George Weston Limited

2004
ANNUAL INFORMATION FORM

March 24, 2005

GEORGE WESTON LIMITED
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Unless otherwise stated the information in this Annual Information Form is current to March 11, 2005 and all amounts are in Canadian dollars.

I. CORPORATE STRUCTURE

Name and Incorporation

George Weston Limited ("Weston") was incorporated by letters patent under the laws of Canada on January 27, 1928. It was continued under the *Canada Business Corporations Act* on April 29, 1980, and amalgamated with Weston Food Processing Ltd. pursuant to Articles of Amalgamation effective January 1, 1989. The registered head office is located at 22 St. Clair Avenue East, Toronto, Ontario, Canada M4T 2S7.

Intercorporate Relationships

George Weston Limited is a holding company and operates through its subsidiaries in its Weston Foods and Food Distribution operating segments. Weston Foods is operated primarily in Canada by Weston Foods Inc. and its subsidiaries and in the United States by Weston Foods, Inc., George Weston Bakeries Inc. ("George Weston Bakeries") and their respective subsidiaries. Weston, directly and indirectly, also holds a 61.8% interest in Loblaw Companies Limited ("Loblaw Companies"), a public company which operates the Food Distribution segment across Canada through Loblaw Companies' directly and indirectly owned subsidiaries (Loblaw Companies and its subsidiaries are collectively referred to as "Loblaw"). Throughout this Annual Information Form, George Weston Limited and all of its subsidiaries are collectively referred to as the "Company".

A list of subsidiaries of Weston that carry on its principal businesses is set out below. In each case, 100% of the voting securities are owned either directly or indirectly by Weston, except in the case of Loblaw Companies, in which 61.8% of the voting shares are held directly and indirectly by Weston.

	Jurisdiction of Incorporation
Weston Foods	
Arnold Foods Company, Inc	Delaware
Arnold Products, Inc.	Delaware
Boulangerie Gadoua Ltée.	Ontario
Boulangeries Weston Quebéc Limitée	Ontario
Charles Freihofer Baking Company, Inc.	Delaware
Dicoa Holdings Limited	Gibraltar
Dicoa Investments Limited	Gibraltar
Dunedin Holdings SARL	Luxembourg
Entenmann's, Inc.	Delaware
Entenmann's Products, Inc.	Delaware
Entenmann's Sales Company, Inc.	Delaware
Freihofer Products Inc.	Delaware
Freihofer Sales Company, Inc.	Delaware
George Weston Bakeries Distribution Inc.	Delaware
George Weston Bakeries Inc.	Delaware
Interbake Foods Inc.	Delaware
La Baguetterie Inc.	Ontario
Maplehurst Bakeries, Inc.	Indiana

Ready Bake Foods Inc.	Ontario
Stroehmann Bakeries, L.C.	Virginia
Weston Acquisition, Inc..	Delaware
Weston Bakeries Limited	Canada
Weston Foods, Inc.	Delaware
Weston Foods Inc.	Ontario
Weston Food Distribution Inc.	Canada
William Neilson Ltd.	Ontario

Food Distribution

Atlantic Wholesalers Ltd.	New Brunswick
Fortinos Supermarket Ltd.	Ontario
Glenhuron Bank Limited	Barbados
Kelly, Douglas & Company Limited	British Columbia
Loblaw Brands Limited	Canada
Loblaw Companies Limited	Canada
Loblaw Financial Holdings Inc.	Ontario
Loblaw Properties Limited	Ontario
Loblaw Properties West Inc.	Canada
Loblaws Inc.	Ontario
Loblaws Supermarkets Limited	Ontario
National Grocers Co. Ltd.	Ontario
President's Choice Bank	Canada
Provigo Distribution Inc.	Quebec
Provigo Inc.	Quebec
Provigo Properties Limited	Canada
Westfair Foods Ltd.	Canada
Westfair Supermarkets Holding Inc.	Canada
Zehrmart Inc.	Ontario

Discontinued Operations

Heritage Salmon Limited	Ontario
Heritage Salmon, Inc.	Delaware

II. GENERAL DEVELOPMENT OF THE BUSINESS

Overview

The Company has two reportable operating segments, Weston Foods and Food Distribution. Previously, the Company reported one additional non-core operating segment, Fisheries. This business has been classified as a discontinued operation and is no longer a reportable business segment. The Weston Foods segment is primarily engaged in the baking and dairy industries within North America. The Food Distribution segment, which is operated by Loblaw, is the largest food distributor in Canada and a leading provider of general merchandise products and services.

The North American food industry is a changing and competitive market. Consumers' needs drive changes in the industry, which is impacted by changing demographic and economic trends such as changes in disposable income, increasing ethnic diversity, nutritional awareness and time availability.

Over the last several years, consumers have demanded more quality, value and convenience. The Company's segments will enter new markets and will review potential acquisitions when the opportunities arise and also exit a particular market and reallocate assets elsewhere when there is a strategic advantage in doing so.

A further discussion of reportable segment trends and strategies is provided in the Management Discussion and Analysis section of the 2004 George Weston Limited Annual Report (the "MD&A"), which information is incorporated by reference and can be found at www.sedar.com and www.weston.ca.

Weston Foods

Today Weston Foods is focused predominantly on the North American baking industry (primarily fresh and frozen bakery products, biscuits, ice cream cones and sandwich wafers), with certain assets maintained in the dairy industry. Significant restructuring of its baking assets has been carried out in the past three years. Restructuring and rationalization activity has been taking place across the industry and particularly among the Company's competitors in the United States. The Company expects to proceed with further restructuring of its Weston Foods segment in the short-term.

Recently, the Weston Foods bakery operations have operated in a challenging market place impacted by consumer's nutritional and health related concerns. Weston Foods has been proactive in dealing with these concerns and is taking steps to ensure it is meeting customer's needs, such as developing and marketing a range of healthy lifestyle products such as low-carbohydrate and whole grain offerings as well as *Dairy Oh!* Milk enriched with DHA, working towards eliminating trans fats in its cake products by January, 2006, continuing to produce many zero-trans fat bread products and working towards eliminating hydrogenated oils from many of its bakery products.

Capital investments have been targeted toward improving the efficiency of existing assets and increasing capacity where growth opportunities exist. Over the last three years, small to medium sized acquisitions have taken place in targeted areas.

Early in 2005, Weston Foods purchased a commercial baking facility in Orlando, Florida for US$6.5 million. In 2004, Weston Foods acquired Boulangerie Gadoua Ltée., a Quebec-based commercial bakery for $59 million. During 2003, Weston Foods acquired a specialty bakery in Quebec for $6 million.

On March 4, 2002, a U.S. subsidiary of Weston completed the sale of the western portion of Bestfoods Baking Co. Inc. ("Bestfoods Baking") (including certain license and distribution arrangements) to Grupo Bimbo, S.A. de C.V. for cash proceeds of U.S. $610 million (approximately Cdn. $950 million). This sale transaction and the net earnings of the western portion of Bestfoods Baking were recorded as part of the George Weston Bakeries purchase equation recorded in 2001. The proceeds from this sale were used to repay debt associated with the acquisition of Bestfoods Baking which was renamed George Weston Bakeries.

On July 30, 2001, a U.S. subsidiary of Weston completed the acquisition of all of the issued and outstanding common shares of Bestfoods Baking and certain trademarks used in the business of Bestfoods Baking for $2.8 billion (U.S. $1.8 billion) in cash. The Company continues to integrate this acquired business (except for the western portion) with the U.S. baking business.

Food Distribution

During the three year period ended January 1, 2005, Loblaw continued to expand its asset base and to reinvest in existing assets in order to position Loblaw for sustainable future growth. During this period, cumulative capital investment, funded through cash flows from operating and financing activities, was $3.61 billion in the aggregate comprised of $1.26 billion, $1.27 billion and $1.08 billion in fiscal years 2004, 2003, and 2002 respectively.

During the latest three year period, total sales increased at a cumulative average annual rate of approximately 6.9%. Corporate and franchised stores' square footage increased at cumulative average annual growth rates of approximately 7.3% and 4.2%, respectively. The number of corporate stores over the same three year period increased from 617 to 658 with a trend towards expanded store size and increased variety of products and services. The number of franchised stores declined from 401 to 400 over the same three year period.

