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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14A  
INFORMATION**

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

Filed by the Registrant  [ X ]

Filed by a party other than the Registrant  [ ]

Check the appropriate box:

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

**SunOpta Inc.**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- [ X ] No fee required
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- [ ] Fee paid previously with preliminary materials.
- [ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed
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SUNOPTA INC.  
2233 Argentia Road  
Suite 401, West Tower  
Mississauga, ON L5N 2X7  
905-821-9669

SECOND SUPPLEMENT TO PROXY STATEMENT FOR THE  
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 24, 2017

May 8, 2017

On April 13, 2017, SunOpta Inc. (the "**Company**") filed a definitive proxy statement (the "**Proxy Statement**") relating to SunOpta's 2017 Annual and Special Meeting of Shareholders (the "**Meeting**"). On April 25, 2017, the Company filed a Supplement to the Proxy Statement ("**First Supplement**"). The Company has set May 24, 2017 as the date for the Meeting. The Meeting will be held at the Company's corporate offices located at 2233 Argentia Road, Suite 401, West Tower, Mississauga, Ontario, Canada at 4:00 P.M. Eastern Daylight Time. As previously disclosed, the record date for determining the Company's shareholders entitled to vote at the Meeting has been fixed as the close of business on March 27, 2017. This Second Supplement further supplements the Proxy Statement to add information regarding Proposal 5, a resolution to:

- (a) remove the Beneficial Ownership Exchange Cap, which, in order to comply with NASDAQ Listing Rule 5635(b), currently limits the number of shares of Preferred Stock any holder may exchange for common shares of the Company ("**Common Shares**") such that such holder's beneficial ownership of Common Shares may not exceed 19.99%;
- (b) remove the Voting Cap, which currently restricts the Investor (as defined below) from casting voting rights associated with the Preferred Stock in excess of 17,130,757 votes, being 19.99% of the outstanding Common Shares on the date of the Preferred Stock Transaction; and
- (c) waive the application of the Company's Shareholder Rights Plan, which currently applies to prevent the Investor from increasing its beneficial ownership to 20% or more of the outstanding Voting Shares (as defined in the Shareholder Rights Plan), to allow the Investor to increase its beneficial ownership of outstanding Voting Shares to or above 20% where such increase results from the payment of In-Kind Dividends on the Preferred Stock,

(collectively, the "**Preferred Stock Resolution**"). Any capitalized terms used but not defined in this Second Supplement have the meaning given thereto in the Proxy Statement or the First Supplement.

As previously disclosed in the First Supplement, funds managed by Oaktree Capital Management, L.P. (collectively, the "**Investor**") requested the Company consent to a waiver (the "**Waiver Request**") of the standstill provision entered into between the Company and the Investor in connection with the Preferred Stock Transaction (as further described in the First Supplement, the "**Standstill**"). The Investor requested the waiver to acquire up to 5,125,036 Common Shares, being the number of shares that would increase the Investor's beneficial ownership to 19.99% of the Common Shares currently outstanding on a partially-diluted basis, assuming the exchange of all shares of Preferred Stock outstanding for Common Shares.

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As previously announced, the Investor owns all of the Preferred Stock and 3,000,000 Common Shares. The Investor's ownership on an as-exchanged basis is 14,333,333 Common Shares, or 14.7% of the Common Shares outstanding on a partially-diluted basis.

The Board established a process to have the disinterested directors of the Board consider the Waiver Request and negotiate the terms thereof, since the Investor is a related party of the Company and has two nominees on the Board.

The disinterested directors on the Board of Directors have determined to grant the Waiver Request. The waiver permits the Investor to purchase on or before May 6, 2020 up to that number of additional Common Shares in the Company equal to the lesser of (i) 5,125,036; and (ii) that number of Common Shares that would ensure that the Investors' "beneficial ownership" of voting or equity securities of the Company within the meaning of applicable securities law and the Shareholder Rights Plan of the Company does not exceed 19.99% of the outstanding Common Shares of the Company on a partially-diluted as-exchanged basis at the time of such purchase.

As a condition to granting the Waiver Request, the Investor has agreed to acquire shares pursuant to the Waiver Request only in open market purchases on the Nasdaq or the TSX. In addition, the Investor agreed to an amendment to the voting trust agreement entered into in connection with the Preferred Stock Transaction which would disentitle the Investor to the issuance of Special Voting Shares of the Company if such issuance would result in Shareholder Rights Plan being triggered. Such Special Voting Shares are issued upon the payment of In-Kind Dividends and anti-dilution and other adjustments in the terms of the Preferred Stock. As a consequence of such amendment, assuming the Investor acquires the maximum number of Common Shares permitted under the Waiver Request, the Shareholder Rights Plan would not be triggered by the payment of dividends on the Preferred Stock as In-Kind Dividends even if shareholders do not approve the Preferred Stock Resolution.

If the Investor acquires the maximum 5,125,036 Common Shares that could be acquired pursuant to the Waiver Request, the Investor would beneficially own 28.3% (as a percentage of the outstanding Common Shares on a partially-diluted basis), assuming that all dividends required to be paid on the Preferred Stock for the quarterly periods after January 1, 2017 and prior to the end of the third fiscal quarter of 2025 are In-Kind Dividends and that no anti-dilution or other adjustments are made.

Also, as disclosed in the First Supplement, the Voting Cap applies only to the voting rights associated with the Preferred Stock and does not apply to limit the Investor's ability to vote any Common Shares, including the 3,000,000 Common Shares currently held by the Investor, or any Common Shares acquired pursuant to the Waiver Request. Currently, the Preferred Stock entitles the Investor to 11,333,333 votes (11.64%), which, together with the 3,000,000 Common Shares currently held by the Investor and the maximum 5,125,036 Common Shares that could be acquired pursuant to the Waiver Request, entitle the Investor to a total of 19,485,370 votes representing 19.99% .

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If you have already voted, you do not need to take any action unless you wish to change your vote. A shareholder may revoke his or her vote at any time before it is voted at the Meeting by: (1) voting again by telephone or by Internet prior to 4:00 P.M. Eastern Daylight Time on May 22, 2017; (2) requesting, completing and mailing or delivering by facsimile a proper proxy card, as set forth in the Proxy Statement under "Questions and Answers about the Meeting and Voting—How can I vote?"; (3) sending written notice of revocation, signed by you (or your duly authorized attorney), to the Company at the corporate office of the Company at 2233 Argentia Road, Suite 401, West Tower, Mississauga, ON L5N 2X7, at any time prior to the last business day preceding the date of the Meeting; or (4) attending the Meeting (or any adjournment thereof) and delivering written notice of revocation prior to any vote to the Chair of the Meeting.

Any previously submitted proxy votes that are not revoked will continue to count as votes for or against the Preferred Stock Resolution. If any shareholder would like a new proxy or has any questions, please call Kingsdale Advisors at 1-877-659-1822 or email [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

**The Board recommends that the shareholders vote FOR the Preferred Stock Resolution.**

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