third of the number of directors elected at the previous annual meeting of shareholders;
3. to consider and, if deemed advisable, to pass a resolution approving the 2013 Stock Incentive Plan;
4. to appoint the Company's independent registered public accounting firm and auditor and to authorize the Audit Committee to fix their remuneration;
5. to consider an advisory resolution regarding the compensation of the Company's named executive officers; and
6. to consider and take action upon such other matters as may properly come before the Meeting or any adjournment or adjournments thereof.

You may also access the Meeting live by teleconference or over the Internet, by following the instructions provided in the accompanying Proxy Statement in the section "Questions and Answers About the Meeting and Voting - How can I vote?"

This Notice is accompanied by a Proxy Statement, a proxy card, the Annual Report of the Company on Form 10-K which includes the Audited Consolidated Financial Statements for the year ended December 29, 2012 and related Management's Discussion and Analysis and an envelope to return the proxy card.

The Board of Directors has fixed the close of business on April 3, 2013 as the record date for the determination of the shareholders of the Company entitled to receive notice of and to vote at the Meeting. All such shareholders are cordially invited to attend the Meeting.

Your vote is important. Whether or not you intend to attend the meeting, please read the enclosed Proxy Statement and submit your vote by completing and returning the enclosed proxy card or if you are a beneficial owner of shares held in street name, you may vote by telephone or via the Internet.

**IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 28, 2013.**

This Proxy Statement, the accompanying proxy card and our Annual Report to Shareholders for the fiscal year ended December 29, 2012 are first being made available on or about April 17, 2013 to shareholders of the Company entitled to receive notice of and vote at the Meeting as of the record date, and such materials are also available on our website at www.sunopta.com, under the "Investor Relations" link.

In order to be represented by proxy at the Annual and Special Meeting, you must complete and submit the enclosed Form of Proxy or another appropriate form of proxy.

SUNOPTA INC.

PROXY STATEMENT

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QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

What is the Notice of Internet Availability of Proxy Materials that I received instead of complete proxy materials?

The Securities and Exchange Commission (the *SEC*) rules allow companies to furnish proxy materials, including this proxy statement and our Annual Report to Shareholders, by providing access to these documents on the Internet instead of mailing printed copies of our proxy materials to shareholders. Most shareholders who reside in the United States have received a Notice of Internet Availability of Proxy Materials (the *Notice*), which provides instructions for accessing proxy materials on a website or for requesting electronic or printed copies of the proxy materials.

If you want a paper copy of the proxy materials for the Annual and Special Meeting and for all future meetings, please follow the Notice instructions for requesting such materials. The chosen electronic delivery option lowers costs and reduces environmental impacts of printing and distributing the materials.

What is the date, time and place of the Annual and Special Meeting?

The Annual and Special Meeting of Shareholders (the *Meeting*) of SunOpta Inc. (sometimes referred to as *we*, *us*, or *the Company* or *SunOpta*) will be held on May 28, 2013 at 4:00 p.m. Eastern Daylight Time at our corporate offices located at 2838 Bovaird Drive West, Brampton, Ontario, Canada L7A 0H2.

You may also access the Meeting live by teleconference or over the Internet. To access the Meeting by teleconference, dial toll free at 1-877-312-9198 or international at 1-631-291-4622. To access the Meeting over the Internet, go to the Company's website at www.sunopta.com. You should plan to access the Company's website at least 15 minutes prior to the Meeting time in order to register, download and install any necessary audio software.

Why am I receiving proxy materials?

We sent you the Notice or this proxy statement relating to the Meeting (this *Proxy Statement*) and the accompanying proxy card because our Board of Directors (sometimes referred to as the *Board*) is soliciting your proxy to vote at the Meeting and at any adjournment or postponement thereof. You are invited to attend the Meeting and we request that you vote on the proposals described in this Proxy Statement. However, you do not need to attend the Meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card, or vote by telephone or Internet as described below under "How can I vote?"

What are the items of business scheduled for the Meeting?

There are five matters scheduled for a vote:

- the election of the director nominees specified in this Proxy Statement;
- a proposal to amend the articles of incorporation of the Company to authorize the Board of Directors to set the number of directors and appoint additional directors between meetings of shareholders;
- a proposal to approve the 2013 Stock Incentive Plan;
- the appointment of Deloitte LLP as the Company's independent registered public accounting firm and auditor and authorization for the Audit Committee to fix their remuneration; and
- an advisory vote regarding the compensation of the Company's named executive officers (*NEOs*).

Shareholders will also consider and take action upon such other matters as may properly come before the Meeting or any adjournment thereof. The Board is not currently aware of any other matters to be presented at the Meeting.

What is included in the proxy materials?

The proxy materials include:

- this Proxy Statement for the Meeting;
- the accompanying proxy card; and
- our Annual Report to Shareholders on Form 10-K for the year ended December 29, 2012, which includes the Audited Consolidated Financial Statements for the year ended December 29, 2012 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations. The Annual Report is not incorporated by reference into this Proxy Statement and is not deemed to be a part hereof.

What is a proxy?

It is your legal designation of another person to vote the shares you own. The other person is called a proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card.

The enclosed proxy card contemplates that Robert McKeracher, Vice President and Chief Financial Officer, and John Ruelle, Chief Administrative Officer, Senior Vice President of Corporate Development and Secretary, each be appointed to act as your proxy. However, you may choose another person to act as your proxy. If you wish to appoint as your proxy a person other than the individuals named on the proxy card to attend the Meeting and vote for you, you may do so by striking out the names on the proxy card and inserting the name of your proxy in the blank space provided in the proxy card, or you may complete another proper proxy card. Your appointed proxy need not be a shareholder of the Company.

Who is soliciting my proxy?

The proxy accompanying this Proxy Statement is solicited by Management and the Board of Directors of the Company. Proxies may be solicited by officers, directors and regular employees of the Company. The Company does not expect to pay any additional compensation for the solicitation of proxies. These solicitations may be made personally or by mail, facsimile, telephone, messenger, or e-mail. The Company will bear all proxy solicitation costs.

Who can vote at the Meeting?

Only shareholders of record at the close of business on April 3, 2013, or the record date, will be entitled to vote at the Meeting. On the record date, there were 66,160,309 common shares issued and outstanding.

In the event a shareholder of record transfers his, her or its common shares after the close of business on the record date, the transferee of those shares will be entitled to vote the transferred shares at the Meeting provided that he, she or it produces properly endorsed share certificates representing the transferred shares to the Company's Secretary or transfer agent or otherwise establishes his, her or its ownership of the transferred shares at least 10 days prior to the Meeting.