In 2004, Loblaw instituted several internal reorganizations involving its merchandising, procurement and operations groups, which are intended to make Loblaw more efficient and effective. In 2003, Loblaw announced the consolidation of its administrative and operating offices in Ontario to a new facility in Brampton, Ontario which is anticipated to be opened in the third quarter of 2005.

Loblaw pursues a strategy of enhancing profitability on a market-by-market basis by using a multi-format approach. This multi-format approach enables Loblaw to serve a greater variety of consumers, compete on price and place the optimal offerings in the right markets. Traditional food offerings remain at the core of Loblaw's business and are the principal means of attracting consumers into its stores. Loblaw's food offerings are enhanced by a strong control label program which assists in creating customer loyalty and price competitiveness. Loblaw's food offerings are also complemented by an array of general merchandise offerings creating a one-stop shopping experience. These general merchandise offerings include pharmacies, photo/electronics, apparel, health and beauty, housewares, home accessories, flower markets and lawn and garden centres. Loblaw also operates gas bars adjacent to a number of its stores. In order to meet more of its customers' everyday household needs, Loblaw is constructing larger stores and retrofitting existing locations, where appropriate for the local market, allowing Loblaw to offer a wider variety of products and services.

The continued focus by the consumer on health and diet has resulted in the introduction of health-oriented control label products. Loblaw has been a leader in offering certified organic products and now has approximately 200 such products under the *President's Choice Organics* label. In 2004, Loblaw launched the *PC Mini Chefs* line of healthy-choice products for children. Early in 2005, Loblaw introduced its *PC Blue Menu* line of products for health and nutrition conscious consumers.

During 2003, Loblaw introduced *The Real Canadian Superstore* ("*The RCSS*") format to the Ontario market. Loblaw has successfully operated this format in western Canada for many years. The establishment of this large store program is expected to continue in 2005 and beyond, so that Loblaw can continue to deliver to its customers a unique shopping experience that includes an expanded selection of products and services at competitive prices. As part of a long term labour strategy to establish a competitive framework for *The RCSS* concept in Ontario, an agreement was reached with certain labour unions which resulted in a certain number of employees accepting early retirement.

The strength of Loblaw's control label program has also allowed Loblaw to expand its *President's Choice* brand to financial services. Since its launch in 1998, the number of customers using *President's Choice Financial* services has grown and the range of products and services now available includes chequing and savings accounts, mortgages, RRSPs, loans and lines of credit. These services are provided by Amicus Bank, a member of the CIBC group of companies. President's Choice Bank, a subsidiary of Loblaw, launched the *President's Choice Financial* MasterCard® in March, 2001 throughout Canada except Quebec, where it was launched in February, 2004. In 2004, President's Choice Bank securitized an additional $227 million of its credit card receivables.

In connection with the offering of *President's Choice Financial* services and the *President's Choice Financial* MasterCard®, Loblaw operates a loyalty program known as *PC* points. Customers using such products and services can earn *PC* points which can be redeemed towards the purchase of goods at Loblaw's corporate and franchised stores and, more recently, a wide variety of rewards, including travel, gift certificates and home and living accessories from the *PC* points website.

In October 2003, Loblaw introduced *PC Financial* auto and home insurance through its subsidiary *PC* Financial Insurance Agency Inc. to selected markets in Ontario. These products are provided and underwritten by Aviva Canada Inc. Aviva Canada Inc. is the parent company of one of the largest and most experienced groups of property and casualty insurance providers in Canada. Rollout of this product across Ontario will continue and it is planned to be launched in other provinces throughout 2005. Loblaw intends to take advantage of opportunities to extend the *PC* brand to other financial services in the future.

In support of its retail and wholesale operations, Loblaw is also focusing on the optimization of its warehouse and distribution network, on creating national platforms for its procurement and information technology functions and on the consolidation of corporate and support functions. In recognition of the importance of an effective general merchandise distribution strategy, Loblaw has contracted with a third party logistics provider to construct and operate a state of the art facility in Pickering, Ontario. By adopting best practices across Loblaw in these functions, the resulting cost savings can be used to further improve its value proposition to its customers across all its formats and strengthen its competitive position in the future.

Further information on trends affecting Loblaw and Loblaw's strategies can be found in the Management's Discussion and Analysis section of Loblaw's 2004 Annual Report. This information is incorporated by reference and is available at www.sedar.com or www.weston.ca.

III. NARRATIVE DESCRIPTION OF THE BUSINESS

Weston Foods

Weston Foods is a significant participant in the North American baking industry with certain assets in the Ontario dairy industry.

Facilities and Principal Products

Weston Foods has developed from one small bakery in 1882 to operating predominantly across Canada and the central and eastern United States. The segment produces a variety of fresh, frozen (raw dough, pre-proofed, par-baked and fully baked) and specialty bakery products including: breads, dough, rolls, bagels, English muffins, doughnuts, cakes, sweet goods, pies, ice cream cones and sandwich wafers, crackers and other baked goods. The Ontario dairy operation is a processor of fluid milk and shelf stable milk based products with two production facilities in Ontario. In addition, the dairy operations also distribute numerous products under the *Neilson* brand including juices, drinks, yogurt, sour cream and butter in several combinations of sizes and flavours.

Early in 2005, the Company acquired one facility in Florida. During 2004, five plants were closed: Buffalo (New York), Northlake (Illinois), Laval (Quebec), Ottawa (Ontario) and Toronto (Ontario). A newly constructed plant in Langley (British Columbia) began production in 2004, and three bakeries were acquired during the year in Quebec.

During 2003, three plants were closed: Barrie (Ontario), London (Ontario) and Orillia (Ontario). Also in 2003, Weston Foods began production in one facility in Gatineau (Quebec) and acquired two facilities in Quebec.

During 2002, three plants were closed as part of business restructuring: Miami (Florida), Burlington (Vermont) and Plattsburg (New York). Also in 2002, Weston Foods began production in four facilities (Pennsylvania, New York, Saskatchewan, Ontario) and acquired one facility in Alberta.

Significant production facilities are geographically located in Canada and the United States as follows:

CANADA		UNITED STATES	
Province	Number of Locations	State	Number of Locations
Ontario	13	Pennsylvania	10
Quebec	9	New York	5
Alberta	4	Wisconsin	2
Saskatchewan	3	California	2
Nova Scotia	2	Florida	2
British Columbia	2	One location for each of: New Jersey, Connecticut, Maryland, Virginia, South Dakota, Ohio, Georgia, Indiana, Missouri, Nebraska, Washington, North Carolina	12
One location for each of Manitoba and Newfoundland	2		
	35		33

Weston Foods sells through a variety of customer channels within the North American food retailing market including supermarkets, mass merchandisers, discount retailers, food service distributors and outlets as well as other food retailing customers and spends a considerable amount of effort in building and maintaining consumer brand awareness. Weston Foods is also a provider of control label products to retailers and consumer food companies, a supplier of ice cream cones and sandwich wafers to the dairy industry and a supplier of Girl Scout cookies.

Weston Foods distributes its fresh bakery and dairy products through direct store delivery route systems for its fresh bakery and dairy operations. Frozen and other specialty bakery products are distributed primarily through warehouse channels using a combination of owned and outsourced fleet facilities.

Competitive Conditions

The North American bakery industry is both mature and competitive. Management regularly reviews and monitors operating plans and results, including market share. When necessary, they will modify their operating strategies including restructuring of production facilities, reviewing prices and adjusting product offerings to reflect consumer trends, including those related to health or nutritional concerns, repositioning of brands and/or marketing programs to take into account competitive activity. Weston Foods is one of the leading suppliers of bakery and dairy products in each of the major markets in which it operates and the development of its key brands and their related consumer awareness is a significant competitive advantage for Weston Foods.

In 2004, one of Weston Foods' major competitors in the U.S., Interstate Bakeries, filed for Chapter 11 bankruptcy protection. At present it is unclear how this will affect the competitive environment in the U.S. The industry has seen significant consolidation over the last decade and the Company expects this to continue.

