FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

High Liner Foods Incorporated (“High Liner” or the “Company”)
100 Battery Point
PO Box 910
Lunenburg, Nova Scotia B0J 2C0

Item 2 Date of Material Change

December 13, 2010

Item 3 News Release

The press release describing the material change referred to herein was released on December 13, 2010 and filed on SEDAR.

Item 4 Summary of Material Change

High Liner has acquired the assets of Viking Seafoods, Inc. (“Viking”).

Item 5 Full Description of Material Change

High Liner has completed its acquisition of the assets of Viking, a private value-added foodservice company based in Malden, Massachusetts, for $31.5 million subject to working capital adjustments. The purchase price does not include Viking's plant in Malden, Massachusetts, which High Liner has leased. In 2010, Viking had net sales of approximately CDN$40 million. Viking brand products are distributed nationally in the U.S. to customers in the health care, education and commercial and independent restaurant markets.

The acquisition is expected to substantially increase High Liner's share of the market for broad line value-added seafood products in the U.S. foodservice industry. Fishery Products International (FPI), High Liner Foods' go-to-market arm for the U.S. foodservice industry, is one of the leading suppliers of seafood to the foodservice marketplace.

High Liner expects the acquisition to be accretive to earnings per share in 2011. The Company financed the acquisition with funds drawn from its existing credit facilities. One time acquisition and financing costs will be expensed in the fourth quarter as required by Canadian GAAP.

High Liner is a leading North American processor and marketer of prepared, value added frozen seafood. High Liner’s branded products are sold throughout the United States, Canada and Mexico under the High Liner®, Fisher Boy®, Mirabel® and Sea Cuisine™ labels, and are available in most grocery and club stores. The Company also sells its High Liner®, FPI® and Mirabel® food service products to restaurants and institutions, and is a major supplier of private label seafood products to North American food retailers and food service distributors. High Liner Foods is a publicly traded Canadian company, trading under the symbols HLF and HLF.A on the Toronto Stock Exchange.

This document contains forward-looking statements. Forward-looking statements can generally be identified by the use of the conditional tense, the words "may", "should", "would", "believe", "plan", "expect", "intend", "anticipate", "estimate", "foresee", "objective" or "continue" or the negative of these terms or variations of them or words and expressions of similar nature. Specific forward-looking statements in this document include, but are not limited to expectations with respect to: High Liner Foods' share of the market for broad line value-added seafood products in the U.S. foodservice industry, which assumes no material customer losses and may be impacted by industry competition, market forces and the state of the economy; whether any acquisition will be accretive which may be impacted by business integration risks, future raw material costs, anticipated financial performance, market forces and the state of the economy; and whether further acquisitions occur which may be impacted by availability of suitable targets, market conditions and the state of the economy. These statements are based on a number of additional factors and assumptions including, but not limited to: availability, demand and prices of raw materials, energy and supplies; the condition of the Canadian and United States economies; product pricing; foreign exchange rates, especially the rate of exchange of the Canadian dollar to the U.S. dollar; our ability to attract and retain customers; our operating costs; interest rates; and continued access to capital. The statements are not a guarantee of future performance. By their nature, forward-looking statements involve uncertainties and risks that the forecasts and targets will not be achieved. Readers are cautioned not to place undue reliance on forward-looking statements, as actual results may differ materially from those expressed in such forward-looking statements. We include in publicly available documents filed from time to time with securities commissions and the Toronto Stock Exchange, a discussion of the risk factors that can cause anticipated outcomes to differ from actual outcomes. Except as required under applicable securities legislation, we do not undertake to update forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf, whether as a result of new information, future events or otherwise.

Item 6 These statements are based on a number of additional factors and assumptions including, but not limitedReliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8 Executive Officer

For further information please contact:

Kelly Nelson
Vice President – Corporate Services and Chief Financial Officer
100 Battery Point
PO Box 910
Lunenburg, Nova Scotia B0J 2C0
Tel: 902.634.8811

Item 9 Date of Report

December 20, 2010.