This prospectus supplement, together with the short form base shelf prospectus dated October 4, 2001 to which it relates, as amended or supplemented, and each document deemed to be incorporated by reference into the short form base shelf prospectus (including applicable pricing supplements), constitutes a public offering of securities offered hereby only in the jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

No securities regulatory authority in Canada has expressed an opinion about these securities and it is an offence to claim otherwise.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and may not be offered, sold or delivered within the United States of America including the states and the District of Columbia and its territories and possessions or to, or for the account or benefit of, U.S. persons (as defined in Regulation S to the 1933 Act) except pursuant to an exemption from the registration requirements of the 1933 Act. See "Plan of Distribution".

PROSPECTUS SUPPLEMENT
TO SHORT FORM BASE SHELF PROSPECTUS DATED OCTOBER 4, 2001

New Issue October 4, 2001

GEORGE WESTON LIMITED

$1,000,000,000

Medium Term Notes
(unsecured)

George Weston Limited (the "Company") may offer to the public from time to time medium term notes (the "Notes") with maturities of not less than one year from the date of issue, at prices and on terms determined at the time of agreement to issue, in an aggregate principal amount of up to $1,000,000,000 (or the equivalent thereof in foreign currencies or currency units) during the 25-month period from the date of the short form base shelf prospectus to which this prospectus supplement (the "Prospectus Supplement") relates. The Notes will be issued at the discretion of the Company from time to time, in registered form and may be represented in the form of fully registered global notes. The Notes may be issued as interest bearing notes at fixed or floating rates of interest determined by the Company from time to time or as non-interest bearing notes issued at a discount. The Notes are issuable in minimum denominations of $5,000 and in multiples of $1,000 thereafter in Canadian currency, or the approximate equivalent thereof in a foreign currency or currency unit at the time of issue. The Notes will be unsecured, will be issued under a trust indenture, will rank *pari passu*, except as to sinking funds, if any, with all other outstanding unsecured and unsubordinated indebtedness of the Company and will be issued at rates of interest and at prices determined by the Company from time to time based on a number of factors, including advice from the Dealers (as defined below). See "Description of Notes".

The specific variable terms of any offering of Notes (including the aggregate principal amount of Notes being offered, the currency or currency unit, the issue and delivery date, the maturity date, the issue price (at par, at a discount or at a premium), the interest rate (either fixed or floating and, if floating, the manner of calculation thereof), the interest payment date(s), any redemption provisions, any repayment provisions, any terms entitling the holder to exchange or convert the Notes into other securities of the Company, the name of the Dealer, the Dealer's commission, the method of distribution and the net proceeds to the Company) will be established at the time of offering and set forth in a pricing supplement (a "Pricing Supplement") which will accompany this Prospectus Supplement. The Company reserves the right to set forth in a Pricing Supplement specific variable terms of Notes and the offering thereof which are not within the options and parameters set forth in this Prospectus Supplement.

In the opinion of counsel, the Notes offered hereby, if issued on the date hereof, would be eligible for investment under certain statutes as set forth under "Eligibility for Investment".

Rates on Application

The Notes may be offered severally by one or more of RBC Dominion Securities Inc., CIBC World Markets Inc., BMO Nesbitt Burns Inc., Merrill Lynch Canada Inc., National Bank Financial Inc., Scotia Capital Inc. and TD Securities Inc. (collectively, the "Dealers" or, individually, a "Dealer"), acting as agents of the Company or as principals, as the case may be, subject to confirmation by the Company pursuant to the dealer agreement referred to under the heading "Plan of Distribution". The rate of commission payable by the Company in connection with the sales by Dealers of Notes shall be as determined from time to time by mutual agreement. The Notes may be purchased from time to time by any of the Dealers, as principal, at such prices and with such commissions as may be agreed between the Company and any such Dealers. Such Dealers may resell the Notes to the public at fixed prices or at prices to be negotiated with each purchaser. Such resale prices may vary during the distribution period and as between purchasers. The Dealer's compensation will be increased or decreased by the amount by which the aggregate price paid for Notes by purchasers exceeds or is less than the gross proceeds paid by the Dealer, acting as principal, to the Company. The Company may also offer the Notes directly to purchasers pursuant to statutory exemptions at prices and upon terms negotiated between the purchasers and the Company.

The offerings are subject to approval of all legal matters on behalf of the Company by Borden Ladner Gervais LLP and on behalf of the Dealers by McCarthy Tétrault LLP.

There is no market through which the Notes may be sold and purchasers may not be able to resell Notes purchased under this Prospectus Supplement.

The Dealers are either subsidiaries of Canadian chartered banks or other financial entities which are members of a syndicate of financial institutions or entities that have made credit facilities available to the Company. A portion of the proceeds of this offering may be used to repay a portion of such credit facilities. Accordingly, the Company may be considered a connected issuer of such Dealers under applicable securities laws in certain Canadian provinces. See "Plan of Distribution" and "Use of Proceeds".

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DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the accompanying short form base shelf prospectus of the Company dated October 4, 2001 (the "Prospectus"), solely for the purposes of the Notes distributed under this Prospectus Supplement. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus. See "Documents Incorporated by Reference" in the Prospectus.

Any statement contained in the Prospectus, in this Prospectus Supplement or in any document incorporated or deemed to be incorporated by reference into the Prospectus for purposes of this offering of Notes shall be deemed to be modified or superseded, for the purposes of this Prospectus Supplement, to the extent that a statement contained herein or in the Prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or in the Prospectus modifies or supersedes that statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus Supplement. The making of a modifying or a superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

A Pricing Supplement containing the specific variable terms in respect of an offering of Notes will be delivered to purchasers of such Notes together with the Prospectus and this Prospectus Supplement and will be deemed to be incorporated into the Prospectus and this Prospectus Supplement as of the date of the Pricing Supplement but only for purposes of the offering of the Notes covered by that Pricing Supplement.