Weston Foods' brands provide it with a strategic advantage over its competitors. Its premium and popular brands, including *Arnold, Country Harvest, D'Italiano, Entenmann's, Freihofer's, Maier's, Neilson, Stroehmann, Thomas', Weston, Gadoua* and *Wonder,* provide Weston Foods with strong core brands and product lines that enhance consumer loyalty, trusted as they are for quality, great taste and freshness. As a result of the difficult sales environment being experienced by United States traditional food retailers, coupled with the continuing cost pressures being experienced by the industry, Weston Foods anticipates that competitive business restructuring will continue in 2005. Although the outcome and the impact, if any, on the Company's consolidated financial results from this anticipated restructuring is uncertain, Weston Foods will closely monitor the United States food retail market and, if required, adjust its strategies and programs as necessary.

Raw Materials

Wheat flour, sugar, vegetable oil, yeast and cocoa are the primary ingredients for bakery products. These ingredients are readily available in sufficient quantities. There are numerous sources of supply for these primary ingredients. In order to minimize the effect of fluctuations in the prices of its important raw materials, forward contracts with suppliers or financial contracts such as exchange traded commodity futures contracts, are used to partially hedge the cost of anticipated purchases of certain raw materials. Nonetheless these items are subject to fluctuations. As a fluid milk processor, the Ontario dairy operation receives all of its raw milk through Ontario's milk marketing board (Dairy Farmers of Ontario). In the event of a milk shortage, raw milk that would otherwise have been used for other purposes would be redesignated and made available for the fluid milk system.

Intellectual Property

It is the practice of the Company to register or otherwise protect its intellectual property including trademarks, brand names and patents in all jurisdictions in which it operates. Trademarks and brand names used in Weston Foods are important assets to the Company and are defended vigorously. They provide Weston Foods with a competitive advantage and accordingly management spends considerable effort supporting the Company's key brand names. Weston Foods has built a portfolio of strong brand names and where used in this Annual Information Form, are in italics.

Key brand names used in Weston Foods include *Arnold, Country Harvest, D'Italiano, Entenmann's, Freihofer's, Maier's, Neilson, Stroehmann, Thomas', Weston, Gadoua* and *Wonder.* All fluid products are produced under *Neilson* trade names – *Neilson, Neilson Trutaste, Neilson Trucalcium, Soy Delight and Dairy Oh!*. Weston Foods has an exclusive licensing agreement with Cadbury Chocolate Canada Inc. to use the following brand names on dairy beverages: Caramilk®, Jersey Milk™ and Crispy Crunch®, some of Canada's leading chocolate bars. In addition, Weston Foods has an exclusive manufacturing, sales and distribution agreement with Nestle Canada for Nesquik®, Coffee Crisp®, Rolo® and Power Bar® shakes, and Coffee-mate® liquid whitener. Also, Weston Foods has agreements with Weight Watchers, Atkins Nutritionals, Inc. and Kellogg Canada Inc. with respect to the manufacturing, sale and distribution under its brands.

Seasonality

Operations, specifically inventory levels, sales volumes and product mix, are impacted to some degree by certain holiday periods throughout the year and the summer months. Management continuously monitors the impact holidays and weather may have on its operations and adjusts inventory levels and production and delivery schedules as required.

Employees

A majority of the approximately 18,000 full and part time employees in the bakery and dairy operations are covered by various collective agreements, almost all of which are negotiated independently on a plant by plant basis, typically for terms of three or more years. No single agreement is of predominant importance to the overall operations.

Environmental Matters

Weston Foods has environmental programs in place and has established policies and procedures aimed at ensuring compliance with applicable environmental legislative requirements. To this end, the Company employs environmental risk assessments and audits using internal and external resources together with effective employee awareness programs throughout its operating locations.

The Company endeavours to be socially and environmentally responsible, and recognizes that the competitive pressures for economic growth and cost efficiency must be integrated with environmental stewardship and ecological considerations. Environmental protection requirements do not and are not expected to have a material effect on the Company's financial performance. The Company has a health and safety program that is designed to address health and wellness, workplace safety and compliance with internal and regulatory guidelines for workplace health and safety.

The Environmental, Health and Safety Committee of the Board of Directors (the "Board") receives regular reporting from management addressing current and potential future issues, identifying new legislative concerns and related communication efforts.

Food Safety

Weston Foods is subject to potential liabilities connected with its business operations, including potential exposure associated with product defects, food safety and product handling. Such liabilities may arise in relation to the production, storage, distribution and display of food products.

Weston Foods' sales are generated from food products and Weston Foods could be vulnerable in the event of a significant outbreak of food-borne illness or increased public health concerns in connection with certain food products. Such an event could materially affect Weston Foods' financial performance. Procedures are in place to manage such events, should they occur. These procedures identify risks, provide clear communication to employees and consumers and ensure that potentially harmful products are removed from inventory immediately. Food safety related liability exposures are insured by Weston Foods' insurance program. In addition, the Company has food safety procedures and programs, which address safe food handling and preparation standards, which are communicated under co-packing arrangements to suppliers of food products. Weston Foods employs best practices for storage and distribution of food products and the Company is intensifying its campaign for consumer awareness on safe food handling and consumption.

Research and Development and New Products

Weston Foods' product development teams have developed important proprietary formulas, recipes and technological expertise. In addition, from time to time, Weston Foods enters into strategic relationships with other food processing or branded companies to leverage off each other's expertise or brands.

During 2004, Weston Foods continued to launch new products under key brand names that responded to current consumer trends. Weston Foods partnered with Kellogg Canada Inc. to introduce two new breakfast breads: Kellogg's Two Scoops Raisin Bran® bread and All Bran® bread. The *Friehofer* and *Dutch Country* brands were expanded to include the *Family Grains* line of whole grain breads. Thomas introduced its *Hearty Grains* line which includes a variety of healthier and whole grain English muffins. Entenmann's launched several new single serve "on-the-go" sweet goods products. During the first half of 2004, Weston Foods launched several low-carb Atkins Nutritionals, Inc. endorsed products primarily under its *Arnold*, *Brownberry* and *Entenmann's* brand names. However, in the second half of 2004, Weston Foods discontinued most of the Atkins® endorsed *Entenmann's* products launched earlier in the year due to disappointing sales performance. The *Arnold/Brownberry* Atkins Nutritionals, Inc. endorsed bread continues to gain acceptance with consumers and enjoys a strong position in the low-carb market. *Country Harvest* Omega-3 bread was introduced, along with several "zero trans fat" frozen products.

In 2004, the Canadian dairy operations launched Neilson *Dairy Oh!* milk, the world's first milk enriched with DHA, an essential Omega-3 fatty acid. *Dairy Oh!* milk comes from cows that are fed a unique diet. In addition, the Nestle licensed products were expanded to include the Power Bar® protein shake.

Customers

Weston Foods' customers include many large national and regional supermarkets, mass merchandisers, drug stores wholesale and club stores and convenience store chains across Canada and selected markets in the United States. No single customer, other than Loblaw, accounts for a significant portion of Weston Foods sales. For the two most recently completed fiscal years, sales by Weston Foods to Loblaw amounted to $746 million and $722 million respectively.

Foreign Operations

Weston Foods operations are located across Canada and mainly in the eastern part of the United States. Approximately 70% of Weston Foods sales are in the United States. Any significant economic or competitive pressures, including currency fluctuations, arising in the U.S. would impact consolidated Weston Foods results. The Company has several wholly-owned foreign subsidiaries which act as holding companies for certain assets.

Further information on Weston Food's business can be found in the MD&A, which information is incorporated by reference.

Food Distribution

Operations

Loblaw, a subsidiary of George Weston Limited, is Canada's largest food distributor and a leading provider of general merchandise products and services. It is committed to providing consumers across the country with the best one-stop shopping destination for their food and everyday household needs. For over 45 years, the Company has supplied the Canadian market with innovative products and services through corporate, franchised and associated stores. Corporate owned store banners include *Atlantic Superstore, Dominion* (in Newfoundland and Labrador), *Extra Foods, Loblaws, Maxi, Provigo, The Real Canadian Superstore ("The RCSS")* and *Zehrs Markets* and a number of wholesale outlets operating as *Cash & Carry, Presto* and *The Real Canadian Wholesale Club.* The Company's franchised and associated stores operate under the trade names *Atlantic SaveEasy, Fortinos, Lucky Dollar Foods, no frills, SuperValu, Valu-mart* and *Your Independent Grocer.* The store network is supported by 32 warehouse facilities located across Canada.