What is the difference between a shareholder of record and a shareholder who holds shares in street name?

Most shareholders hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are important distinctions between shares held of record and those owned in street name.

Shareholder of Record Shares Registered in Your Name

If on April 3, 2013 your shares were registered directly in your name with our transfer agent, you are considered, with respect to those shares, the shareholder of record. As the shareholder of record, you have the right to grant your voting

proxy directly to the individuals named on the proxy card, or to vote in person at the Meeting. Whether or not you plan to attend the Meeting, we urge you to fill out and return the enclosed proxy card to ensure your vote is counted.

Beneficial Owner Shares Registered in the Name of Broker, Bank or Nominee

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and the proxy materials are being forwarded to you by your broker or nominee, which is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker how to vote and are also invited to attend the Meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the Meeting unless you obtain a signed proxy from the shareholder of record giving you the right to vote the shares. Your broker or nominee has provided voting instructions for you to use in directing the broker or nominee how to vote your shares. If you fail to provide sufficient instructions to your broker or nominee, that shareholder of record may be prohibited from voting your shares. See *What if I do not specify how my shares are to be voted?* and *What are broker non-votes?* below.

How can I vote?

You may vote your shares by one of the following methods:

Vote in Person. If you are the shareholder of record with respect to your shares, you may vote the shares in person at the Meeting. If you choose to vote in person at the Meeting, please bring your proxy card or personal identification. Shares held in street name may be voted in person by you only if you obtain a legal proxy from the shareholder of record giving you the right to vote your beneficially owned shares.

Vote by Telephone. To vote by telephone, call toll free 1-800-690-6903. You will be prompted to provide your 12 digit number located on the Notice or your proxy card. *Please note that telephone voting should not be used if you plan to attend the Meeting and vote in person or designate a proxy to vote on your behalf at the Meeting.*

Vote by Facsimile (Canadian shareholders only). You may also submit your proxy card via facsimile by sending it to 1-866-623-5305.

Vote by Internet. To vote via the Internet, go to www.proxyvote.com and follow the simple instructions. You will be required to provide your 12 digit control number located on the Notice or your form of proxy.

Vote by Mail. If you received a printed set of proxy materials, you may complete, sign, date and mail the separate proxy card or other proper form of proxy in the envelope provided with this Proxy Statement. *If you vote by telephone, Internet or facsimile, please do not mail your proxy card.*

If you vote by telephone or Internet, your vote must be cast no later than *11:59 pm Eastern Daylight Time on Monday, May 27, 2013* (or 11:59 p.m. on the night before, excluding Saturdays, Sundays and holidays, any adjournment or postponement of the Meeting). If you vote by proxy via facsimile or by mail, your completed proxy card must be received by Broadridge at 51 Mercedes Way, Edgewood, New York USA 11717-8311, *prior to 11:59 p.m. Eastern Daylight Time on Friday, May 24, 2013* (or 11:59 p.m. on the night before, excluding Saturdays, Sundays and holidays, any adjournment or postponement of the Meeting at which the proxy is to be used).

If your shares are held in street name by a broker, bank or other nominee, please refer to the instructions provided by that broker, bank or nominee regarding how to vote or how to revoke your voting instructions.

If you return a signed proxy card or use the telephone or Internet to vote before the Meeting, the person named as proxies in the proxy card will vote your common shares as you direct.

Even if you currently plan to attend the Meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the Meeting. Submitting your proxy via Internet, telephone or mail does not affect your right to vote in person at the Meeting.

How many votes are needed to approve each proposal?

The number of votes required to approve each of the proposals scheduled to be presented at the Meeting is as follows:

4

Proposal 1: Election of Directors. Directors are elected by a plurality of the votes cast, meaning the nominees who receive the largest number of votes will be elected as directors, up to the maximum number of directors to be elected. However, in accordance with our by-laws, any director who receives more withhold than for votes will be deemed to have tendered his or her resignation as a director.

Proposal 2: Resolution to amend articles of incorporation to authorize the Board to fix the number of directors and to appoint additional directors between meetings of shareholders. This proposal will be approved if the votes cast in favor of the proposal constitute at least two-thirds (66 2/3%) of the total votes cast on the proposal.

Proposal 3: Resolution approving the Company's 2013 Stock Incentive Plan. This proposal will be approved if the votes cast in favor of the proposal constitute a majority of the total votes cast on the proposal.

Proposal 4: Appointment of Deloitte LLP as the Company's independent registered public accounting firm and auditors and authorization of the Audit Committee to fix their remuneration. This proposal will be approved if the votes cast in favor of the proposal constitute a majority of the total votes cast on the proposal.

Proposal 5: Advisory vote regarding the compensation of the Company's NEOs. This proposal will be approved if the votes cast in favor of the proposal constitute a majority of the total votes cast on the proposal. Although the outcome of this vote is not binding on us, we will consider the outcome of this vote when developing our compensation policies and practices, and when making compensation decisions in the future.

What if I do not specify how my shares are to be voted?

Shareholders of Record. If you are a shareholder of record and you submit a proxy card, but you do not provide voting instructions, your shares will be voted as follows:

FOR each of the ten nominees named in this Proxy Statement for election to the Company's Board of Directors;

FOR the proposal to amend the articles of incorporation to authorize the Board to fix the number of directors and to appoint additional directors between meetings of shareholders;

FOR the proposal to approve the Company's 2013 Stock Incentive Plan;

FOR the appointment of Deloitte LLP as the Company's independent registered public accounting firm and auditor and authorization of the Audit Committee to fix their remuneration; and

FOR the approval of an advisory resolution regarding the compensation of the Company's NEOs.

The Board does not expect that any additional matters will be brought before the Meeting. The persons appointed as proxies will vote in their discretion on any other matters that may properly come before the Meeting or any postponement or adjournment thereof, including any vote to postpone or adjourn the Meeting. Moreover, if for any reason any of our nominees is not available as a candidate for director, the persons named as proxies will vote for such other candidate or candidates as may be nominated by the Board.

Beneficial Owners. If you are a beneficial owner and you do not provide the broker, bank or other nominee that holds your shares with voting instructions, the broker or other nominee will determine if it has the discretionary authority to vote on the particular matter. Therefore, if you do not provide voting instructions to your broker, your broker may only vote your shares on Proposal Four. See "What are broker non-votes?" below.

