George Weston Limited

Management Proxy Circular

Solicitation of Proxies

This Management Proxy Circular (the "Circular") is furnished in connection with the solicitation by the management of GEORGE WESTON LIMITED (the "Corporation") of proxies to be used at the Annual Meeting of Shareholders of the Corporation (the "Meeting") to be held on Wednesday, May 12, 2004, at 11:00 a.m. (local time), in Constitution Hall, Room 105 of the Metro Toronto Convention Centre, 255 Front Street West, Toronto, Ontario, M5V 2W6, or any adjournment thereof. The cost of such solicitation will be borne by the Corporation.

At the Meeting, shareholders will act upon the matters outlined in the Notice of Annual Meeting accompanying this Circular including the election of directors, the re-appointment of the auditor and the shareholder proposal attached as Schedule C. In addition, the Corporation's management will report on the performance of the Corporation and respond to questions from shareholders.

Revocation of Proxies

A registered shareholder of common shares of the Corporation ("Common Shares") who has given a proxy may revoke the proxy by an instrument in writing executed by him/her or by his/her attorney authorized in writing or, if the shareholder is a corporation by its duly authorized officer(s) or attorney authorized in writing and deposited either at the registered office of the Corporation, Suite 1901, 22 St. Clair Avenue East, Toronto, Ontario M4T 2S7, or at the offices of the Corporation's transfer agent Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 (the "Transfer Agent"), at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or with the Secretary of the Meeting on the day of the Meeting or adjournment thereof prior to the commencement of the Meeting.

A Non-registered Shareholder (as defined below) may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive materials and to vote that is not received by the intermediary at least 7 days prior to the Meeting.

Non-Registered Shareholders

If Common Shares of the Corporation are not registered in the name of the shareholder ("Non-registered Shareholder"), they will be held in the name of a "nominee", which is usually a trust company, securities broker or other financial institution. The nominee is required to seek the instructions from the Non-registered Shareholder as to how to vote such Common Shares. For that reason, Non-registered Shareholders should have received this Circular from their respective nominees, together with a voting instruction form. Each nominee has its own signing and return instructions, which Non-registered Shareholders should follow carefully to ensure their Common Shares will be voted in accordance with their instructions.

Since the Corporation does not have access to the names of its Non-registered Shareholders, if a Non-registered Shareholder wishes to attend the Meeting, the Corporation will have no record of the

Non-registered Shareholder's shareholdings or of their entitlement to vote, unless the nominee has appointed the Non-registered Shareholder as proxyholder. Therefore, if a Non-registered Shareholder wishes to attend and vote in person at the Meeting, a Non-registered Shareholder's name should be placed in the space provided on the voting instruction form sent by respective nominees. By doing so, a Non-registered Shareholder is instructing the nominee to appoint such Non-registered Shareholder as proxyholder. Non-registered Shareholders should sign and follow the return instructions provided by individual nominees. Non-registered Shareholders who will be voting at the Meeting need not complete the instruction portion of the form.

Non-registered Shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

Voting and Exercise of Discretion by Proxyholder

The Common Shares represented by properly executed and returned proxies in favour of the persons designated in the printed portion of the enclosed form of proxy will be voted or not voted on any ballot that may be called for with respect to any matter referred to therein in accordance with the instructions made in the proxy. **In the absence of such instructions, such Common Shares will be voted for the election of the directors, for the re-appointment of the auditor and against the shareholder proposal attached as Schedule C.**

The proxy confers discretionary authority upon the persons named therein with respect to any amendments or variations to matters identified in the Notice of Annual Meeting and with respect to any other matters which may properly come before the Meeting. **The Common Shares represented by proxies in favour of management nominees will be voted with respect to any such matter in the manner directed by management.** The management of the Corporation is not aware of any amendments or variations or other matters to come before the Meeting.

Record Date for Voting

Holders of Common Shares as at the close of business on April 13, 2004 are entitled to one vote at the Meeting for each Common Share shown as registered in such holder's name on such date.

Voting Securities

The Corporation currently has 128,853,846 Common Shares issued and outstanding.

Controlling Shareholder

Mr. W. Galen Weston beneficially owns or controls through Wittington Investments, Limited and affiliated companies 80,691,887 or 62.62% of the outstanding Common Shares.

Votes Required for Approval

A majority of votes cast, in person or by proxy, is required to approve each of the items specified in the Notice of Annual Meeting which accompanies this Circular.

Voting Confidentiality

In order to preserve the confidentiality of individual shareholder votes, proxies are counted and tabulated by the Transfer Agent. This function is performed independently of the Corporation. Proxies are only referred to the Corporation in cases where a shareholder clearly intends to communicate an individual position to management or when it is necessary to do so to meet the requirements of applicable law.

Election of Directors

On March 11, 2004, the Board of Directors, in accordance with the by-laws of the Corporation, determined that the number of directors to be elected at the Meeting will be 14. It is proposed that the persons named below be nominated for election as directors of the Corporation. Management does not believe that any of the nominees will be unable to serve as directors, but if that should occur for any reason prior to the Meeting, **the persons named in the enclosed form of proxy reserve the right to vote for any other nominee at their discretion.** Each director will hold office until the next annual meeting or until the director resigns or a successor is elected or appointed.

The table below provides information with respect to each of the nominees, including the number of Common Shares beneficially owned by them or over which they exercise control or direction and the number of other securities of the Corporation and its subsidiary held by them on March 12, 2004. Biographies and current committee responsibilities of these nominees are attached as Schedule A. The independence and relatedness of directors is discussed under Statement of Corporate Governance Practices.

Information as to Proposed Nominees for Election as Directors

	Age	Director Since	Common Shares	Deferred Share Units	Other Securities of George Weston Limited	Securities of Loblaw Companies Limited
A. Charles Baillie, Toronto, Ontario Corporate Director Retired Chairman and CEO, Toronto Dominion Bank (banking and financial services company)	64	2003	10,000	372	–	–
Robert J. Dart, Toronto, Ontario Vice Chairman of Wittington Investments, Limited (an affiliate of the Corporation and investment company)	65	1994	35,000	–	2,000[i] 4,000[ii]	5,000[iii]
Peter B. M. Eby, Toronto, Ontario Corporate Director	65	2000	2,000	1,651	–	5,000[iii]
Phillip W. Farmer,[1] Melbourne, Florida Retired Chairman, President and CEO of Harris Corporation (Communications Equipment Company)	65	2003	500	304	–	–
Anne L. Fraser, Calgary, Alberta Corporate Director	63	1995	1,500	1,065	500[i]	500[iii] 926[iv]
R. Donald Fullerton, Toronto, Ontario Corporate Director	72	1991	3,000	2,055	–	–
Anthony R. Graham, Toronto, Ontario President of Wittington Investments, Limited (an affiliate of the Corporation and investment company)	47	1996	10,000	1,653	–	10,000[iii] 2,810[iv]
Mark Hoffman, London, England Chairman of Cambridge Research Group Limited (U.K. technology transfer and investment company)	65	1975	36,000	–	–	6[iii]
Allan L. Leighton, Leeds, England Chairman of Royal Mail Group (U.K. Postal Service)	50	2000	1,000	1,189	–	–

	Age	Director Since	Common Shares	Deferred Share Units	Other Securities of George Weston Limited	Securities of Loblaw Companies Limited
John C. Makinson, London, England Chairman and Chief Executive Officer of The Penguin Group (international media company)	49	1997	1,380	1,674	–	–
J. Robert S. Prichard, Toronto, Ontario President and Chief Executive Officer, Torstar Corporation (media newspaper company)	55	2000	2,000	1,264	–	–
M. D. Wendy Rebanks, Toronto, Ontario Corporate Director	72	1994	494,547	–	43,300[i] 60,000[ii]	20,380[iii]
Galen G. Weston[2], Toronto, Ontario Vice President, Operations, No Frills (Retail Supermarket Stores)	31	2003	125,000	–	–	90,000[iii]
W. Galen Weston, Toronto, Ontario Chairman and President of the Corporation	63	1967	80,691,887	–	–	173,544,635[iii]

1 Mr. Phillip W. Farmer has been Chairman, President & Chief Executive Officer of Harris Corporation located in Melbourne, Florida for at least the previous five years.