In addition, the Company makes available to consumers *President's Choice* financial services and products, including the *President's Choice Financial MasterCard®,* and *PC Financial* auto and home insurance, as well as a loyalty program.

Geographic and Banner Summary

For the recently completed year, Loblaw operated across Canada as set out below:

	Corporate Stores	Franchised Stores	Associated Stores	Independent Accounts	Warehouses
Newfoundland and Labrador	17	7	9	549	2
Prince Edward Island	5	3	1	150	0
Nova Scotia	36	23	2	520	2
New Brunswick	22	24	6	339	2
Quebec	248	26	373	1,590	7
Ontario	169	249	18	87	9
Manitoba	22	4	45	65	1
Saskatchewan	33	14	30	1,739	2
Alberta	62	4	15	1,621	5
Northwest Territories	3	0	1	1	0
Yukon	1	2	0	0	0
British Columbia	40	44	19	8	2
Total	658	400	519	6,669	32

The average store size at year end 2004 for corporate stores and franchised stores was 53,600 and 26,000 square feet, respectively. The average store size for both corporate stores and franchised stores has increased by 15.5% and 13.5% respectively over the last three years.

Whenever practical, Loblaw follows the strategy of purchasing sites for future store locations. At year end 2004, Loblaw owned 68% of the real estate on which its corporate stores are located, as well as various properties under development or held for future development. Loblaw's owned properties are essentially unencumbered with $41 million in mortgage debt on total fixed assets including real estate, having a net book value of approximately $7.1 billion at year end 2004. The total square footage of the corporate stores is approximately 35.3 million square feet.

For the recently completed year, Loblaw operated directly through corporate stores and indirectly through franchised stores and associated stores under the following banners:

Corporate Banners	Number of Stores
Atlantic Superstore	51
Cash and Carry (Ontario, Atlantic, Quebec under the name Presto)	59
Dominion[1] (in Newfoundland and Labrador)	15
Extra Foods	73
Loblaws	98
Maxi (including Maxi & Cie)	103
Provigo	85
The Real Canadian Superstore	77
The Real Canadian Wholesale Club	36
Zehrs Markets	55
Other Corporate Banners	6
Total	658

Franchised and Associated Banners	Number of Stores
Atlantic SaveEasy	53
Extra Foods	24
Fortinos	21
Lucky Dollar Foods	75
No Frills	124
Provigo	30
Shop Easy Foods	55
SuperValu	27
Valu-mart	70
Your Independent Grocer	49
Other Franchised & Associated Banners	391
Total	919

[1] Trademark used under license

Competitive Conditions

The retail industry in Canada is a changing and competitive market. Consumer needs drive changes in the industry, which is impacted by changing demographic and economic trends such as changes in disposable income, increasing ethnic diversity, nutritional awareness and time availability. Over the past several years, consumers have demanded more choice, value and convenience.

Loblaw competes with non-traditional competitors as well as regional and local retailers. Recent industry changes have seen the expansion of non-traditional competitors, such as mass merchandisers, warehouse clubs, limited assortment stores, discount stores, convenience stores, drug stores and specialty stores, which continue to increase their offerings of products typically associated with traditional supermarkets. Over the past several years, there has been an increase in the number of retail outlets that traditionally exclusively featured general merchandise or food items that now offer a selection of both resulting in what is commonly referred to in the industry as "channel blurring". This evolution of the retail landscape presents a number of issues for traditional grocers: the need to re-position conventional supermarkets to either expand or, conversely, better focus their offerings; the reality of lower prices offered by discount models and the obvious need to reduce operating and labour costs in order to maintain earnings in light of lower prices and increased competition.

Loblaw believes that it is in a strong competitive position in Canada. Loblaw's focus is on new store growth, expansion of departments and services and the renewal of the existing store base, while controlling operating costs and rationalizing and centralizing similar functions. This allows Loblaw to perform well in an increasingly competitive market, which is continuously evolving with the addition of warehouse clubs, the growth of discount food formats and the increasing marketing of food by mass merchandisers, drug stores and other specialty retailers. Another competitive advantage Loblaw has is its control label program, which promotes customer loyalty and allows pricing flexibility with respect to national brands.

Customers

Loblaw is not dependent upon a small number of customers or any single customer.

Products and Services

Loblaw has developed a highly successful line of control label products and services that are sold or made available in its corporate stores, and franchised and associated stores and are available on a limited basis to certain independent customers. Loblaw's product development team works closely with vendors in development of products for its control label brands. The *President's Choice* line of products is marketed in select supermarket chains in the following countries: Barbados, Bermuda, Cayman Islands, China (Hong Kong), Colombia, Chile, Israel, Jamaica, Trinidad, Russia, and the United States.

There are currently over 6,000 control label products marketed by Loblaw under brand names including *President's Choice, PC, no name, Club Pack, EXACT, President's Choice Organics, PC Mini Chefs, PC Blue Menu, Teddy's Choice* and *Life@Home*.

In recent years a selection of general merchandise items has been developed under the *PC* and *Life@ Home* brands as part of the expansion into general merchandise departments. In 2004, approximately 1,100 new control label general merchandise products were introduced, which are sourced world wide, and cater to all areas of the home – bed, bath, kitchen, home decor and outdoor living.

Loblaw has also extended its *President's Choice* brand to include *President's Choice Financial* services which are provided by Amicus Bank, a member of the CIBC group of companies. The products and services included in the *President's Choice Financial* offering are available at attractive rates and the use of such products and services allows customers to earn *PC* points that are redeemable towards free products and other rewards. In March 2001, President's Choice Bank successfully launched the *President's Choice Financial* MasterCard® throughout Canada except Quebec, where it was launched in February 2004. Third party service providers process credit card transactions and provide call centres in addition to credit and fraud monitoring for the *President's Choice Financial* MasterCard®.

In October 2003, Loblaw introduced *PC Financial* auto and home insurance through its subsidiary *PC* Financial Insurance Agency Inc. to selected markets in Ontario with an expanded rollout to other provinces planned throughout 2005. With *PC Financial* insurance, customers currently enjoy low rates and some unique product features such as a disappearing deductible, and 24/7 superior claims service.

Loblaw entered into a relationship with Aviva Canada Inc., to provide and underwrite *PC Financial* auto and home insurance. Aviva Canada Inc. is the parent company of one of the largest and most experienced groups of property and casualty insurance providers in Canada. Aviva plc, the parent company of Aviva Canada Inc., is the world's seventh-largest insurance group and its main activities are long-term savings, fund management and general insurance.

Intellectual Property

Loblaw has established procedures to register or otherwise protect its intellectual property including the trademarks used in its store-trading or banner names and those associated with its control label programs. Store-trading or banner names are associated with specific retail concepts and are important to both corporate store and franchised store operations. Franchisees use the banner names associated with their franchised program pursuant to licensing arrangements. Loblaw's trademarks used in connection with its control label program are discussed under the section "Products and Services". Other intellectual property of Loblaw includes domain names, packaging designs and product formulations and specifications. The intellectual property rights associated with and used in connection with Loblaw's business are important assets and are defended vigorously. The trademarks of Loblaw when used in this Annual Information Form are presented in *italics*.

Supply Chain

Loblaw's supply chain and distribution group is responsible for the flow of goods and information between its vendors and suppliers and Loblaw's warehouses and distribution centres and ultimately to its stores. In some cases certain goods flow directly to Loblaw's stores from the vendors as they deliver directly to the stores rather than to the warehouse, ensuring optimal usage of the supply chain and distribution network. In order to achieve these objectives, Loblaw continuously evaluates its methods of distribution including its relationship with vendors and suppliers, technology, facilities and modes of transportation. As part of this ongoing evaluation, Loblaw coordinates inbound and outbound flows to ensure optimal loads and delivery on a timely basis. When appropriate, Loblaw implements changes to its supply chain infrastructure to ensure a continued reliable and cost efficient system.