What are broker non-votes ?

A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have authority to vote on that particular proposal without receiving voting instructions from the beneficial owner. *Under NASDAQ rules, brokers that do not receive voting instructions from the beneficial owner have the discretion to vote on certain routine matters, but do not have the discretion to vote on the election of directors to the Board, executive compensation matters or any other significant matter as determined by the SEC.* We believe that Proposal Four relating to the appointment of Deloitte LLP as our independent registered public accounting firm is considered a matter on which brokers may vote in their discretion on behalf of clients who have not furnished voting instructions. However, under current NASDAQ rules, we believe that brokers who have not received voting instructions from their clients will not be authorized to vote in their discretion on Proposals One, Two, Three or Five. Accordingly, for beneficial owners of shares, if you do not give your broker specific instructions, your shares may not be voted on such proposals.

How are abstentions and broker non-votes counted?

Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists at the Meeting. The shares represented by proxies marked *abstain* will not be treated as affirmative or opposing votes. Broker non-votes will not affect the outcome of the vote on any of the proposals to be voted upon at the Meeting because the outcome of each vote depends on the number of *votes cast* rather than the number of shares *entitled to vote*.

How many votes do I have?

On each matter to be voted upon, you have one vote for each common share you owned as of April 3, 2013.

Who counts the votes?

The Company has nominated Broadridge Financial Solutions, Inc. to count and tabulate the votes. This is done independently of the Company to preserve the confidentiality of individual shareholder votes. Proxies are referred to the Company only in cases where a shareholder clearly intends to communicate with management, the validity of the proxy is in question or where it is necessary to do so to meet the requirements of applicable law.

Is my vote confidential?

The Company's transfer agent preserves the confidentiality of individual shareholder votes, except where a shareholder clearly intends to communicate his or her individual position to the management of the Company or as necessary in order to comply with legal requirements.

If I need to contact the Company's transfer agents, how do I reach them?

You can contact the transfer agent in Canada by mail at: Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario Canada M5H 4H1, or via telephone at (416) 361-0930. You can contact the transfer agent in the USA by mail at: American Stock Transfer & Trust Company, LLC, 6201 15th Avenue, Brooklyn, NY USA 11219, or via telephone at (718) 921-8293.

What does it mean if I receive more than one copy of the Notice or proxy card?

If you receive more than one copy of the Notice or more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return each proxy card or follow the instructions on each copy of the Notice to ensure that all of your shares are voted.

How do I revoke or change my vote?

If you are a shareholder of record, you may revoke your proxy at any time before it is voted by one of the following methods:

Voting again by telephone or by Internet prior to 4:00 p.m. Eastern Daylight Time on May 27, 2013, as set forth above under *How can I vote?* ;

Requesting, completing and mailing or delivering by facsimile a proper proxy card, as set forth above under *How can I vote?* ;

Sending written notice of revocation, signed by you (or your duly authorized attorney), to the Company at the corporate office of the Company at 2838 Bovaird Drive West, Brampton, Ontario, Canada L7A 0H2, at any time prior to the last business day preceding the date of the Meeting; or

Attending the Meeting (or any adjournment thereof) and delivering written notice of revocation prior to any vote to the Chairman of the Meeting.

If you hold your shares in street name, you may revoke your proxy by following the instructions provided by your broker, bank or other nominee.

What is the quorum requirement?

Under NASDAQ listing rules and the Company's by-laws, the presence at the Meeting, in person or represented by proxy, of at least two shareholders holding not less than one-third (33 1/3%) of the outstanding common shares shall constitute a quorum for the purpose of transacting business at the Meeting. As of the record date, there were 66,160,309 common shares outstanding. Therefore, holders of at least 22,053,436 common shares must be present at the Meeting in order to establish a quorum. The Company encourages all of its shareholders of record as of April 3, 2013 to participate in the Meeting.

How can I find out the results of the voting at the Meeting?

Preliminary voting results will be announced at the Meeting. We will publish final results in a Current Report on Form 8-K that we expect to file with the SEC and with applicable Canadian securities regulatory authorities within four business days of the Meeting. After the Form 8-K is filed, you may obtain a copy by visiting our website, by viewing our public filings in the U.S. at www.sec.gov or in Canada at www.sedar.com, by contacting our Investor Relations Officer by calling (905) 455-2528, ext. 103, by writing to Investor Relations, SunOpta Inc., 2838 Bovaird Drive West, Brampton, Ontario L7A 0H2 or by sending an email to susan.wiekenkamp@sunopta.com.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following presents information regarding beneficial ownership of our common shares as of April 3, 2013 by:

- each person who we know owns beneficially more than 5% of our common shares;
- each of our directors and nominees;
- each of our NEOs; and
- all of our directors and executive officers as a group.

Under the regulations of the SEC, shares are generally deemed to be beneficially owned by a person if the person directly or indirectly has or shares voting power or investment power (including the power to dispose) over the shares, whether or not the person has any pecuniary interest in the shares, or if the person has the right to acquire voting power or investment power of the shares within 60 days, including through the exercise of any option, warrant or right. In accordance with the regulations of the SEC, in computing the number of common shares beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all common shares subject to options or other rights held by the person that are currently exercisable or exercisable within 60 days of April 3, 2013. We did not deem such shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Based solely on our review of statements filed with the SEC pursuant to Section 13(d) and 13(g) under the Securities Exchange Act of 1934, as amended (the *Exchange Act*) the Company is not aware of any other person or group that beneficially owns more than 5% of the Company's common shares, except as noted below.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class (1)
West Face Capital Inc. 2 Bloor Street East, Suite 3000 Toronto, ON M4W 1A8	Common	7,710,200(2)	11.65%

- (1) Percentage of class is calculated based on total common shares outstanding at April 3, 2013 of 66,160,309. This total does not include warrants or options of the Company.
- (2) West Face Capital Inc. (*West Face*), on behalf of itself and Gregory A. Boland, filed a Schedule 13G with the SEC on February 14, 2013 in relation to Shares held for the account of West Face Long Term Opportunities Global Master L.P. (*WFGM*), a Cayman Islands limited Partnership. West Face serves as investment manager to WFGM. Mr. Boland is President and Chief Executive Officer of West Face. In such capacities, West Face and Mr. Boland may be deemed to have voting and dispositive power over the shares held for the account of WFGM.