2 Mr. Galen G. Weston held managerial roles with Loblaw Companies Limited from 1998-2001. He attended Columbia University from January 2001 to May 2003. In September, 2003, he rejoined Loblaw Companies Limited as Vice President, Operations, No Frills.

i Preferred Shares Series I of the Corporation
ii Preferred Shares Series II of the Corporation
iii Common Shares of Loblaw Companies Limited

iv Deferred Share Units of Loblaw Companies Limited

Re-Appointment of Auditor

It is proposed that KPMG LLP Chartered Accountants be re-appointed as auditor of the Corporation to hold office until the next annual meeting of shareholders in 2005. KPMG LLP have served as auditor of the Corporation for more than 10 years.

For the years 2003 and 2002, KPMG LLP and its affiliates received fees from the Corporation and its subsidiaries as detailed below:

	2003	2002
		($millions)
KPMG LLP		
Audit Services	3.1	3.6
Audit-related services	1.0	0.8
Tax Related Services	0.4	0.5
Other Services	0.9*	0.1
Total Fees	5.4	5.0

* $850,000 relates to planning and documentation assistance in connection with a review of the Corporation's and its subsidiaries internal financial controls and procedures.

Shareholder Proposal

Set out in Schedule C to this Circular is a shareholder proposal that has been submitted for consideration at the Meeting and the response of management and the Board of Directors. The proposal would require a simple majority of the votes cast at the Meeting in order to be approved.

The *Canada Business Corporations Act* permits certain eligible shareholders of the Corporation to submit shareholder proposals to the Corporation, which proposals may be included in a management proxy circular relating to an annual meeting of shareholders. The final date by which the Corporation must receive shareholder proposals for the annual meeting of shareholders to be held in 2005 is December 23, 2004.

Executive Compensation

The following table sets forth compensation paid by the Corporation and its subsidiaries to the persons who were at the end of 2003 the five most highly compensated policy making executive officers of the Corporation and its principal subsidiaries including the Chief Executive Officer and Chief Financial Officer as required by applicable legislation (collectively the "Named Executive Officers") for services rendered in all capacities to the Corporation or a subsidiary for the years 2003, 2002 and 2001.

Summary Compensation Table

		Annual Compensation		Long-Term Compensation		
				Awards	Payouts	
Name and Principal Position	Year	Salary ($)	Bonus ($)	Securities Under Options/SARs Granted (#)	LTIP Payouts ($)	All Other Compensation ($)
W. Galen Weston	2003	1,600,000(3)	1,000,000(3)	85,699(1)	–	–
Chairman and President of the				149,254(2)		
Corporation	2002	1,600,000(3)	1,000,000(3)	–		
	2001	1,600,000(3)	1,000,000(3)	101,460(1)		
				41,240(2)		
John A. Lederer	2003	1,200,000(4)	851,750(4)	42,849(1)	–	–
President, Loblaw Companies Limited				149,254(2)		
	2002	1,200,000(4)	781,500(4)	–		
	2001	1,200,000(4)	630,732(4)	25,365(1)		
				164,950(2)		
Richard P. Mavrinac	2003	500,000(3)	284,916(3)	26,781(1)	–	–
Chief Financial Officer of the Corporation				46,642(2)		
	2002	275,000(3)	233,750(3)	–		
	2001	275,000(3)	201,575(3)	–		
Gary J. Prince	2003	1,000,000(5)	512,000(5)	107,124(1)	–	–
President, Weston Foods, Inc. (U.S.)	2002	1,000,000(5)	750,000(5)	40,000(1)		
	2001	566,667(5)	600,000(5)	–		
Ralph A. Robinson	2003	450,000	312,556	48,206(1)	–	–
President, Weston Foods Inc. (Canada)	2002	350,000	295,859	–		
	2001	350,000	208,004	–		

(1) Common Shares of the Corporation

(2) Common Shares of Loblaw Companies Limited

(3) Includes a portion paid by Loblaw Companies Limited

(4) Paid by Loblaw Companies Limited

(5) U.S. Dollars

Option/SAR Grants During the Most Recently Completed Financial Year (2003)

Under its Stock Option Plan ("Option Plan"), the Corporation may grant options to buy Common Shares or receive stock appreciation rights attaching to option grants that are valued based on the fair market value of the Common Shares at the close of business on the day before the grant. Stock options have a 7 year term, are exercisable at the market price of the Common Shares on the date prior to the grant, and vest 20% on each of the first, second, third, fourth and fifth anniversaries of the date of the grant.

The following table sets forth grants of options of the Corporation or any of its subsidiaries made during 2003 to Named Executive Officers:

Name	Securities Under Options/ SARs Granted (#)	% of Total Options/ SARs Granted to Employees in Financial Year	Exercise or Base Price ($/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant ($/Security)	Expiration Date
W. Galen Weston	85,699(1)	12.508%	93.35	93.35	January 15, 2010
	149,254(2)	6.3%	53.60	53.60	January 15, 2010
John A. Lederer	42,849(1)	6.254%	93.35	93.35	January 15, 2010
	149,254(2)	6.3%	53.60	53.60	January 15, 2010
Richard P. Mavrinac	26,781(1)	3.909%	93.35	93.35	January 15, 2010
	46,642(2)	1.97%	53.60	53.60	January 15, 2010
Gary J. Prince	107,124(1)	15.636%	93.35	93.35	January 15, 2010
Ralph A. Robinson	48,206(1)	7.036%	93.35	93.35	January 15, 2010

(1) Common Shares of the Corporation
(2) Common Shares of Loblaw Companies Limited

The following table sets forth, where applicable, options on Common Shares exercised during 2003 and unexercised options at fiscal year end December 31, 2003 for each of the Named Executive Officers:

Option/SAR Exercises During the Most Recently Completed Financial Year and Financial Year-end Option/SAR Values

Name	Securities/ SARs Acquired on Exercise (#)	Aggregate Value Realized $(3)	Unexercised Options/SARs at Financial Year End (#) Exercisable/Unexercisable		Date Option/ SAR Granted	Value of Unexercised in the Money Options/SARs at Financial Year End $ Exercisable/Unexercisable	
W. Galen Weston			121,647	–	Jan. 30/98	8,033,932	–
(1)			12,100	24,200	Jan. 11/00	653,521	1,307,042
			20,292	60,876	Jan. 08/01	504,459	1,513,377
			–	85,699	Jan. 15/03	–	887,841
(2)			37,500	75,000	Jan. 11/00	1,344,375	2,688,750
			16,496	24,744	Jan. 08/01	319,197	478,796
			–	149,254	Jan. 15/03	–	2,126,869

Name	Securities/ SARs Acquired on Exercise (#)	Aggregate Value Realized $[3]	Unexercised Options/SARs at Financial Year End (#) Exercisable/Unexercisable		Date Option/ SAR Granted	Value of Unexercised in the Money Options/SARs at Financial Year End $ Exercisable/Unexercisable	
John A. Lederer			12,000	–	Jan. 30/98	792,516	–
(1)			1,810	905	Jan. 13/99	87,712	43,856
			9,660	9,660	Jan. 11/00	521,736	521,736
			10,146	15,219	Jan. 08/01	252,229	378,344
			–	42,849	Jan. 15/03	–	443,915
(2)	12,632	488,631	–	–	Jan. 03/97	–	–
	17,368	493,806	70,064	–	Jan. 30/98	3,037,274	–
			11,236	2,809	Jan. 13/99	362,361	90,590
			112,500	75,000	Jan. 11/00	4,033,125	2,688,750
			65,980	98,970	Jan. 08/01	1,276,713	1,915,069
			–	149,254	Jan. 15/03	–	2,126,869
Richard P. Mavrinac	4,800	294,398	–	–	Jan. 30/98	–	–
(1)	593	25,943	–	593	Jan. 13/99	–	28,736
	1,800	88,740	–	3,600	Jan. 11/00	–	194,436
			–	26,781	Jan. 15/03	–	277,451
(2)	2,000	75,844	–	–	Jan. 30/98	–	–
	1,404	37,658	–	1,404	Jan. 13/99	–	45,279
	7,520	228,773	–	15,040	Jan. 11/00	–	539,184
			–	46,642	Jan. 15/03	–	664,648
Gary J. Prince	24,000	1,300,392	–	–	Jan. 30/98	–	–
(1)	3,600	131,760	–	1,800	Jan. 13/99	–	87,228
	38,640	1,628,676	–	38,640	Jan. 11/00	–	2,086,946
			8,000	32,000	Jan. 11/02	29,680	118,720
			–	107,124	Jan. 15/03	–	1,109,804
Ralph A. Robinson	9,600	518,630	–	–	Jan. 30/98	–	–
(1)	7,200	262,375	–	1,800	Jan. 13/99	–	87,228
	12,680	532,445	–	25,360	Jan. 11/00	–	1,369,693
			–	48,206	Jan. 15/03	–	499,414

(1) Common Shares of the Corporation
(2) Common Shares of Loblaw Companies Limited
(3) Pretax value accrued since date option granted to date of exercise.