Loblaw's supply chain and distribution network is comprised of a total of 32 owned and leased warehouses and distribution centres. Third party logistics services are also used, including those in connection with the dedicated distribution centre located in Pickering, Ontario. Loblaw uses various modes of transportation including its own trucking fleet and the use of third party common carriers, railway and ship.

Seasonality

Loblaw's operations as they relate to food, specifically inventory levels, sales volume and product mix, are impacted to some degree by certain holiday periods in the year. As Loblaw expands the breadth of its general merchandise offerings it may increase the number of seasonal products offered and its operations may therefore be subject to more seasonal fluctuations.

Foreign Operations

Glenhuron Bank Limited, a wholly owned subsidiary of Loblaw, is engaged in financial activities including cash management and treasury-related services.

Employees

As of January 1, 2005, Loblaw and its franchisees together employ over 130,000 full-time and part-time employees.

Environmental and Health and Safety Matters

Loblaw has effective environmental programs in place and has established policies and procedures aimed at ensuring compliance with applicable environmental legislative requirements. To this end, Loblaw employs environmental risk assessments and audits using internal and external resources together with effective employee awareness programs throughout its operating locations.

Loblaw endeavours to be socially and environmentally responsible, and recognizes that the competitive pressures for economic growth and cost efficiency must be integrated with environmental stewardship and ecological considerations. Environmental protection requirements do not and are not expected to have a material effect on Loblaw's financial condition and results of operation. Loblaw has a health and safety program that is designed to address health and wellness and workplace safety and compliance with internal and regulatory guidelines for workplace health and safety. The Environmental, Health and Safety Committee of the Board receives reports which review outstanding issues, identify new legislative concerns and outline related communication efforts.

Food Safety and Labelling

Loblaw is subject to potential liabilities connected with its business operations, including potential exposures associated with product defects, food safety and product handling. Such liabilities may arise in relation to the storage, distribution and display of products and, with respect to Loblaw's control label products, in relation to the production, packaging and design of products.

A majority of Loblaw's sales are generated from food products and Loblaw could be vulnerable in the event of a significant outbreak of food-borne illness or increased public health concerns in connection with certain food products. Such an event could materially affect Loblaw's financial performance. Procedures are in place to manage such events, should they occur. These procedures identify risks, provide clear communication to employees and consumers and ensure that potentially harmful products are removed from inventory immediately. Food safety related liability exposures are insured by Loblaw's insurance program. In addition, Loblaw has food safety procedures and programs, which address safe food handling and preparation standards. Loblaw employs best practices for storage and distribution of food products and is intensifying the campaign for consumer awareness on safe food handling and consumption.

Loblaw strives to ensure its control label products have informative nutritional labelling so that today's health conscious consumer can make informed choices. Recently, Loblaw's portfolio of control label food products has undergone a redesign which makes this data more accessible.

IV. PRIVACY AND ETHICS

The Company is committed to managing its activities in an ethical and proper manner in all aspects. The Company has established a Code of Business Conduct Policy setting out the Company's expectations for the ethical and appropriate behaviour of all its directors and employees. The Company has also issued a Privacy Policy that sets out the Company's commitment of protecting the privacy of personal information.

The Company has established a toll free anonymous alert line, which can be used by employees to report suspected accounting or auditing irregularities and unethical behaviour impacting the Company.

V. OPERATING AND FINANCIAL RISKS AND RISK MANAGEMENT

A detailed discussion of operating and financial risks relating to the Company are included in the MD&A on pages 46 through 51 of the Company's 2004 Annual Report, which is incorporated herein by reference.

VI. CAPITAL STRUCTURE AND MARKET FOR SECURITIES

Capital Structure

The capital structure of Weston is composed of common shares and preferred shares.

Common Shares

At the end of 2004, there were 128,913,579 common shares outstanding and 1,142 registered common shareholders. There are an unlimited number of authorized common shares with voting rights of one vote per common share.

Preferred Shares – Series I

At the end of 2004, there were 9,400,000 5.80% non-voting Preferred Shares, Series I which entitle the holder to a fixed cumulative preferred cash dividend of $1.45 per share per annum. Weston may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares as follows:

On or after December 15, 2006 at $26.00
On or after December 15, 2007 at $25.75
On or after December 15, 2008 at $25.50
On or after December 15, 2009 at $25.25
On or after December 15, 2010 at $25.00

At any time after issuance, Weston may, at its option, give the holder of these preferred shares the right, at the option of the holder, to convert their preferred shares into preferred shares of a further series designated by Weston on a share-for-share basis on a date specified by Weston. Upon liquidation, dissolution or winding up of Weston, each Preferred Share, Series I holder is entitled to, in preference to any payments to be made to holders of common shares, to $25.00 per share plus an amount equal to all dividends accrued thereon. Preferred Share Series I holders are not entitled to any further distribution of the assets of Weston.

Preferred Shares – Series II

At the end of 2004, there were 10,600,000 5.15% non-voting Preferred Shares, Series II which entitle the holder to a fixed cumulative preferred cash dividend of $1.2875 per share per annum. On or after April 1, 2009, Weston may, at its option, redeem for cash these outstanding preferred shares, in whole or in part, at $25.00 per share. On and after July 1, 2009, these outstanding preferred shares are convertible, at the option of the holder, into a number of Weston's common shares determined by dividing $25.00 by the greater of $2.00 and 95% of the then current market price of Weston's common shares. At any time after issuance, Weston may, at its option, give the holder of these preferred shares the right, at the option of the holder, to convert their preferred shares into preferred shares of a further series designated by Weston on a share-for-share basis on a date specified by Weston. Upon liquidation, dissolution or winding up of Weston, each Preferred Share, Series II holder, subject to the rights of Preferred Share Series I holders, and in preference to any payments to be made to holders of common shares, is entitled to $25.00 per share plus an amount equal to all dividends accrued thereon. Preferred share Series II holders are not entitled to any further distribution of the assets of Weston.

There are 56 registered preferred shareholders and all outstanding preferred shares were available for public trading.

Trading Price and Volume

Weston's common shares and preferred shares are listed and posted for trading on The Toronto Stock Exchange under the share symbols "WN", "WN.PR.A", and "WN.PR.B" respectively.

The monthly high-low trading prices for common share, Preferred Share Series I and preferred share Series II along with their average monthly volume for the fiscal year ended December 31, 2004 are as follows:

	Common Shares			Preferred Shares Series I			Preferred Shares Series II		
Month	**High** ($ per common share)	**Low** ($ per common share)	**Avg. Daily Vol. by Month** (in shares)	**High** ($ per common share)	**Low** ($ per common share)	**Avg. Daily Vol. by Month** (in shares)	**High** ($ per common share)	**Low** ($ per common share)	**Avg. Daily Vol. by Month** (in shares)
January	105.75	99.50	80,936	27.10	26.41	5,367	28.00	27.56	3,756
February	102.59	95.75	80,171	27.63	26.75	4,677	28.60	27.81	10,196
March	100.84	94.75	103,508	27.60	26.71	7,348	28.55	28.00	35,592
April	98.75	89.00	84,356	27.49	25.70	5,315	28.43	26.65	10,938
May	94.50	88.01	97,813	26.00	25.10	7,857	27.49	26.70	4,619
June	94.00	87.80	87,429	26.00	25.12	12,829	27.99	26.35	12,009
July	95.00	89.05	51,405	28.00	25.41	4,352	27.47	26.75	3,657
August	90.50	86.25	81,671	26.80	25.80	5,144	27.50	26.91	9,935
September	95.00	87.06	59,882	26.25	25.80	10,149	27.59	26.72	12,084
October	101.25	93.12	57,927	26.44	25.91	4,914	27.50	27.02	4,431
November	106.75	95.70	56,250	27.09	26.15	6,677	27.69	27.07	7,487
December	114.43	104.87	64,536	27.49	26.75	4,524	27.74	26.85	1,675

Commercial Paper and Long Term Debt

The Company also has the following commercial paper and long term debt outstanding as at December 31, 2004:

($ Millions)	**As at December 31, 2004**	**As at December 31, 2003**
Commercial Paper	$840	$696
Long Term Debt due within a year	222	307
Long Term Debt	6,004	5,829
Total	$7,066	$6,832

Weston's and Loblaw Companies' Debentures and Medium Term Notes ("MTN") are not listed or quoted on a recognized exchange. The following MTN were issued during the year:

($ Millions)	**Due Date**	**Face Value**	**Net Proceeds**
George Weston Limited	March 10, 2014	$200	$198.6
Loblaw Companies Limited	January 29, 2035	$200	$198.5

Subsequent to year end 2004, Loblaw issued $300 million of MTN due 2036 for net proceeds of $298 million.