[Remainder of page left intentionally blank]

Name and Address of Beneficial Owner (1)(5)	Amount and Nature of Beneficial Ownership (2)		Total Number of Shares (assuming exercise of vested options)	Percent of Class (4)
	Common Shares	Vested Options (3)		
Jay Amato Director	-	39,000	39,000	*
Steven Bromley Director and Chief Executive Officer	203,810	240,000	443,810	*
Peter Fraser Director	-	-	-	*
Douglas Greene Director	123,000	39,000	162,000	*
Victor Hepburn Director	20,000	39,000	59,000	*
Katrina Houde Director	29,000	39,000	68,000	*
Cyril Ing Director	61,335	39,000	100,335	*
Jeremy Kendall Chairman of the Board	496,139	56,400	552,539	*
Alan Murray Director and Vice Chair	-	16,000	16,000	*
Allan Routh Director and President, SunOpta Grains and Foods Group	476,329	101,500	577,829	*
Robert McKeracher Vice President and Chief Financial Officer	13,696	50,400	64,096	*
Hendrik Jacobs President and Chief Operating Officer	-	-	-	*

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John Ruelle Chief Administrative Officer, Senior Vice President Corporate Development and Secretary	3,307	63,200	66,507	*
All directors and executive officers as a group (13)	1,426,616	722,500	2,149,116	3.25%

- (1) The address of each director and executive officer is 2838 Bovaird Drive West, Brampton, Ontario, Canada L7A 0H2.

- (2) Unless otherwise indicated, the persons in this table have sole voting and dispositive power with respect to the common shares shown as beneficially owned by them. The information as to shares beneficially owned or over which control or direction is exercised, directly or indirectly, not being within the knowledge of the Company, has been furnished by the respective directors and executive officers individually.
- (3) The number of vested options includes options that will become exercisable within 60 days of April 3, 2013. The exercise price of vested options range from \$1.64 to \$13.75 per share.
- (4) Percentage of class is calculated based on 66,160,309 common shares outstanding at April 3, 2013 (*indicates less than 1% of the outstanding common shares).
- (5) The Company does not currently have a formal policy to prohibit officers and directors from hedging against declines in the market value of their equity based compensation or equity securities through the use of financial instruments. However, this practice is discouraged and the Company is not aware of any NEOs or directors engaging in any hedging transactions.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, among others, to file with the SEC an initial report of ownership of our common shares on Form 3 and reports of changes in ownership on Form 4 or Form 5. Persons subject to Section 16 are required by SEC regulations to furnish us with copies of all Section 16 forms that they file related to SunOpta stock transactions. Under SEC rules, certain forms of indirect ownership and ownership of our common shares by certain family members are covered by these reporting requirements. As a matter of practice, our administrative staff assists our directors and executive officers in preparing initial ownership reports and reporting ownership changes and typically files these reports on their behalf.

Based solely on a review of the copies of Forms 4 and 5 furnished to us, or written representations from reporting persons that all reportable transactions were reported, we believe that during the fiscal year ended December 29, 2012 all of our executive officers, directors and greater than 10% holders, if any, filed the reports required to be filed under Section 16(a) on a timely basis under Section 16(a).

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PROPOSAL ONE - ELECTION OF DIRECTORS

Nominees

The term of office of each director expires at the close of the next Annual Meeting of Shareholders unless he or she resigns or his or her office becomes vacant as a result of death, removal or other cause.

It is proposed that the following ten directors be elected at the Meeting. Each of the nominees named below has consented to be named herein and to serve as a director if elected. Management has no reason to believe that any of the nominees will not be a candidate or, if elected, will be unable to serve as a director. There are no family relationships among the Company's directors, executive officers or persons nominated or chosen to become directors.

Board of Director Nominees in Alphabetical Order:

Jay Amato
Steven Bromley
Michael Detlefsen
Peter Fraser
Douglas Greene
Victor Hepburn
Katrina Houde
Jeremy Kendall
Alan Murray
Allan Routh

Recommendation of the Board of Directors; Vote Required

The Board of Directors recommends that shareholders vote FOR the election of each of the ten director nominees named above. The ten nominees who receive the greatest number of votes cast at the Meeting will be elected as directors. In accordance with our by-laws, any director who receives more withhold than for votes will be deemed to have tendered his or her resignation as a director. Abstentions and broker non-votes are counted only for purposes of determining whether a quorum exists at the Meeting, but will have no effect on the results of the vote. Brokers and other nominees will not have discretionary authority to vote your shares if you hold your shares in street name and do not provide instructions as to how your shares should be voted on this proposal. If any of the nominees for director at the Meeting becomes unavailable for election for any reason, the proxies on this proposal will have discretionary authority to vote pursuant to the proxy for a substitute or substitutes.

Information About the Board Nominees

The biographies that follow provide certain information as of April 3, 2013 with respect to the Company's current directors, each of whom has been nominated and is standing for election this year. The information presented below for each director includes the specific experience, qualifications, attributes and skills that led us to the conclusion that such director should be nominated to serve on the Board in light of our business.

In addition to the factual information provided for each of the nominees, the Board and the Corporate Governance Committee (as Nominating Committee) also believe that each of the nominees has attributes that are important to an effective board, including: sound judgment and analytical skills; integrity and demonstrated high ethical standards; the ability to engage management and one another in a constructive and collaborative manner; diversity of background and experience; and the continued commitment to devote his or her time, energy and skills to ensure the growth and prosperity of the Company.

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<p>Jay Amato</p> <p>Age: 53</p> <p>Location: New York, USA</p> <p>Director Since: Nov 2008</p> <p>Independent Director</p>	<p>Jay Amato was appointed a Director of the Company and Chair of the Corporate Governance Committee in November 2008.</p> <p>Mr. Amato was the founder and Chief Executive Officer of PersonalScreen Media LLC in New York, a company which developed new methods of monetizing video content on the web. Prior to that he served as President and Chief Executive Officer of NASDAQ-traded Viewpoint Corporation, a premier interactive media company. He was also President and Chief Operating Officer of Vanstar Corporation, a \$2.8 billion public company with 7,000 employees that provided global computer outsourcing services. Adding to a considerable list of accolades and accomplishments, Mr. Amato was nominated for an Academy of Television Arts & Sciences Emmy Award in 2008. Mr. Amato is a Board member of Axis Teknologies LLC and has served on several non-profit Boards.</p> <p><i>Director Qualifications.</i> Mr. Amato brings extensive experience in building, managing and operating leading edge technology and media based companies in both the private sector and public markets to the SunOpta Board of Directors. He understands the role of new and emerging technologies and business practices and how to apply these for strategic benefit. When combined with his keen understanding of emerging governance practices, Mr. Amato brings a unique perspective to the Board of Directors.</p>
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Other Public Company Directorships in the Past Five Years

SEC Reporting Companies	Canadian Listed Reporting Companies	
None	None	
Board / Committee Membership	Meeting Attendance	Percentage
Member of Board	5 of 5	100%
Chair of Corporate Governance Committee	4 of 4	100%
Combined Total	9 of 9	100%

Equity Ownership

Common Shares	Vested Options (1)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (2)
-	39,000	39,000	\$274,950

Value of Total Compensation Received in Fiscal Year 2012

Fees Earned or Paid in Cash (3)	Options Awarded (#)	Option Awards (4)	Total
\$61,500	20,000	\$70,984	\$132,484

(1) The number of vested options includes options that will become exercisable within 60 days of April 3, 2013.