Pension Plan and Long Service Executive Arrangements

The following table illustrates the estimated annual benefit payable at normal retirement age for all senior executives participating in the Corporation's Designated Executive Pension Plan (the "Plan"). The annual benefit does not include bridge benefits for the Canada Pension Plan and Old Age Security. In calculating the annual benefit, the pension formula incorporates the senior executive's average annual base salary and years of service.

Pension Plan Table

Annual Base Salary $(000's)	Years of Service 15	20	25	30	35
75	22,500	30,000	37,500	45,000	52,500
100	25,833	34,444	43,055	51,666	60,277
125 and above	25,833	34,444	43,055	51,666	60,277

In addition, senior executives of the Corporation are entitled to receive an annual retirement allowance under a Supplementary Employee Retirement Plan ("SERP") up to a maximum of 50% of their final salary to a maximum of $100,000, inclusive of any and all pensions payable from all Corporation sources. Pursuant to the SERP, each of John A. Lederer, Richard P. Mavrinac, Gary J. Prince and Ralph A. Robinson will be entitled to receive an annual retirement allowance at his normal retirement date. The retirement allowance is based on length of service at the rate of 2% per year, to a maximum of 50% of his best three years' average base salary as defined in the Plan. Pursuant to their contracts, Messrs. John A. Lederer, Richard P. Mavrinac, Gary J. Prince and Ralph A. Robinson are entitled to an aggregate annual retirement allowance at age 60 of $500,000, $250,000, $500,000(U.S.) and $225,000 respectively, depending on length of service. These payments are inclusive of any annual amount payable from the Plan, the SERP and/or any pension plan of an affiliate. The Plan rules otherwise applicable to the Plan apply to this annual retirement allowance.

The estimated total credited years of service for each Named Executive Officer at normal retirement date are: W. Galen Weston (27.8); John A. Lederer (34.2); Richard P. Mavrinac (30.4); Gary J. Prince (37.8); and Ralph A. Robinson (33.7).

Employment and Retirement Arrangements

Mr. Lederer was appointed President of Loblaw Companies Limited ("Loblaw") on January 1, 2001 and entered into an employment contract with Loblaw which, among other things, fixed Mr. Lederer's annual base salary at $1.2 million for 3 years and entitled him to a bonus of up to $1 million per annum upon achieving certain objectives. Effective January 1, 2004 and in accordance with his contract, Mr. Lederer's base salary was reviewed by the Loblaw Governance, Employee Development, Nominating and Compensation Committee and increased to $1.35 million annually for a 3 year period and his bonus was increased to a maximum of 100% of salary based on Economic Value Added ("EVA") consistent with all senior executives and up to an additional maximum of $250,000 at the discretion of the Loblaw Governance, Employee Development, Nominating and Compensation Committee. Upon ceasing to be employed by Loblaw, Mr. Lederer may be entitled to a payment of a maximum of $10 million, subject to certain non-competition covenants.

Messrs. Mavrinac, Prince and Robinson each entered into an employment contract with the Corporation effective January 1, 2003 which, among other things, fixed their annual base salary at $500,000, $1 million U.S. and $450,000 respectively, for 2 or 3 years and entitles each of them to an annual bonus of up to a maximum of 100% of base salary. Upon ceasing to be employed by the Corporation, Messrs. Mavrinac, Prince and Robinson may be entitled to a maximum payment of up to $5 million, $5 million U.S., and $4 million respectively, subject to certain non-competition covenants.

Report On Executive Compensation

The responsibilities of the Governance, Human Resource, Nominating and Compensation Committee (the "Governance Committee") are summarized under "Statement of Corporate Governance Practices" on page 13. Among other matters, the Governance Committee is responsible for reviewing and approving overall compensation policies and reviewing, approving and recommending compensation for senior officers of the Corporation and its operating subsidiaries, including those Named Executive Officers listed in the Summary Compensation Table on page 5.

As of March 12, 2004, the members of the Governance Committee were R. Donald Fullerton (Chairman), Peter B.M. Eby, Anthony R. Graham and J. Robert S. Prichard. All members of the Governance Committee are independent, within the meaning of the recommended best practices published in draft form for public comment by the Canadian securities regulators in January 2004, except for Mr. Graham who is not independent solely because he is an executive officer of Wittington Investments, Limited, the Corporation's controlling shareholder.

Compensation Philosophy

The Corporation's compensation arrangements for its senior officers are intended to attract, retain and motivate individuals who can effectively contribute to the long-term success and objectives of the Corporation. Senior officers receive compensation based on their level of individual responsibility and experience, the market value of the job they perform and the success of the Corporation in meeting its objectives and creating shareholder value.

The Corporation seeks to position total compensation for its senior officers, including base salary, annual cash incentives and equity incentives, at the first quartile (75^{th} percentile) of that paid by companies in the comparator group described below, for positions with equivalent responsibilities and scope.

Comparator Group

In determining compensation for senior officers, including the Named Executive Officers, the Governance Committee considers the compensation practices of a comparator group of similarly-sized Canadian and U.S. companies in the food manufacturing and retail industry. In determining compensation for the Named Executive Officers, the Governance Committee also considers publicly-disclosed executive compensation information of various Canadian public companies whose revenues, profitability and market capitalization are comparable to those of the Corporation.

On a regular basis, the Governance Committee retains external compensation consultants to analyze total compensation paid by the Corporation and its form to ensure that such compensation is competitive with that paid by companies in the comparator group described above and is effective in achieving the objectives established by the Corporation.

Components of Total Compensation

The aggregate compensation of senior officers of the Corporation, including the Named Executive Officers, consists of four components: base salary, annual cash incentives, equity incentives and retirement plans. The Corporation aims to ensure that each senior officer's compensation is an appropriate balance of salary and short term and long term incentive components.

(i) Base Salary

The Governance Committee reviews base salaries for senior officers, including the Named Executive Officers, on a 2 or 3 year basis. Base salaries are set with reference to the criteria and competitive benchmarks set forth above. The Corporation's compensation philosophy with respect to base salaries is to maintain levels at approximately the market median (50^{th} percentile) and to place more upside opportunities on the discretionary incentives. Accordingly, although base salaries are reviewed on a regular multi-year basis, they are relatively de-emphasized and are increased infrequently except in the case of a change of responsibility or promotion.

(ii) Annual Cash Incentives

The senior officers of Loblaw participate in a bonus plan based on EVA principles which is applicable to 152 senior executives and is based on opertaing income performance and the cost of capital to achieve operating income results as determined by Loblaw. EVA, for purposes of the bonus plan, is a performance measure of the economic value generated by the assets employed by Loblaw. The determination of EVA evaluates the return generated by the operating performance of Loblaw over the cost of capital, for both debt and equity, employed to generate operating income. As a result of the bonus plan, a significant portion of each senior officer's annual compensation is linked to the EVA generated by the business. The EVA bonus plan more closely aligns the bonus aspect of the senior officers' compensation with long-term shareholder objectives of producing sustainable long-term returns above the cost of capital. By measuring the economic value added over operating costs and the cost of capital, EVA measures the combined productivity of all factors of production which focuses both on operating income generation and the efficient management of assets.

The EVA bonus earned in any year is paid out over a 3 year period, one-third in each subsequent year, commencing with the immediate following year after it is earned. As a result of the payout mechanism, subsequent years' EVA bonus earned can either increase or decrease the amount of the EVA received by the senior officers and therefore ensures that long-term performance is not sacrificed by decisions to enhance profitability for the short term.

The bonuses for senior operating management of Weston Foods, including Mr. Prince and Mr. Robinson are based on achieving operating income targets within a predetermined capital investment program as approved by the Board of Directors.