Credit Ratings (Canadian Standards)

Weston's credit ratings for its securities for the recently completed financial year are as follows:

Credit Ratings (Canadian Standards)	Dominion Bond Rating Service	Standard & Poor's
Commercial paper	R-1 (low)	A-1 (low)
Medium term notes	A (low)	A-
Exchangeable debentures	BBB (high)	
Preferred shares	Pfd-2 (low)	P-2
Other notes and debentures	A (low)	A-

The rating organizations base the ratings on quantitative and qualitative considerations which are relevant for Weston. These ratings are intended to give an indication of the risk that Weston will not fulfill its obligations in a timely manner and do not take certain factors into account such as market or pricing risk since these must be considered by investors as factors in their own investment process. These ratings are not recommendations to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization.

A definition of the categories of each rating has been obtained from the respective rating organization's website and is outlined below:

Dominion Bond Rating Service

Commercial Paper
Rating: R-1 (low)
Satisfactory credit quality. The overall strength and outlook for key liquidity, debt and profitability ratios is not normally as favourable as with higher rating categories, but these considerations are still respectable. Any qualifying negative factors which exist are considered manageable, and the entity is normally of sufficient size to have some influence in its industry.

Medium Term Notes and Other Notes and Debentures
Rating: A (low)
Satisfactory credit quality. Protection of interest and principal is still substantial, but the degree of strength is less than with AA rated entities. While a respectable rating, entities in the "A" category are considered to be more susceptible to adverse economic conditions and have greater cyclical tendencies than higher rated companies.

Exchangeable Debentures
Rating: BBB (high)
Adequate credit quality. Protection of interest and principal is considered adequate, but the entity is more susceptible to adverse changes in financial and economic conditions, or there may be other adversities present which reduce the strength of the entity and its rated securities.

Preferred Shares
Rating: Pfd-2 (low)

Satisfactory credit quality. Protection of dividends and principal is still substantial, but earnings, the balance sheet, and coverage ratios are not as strong as Pfd-1 rated companies. Generally, "Pfd-2" ratings correspond with companies whose senior bonds are rated in the "A" category.

Standards & Poor's

Commercial Paper
Rating: A-1 (low)
A short term obligation rated "A-1" is rated in the highest category by Standard & Poor's. The obligor's capacity to meet its financial commitment on the obligation is strong.

Medium Term Notes and Other Notes and Debentures
Rating: A-
An obligation rate "A" is somewhat susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong.

Preferred Shares
Rating:P-2
A preferred share rate of P-2 exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity to meet its financial commitments.

VII. DIVIDENDS

Dividends declared per share ($)		2004	2003	2002
Common shares		1.44	1.20	.96
Preferred shares	Series I	1.45	1.45	1.49
Preferred shares	Series II	1.29	1.29	.93

Subsequent to year-end, the Board declared a quarterly dividend of 36 cents per common share, payable April 1, 2005.

Common Dividend Policy

The declaration and payment of dividends is at the discretion of the Board. Weston's dividend policy is to maintain a stable dividend payment equal to approximately 20% to 25% of the prior year's normalized basic net earnings per common share, giving consideration to the year end cash position, future cash flows and investment opportunities.

Restrictions

Under its 12.70% Promissory Note due November 8, 2030, Weston is restricted from paying cash dividends on its common shares if a measurement of the Corporation's shareholder's equity fall below certain predetermined levels. To date, Weston has never been restricted from paying cash dividends by reason of not satisfying this requirement and does not anticipate that it will be unable to satisfy this restriction in the future.

VIII. DIRECTORS AND OFFICERS

Directors

Name and Province Of Residence	Principal Occupation	Director Since
W. Galen Weston, O.C., [1*] Ontario, Canada	Chairman and President, George Weston Limited and Chairman, Loblaw Companies Limited	1967
A. Charles Baillie, [2] Ontario, Canada	Corporate Director	2003
Robert J. Dart Ontario, Canada	Vice Chairman, Wittington Investments, Limited	1994
Peter B. M. Eby, [1,2,3*] Ontario, Canada	Corporate Director	2000
Phillip W. Farmer, [2,5] Florida, U.S.	Corporate Director	2003
Anne L. Fraser, [5*] Alberta, Canada	Corporate Director	1995
R. Donald Fullerton, [2*] Ontario, Canada	Corporate Director	1991
Anthony R. Graham, [1,3,4*] Ontario, Canada	President, Wittington Investments, Limited	1996
Mark Hoffman, [4,5] London, England	Chairman, Cambridge Research Group Limited (technology transfer and investment company)	1975
Allan L. Leighton, [4] Leeds, England	Chairman, Royal Mail Group	2000
John C. Makinson, CBE, [2] London, England	Chairman and Chief Executive Officer, The Penguin Group (international media company)	1997
J. Robert S. Prichard, O.C., O.Ont., [3] Ontario, Canada	President and Chief Executive Officer, Torstar Corporation (media and newspaper company)	2000
M. D. Wendy Rebanks, [4,5] Ontario, Canada	Corporate Director	1994
Galen G. Weston Ontario, Canada	Senior Vice President, Corporate Development, Loblaw Companies Limited	2003

* Chairman of Committee
1. Executive Committee
2. Audit Committee
3. Governance, Employee, Nominating and Compensation Committee
4. Pension and Benefit Committee
5. Environmental, Health and Safety Committee

All directors hold office until the next annual meeting of the Company or until the director resigns or a successor is duly elected or appointed.

Officers

Name and Place of Residence	Principal Occupation
W. Galen Weston, O.C. Ontario, Canada	Chairman and President
Richard P. Mavrinac Ontario, Canada	Chief Financial Officer
Roy R. Conliffe Ontario, Canada	Senior Vice President, Labour Relations
Stewart E. Green Ontario, Canada	Senior Vice President, Secretary and General Counsel
Louise M. Lacchin Ontario, Canada	Senior Vice President, Finance
Donald G. Reid Ontario, Canada	Senior Vice President
Geoffrey H. Wilson Ontario, Canada	Senior Vice President, Investor Relations and Public Affairs
Robert G. Vaux Ontario, Canada	Senior Vice President, Corporate Development
Robert A. Balcom Ontario, Canada	Vice President, Assistant Secretary
Manny DiFilippo Ontario, Canada	Vice President, Risk Management and Internal Audit Services
J. Bradley Holland Ontario, Canada	Vice President, Taxation
Michael N. Kimber Ontario, Canada	Vice President, Legal Counsel
Kirk W. Mondesire Ontario, Canada	Vice President, Corporate Systems
Lucy J. Paglione Ontario, Canada	Vice President, Pension and Benefits
Rolando Sardellitti Ontario, Canada	Vice President, Controller

Officers (Continued) Name and Place of Residence	Principal Occupation
Ann Marie Yamamoto Ontario, Canada	Vice President, Systems Audit
Lisa R. Swartzman Ontario, Canada	Vice President, Treasurer
Marian M. Burrows Ontario, Canada	Assistant Secretary
Swavek A. Czapinski Ontario, Canada	Assistant Treasurer
M. Darryl Hanstead Ontario, Canada	Assistant Treasurer
Walter H. Kraus Ontario, Canada	Director, Environmental Affairs
Patrick R. MacDonnell Ontario, Canada	Controller, Planning and Analysis

All of the foregoing individuals have held their present occupations or other positions with the same or associated companies or organizations for the past five years except: Mr. A. L. Leighton**,** who was formerly President and Chief Executive Officer of Wal-Mart Europe and a senior executive of ASDA Stores Ltd. from 1992 to 2000; Mr. J. R. S. Prichard, who is President and Chief Executive Officer of Torstar Corporation and was formerly President of the University of Toronto from 1990 to 2000; Mr. A. Charles Baillie, who was formerly Chairman of the Board of Toronto Dominion Bank and previously Chairman and Chief Executive Officer of Toronto Dominion Bank. Mr. Phillip W. Farmer was Chairman, President and Chief Executive Officer of Harris Corporation located in Melbourne, Florida; and Mr. Galen G. Weston was previously attending Columbia University from January 2001 to May 2003. Previously, Mr. Galen G. Weston held managerial roles with Loblaw Companies Limited from 1998 to 2001.