(2)

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The market value has been determined based on \$7.05 being the closing price of the Company's common shares on NASDAQ as at April 3, 2013.

- (3) For breakdown of Director Compensation, see chart on page 29.
- (4) Consists of the aggregate grant date fair value of stock options granted under our Amended and Restated 2002 Stock Option Plan (the "Stock Option Plan"), calculated in accordance with FASB ASC Topic 718. Please see Note 13, "Capital Stock," to SunOpta Inc.'s consolidated financial statements included in our Annual Report on Form 10-K for a detailed description of the assumptions used to calculate the fair value of options.

<p><u>Steven Bromley</u></p> <p>Age: 53</p> <p>Location: Ontario, Canada</p> <p>Director Since: Jan 2007</p> <p>Non-Independent</p>		<p>Steven Bromley serves as Chief Executive Officer and a Director of SunOpta. Mr. Bromley joined SunOpta in June 2001, was appointed President in January 2005 and subsequently President and Chief Executive Officer in February 2007. Mr. Bromley was appointed to the Board of Directors of SunOpta on January 26, 2007.</p>	
		<p>From June 2001 through September 2003 Mr. Bromley served as the Company's Vice President and Chief Financial Officer. Mr. Bromley was subsequently appointed as Executive Vice President and Chief Operating Officer and held this role until his appointment as President and Chief Operating Officer. In August, 2012, Mr. Bromley relinquished the Presidency to Hendrik Jacobs, who joined SunOpta as President and Chief Operating Officer.</p>	
		<p>Prior to joining the Company, Mr. Bromley spent over 13 years in the Canadian dairy industry in a wide range of financial and operational roles with both Natrel Inc. and Ault Foods Limited. From 1997 to 1999 he served on the Board of Directors of Natrel Inc. Mr. Bromley is a Director of most of the Company's subsidiaries, and since July 2004 has served on the Board of Directors of Opta Minerals Inc. (TSX: OPM) which is approximately 66.1% owned by SunOpta.</p>	
		<p><i>Director Qualifications.</i> Mr. Bromley has served in a variety of executive positions within SunOpta since 2001 and has a deep understanding of the Company's operations, products, markets, strategies, operating culture and growth opportunities. Mr. Bromley brings this deep knowledge of the Company and the industry in hand with extensive financial and food industry experience to the Board of Directors.</p>	
Other Public Company Directorships in the Past Five Years			
SEC Reporting Companies		Canadian Listed Reporting Companies	
None		Opta Minerals Inc. (1)	
Board / Committee Membership		Meeting Attendance	Percentage
Member of Board		5 of 5	100%
Equity Ownership			
Common Shares	Vested Options (2)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (3)
203,810	240,000	443,810	\$3,128,861
Value of Total Compensation Received in Fiscal Year 2012			
For details concerning such compensation, see Executive Compensation-Compensation of Named Executive Officers-Summary Compensation Table.			

- (1) Mr. Bromley sits on the board of Opta Minerals Inc. (TSX:OPM), a subsidiary of the Company, and was paid director fees by Opta Minerals Inc. These amounts are included within the Summary Compensation Table.
- (2) The number of vested options includes options that will become exercisable within 60 days of April 3, 2013.
- (3)

The market value has been determined based on \$7.05 being the closing price of the Company's common shares on NASDAQ as at April 3, 2013.

<p><u>Michael Detlefsen</u></p> <p>Age: 50</p> <p>Location: Ontario, Canada</p> <p>Director Since: Director Nominee (1)</p> <p>Independent Director</p>	<p>Michael Detlefsen is Co-Managing Director of Muir Detlefsen & Associates Limited and President of Ceres Global Ag Corp. From 1999 to 2007, Mr. Detlefsen was with Maple Leaf Foods Inc. He held the position of Vice President, Corporate Development from 1999 to 2000, Executive Vice President Vertical Coordination from 2000 to 2005 and President of Maple Leaf Global Foods, the global sales, marketing and trading subsidiary of Maple Leaf Foods Inc. from 2005 to 2007. Prior to joining Maple Leaf Foods, Mr. Detlefsen was with BCE Inc. in Montreal where he was Vice President, Corporate Development at Bell Canada International, from 1997 to 1999, responsible for telecom investments in Korea, Brazil, Mexico and the United Kingdom, and Vice President Strategy/Business Analysis/Mergers and Acquisitions at Bell Canada from 1996 to 1997.</p> <p>Mr. Detlefsen's work experience also includes roles as: a strategy consultant for Monitor Company, a Boston-based strategy consulting firm, from 1993 to 1996; Director, Corporate Strategy at Air Canada in Montreal, New York and Houston from 1989 to 1993; a consultant for Price Waterhouse's Transportation Consulting Practice in Washington, D.C. from 1988 to 1989; and, a policy analyst for the Canadian Deputy Minister of Grains & Oilseeds in Ottawa, Canada from 1987 to 1988.</p> <p>Mr. Detlefsen is currently a Governor of the Royal Ontario Museum, a member of the Investment Committee of the Ontario College of Art & Design Foundation Board, a Director of the State Street Bank and Trust (Canada), a member of Harvard University's Private and Public, Scientific, Academic and Consumer Food Policy Committee and a member of the Finance Committee and 150th Anniversary Campaign Cabinet of Trinity College School. He also serves on the boards of private companies Multi-Marques, Inc., and Telegnomics plc.</p> <p><i>Director Qualifications.</i> Mr. Detlefsen will bring extensive strategy, operating and transactional experience in the food and other industries to the SunOpta Board of Directors. Mr. Detlefsen has a unique combination of domestic and international expertise and a deep understanding of global supply chain risks and opportunities.</p>		
Other Public Company Directorships in the Past Five Years			
SEC Reporting Companies		Canadian Listed Reporting Companies	
None		None	
Board / Committee Membership		Meeting Attendance	Percentage
Not applicable		Not applicable	Not applicable
Equity Ownership			
Common Shares	Vested Options	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options
-	-	-	-
Value of Total Compensation Received in Fiscal Year 2012 (1)			
Fees Earned or Paid in Cash	Options Awarded (#)	Option Awards	Total
-	-	-	-

- (1) Mr. Detlefsen did not serve as a director, officer or employee of the Company during 2012 and did not receive any compensation from the Company during 2012.