For 2004 and subsequent years, the senior management teams of Weston Foods will be on an EVA bonus program similar in design to that of Loblaw which will be specific to each business unit with a limited discretionary amount as determined by the Governance Committee based upon the particular executive's performance.

(iii) Equity Incentives

Senior officers participate in the Corporation's Option Plan. Allocations under the Option Plan are intended to provide strong incentives for superior long-term future performance. The Option Plan links compensation to shareholders' interests because the value of the awards is directly related to the Corporation's future stock price.

The Corporation's Option Plan has two objectives:

- to give each option holder an interest in preserving and maximizing shareholder value over the long term; and
- to enable the Corporation to attract and retain individuals with experience and ability and reward individuals for long-term performance and expected future performance.

Options are granted to senior officers based upon a multiple of base salary reflecting their position, length of service and responsibility. For the fiscal year ending December 31, 2003, the multiple ranged from 10 times salary at the most senior levels to 1 times salary at the subsidiary operating level. Options are not granted every year and are reviewed by the Governance Committee as part of its regular review.

Under the Option Plan, individuals can elect to take up Common Shares or the share appreciation value in accordance with the terms of the Option Plan. Options are awarded as part of total compensation without reference to outstanding option grants held by a particular officer although total unvested option entitlements are reviewed at the time of option grants to ensure that the Corporation is within its target of no more than 5% of outstanding Common Shares being subject to options at any time. The Governance Committee examines stock options granted by companies in the comparator group described above to ensure that such option grants to the Corporation's senior officers are competitive. To hold stock options, an individual must be an officer or employee of the Corporation, or of a subsidiary or affiliate of the Corporation.

The maximum number of Common Shares issuable under the Option Plan at any time without first obtaining shareholder approval cannot exceed 7,061,985. As indicated above, the Corporation has a target of a maximum of 5% of outstanding Common Shares at any time.

On January 15, 2003, options on 685,129 Common Shares were granted at market price to 91 employees of the Corporation. Stock option grants of the Corporation as at March 12, 2004 had total unexercised options outstanding of 1,543,865 Common Shares or 1.19% of issued and outstanding Common Shares.

To encourage stock ownership by senior officers of the Corporation and its operating subsidiaries, the Corporation has share ownership guidelines for senior executives that require a minimum level of ownership of shares of the Corporation and Loblaw set as a percentage of base salary to be achieved over a 5-year period. Requirements are generally at the following aggregate levels: president – 5 times base salary, executive vice presidents – 3 times base salary and senior vice presidents – 2 times base salary. The Named Executive Officers are in compliance with these guidelines.

(iv) Retirement Plans

Senior officers participate in the Corporation's Designated Executive Pension Plan. In addition, senior executives of the Corporation, including the Named Executive Officers, are entitled to a Supplementary Employee Retirement Plan. Information on these plans can be found under "Pension Plan and Long Service Executive Arrangements" on page 7.

Chairman and President's Compensation

The Chairman and President's compensation is considered and determined by the Governance Committee. The Chairman and President does not participate in the Governance Committee's or the Board's decisions or votes relating to his compensation.

The aggregate compensation of the Chairman and President consists of four components: base salary, annual cash incentives, equity incentives and retirement plans. The Governance Committee aims to ensure that the compensation is balanced among these four components.

Mr. Weston's salary and bonus were reviewed by the Governance Committee in 2003. Mr. Weston's base salary was $1,600,000 in 2003 and he received a bonus of $1,000,000 based upon achievement of the Corporation's budget. The Governance Committee reviews overall assessment of his performance.

In establishing the Chairman and President's salary, the Governance Committee considers the publicly-disclosed compensation of chief executive officers of companies whose revenues, profitability and market capitalization are comparable to those of the Corporation. In establishing the Chairman and President's other compensation entitlements, the Governance Committee considers the bonus provided to senior officers based on the achievement of the Corporation's financial targets and budget approved by the Board. In addition, the Governance Committee considers Mr. Weston's contribution to the Corporation in terms of leadership in the management of the Corporation and its subsidiaries, increases in shareholder value, the effective development and growth of the Corporation and the development of new growth opportunities for the Corporation and its subsidiaries. Mr. Weston's bonus in 2004 and future years will be based on EVA consistent with all senior executives, to a maximum of 100% of base salary.

This report on executive compensation is presented by the Governance, Human Resource, Nominating and Compensation Committee of the Board of Directors.

R. Donald Fullerton (Chairman), Peter B.M. Eby, Anthony R. Graham and J. Robert S. Prichard.

Governance, Human Resource, Nominating and Compensation Committee Interlock

During the last year, no executive officer of the Corporation served as (i) a member of the governance committee (or other committee of the board performing equivalent functions, or in the absence of any such committee, the entire board) of another entity, one of whose executive officers served on the Governance Committee of the Corporation; (ii) a director of another entity, one of whose executive officers served on the Governance Committee of the Corporation; or (iii) a member of the governance committee (or other committee of the board of directors performing equivalent functions or in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as a director of the Corporation.

Compensation of Directors

Effective January 1, 2003, annual director retainers, and fees were: (i) $35,000 annual retainer; (ii) $4,000 for each non-audit committee member; (iii) $3,000 for non-audit committee chairman; (iv) $5,000 for audit committee member (v) $10,000 for audit committee chairman and (vi) $1,500 for each Board and committee meeting attended.

Effective October 1, 2003, the annual retainers and fees were increased to: (i) $50,000 annual retainer; (ii) $4,000 per annum for each non-audit committee member; (iii) $3,000 per annum for each non-audit committee chairman; (iv) $5,000 per annum for audit committee member; (v) $10,000 per annum for audit committee chairman; and (vi) $2,000 for each Board and committee meeting attended and for specific meeting requests of a half day or more. Mark Hoffman received $6,500 U.S. in director fees from subsidiaries of the Corporation.

In order to align the interests of directors with those of shareholders, directors can elect annually to take all or a portion of their annual retainer(s) and fees in the form of deferred share units. If a director elects to receive deferred share units, units each representing the value of the Common Shares are credited to the director's account each quarter based on the market value of a Common Share. Deferred share units are paid to the director following termination of Board service. Payment will be made in Common Shares, based on the market value of the Common Shares on the date of payment.

The Board has approved share ownership guidelines for the directors equal to a target shareholding of $250,000. Directors are required to take their annual retainers and fees or a portion thereof, in deferred share units until they reach this threshold. All directors are in compliance with these guidelines.

Statement of Corporate Governance Practices

The Corporation's Board and management believe that sound corporate governance practices will contribute to the effective management of the Corporation and its achievement of strategic and operational plans, goals and objectives. The Corporation seeks to attain high standards of corporate governance and believes that it has adopted "best practices" in developing its approach to corporate governance.

The Corporation's approach to corporate governance is in full compliance with the Guidelines for Corporate Governance adopted by the TSX in 1995 (the "TSX Guidelines"). A report with specific reference to each of the TSX Guidelines is attached as Schedule B. In addition, the Governance Committee has been reviewing its approach to corporate governance in light of the recommended "best practices" (the "Proposals") published in draft form for public comment by the Canadian securities regulators in January, 2004 and believes its practices are in compliance with these Proposals. Once the Proposals are adopted in final form, the Governance Committee will reassess the Corporation's corporate governance practices and implement any changes necessary so that the Corporation's commitment to exemplary corporate governance practice is maintained.

Director Independence

The Governance Committee reviews the factual circumstances and nature of relationships with the Corporation of each director nominee to determine whether he or she is related or unrelated within the meaning of the TSX Guidelines and independent within the meaning of the Proposals. The Governance Committee have concluded that there are 8 unrelated and independent director nominees on the Board. The following directors are independent: A. Charles Baillie, Peter B.M. Eby, Phillip W. Farmer, Anne L. Fraser, R. Donald Fullerton, Mark Hoffman, John C. Makinson and J. Robert S. Prichard.

These 8 directors do not have any relationship with Wittington Investments, Limited or W. Galen Weston, the direct and indirect significant shareholders of the Corporation, or the Corporation itself, other than as a director and therefore are considered independent.

Accordingly, the Board is comprised of a majority of directors who are unrelated and independent. The Governance Committee believes this reflects the interest of all shareholders.