As at December 31, 2004 Mr. W. Galen Weston beneficially owned or controlled, either directly or indirectly, 80,561,887 or 62.5% of the issued and outstanding common shares of the Company and 63.2% of the issued and outstanding common shares of Loblaw Companies. Except for shareholdings either directly or indirectly owned or controlled by Mr. W. Galen Weston, the directors and senior officers of the Company, as a group, beneficially owned directly or indirectly or exercised control or direction over 885,913 or 0.7% of the issued and outstanding common shares of the Company and less than 1% of the issued and outstanding common shares of Loblaw Companies.

IX. TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar is Computershare Trust Company of Canada and they are located in Toronto, Ontario.

X. AUDIT COMMITTEE INFORMATION

The Audit Committee Charter as approved by the Company's Board on May 12, 2004 is included in Appendix A. The Audit Committee Charter contains specific policies and procedures for the engagement of non-audit services. External Auditor Service Fees by category may be found in the Company's Management Proxy Circular dated March 11, 2005 (the "Proxy Circular"). This information is incorporated by reference and can be found at www.sedar.com. The members of the Audit Committee are indicated above. All members of the Audit Committee are financially literate and have the following education and experience which is relevant to their roles as Audit Committee Members:

Mr. Fullerton is a former Chairman and Chief Executive Officer of the Canadian Imperial Bank of Commerce.

Mr. Baillie is a former Chairman and Chief Executive Officer of Toronto Dominion Bank. He obtained an M.B.A from Harvard Business School and is a Fellow of the Institute of Canadian Bankers.

Mr. Eby is a former Vice-Chairman and Director of Nesbitt Burns Inc. He obtained a B.Comm from University of Toronto and an M.B.A. from University of California-Berkeley.

Mr. Farmer is the retired Chairman, President and Chief Executive Officer of Harris Corporation. He received a B.Sc. from Duke University.

Mr. Makinson is Chairman and Chief Executive Officer of the Penguin Group and former Group Finance Director of Pearson plc. He received a B.A. from Cambridge University.

XI. ADDITIONAL INFORMATION

1. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Company's Proxy Circular and additional financial information is provided in the Company's comparative financial statements for its most recently completed financial year.

2. Additional financial information of the Company has been filed on the System for Electronic Document Analysis and Retrieval ("SEDAR"). The Company's Internet address is www.weston.ca.

3. Additional financial information of Loblaw has been filed on SEDAR and with the Office of the Superintendent of Financial Institutions as the primary regulator for Loblaw's subsidiary, President's Choice Bank. Loblaw's internet address is www.loblaw.com.

The foregoing, together with any information incorporated by reference, contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated herein in accordance with the requirements of this Annual Information Form or that is necessary to make a statement contained herein not misleading in light of the circumstances in which it was made.

DATED: March 24, 2005

"W. Galen Weston"	*"Richard P. Mavrinac"*
W. GALEN WESTON President	RICHARD P. MAVRINAC Chief Financial Officer

On behalf of the Board of Directors

"W. Galen Weston"	*"R. Donald Fullerton"*
W. GALEN WESTON Director	R. DONALD FULLERTON Director

APPENDIX “A”

GEORGE WESTON LIMITED

AUDIT COMMITTEE CHARTER

Approved by the Board of Directors
on May 12, 2004

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GEORGE WESTON LIMITED

AUDIT COMMITTEE CHARTER

1. RESPONSIBILITY

The Audit Committee is responsible for assisting the Board of Directors of the Company ("Board") in fulfilling its oversight responsibilities in relation to:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements as they relate to the Company's financial statements;
- the qualifications, independence and performance of the Auditor;
- internal controls and disclosure controls;
- the performance of the Company's internal audit function; and
- performing the additional duties set out in this Charter or otherwise delegated to the Audit Committee by the Board.

2. MEMBERS

The Board shall appoint a minimum of three directors to be members of the Audit Committee. The members of the Audit Committee shall be selected by the Board on recommendation of the Governance, Human Resource, Nominating and Compensation Committee of the Company, and shall be selected based upon the following, to the extent that the following are required under applicable law:

- each member shall be an unrelated and independent director;
- each member shall be financially literate or agree to become financially literate within a reasonable period of time following the member's appointment;
- at least one member shall have accounting or financial expertise; and
- at least a majority of the members shall be residents of Canada.

For the purpose of this Charter, the term "unrelated director" shall have the meaning attributed thereto in the Toronto Stock Exchange Company Manual and the term "independent" shall have the meaning attributed thereto in Multilateral Instrument 52-110 *Audit Committees*, each as may be amended from time to time. The term "financial literacy" shall mean the ability to read and understand a balance sheet, an income statement, a cash flow statement and the notes attached thereto, or such other definition as may be acceptable to the Toronto Stock Exchange from time to time. The term "accounting or related financial experience" shall mean the ability to analyze and interpret a full set of financial statements, including the notes thereto, in accordance with Canadian generally accepted accounting principles, or such other definition as may be acceptable to the Toronto Stock Exchange from time to time.

3. CHAIRMAN

Each year, the Board shall appoint one member to be Chairman of the Audit Committee. If, in any year, the Board does not appoint a Chairman, the incumbent Chairman shall continue in office until a successor is appointed.

4. TENURE

Each member shall hold office until his or her term as a member of the Audit Committee expires or is terminated.

5. REMOVAL AND VACANCIES

Any member may be removed and replaced at any time by the Board. The Board shall fill vacancies in the Audit Committee by appointment from among the members of the Board. If a vacancy exists on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

6. DUTIES

The Audit Committee shall have the duties set out below as well as any other duties that are specifically delegated to the Audit Committee by the Board.

(a) Appointment and Review of Auditor

The Auditor is ultimately accountable to the Audit Committee as representatives of the shareholders. Accordingly, the Audit Committee shall evaluate and be responsible for the Company's relationship with the Auditor. Specifically, the Audit Committee shall:

- select, evaluate and nominate the Auditor to be proposed for appointment or reappointment, as the case may be, by the shareholders;
- review the Auditor's engagement letter;
- at least annually, obtain and review a report by the Auditor describing:
  - the Auditor's internal quality-control procedures; and
  - any material issues raised by the most recent internal quality-control review, peer review, review by any independent oversight body such as the Canadian Public Accountability Board or the Public Company

Accounting Oversight Board, or governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the Auditor and the steps taken to deal with any issues raised in these reviews.

(b) Confirmation of Independence of Auditor

At least annually, and before the Auditor issues its report on the annual financial statements, the Audit Committee shall:

- ensure that the Auditor submits a formal written statement describing all relationships between the Auditor and the Company;
- discuss with the Auditor any disclosed relationships or services that may affect the objectivity and independence of the Auditor; and
- obtain written confirmation from the Auditor that it is objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs.

(c) Rotation of Engagement Partner/Lead Partners

The Audit Committee shall, after taking into account the opinions of management, evaluate the performance of the Auditor and the engagement partner/lead partners and shall rotate the engagement partner/lead partners when required or necessary.

(d) Pre-Approval of Non-Audit Services

The Audit Committee shall pre-approve the retaining of the Auditor for any non-audit service, provided that no approval shall be provided for any service that is prohibited under the rules of the Canadian Public Accountability Board or the Public Company Accounting Oversight Board, or the Independence Standards of the Canadian Institute of Chartered Accountants. Before the retaining of the Auditor for any non-audit service, the Audit Committee shall consider the compatibility of the service with the Auditor's independence. The Audit Committee may pre-approve the retaining of the Auditor for the engagement of any non-audit services by establishing policies and procedures to be followed prior to the appointment of the Auditor for the provision of such non-audit services. In addition, the Audit Committee may delegate to one or more members the authority to pre-approve the retaining of the Auditor for any non-audit service to the extent permitted by applicable law.