<p>Peter Fraser</p> <p>Age: 55</p> <p>Location: Ontario, Canada</p> <p>Director Since: May 2012</p> <p>Independent Director</p>	<p>Mr. Fraser is a Partner and Co-Chief Investment Officer of West Face Capital Inc. Prior to joining West Face, Mr. Fraser acted as a consultant to Enterprise Capital from November 2002 to 2006. Mr. Fraser has over twenty-five years of investment experience in Canada, the United States and England. Mr. Fraser has an M.B.A. from Stanford University (1984) and a B.Comm. from the University of Toronto (1980). Mr. Fraser was elected to the Board of Directors in May 2012 and appointed to the Audit Committee in August 2012.</p>
	<p>Mr. Fraser is a member of the board of Plasco Energy Group, a waste-to-energy company based in Ottawa, Ontario.</p>
	<p><i>Director Qualifications.</i> Mr. Fraser brings over twenty-five years of investing and capital markets experience, a strong financial background and a wealth of restructuring expertise to the SunOpta Board of Directors.</p>

Other Public Company Directorships in the Past Five Years

SEC Reporting Companies	Canadian Listed Reporting Companies	
None	None	
Board / Committee Membership	Meeting Attendance (1)	Percentage
Member of Board	3 of 3	100%
Member of Audit Committee	1 of 1	100%
Combined Total	4 of 4	100%

Equity Ownership

Common Shares	Vested Options (2)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (3)
-	-	-	-

Value of Total Compensation Received in Fiscal Year 2012

Fees Earned or Paid in Cash (4)(5)	Options Awarded (#)	Option Awards (6)	Total
\$36,000	20,000	\$61,122	\$97,122

- (1) Mr. Fraser was elected to the Board of Directors in May 2012 and appointed to the Audit Committee in August 2012.
- (2) The number of vested options includes options that will become exercisable within 60 days of April 3, 2013.
- (3) The market value has been determined based on \$7.05 being the closing price of the Company's common shares on NASDAQ as at April 3, 2013.

- (4) Mr. Fraser is paid in Canadian dollars. His Board of Director and committee fees have been converted to U.S. dollars using the average exchange rate over the year of \$1.00 Canadian = \$1.00 U.S.
- (5) For breakdown of Director Compensation, see chart on page 29.
- (6) Consists of the aggregate grant date fair value of stock options granted under the Stock Option Plan, calculated in accordance with FASB ASC Topic 718. Please see Note 13, Capital Stock, to SunOpta Inc.'s consolidated financial statements included in our Annual Report on Form 10-K for a detailed description of the assumptions used to calculate the fair value of options.

<p><u>Douglas Greene</u></p> <p>Age: 63</p> <p>Location: California, USA</p> <p>Director Since: Sep 2008</p> <p>Independent Director</p>	<p>Douglas Greene was appointed to the Board of Directors in September 2008 and currently is a member of the Corporate Governance Committee.</p>		
	<p>Mr. Greene is a pioneer in the natural and organic foods industry. Mr. Greene founded New Hope Natural Media, the largest Business to Business media group in the natural products industry and ran this company for twenty years, selling it to Penton Media in 1999. He was a board member of Penton Media which was listed on the NYSE and subsequently NASDAQ (OTCBB:PTON) from 1999 to 2005 and served on their Executive, Compensation and Audit Committees. From 1994 to 2005 Mr. Greene was Chairman of Vitrina Group of Moscow, publishers and event producers for the grocery, restaurant and wine industries.</p>		
	<p>Mr. Greene is a Board member of NextFoods and Z2 Entertainment and has served on several nonprofit Boards.</p>		
	<p><i>Director Qualifications.</i> Mr. Greene brings extensive knowledge and experience in the natural and organic foods industry to the SunOpta Board of Directors. He has diverse international business experience in both private and public organizations and is able to leverage this experience with his in-depth industry knowledge. The combination of extensive industry knowledge and diverse business experience uniquely qualifies Mr. Greene as a Director of the Company.</p>		
Other Public Company Directorships in the Past Five Years			
SEC Reporting Companies		Canadian Listed Reporting Companies	
None		None	
Board / Committee Membership		Meeting Attendance	Percentage
Member of Board		5 of 5	100%
Member of Corporate Governance Committee		4 of 4	100%
Combined Total		9 of 9	100%
Equity Ownership			
Common Shares	Vested Options (1)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (2)
123,000	39,000	162,000	\$1,142,100
Value of Total Compensation Received in Fiscal Year 2012			
Fees Earned or Paid in Cash (3)	Options Awarded (#)	Option Awards (4)	Total
\$52,500	20,000	\$70,984	\$123,484

(1)

The number of vested options includes vested options that will become exercisable within 60 days of April 3, 2013.

- (2) The market value has been determined based on \$7.05 being the closing price of the Company's common shares on NASDAQ as at April 3, 2013.
- (3) For breakdown of Director Compensation, see chart on page 29.
- (4) Consists of the aggregate grant date fair value of stock options granted under the Stock Option Plan, calculated in accordance with FASB ASC Topic 718. Please see Note 13, Capital Stock, to SunOpta Inc.'s consolidated financial statements included in our Annual Report on Form 10-K for a detailed description of the assumptions used to calculate the fair value of options.