The Board, not management, is responsible for recommending director nominees for election by the Shareholders so that the Board is continually renewed with directors who are independent.

The Corporation is controlled by W. Galen Weston, who beneficially owns or controls approximately 62.62% of the total outstanding Common Shares of the Corporation and is a "significant shareholder" within the meaning of the TSX Guidelines. Mr. Weston has a significant common interest with other shareholders with respect to value creation, the well being of the Corporation and the performance of its publicly listed securities. In addition, Messrs. Dart and Graham are executive officers of Wittington Investments, Limited and Mrs. Rebanks and Mr. Galen G. Weston are relatives of Mr. Weston and are therefore not considered independent. Mr. Leighton provides consulting services to Wittington Investments, Limited and is therefore not considered independent. (See Schedule B).

Board Responsibilities and Duties

The Board, directly and through its committees, supervises the management of the business and affairs of the Corporation with the goal of enhancing long-term shareholder value. The Board has adopted a formal mandate (available on the Corporation's website) and makes major policy decisions, delegates to management the authority and responsibility in day-to-day affairs and reviews management's performance and effectiveness. The Board's expectations of management are communicated directly to management and through committees of the Board.

The Board approves the Corporation's operating budgets which take into account the opportunities and risks of its businesses. Members of the Board attend an annual all-day strategy session with management to discuss and review the Corporation's strategic plans and opportunities. Through the Audit Committee, the Board oversees the Corporation's risk management framework and assesses the integrity of the Corporation's internal control over financial reporting and management information systems. Through the Governance Committee, the Board oversees succession planning and compensation for senior management as well as board nominees.

At each Board meeting, the Board meets without management present, to ensure that the Board is able to discharge its responsibilities independently of management. Individual directors may, with the approval of the Chairman of the Governance Committee (Lead Director), retain an outside advisor at the expense of the Corporation.

The Board is also responsible for having in place a process to ensure the effectiveness and accountability of the Board as a whole as well as the committees of the Board. Through the Governance Committee, the Board assesses its performance and the adequacy and form of compensation paid to directors. Each year, the Governance Committee benchmarks directors' compensation against compensation paid by major Canadian public companies in order to ensure that their compensation reflects the responsibilities involved in being a director.

The Board requires that management seek directors' review and approval of:

- strategic corporate direction and corporate performance objectives;
- multi-year and annual business, capital and operating plans and budgets;
- material capital expenditures, acquisitions and divestitures, and restructurings; and
- investment outside of the ordinary course of business.

These matters are in addition to those matters which are required by law to receive Board consideration and approval.

The Board regularly receives reports on the operating results of the Corporation, as well as timely reports on certain operational matters, including insurance, pensions, corporate governance, health and safety and treasury matters.

The Chairman directs the operations of the Board. He is responsible for establishing the agenda for meetings and ensuring that the Board has sufficient resources and information to make decisions in the best interests of all shareholders. The Board has appointed the Chairman of the Governance Committee, who is an independent director, to serve as Lead Director. The Lead Director chairs meetings of the independent directors, consults with the Chairman of the Board on the effectiveness of Board committees to ensure that independent directors have adequate opportunity to discuss issues without management present and acts in other circumstances where required or appropriate and ensures that the Board's agenda will enable it to successfully carry out its duties.

Code of Business Conduct

The Board has adopted a Code of Business Conduct applicable to all directors, officers and employees, which is available on the Corporation's website. The Audit Committee receives regular compliance reports with respect to the Code of Business Conduct.

Committee Structures

There are 5 committees of the Board: Audit; Governance, Human Resource, Nominating and Compensation; Pension and Benefits; Environmental, Health and Safety and Executive.

The Audit Committee is comprised solely of independent directors. The other committees, with the exception of the Executive Committee, are all comprised solely of non-management directors, in each case, with a majority of members being independent directors. The Board believes that the composition of its committees allows them to operate independently from management such that shareholders' interests are protected.

Each of the committees has a formal charter established by the Board which is reviewed annually. The committees upon which each director serves are listed in Schedule A.

Every year, the Governance Committee undertakes a review process to assess the performance of the Board and its committees and each Board member evaluates the Board's and committees' performance. The resulting data is presented to the Governance Committee. The Governance Committee also reviews the experience and performance of nominees proposed for election to the Board and the appointment of directors to committees.

The following is a brief summary of some of the committees' responsibilities:

Audit Committee

The Audit Committee, whose members are all financially literate as defined under applicable regulations, is responsible for:

- recommending the appointment of the external auditor;
- reviewing the arrangements for and scope of the audit by the external auditor;
- reviewing the independence of the external auditor;
- considering the adequacy of the systems of internal accounting controls and reviewing any proposed corrective actions;
- reviewing and monitoring the Corporation's policies relating to ethics and conflicts of interests;
- establishing a procedure for the receipt, retention and follow up of complaints regarding the Corporation's accounting, internal controls and auditing matters;
- reviewing and monitoring the internal audit function of the Corporation;
- reviewing the integrity of the Corporation's management and information systems;
- reviewing and approving the audit fees paid to the external auditor and pre-approval of non-audit related fees to the external auditor;
- discussing and reviewing with management and the external auditor the Corporation's annual and interim consolidated financial statements, key reporting matters and Management's Discussion and Analysis;

- approving the Corporation's annual and interim consolidated financial statements and Management's Discussion and Analysis; and
- reviewing the proposed risks of the Corporation's business.

A copy of the committee's charter is available on the Corporation's website.

Governance, Human Resource, Nominating and Compensation Committee
The Governance, Human Resource, Nominating and Compensation Committee is responsible for:

- identifying candidates for membership on the Board;
- assisting in educating directors and assessing their performance on an on-going basis;
- shaping the Corporation's approach to corporate governance and recommending to the Board, corporate governance principles to be followed by the Corporation; and
- discharging the Board's responsibilities relating to compensation and succession planning of the Corporation's senior executives.

A copy of the committee's charter is available on the Corporation's website.

Pension and Benefits Committee
The Pension and Benefits Committee is responsible for:

- reviewing the performance of the Corporation's and its subsidiaries' pension plans and the Corporation's pooled pension fund;
- reviewing and recommending managers for the pooled pension fund's portfolio;
- reviewing performance of pooled pension fund managers;
- reviewing and approving the assumptions used, the funded status and amendments to the Corporation's and its subsidiaries' pension plans; and
- receiving reports regarding level, types and cost of employee benefit plans.

Environmental, Health and Safety Committee
The Environmental, Health and Safety Committee is responsible for reviewing and monitoring environmental, health and safety policies, procedures, practices and compliance. A copy of the committee's charter is available on the Corporation's website.

Executive Committee
The Executive Committee possesses all of the powers of the Board except the power to declare common dividends and certain other powers specifically reserved by applicable law to the Board. The Executive Committee acts only when it is not practicable for the full Board to meet.

Disclosure Committee

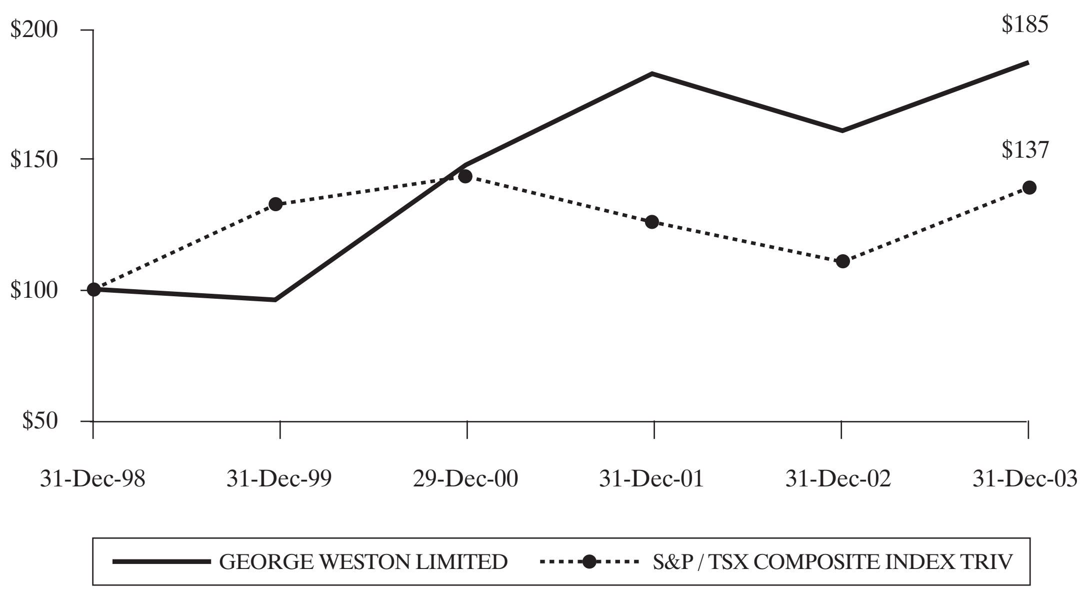
A Disclosure Committee comprised of senior management of the Corporation has been established to supervise the Corporation's disclosure process. Its mandate includes ensuring that effective controls and procedures are in place to allow the Corporation to satisfy all of its continuous disclosure obligations including the new certification requirements. The Disclosure Committee is also responsible for ensuring that the policies and procedures contained in the Corporation's Disclosure Policy, which relates to the timely and accurate dissemination of all material information, are in compliance with regulatory requirements. A copy of the Disclosure Policy is available on the Corporation's website.