(e) Communications with Auditor

The Audit Committee shall meet privately with the Auditor as frequently as the Audit Committee feels is appropriate for the Audit Committee to fulfil its responsibilities (which shall not be less frequently than quarterly) to discuss any items of concern to the Audit Committee or the Auditor, such as:

- matters that will be referred to in the Auditor's management letter;

- whether or not the Auditor is satisfied with the quality and effectiveness of the financial recording procedures and systems;
- the extent to which the Auditor is satisfied with the nature and scope of the Auditor's examination.

(f) Review of Audit Plan

The Audit Committee shall review a summary of the Auditor's audit plan in advance for each audit.

(g) Review of Audit Fees

The Audit Committee has the direct responsibility for approving the Auditor's fee. In approving the Auditor's fee, the Audit Committee should consider, among other things, the number and nature of reports issued by the Auditors, the quality of the internal controls, the size, complexity and financial condition of the Company and the extent of internal audit and other support provided by the Company to the Auditor.

(h) Review of Annual Audited Financial Statements

The Audit Committee shall review the annual audited financial statements, together with the Auditor's report thereon, before recommending them for approval by the Board, to assess whether or not they present fairly in all material respects in accordance with GAAP the financial condition, results of operations and cash flows of the Company. The Audit Committee shall also review the MD&A relating to the annual audited financial statements and interim financial statements.

In conducting their review, the Audit Committee should:

- discuss the annual audited financial statements and MD&A with management and the Auditor;
- consider the quality of, and not just the acceptability of, the accounting principles applied, the reasonableness of management's judgments and estimates that have a significant effect upon the financial statements, and the clarity of the disclosures in the financial statements;
- discuss with the Auditor its report which addresses:
  - all critical accounting policies and practices to be used;
  - all alternative treatments of financial information within GAAP that have been discussed with management of the Company, ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the Auditors; and
  - other material written communication between the Auditor and management of the Company, such as any management letter or schedule of unadjusted differences;

- discuss any analyses prepared by management or the Auditor that set out significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP;
- discuss the effect of off-balance sheet transactions, arrangements, obligations (including contingent liabilities) and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Company's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues and expenses;
- consider any changes in accounting practices or policies and their impact on financial statements of the Company;
- discuss with management, the Auditor and, if necessary, legal counsel, any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position of the Company, and the manner in which these matters have been disclosed in the financial statements;
- discuss with management and the Auditor correspondence with regulators or governmental agencies, employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies;
- discuss with the Auditor any special audit steps taken in light of any material weaknesses in internal control;
- discuss with the Auditor any difficulties encountered in the course of the audit work, including any restrictions on the scope of their procedures and access to requested information, accounting adjustments proposed by the Auditor that were not applied (because they were immaterial or otherwise), and significant disagreements with management;
- consider any other matter which in its judgment should be taken into account in reaching its recommendation to the Board concerning the approval of the financial statements;
- satisfy itself that appropriate accounting policies and practices have been selected and applied consistently; and
- satisfy itself that management has established appropriate procedures to comply with applicable legislation for the remittance of taxes, pension monies and employee remuneration.

(i) Review of Interim Financial Statements

The Audit Committee shall also engage the Auditor to review the interim financial statements prior to the Audit Committee's review of such financial statements. The Audit Committee should discuss the interim financial statements and related MD&A with management and the Auditor and, if satisfied that the interim financial statements present fairly in all material respects in accordance with GAAP the financial condition, results of operations and cash flows, approve the interim financial statements and review the related MD&A on behalf of the Board.

(j) Review of Other Financial Information

The Audit Committee should generally discuss earnings releases, as well as the nature of financial information and earnings guidance provided to analysts and rating agencies in accordance with the Company's disclosure policy.

(k) Review of Prospectuses and Other Regulatory Filings

The Audit Committee shall review all other financial statements of the Company that require approval by the Board before they are released to the public, including, without limitation, financial statements for use in prospectuses or other offering or public disclosure documents and financial statements required by regulatory authorities.

(l) Review of Internal Audit Function

The Audit Committee shall review the mandate of the internal audit function, the budget, planned activities and organizational structure of the internal audit function to ensure that it is independent of management and has sufficient resources to carry out its mandate.

The members shall meet privately with the senior officer in charge of internal audit as frequently as the Audit Committee feels is appropriate for the Audit Committee to fulfil its responsibilities, which shall not be less frequently than quarterly, to discuss any areas of concern to the Audit Committee or to the senior officer in charge of internal audit to confirm that:

- significant resolved and any unresolved issues between auditors and management have been brought to its attention;
- the principal risks of the Company's businesses have been identified by management and appropriate policies and systems have been implemented to manage these risks; and
- the integrity of the Company's internal control and management information systems are satisfactory.

(m) Relations with Management

The members shall meet privately with management as frequently as the Audit Committee feels is appropriate to fulfil its responsibilities, which shall not be less frequently than quarterly, to discuss any areas of concern to the Audit Committee or management.

The Audit Committee shall recommend to the Board policies relating to hiring former partners or employees of the Auditor who were engaged on the Company's account.

(n) Oversight of Internal Controls and Disclosure Controls

The Audit Committee shall review with management the adequacy of the internal controls that have been adopted to safeguard assets from loss and unauthorized use and ensure the accuracy of the financial records.

The Audit Committee shall review with management the controls and procedures that have been adopted to ensure the disclosure of all material information about the Company and its subsidiaries that is required to be disclosed under applicable law or the rules of those exchanges on which securities of the Company are listed or quoted.

(o) Legal Compliance

The Audit Committee shall review with legal counsel any legal matters that may have a significant effect on the Company's financial statements. The Audit Committee should review with legal counsel material inquiries received from regulators and governmental agencies. The Audit Committee shall review with a representative of the Code of Conduct Committee any material matters arising from any known or suspected violation of the Company's Code of Conduct and any material concerns regarding questionable accounting or auditing matters raised through the Company's ethics response line.

(p) Risk Management

The Audit Committee shall meet periodically with management to discuss the Company's policies with respect to risk assessment and management.

(q) Taxation Matters

The Audit Committee shall review the status of taxation matters of the Company.

7. COMPLAINTS PROCEDURE

The Audit Committee shall establish a procedure for the receipt, retention and follow-up of complaints received by the Company regarding accounting, internal controls, disclosure controls or auditing matters and a procedure for the confidential, anonymous submission of concerns by employees of the Company regarding accounting, internal controls, or auditing matters.

8. REPORTING

The Audit Committee shall report to the Board on:

- the Auditor's independence;
- the performance of the Auditor and the Audit Committee's recommendations regarding the reappointment or termination of the Auditor;

- the performance of the internal audit function;
- the adequacy of the Company's internal controls and disclosure controls;
- the Audit Committee's review of the annual and interim financial statements of the Company and any GAAP reconciliation, including any issues with respect to the quality or integrity of the financial statements, and shall recommend whether or not the Board should approve the financial statements and any GAAP reconciliation;
- the Audit Committee's review of the annual and interim MD&A;
- the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- all other material matters dealt with by the Audit Committee.

9. REVIEW AND DISCLOSURE

This Charter should be reviewed by the Audit Committee at least annually and be submitted to the Governance, Human Resource, Nominating and Compensation Committee for consideration with such amendments as the Audit Committee proposes and for recommendation to the Board for approval with such further amendments as the Governance, Human Resource, Nominating and Compensation Committee proposes.

This Charter may also be posted on the Company's Web site.

10. FREQUENCY OF MEETINGS

The Audit Committee shall meet at least twice annually at the call of the Chairman, in addition to quarterly meetings prior to the release of quarterly interim financial statements.

11. RETENTION OF EXPERTS

The Audit Committee may engage such special legal, accounting or other experts, without Board approval and at the expense of the Company, as it considers necessary to perform its duties.