<p>Victor Hepburn</p> <p>Age: 69</p> <p>Location: Ontario, Canada</p> <p>Director Since: Sep 2008</p> <p>Independent Director</p>	<p>Victor Hepburn was appointed a Director of the Company in September 2008. Mr. Hepburn has served as Chair of the Audit Committee since September 2008, has served on the Company's Compensation Committee since November 2010, and formerly served on the Company's Corporate Governance Committee until November 2010. Mr. Hepburn is currently a Director of Opta Minerals Inc. (TSX:OPM), which is approximately 66.1% owned by the Company, and Chairman of its Audit Committee. Mr. Hepburn has been self-employed since 2000 as a consultant and is a director of Walker Industries Holdings Inc., an aggregate and waste management company.</p> <p>Mr. Hepburn was the President and Chief Executive Officer of Hanson Brick America in 1999 and 2000, an international building materials company that is one of the largest ready mix concrete and brick manufacturers in North America. Prior to its acquisition by Hanson Brick America, from 1977 to 1999 Mr. Hepburn was employed in various capacities with Jannock Limited, a company listed on the TSX, including serving as President and Chief Executive Officer, Brick Operations from 1985 to 1999. Mr. Hepburn also served as a Director of the Brick Association of America from 1985 until 2000 and as Vice-Chairman from 1998 until 2000. Mr. Hepburn is a Chartered Accountant and attended the University of Glasgow.</p> <p><i>Director Qualifications.</i> Mr. Hepburn is a Chartered Accountant and brings extensive business and financial experience in the private and public sectors to the SunOpta Board of Directors. As a result of his training and extensive experience, the Board of Directors considers Mr. Hepburn to be an expert in financial and accounting matters and thus has been appointed Chairman of the Audit Committee. His business and financial expertise, when combined with a deep understanding of governance practices, positions Mr. Hepburn to effectively contribute to the SunOpta Board of Directors.</p>		
Other Public Company Directorships in the Past Five Years			
SEC Reporting Companies		Canadian Listed Reporting Companies	
None		Opta Minerals Inc.	
Board / Committee Membership	Meeting Attendance	Percentage	
Member of Board	5 of 5	100%	
Member of Compensation Committee	5 of 5	100%	
Chair of Audit Committee	4 of 4	100%	
Combined Total	14 of 14	100%	
Equity Ownership			
Common Shares	Vested Options (1)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (2)
20,000	39,000	59,000	\$415,950
Value of Total Compensation Received in Fiscal Year 2012			
		Option Awards (5)	Total

Fees Earned or Paid in Cash (3)(4)	Options Awarded (#)		All Other Compensation (6)	
\$109,750	20,000	\$70,984	\$36,500	\$180,734

- (1) The number of vested options includes options that will become exercisable within 60 days of April 3, 2013.
- (2) The market value has been determined based on \$7.05 being the closing price of the Company's common shares on NASDAQ as at April 3, 2013.
- (3) Mr. Hepburn is paid in Canadian dollars. His Board of Director and committee fees have been converted to U.S. dollars using the average exchange rate over the year of \$1.00 Canadian = \$1.00 U.S.
- (4) For breakdown of Director Compensation, see chart on page 29.
- (5) Consists of the aggregate grant date fair value of stock options granted under the Stock Option Plan, calculated in accordance with FASB ASC Topic 718. Please see Note 13, Capital Stock, to SunOpta Inc.'s consolidated financial statements included in our Annual Report on Form 10-K for a detailed description of the assumptions used to calculate the fair value of options.
- (6) Mr. Hepburn sits on the board and certain committees of Opta Minerals Inc., a subsidiary of the Company, and was paid director fees of CDN \$36,500.

<u>Katrina Houde</u> Age: 54 Location: Ontario, Canada Director Since: Dec 2000 Independent Director	Katrina Houde was appointed to the Board of Directors in December 2000 and also serves as a member of the Audit and Compensation Committees. Ms. Houde has been an independent consultant since March 2000.
	From January 1999 to March 2000, Ms. Houde was President of Cuddy Food Products, a division of Cuddy International Corp. and was Chief Operating Officer of Cuddy International Corp. from January 1996 to January 1999. She is a Director of a number of private and charitable organizations.
	<i>Director Qualifications.</i> Ms. Houde has held a variety of positions in the food industry. When combined with her extensive knowledge of the Company's history, strategies and governance practices, she brings valuable insight and experience to the Board of Directors.

Other Public Company Directorships in the Past Five Years

SEC Reporting Companies	Canadian Listed Reporting Companies	
None	None	
Board / Committee Membership	Meeting Attendance	Percentage
Member of Board	5 of 5	100%
Member of Compensation Committee	5 of 5	100%
Member of Audit Committee	4 of 4	100%
Combined Total	14 of 14	100%

Equity Ownership

Common Shares	Vested Options (1)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (2)
29,000	39,000	68,000	\$479,400

Value of Total Compensation Received in Fiscal Year 2012

Fees Earned or Paid in Cash (3)(4)	Options Awarded (#)	Option Awards (5)	Total
\$51,750	20,000	\$70,984	\$122,734

(1) The number of vested options includes options that will become exercisable within 60 days of April 3, 2013.

- (2) The market value has been determined based on \$7.05 being the closing price of the Company's common shares on NASDAQ as at April 3, 2013.
- (3) Ms. Houde is paid in Canadian dollars. Her Board of Director and committee fees have been converted to U.S. dollars using the average exchange rate over the year of \$1.00 Canadian = \$1.00 U.S.
- (4) For breakdown of Director Compensation, see chart on page 29.
- (5) Consists of the aggregate grant date fair value of stock options granted under the Stock Option Plan, calculated in accordance with FASB ASC Topic 718. Please see Note 13, Capital Stock, to SunOpta Inc.'s consolidated financial statements included in our Annual Report on Form 10-K for a detailed description of the assumptions used to calculate the fair value of options.

<p><u>Jeremy Kendall</u></p> <p>Age: 73</p> <p>Location: Ontario, Canada</p> <p>Director Since: Sep 1978</p> <p>Non-Independent Director</p>	<p>Jeremy Kendall has served as a Director of the Company since September 1978. He became Chief Executive Officer and Chairman of the Board of the Company in June 1983 and retired as Chief Executive Officer in January 2007. He remains Chairman of the Board of the Company. Mr. Kendall is also currently the Chairman of Opta Minerals Inc. (TSX:OPM), which is approximately 66.1% owned by the Company, and serves on the Board of Directors of Mascoma Corporation, a private renewable fuels company in which SunOpta has a 18.65% ownership position. Mr. Kendall also serves on the Board of Asia Bio-Chem Group Corp. (TSX:ABC), a major starch manufacturer in China, and is Chairman of Jemtec Inc. (6/91 to present), a distributor of electronic home incarceration equipment listed on the TSXV.</p> <p>He is also a Director of a number of private and charitable organizations.</p> <p><i>Director Qualifications.</i> Mr. Kendall provides extensive knowledge of the Company's history, strategies, products and operating philosophies. Having led the Company's entry into natural, organic and specialty foods and having been a Director of the Company since 1978 and served as Chief Executive Officer from 1983 through 2007, Mr. Kendall is uniquely qualified to provide leadership as a Director of the Company from both a strategic and operational perspective.</p>			
Other Public Company Directorships in the Past Five Years				
SEC Reporting Companies		Canadian Listed Reporting Companies		
None		Opta Minerals Inc. Jemtec Inc. Asia Bio-Chem Group Corp.		
Board / Committee Membership		Meeting Attendance	Percentage	
Chairman of the Board		5 of 5	100%	
Equity Ownership				
Common Shares	Vested Options (1)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (2)	
469,139	56,400	552,539	\$3,895,400	
Value of Total Compensation Received in Fiscal Year 2012				
Fees Earned or Paid in Cash (3)(4)	Options Awarded (#)	Option Awards (5)	All Other Compensation (6)	Total
\$95,000	25,000	\$88,730	\$96,750	\$280,480