Performance Graph

The graph below compares the cumulative total shareholder return on $100 invested in Common Shares on December 31, 1998 with the cumulative total return of the S&P/TSX Composite Index over the same period.

CUMULATIVE TOTAL RETURN

Cumulative Value of a Cdn. $100 Investment Assuming Reinvestment of Dividends



	31-Dec-98	31-Dec-99	29-Dec-00	31-Dec-01	31-Dec-02	31-Dec-03
S&P / TSX COMPOSITE INDEX TRIV	$100	$132	$141	$124	$108	$137
GEORGE WESTON LIMITED	**$100**	**$95**	**$146**	**$181**	**$159**	**$185**

	31-Dec-98	31-Dec-99	29-Dec-00	31-Dec-01	31-Dec-02	31-Dec-03
S&P / TSX COMPOSITE INDEX TRIV	13,648.84	17,977.46	19,309.36	16,881.75	14,782.01	18,732.48

Director and Officer Liability Insurance

The Corporation maintains insurance for the benefit of its directors and officers and the directors and officers of its subsidiaries, as a group, in respect of the performance by them of their duties of their offices. The Corporation believes that coverage limits and deductibles are in line with those maintained by other corporations similar to the Corporation. The annual insurance premium of $411,873.51 is paid by the Corporation. The insurance limit is $300 million per annum on an aggregate basis or per occurrence basis. There is no deductible in the case of directors and officers and a $250,000 deductible for the Corporation.

General

Information contained herein, save and except where indicated, is given as of March 12, 2004. The contents and sending of this Circular have been approved by the Board.

Additional copies of the Corporation's latest annual information form (together with the documents or pertinent pages of documents incorporated by reference), the Corporation's consolidated financial statements for 2003 together with the report of the auditor on those statements, any financial statements for periods after 2003 and this Circular can be obtained upon request from the Vice President, Industry and Investor Relations of the Corporation at 22 St. Clair Avenue East, Suite 1800, Toronto, Ontario M4T 2S8. Additional information about the Corporation can also be found at www.weston.ca.

Stewart E. Green
Senior Vice President, Secretary and General Counsel

Schedule A Directors' Biographies

A. CHARLES BAILLIE, B.A., M.B.A.

Mr. Baillie is the retired Chairman of the Board of Toronto Dominion Bank and was previously Chairman and Chief Executive Officer. Mr. Baillie is a Director of Dana Corporation, Ballard Power Systems Inc., Canadian National Railway Company, Quebecor World Inc. and Telus Corporation. He is Chancellor of Queen's University, President of the Art Gallery of Ontario's Board of Trustees and Honorary Chairman of the Canadian Council of Chief Executives.

Member of the Audit Committee; Unrelated and Independent Director

ROBERT J. DART, B.Comm., F.C.A.

Mr. Dart is Vice Chairman of Wittington Investments, Limited and was formerly President of Wittington Investments, Limited. Mr. Dart was a former senior tax partner of Price Waterhouse Canada. He is a Director of Loblaw Companies Limited, Holt, Renfrew & Co., Limited and Brown Thomas Group Limited.

PETER B. M. EBY, B.Comm., M.B.A.

Mr. Eby is a former Vice Chairman and Director of Nesbitt Burns Inc. He was associated with Nesbitt Burns Inc. and its predecessor companies for 38 years in several senior capacities. He is a former Chairman of the Olympic Trust. Mr. Eby is a Director of Leon's Furniture Limited, Sixty Split Corporation and TD Waterhouse Inc. U.S. Family of Funds.

Member of the Audit, Executive and Governance, Human Resource, Nominating and Compensation Committees; Unrelated and Independent Director

PHILLIP W. FARMER, B.Sc.,

Mr. Farmer is the retired Chairman of the Board, President and Chief Executive Officer of Harris Corporation located in Melbourne, Florida and held several senior positions with that company since 1982. Mr. Farmer is a past Chairman of the Executive Committee of the Manufacturer's Alliance. He is a Director of Vulcan Materials Company, AuthenTec, Inc. and a former Governor of the Aerospace Industries Association. Mr. Farmer is a former member of the U.S. Secretary of Defense's Defense Policy Advisory Committee on Trade and is Vice Chairman of the Board of Trustees of the Florida Institute of Technology.

Member of the Audit Committee; Unrelated and Independent Director

ANNE L. FRASER, B.Sc., LL.D.

Mrs. Fraser is an Education Consultant with the University of Victoria, an Associate Governor of Dalhousie University and an Associate, Faculties of Management, Education, Engineering, Law and Fine Arts at the University of Calgary. She is a Director of Loblaw Companies Limited, Neuroscience Canada Foundation, Bamfield Marine Research Centre and Pier 21 Society.

Chair of the Environmental, Health and Safety Committee; Unrelated and Independent Director

R. DONALD FULLERTON, B.A.

Mr. Fullerton retired as Chairman and Chief Executive Officer of Canadian Imperial Bank of Commerce in 1992 and was Chairman of Canadian Imperial Bank of Commerce's Executive Committee until 1999 and retired as a Director in February 2004. Mr. Fullerton is a Director of Asia Satellite Telecommunications Holdings Ltd., Husky Energy Inc. and Partner Communications Company Ltd. He has served on the Boards of many other medical, cultural, educational and business entities during his career.

Chair of the Audit and Governance, Human Resource, Nominating and Compensation Committees; Unrelated and Independent Director

ANTHONY R. GRAHAM

Mr. Graham is President and a Director of Wittington Investments, Limited and President and Chief Executive Officer of Sumarria Inc. (Investment management company). Mr. Graham was formerly Vice-Chairman of National Bank Financial and Senior Executive Vice President and Managing Director of Lévesque Beaubien Geoffrion Inc. Mr. Graham is Chairman and a Director of both Graymont Limited and President's Choice Bank. He is also a Director of Loblaw Companies Limited, Brown Thomas Group Limited, Holt, Renfrew & Co., Limited, Power Corporation of Canada, Power Financial Corporation, Provigo Inc., and Selfridges & Co. Ltd.

Chair of the Pension and Benefits Committee and Member of the Executive and Governance, Human Resource, Nominating and Compensation Committees

MARK HOFFMAN, B.A., M.A., A.B., M.B.A.

Mr. Hoffman is Chairman of Cambridge Research Group, a technology transfer and investment company and of Guinness Flight Venture Capital Trust plc in the U.K. Mr. Hoffman is also a Director of Millipore Corporation and Advent International Corporation in the United States and of Hermes Focus Asset Management Limited (a corporate governance funds manager) in the U.K., of which he was the first Chairman.

Member of the Environmental, Health and Safety and Pension and Benefits Committees; Unrelated and Independent Director

ALLAN L. LEIGHTON

Mr. Leighton is Chairman of Royal Mail Group, BHS Ltd., Lastminute.com plc and Cannons Ltd. He was the former President and Chief Executive Officer of Wal-Mart Europe. Mr. Leighton held executive positions with Asda Stores Ltd. from 1992 to 2000 including Chief Executive. Mr. Leighton is also a Director of BskyB plc, Dyson Ltd. and Selfridges & Co. Ltd.

Member of the Pension and Benefits Committee

JOHN C. MAKINSON, B.A., CBE

Mr. Makinson is Chairman and Chief Executive Officer of The Penguin Group and former Group Finance Director of Pearson plc. He is a former Managing Director of the Financial Times newspaper. He is a Director of Pearson plc, Recoletos SA and Interactive Data Corporation Inc.

Member of the Audit Committee; Unrelated and Independent Director

J. ROBERT S. PRICHARD, O.C., O.Ont., M.BA., LL.M., LL.D.

Mr. Prichard is President and Chief Executive Officer and a Director of Torstar Corporation. He is President Emeritus of the University of Toronto where he served as the University's thirteenth president from 1990 to 2000. He is a Director of Bank of Montreal, Onex Corporation and Four Seasons Hotels.

Member of the Environmental, Health and Safety; and Governance, Human Resource, Nominating and Compensation Committees; Unrelated and Independent Director

M.D. WENDY REBANKS, B.A.

Mrs. Rebanks is Treasurer of The W. Garfield Weston Foundation and a Trustee of the American Museum Trustee Association and of the University of Toronto Art Centre. She is a Director of The Canadian Merit Scholarship Foundation.

Member of the Environmental, Health and Safety, and Pension and Benefits Committees

GALEN G. WESTON, B.A., M.B.A.

Mr. Weston is Vice President, Operations for the No Frills Division of Loblaw Companies Limited. He was previously Senior Director of e-Commerce Development for Loblaw Companies Limited prior to which he was manager of Retail Execution at President's Choice Financial and an Investment Banking Analyst for Solomon Brothers in the U.K. Mr. Weston is a Director of Wittington Investment, Limited and Oxford Acquisitions Limited. He is a trustee of The W. Garfield Weston Foundation and the Reta Lila Howard Foundation and a Governor of the Shaw Festival.

W. GALEN WESTON, O.C., B.A., LL.D.

Mr. Weston is Chairman and President of George Weston Limited and has been Chairman of Loblaw Companies Limited since 1976. Mr. Weston is also Chairman of Holt, Renfrew & Co., Limited, Brown Thomas Group Limited and Selfridges & Co. Ltd. He is President of The W. Garfield Weston Foundation. Mr. Weston is a Director of Associated British Foods plc, Canadian Imperial Bank of Commerce and is a Member of the Advisory Board of Columbia University.

Chair of the Executive Committee

Schedule B — Corporate Governance Practice — (TSX Guidelines)

Summary of TSX proposed guidelines for improved corporate governance	Corporation's Governance Practices
1. The board should explicitly assume responsibility for stewardship of the corporation and specifically for:	The Board of Directors (the "Board") supervises the management of the Corporation's business and affairs with the goal of enhancing long-term shareholder value. It makes major policy decisions, delegates to management the authority and responsibility for day-to-day affairs and reviews management's performance and effectiveness.
(a) adoption of a strategic planning process;	The Board approves the Corporation's operating budgets which take into account the opportunities and risks of the business. In addition to regular updates, a day-long meeting is held every year with senior management and the Board to discuss and review the strategic plan which takes into consideration the risks and opportunities for the Corporation.
(b) identification of the principal risks of the corporation's business and ensuring implementation of appropriate systems to manage those risks;	The Board, through its Audit Committee, reviews the principal risks of the Corporation's businesses and ensures that risk management systems are implemented and are effectively managed. The Audit Committee reviews risk management policies and processes with internal and external auditors. The Audit Committee reviews reports from the internal audit group and reviews internal controls and risk management policies and processes.
(c) succession planning, including appointing, training and monitoring senior management;	The Governance, Human Resource, Nominating and Compensation Committee (the "Governance Committee") reviews succession planning for senior management, reports from senior management on staffing, organizational structure and succession planning matters as well as broad employee development initiatives developed by management as part of its strategic plan.
(d) communications policy; and	The Board has reviewed and adopted a corporate disclosure policy. The Board reviews and approves the contents of major disclosure documents, including the Annual Report, the Annual Information Form, Management's Discussion and Analysis and this Management Proxy Circular. • Procedures are in place to provide timely information to investors and potential investors and to respond to investor inquiries and concerns; • An investor relations group has the responsibility of maintaining communications with the investing public in accordance with policies and procedures and legal disclosure requirements;

Summary of TSX proposed guidelines for improved corporate governance	Corporation's Governance Practices
	• The Chairman and President, the Chief Financial Officer and other senior executives meet periodically with financial analysts and institutional investors; • Investor relations' staff are available to shareholders by telephone and fax and through the investor relations web site at www.weston.ca; and • Quarterly earnings conference calls are broadcast live over the Internet and are accessible on a live and recorded basis via telephone and on the website.
(e) integrity of internal control and management information systems.	The Audit Committee requires management to implement and maintain appropriate systems of internal control and assess the adequacy and effectiveness of those systems. Regular reports by the Internal Audit department are provided to the Audit Committee.
2. A majority of directors should be ''unrelated'' (independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the corporation other than interests or relationships arising from shareholdings).	Currently, as determined pursuant to the TSX Guidelines, 8 of the directors proposed for election to the Board are ''unrelated and independent'': The Corporation has a significant shareholder. The Board, through the Governance Committee, analyzes the relationship of all directors with the Corporation, its subsidiaries and affiliates.
3. The board has the responsibility for applying the definition of ''unrelated'' director to each director.	• The Chairman and President is a ''related'' director; • Messrs. Dart and Graham are executives of Wittington Investments, Limited and Mrs. Rebanks and Mr. Galen G. Weston are relatives of Mr. Weston and they are therefore not considered independent; and • Mr. Leighton receives consulting fees from Wittington Investments, Limited and is therefore not considered independent.
4. The board should appoint a committee of directors composed exclusively of non-managemt directors, a majority of whom are unrelated directors, with responsibility for proposing new nominees to the board and for assessing directors on an ongoing basis.	The Governance Committee, composed entirely of non-management directors, identifies, evaluates and recommends nominees for the Board. The Governance Committee determines what competencies, skills and personal qualities it should seek in new board members and periodically retains outside consultants to conduct searches for appropriate nominees. The responsibilities of the Governance Committee are summarized under the heading ''Statement of Corporate Governance Practices'' in this Management Proxy Circular.

Summary of TSX proposed guidelines for improved corporate governance	Corporation's Governance Practices
5. The board should implement a process, to be carried out by an appropriate committee, for assessing the effectiveness of the board, its committees and the contribution of individual directors.	Every year, the Governance Committee undertakes a review process to assess the performance of the Board and its committees. The Governance Committee reviews the experience and performance of nominees proposed for election to the Board and the appointment of directors to committees.
6. The board should establish an orientation and education program for new directors.	The Corporation prepares a manual of all relevant material and policies for new directors. The Board ensures that prospective candidates fully understand the role of the Board and its committees and the contribution that individual directors are expected to make, including, the commitment of time required. Senior management makes regular presentations to the full Board on the Corporation's various operations and activities and directors are encouraged to visit operating facilities to familiarize themselves with the Corporation's operations.
7. The board should examine its size and undertake, where appropriate, a program to establish a board size which facilitates effective decision-making.	The Board, and the Governance Committee have carefully examined issues related to the size of the Board to ensure its effectiveness.
8. The board should review the adequacy and form of compensation of directors in light of the risks and responsibilities involved in being a director.	The Governance Committee reviews the amount and the form of compensation of directors. In making recommendations, the Governance Committee considers the time commitment and responsibilities of directors, as well as comparative data prepared and analyzed by an outside consultant. Directors may receive their compensation in cash or deferred share units and are required to hold a minimum number of shares and must take directors fees as deferred share units until these share requirements are met.
9. Committees of the board should generally be composed of non-management directors, a majority of whom are unrelated.	Each committee of the Board, except the Executive Committee, is composed solely of non-management directors, a majority of whom are unrelated and independent.
10. The board should assume responsibility for, or assign to a committee of directors, responsibility for developing the corporation's approach to corporate governance issues.	The Governance Committee advises and assists the Board in applying governance principles and practices, and tracks developments in corporate governance, adopting best practices where applicable. It also recommends suitable candidates for election to the Board.
11. The board, together with the CEO, should develop position descriptions for the board and for the CEO, including the definition of the limits to management's responsibilities.	Position descriptions have been developed for the Chairman and President. Delegations of authority have been put in place by the Board to define the limits of management's authority and responsibilities.
12. The board should approve or develop the corporate objectives for which the CEO is responsible.	The Board meets independently from management at every Board meeting.