(1) The number of vested options includes options that will become exercisable within 60 days of April 3, 2013.

(2)

The market value has been determined based on \$7.05 being the closing price of the Company's common shares on NASDAQ as at April 3, 2013.

- (3) Mr. Kendall is paid in Canadian dollars. His compensation has been converted to U.S. dollars using the average exchange rate over the year of \$1.00 Canadian = \$1.00 U.S.
- (4) For breakdown of Director Compensation, see chart on page 29.
- (5) Consists of the aggregate grant date fair value of stock options granted under the Stock Option Plan, calculated in accordance with FASB ASC Topic 718. Please see Note 13, Capital Stock, to SunOpta Inc.'s consolidated financial statements included in our Annual Report on Form 10-K for a detailed description of the assumptions used to calculate the fair value of options
- (6) Mr. Kendall sits on the board and certain committees of Opta Minerals Inc., a subsidiary of the Company, and was paid director fees of \$46,750 (CDN \$46,750). This column also reflects \$50,000 (CDN \$50,000) that Mr. Kendall received under a Retiring Allowance Agreement with the Company.

<p><u>Alan Murray</u></p> <p>Age: 53</p> <p>Location: Colorado, USA</p> <p>Director Since: Jul 2010</p> <p>Independent Director</p>	<p>Alan Murray was appointed a Director of the Company in July 2010, was appointment Vice Chair in March 2011, and also serves as Chairman of the Compensation Committee and a member of the Audit Committee. Mr. Murray has over 30 years of experience as a supplier to the food industry in three continents. Mr. Murray spent 10 years with Unilever, primarily in marketing roles both in the Netherlands and South Africa. From 1990 to 2010 he worked for Tetra Pak, the world leader in processing and packaging systems serving the food industry. During this period he led their operations in Southern Africa, Central Europe (Czech Republic and Slovakia) and North America. Mr. Murray has been a Board member of the National Food Processors Association, now merged with Grocery Manufacturers Association, and the International Dairy Foods Association. He was also Co-founder and Chairman of the industry group Carton Council, a body founded to stimulate the recycling of beverage cartons. Mr. Murray has not served on any other reporting issuers Board of Directors. He is currently the Chief Executive Officer of NextFoods, creators of GoodBelly probiotic fruit drink, based in Boulder, Colorado.</p>		
<p><i>Director Qualifications.</i> Mr. Murray brings strong business experience to the SunOpta Board of Directors having a background in manufacturing, business turnaround, business integration and profitable revenue growth. Mr. Murray has lived and worked abroad with experience in Western and Eastern Europe and Africa. Mr. Murray's deep understanding of the food business and extensive exposure to international business is an asset to the Board as the Company continues to expand its food operations globally.</p>			
Other Public Company Directorships in the Past Five Years			
SEC Reporting Companies		Canadian Listed Reporting Companies	
None		None	
Board / Committee Membership		Meeting Attendance	Percentage
Member of Board and Vice Chair		5 of 5	100%
Member of the Audit Committee		4 of 4	100%
Chair of Compensation Committee		5 of 5	100%
Combined Total		14 of 14	100%
Equity Ownership			
Common Shares	Vested Options (1)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (2)
-	16,000	16,000	\$112,800
Value of Total Compensation Received in Fiscal Year 2012			
Fees Earned or Paid in Cash (3)	Options Awarded (#)	Option Awards (4)	Total

\$71,250	20,000	\$70,984	\$142,234
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- (1) The number of vested options includes options that will become exercisable within 60 days of April 3, 2013.
- (2) The market value has been determined based on \$7.05 being the closing price of the Company's common shares on NASDAQ as at April 3, 2013.
- (3) For breakdown of Director Compensation, see chart on page 29.
- (4) Consists of the aggregate grant date fair value of stock options granted under the Stock Option Plan, calculated in accordance with FASB ASC Topic 718. Please see Note 13, Capital Stock, to SunOpta Inc.'s consolidated financial statements included in our Annual Report on Form 10-K for a detailed description of the assumptions used to calculate the fair value of options.

<p>Allan Routh</p> <p>Age: 62</p> <p>Location: Minnesota, USA</p> <p>Director Since: Sep 1999</p> <p>Non-Independent Director</p>	<p>Mr. Routh is President of the Company's Grains and Foods Group, the largest operating group within SunOpta, and prior to March 2003 was President and Chief Executive Officer of the SunRich Food Group, Inc., a wholly-owned subsidiary of the Company.</p> <p>Mr. Routh has been involved in the natural and organic foods industry and soy industry organizations since 1984. He is also a Director of other private companies. In the past five years, Mr. Routh has not served on any other reporting issuers Board of Directors.</p> <p><i>Director Qualifications.</i> Mr. Routh brings extensive industry and company knowledge to the SunOpta Board of Directors. Mr. Routh joined the Board in September 1999 and has a deep understanding of the history, strategies, markets and evolution of the Company, Mr. Routh is a pioneer in the soy and organic foods industries, providing the Company and the Board of Directors with valuable insights into these and related foods markets.</p>
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Other Public Company Directorships in the Past Five Years

SEC Reporting Companies		Canadian Listed Reporting Companies	
None		None	
Board / Committee Membership		Meeting Attendance	Percentage
Member of Board		5 of 5	100%
Equity Ownership			
Common Shares	Vested Options (1)	Total Common Shares and Vested Options	Total Market Value of Common Shares and Vested Options (2)
476,329	101,500	577,829	\$4,073,694
Value of Total Co			