Summary of TSX proposed guidelines for improved corporate governance	Corporation's Governance Practices
13. The board should implement structures and procedures so that it can function independently of management. An appropriate structure would be to (i) appoint a chair of the board who is not a member of management with responsibility to ensure the board discharges its responsibilities or (ii) adopt alternate means such as assigning this responsibility to a committee of the board or to a director, sometimes referred to as the "lead director". Appropriate procedures may involve the board meeting on a regular basis without management present and may involve assigning responsibility for administering the board's relationship to management to a committee of the board.	The Board is composed of a majority of unrelated and independent directors. The Board has adopted a formal mandate as well as written charters for each of its committees, which, other than the Executive Committee, are comprised entirely of non-management directors of which a majority are unrelated and independent. The independent directors meet separately without operating management present at every Board meeting. In addition, the Board has appointed the Chairman of the Governance Committee to serve as the Lead Director. The Lead Director chairs meetings of the independent directors and acts in other circumstances where required or appropriate.
14. The audit committee should be composed entirely of non-management directors.	The Audit Committee is composed entirely of independent directors. All members the Audit Committee are financially literate as defined under applicable regulations.
The roles and responsibilities of the audit committee should be specifically defined so as to provide appropriate guidance to audit committee members as to their duties.	The charter of the Audit Committee has been approved by the Board and is reviewed annually. It is summarized under the heading "Statement of Corporate Governance Practices in the Management Proxy Circular. The Audit Committee recommends the appointment of the external auditor and is directly responsible for the oversight of the work of the external auditor. The Audit Committee approves all audit engagement fees and terms as well as the provision of any legally permissible non-audit services provided by the external auditor. The Audit Committee is responsible for reviewing the independence and objectivity of the external auditor, including reviewing relationships between the external auditor and the Corporation which may impact on the external auditor's independence and objectivity. The Audit Committee is also responsible for reviewing with the external auditor any audit problems or difficulties with management's response. The Audit Committee reviews: • the annual financial statements and quarterly financial statements, the Annual Information Form and Management's Discussion and Analysis; • prospectuses relating to the issuance of securities by the Corporation; and

Summary of TSX proposed guidelines for improved corporate governance	Corporation's Governance Practices
	• any significant issues reported to management by the external auditor and management's responses to any such reports.
The audit committee should have direct communication channels with the internal and the external auditor to discuss and review specific issues as appropriate.	The Audit Committee charter provides that the Audit Committee will, at least quarterly, meet separately with the external auditor, the internal auditor and senior management, to discuss and review specific issues as appropriate.
The audit committee's duties should include oversight responsibility for management reporting on internal control. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the audit committee to ensure that management has done so.	The Audit Committee has oversight responsibility for management reporting on internal financial controls and requires that management implement and maintain appropriate internal financial control procedures. The Audit Committee meets with internal auditors and with management to assess the adequacy and effectiveness of these systems of internal control.
15. The board should implement a system to enable an individual director to engage an outside advisor, at the corporation's expense, in appropriate circumstances. The engagement of the outside advisor should be subject to the approval of an appropriate committee of the board.	Individual directors may, with the approval of the Chairman of the Governance Committee (Lead Director), engage outside advisors at the expense of the Corporation. The Board's mandate provides that the Board acts in a supervisory role and that any responsibilities not delegated to management remain with the Board. The scope of the Board's supervisory role expressly includes such matters as the strategic planning process, identification and management of risks, succession planning, communications policy, internal controls and governance.

Schedule C — Shareholder Proposal

The following Shareholder Proposal has been submitted for consideration at the Annual Meeting by the Carpenters' Local 27 Benefit Trust Funds, 230 Norseman Street, Etobicoke, Ontario M8Z 6A2. The proposal and statement of support are set out in italics.

Executive Compensation Proposal: *Resolved, that the shareholders of George Weston Limited ("Company") request that the Company's Board of Directors and its Executive Compensation Committee replace the current system of compensation for senior executives with the following executive compensation program including the following features:*

(1) *Salary — The chief executive officer's ("CEO") salary should be targeted at the mean of salaries paid at peer group companies, not to exceed $1,000,000 annually. No senior executive should be paid more than the CEO.*

(2) *Annual Bonus — The annual bonus paid to senior executives should be based on well-defined quantitative (financial) and qualitative (non-financial) performance measures. The maximum level of annual bonus should be a percentage of the executive's salary level, capped at 100% of salary.*

(3) *Long-Term Equity Compensation — Long-term equity compensation to senior executives should be in the form of restricted shares, not stock options. The restricted share program should utilize justifiable performance criteria and challenging performance benchmarks. It should contain a vesting requirement of at least three years. Executives should be required to hold all shares awarded under the program for the duration of their employment. The value of the restricted share grant should not exceed $1,000,000 on the date of grant.*

(4) *Severance — The maximum severance payment to a senior executive should be no more than one year's salary and bonus.*

(5) *Disclosure — Key components of the executive compensation plan should be outlined in the Compensation Committee's report to shareholders, with variances from the Commonsense program explained in detail.*

The Commonsense compensation program should be implemented in a manner that does not violate any existing employment agreement or equity compensation plans.

Supporting Statement: *We believe that compensation paid to senior executives at most companies, including ours, is excessive, unjustified, and contrary to the interests of the Company, its shareholders, and other important corporate constituents. CEO pay has been described as a "wasteland that has not been reformed." (Institutional Shareholder services senior vice-president, Wall Street Journal, "Executive Pay Keeps Rising, Despite Outcry," October 3, 2003). We believe that the growing disparity between the compensation paid to senior executives and average workers is a disputing trend and contrary to the long-term interests of companies, their shareholders, workers and communities.*

We believe that it is long past time for shareholders to be proactive and provide companies clear input on the parameters of what they consider to be reasonable and fair executive compensation. We believe that executive compensation should be designed to promote the creation of long-term corporate value. The proposal's executive compensation principles seek to focus senior executives, not on quarterly performance numbers, but on long-term corporate value growth, which should benefit all the important constituents of the Company. We challenge our Company's leadership to embrace the ideas embodied in this proposal, which still offers senior executives the opportunity to build personal long-term wealth, but only when they generate long-term corporate value.

THE BOARD OF DIRECTORS OF THE CORPORATION RECOMMENDS A VOTE "AGAINST" THIS PROPOSAL FOR THE FOLLOWING REASONS:

The Board's Governance, Human Resource, Nominating and Compensation Committee ("Governance Committee") consists solely of non management directors. The Governance Committee reviews the Corporation's executive compensation policies, which are intended to align employee remuneration with the fundamental goal of creating shareholder value while meeting the demands of a highly competitive marketplace for key creative and managerial talent. In addition, the Governance Committee works with independent consultants to help ensure that its programs and policies in the area of compensation are appropriate to the needs of the Corporation and consistent with the practices of the Corporation's industry peers.

As indicated in the report, bonus entitlements are based upon economic value added ("EVA"), i.e., increase in shareholder value which reflects the Net Operating Profit After Taxes ("NOPAT") or other similar operating criteria and, in the opinion of the Governance Committee, are the appropriate performance measures for the Corporation. In addition, payment of the bonus is deferred over a three year period and capped at 100% of base salary.

Grants of stock options form a key element of the compensation policy and are an appropriate component to ensure the competitiveness and attractiveness of the Corporation's employment policies, particularly at senior levels. The current option program has vesting over a period of five years and is tied to the same share performance all shareholders receive. Options are expensed for accounting purposes and are not dilutive with total options outstanding being less than two percent (2%) of the issued share capital.

Generally executives' salary and compensation are fixed for a two or three-year period and executives are subject to share ownership requirements. Details of the components of these compensation programs are outlined in the Governance Committee report in the Management Proxy Circular along with a summary of any existing employment contracts.

The Board does not believe that its objectives can be met through unduly rigid approaches to compensation decisions as outlined in the shareholder proposal. As indicated many of the shareholder proposal suggestions are already incorporated into existing compensation programs and practices in a manner which best suits the needs of the Corporation.

Accordingly, the Board of Directors recommends voting against the shareholder proposal.