Updated earnings coverage ratios, as required, will be filed quarterly with the securities regulatory authority in each of the provinces of Canada either as a prospectus supplement or as an exhibit to the Corporation's unaudited interim and audited annual consolidated financial statements and will be deemed to be incorporated by reference into the Prospectus and this Prospectus Supplement for the purposes of the issue of Notes.

All dollar amounts herein are stated in Canadian dollars except where otherwise indicated.

CREDIT RATINGS

The Company has received an A− rating from Standard & Poor's, a division of McGraw Hill Companies ("Standard & Poor's") and an A (low) rating from Dominion Bond Rating Service Limited ("DBRS") (each a "Rating Agency") in respect of the Notes to be issued pursuant to this Prospectus Supplement. Credit ratings are intended to provide investors with an independent measure of the credit quality of an issue of securities. Ratings for debt instruments range from "AAA" from Standard & Poor's or "AAA" from DBRS, which represent the highest quality of securities, to "D" from Standard & Poor's or "D" from DBRS, which represent the lowest quality of securities rated. Each Rating Agency rates bonds or debentures on the basis that bonds or debentures rated in the A category have maintained a history of adequate asset and earnings protection, are considered to be good quality securities and to have favourable long-term investment characteristics. The credit ratings accorded to the Notes by the Rating Agencies are not recommendations to purchase, hold or sell the Notes inasmuch as such ratings do not comment as to market price or suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a Rating Agency in the future if in its judgment circumstances so warrant.

ELIGIBILITY FOR INVESTMENT

In the opinion of Borden Ladner Gervais LLP, counsel to the Company, and McCarthy Tétrault LLP, counsel to the Dealers, the Notes offered hereby, if issued on the date hereof, would be eligible investments, where applicable, without resort to the so-called "basket provisions", or their purchase would not be precluded as investments, subject to compliance with the prudent investment standards and general investment provisions and restrictions of the statutes referred to below (and, where applicable, regulations or guidelines thereunder) and, in certain cases, subject to the satisfaction of additional requirements relating to investment or lending policies or goals and, in certain cases, the filing of such policies or goals, under the following statutes:

Insurance Companies Act (Canada)
Insurance Act (Alberta)
Insurance Act (Ontario)
An Act respecting insurance (Québec) (for insurers other than guarantee fund corporations)
Trust and Loan Companies Act (Canada)
Loan and Trust Corporations Act (Alberta)
Loan and Trust Corporations Act (Ontario)
Financial Institutions Act (British Columbia)
An Act respecting trust companies and savings companies (Québec) (for a savings company which invests its own funds and a trust company which invests its own funds and deposits it receives)
Pension Benefits Standards Act, 1985 (Canada)
Employment Pension Plans Act (Alberta)
Pension Benefits Act (Ontario)
Supplemental Pension Plans Act (Québec)
Trustee Act (Ontario)

In addition, in the opinion of such counsel, the Notes offered by this Prospectus Supplement, if issued on the date hereof, would be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan or a deferred profit sharing plan under the *Income Tax Act* (Canada), other than a deferred profit sharing plan under which the Company or a corporation with which the Company does not deal at arm's length is an employer.

CONSOLIDATED CAPITALIZATION

The table below sets forth the consolidated capitalization of the Company, adjusted to give effect to the material changes in the share and loan capital of the Company since the date of the comparative financial statements for the Company's most recently completed financial year, including the effects of the acquisition of Bestfoods Baking Co., Inc. ("Bestfoods Baking") from Unilever plc (the "Acquisition"), as more particularly described under the "Recent Developments" section of the Prospectus. This table does not give effect to the credit facility (the "Credit Facility") entered into in connection with the Acquisition.

	As at December 31, 2000		
	Actual (audited)	**Adjustments[2] (unaudited)**	**Adjusted (unaudited)**
	(in thousands of dollars)		
Long-term debt[1]	$3,246	893	$4,139
Shareholders' equity			
Common share capital	77		77
Retained earnings	2,801		2,801
Total Capitalization	$6,124	893	$7,017

(1) Includes current portion of long-term debt and debt equivalents.

(2) Adjustments reflect the following:

- the issuance of $1.04 billion of Medium Term Notes by Loblaw Companies Limited ("Loblaw"), an indirect subsidiary of the Company;
- the redemption of $50 million of 10% Debentures of Loblaw;
- the maturity of $100 million of 11.25% Debentures of Provigo Inc., an indirect subsidiary of the Company; and
- the assumption of $3 million (U.S.$1.7 million) of Bestfoods Baking long-term debt (including capital lease obligations).

EARNINGS COVERAGE

For the 12-month periods ended December 31, 2000 and June 16, 2001, the Company's interest requirements on long-term debt after giving effect to the issuance, repayment or redemption of long-term debt of Weston as described under the heading "Recent Developments" in the Prospectus, amounted to $257 million and $272 million, respectively. For such periods, the Company's operating income (including short-term investment income) was $1.222 billion and $1.320 billion, respectively. The following consolidated earnings coverage ratios are calculated for the 12-month periods ended December 31, 2000 and June 16, 2001 and do not give effect to the issue of the Notes pursuant to this Prospectus Supplement nor the Credit Facility entered into in connection with the Acquisition:

	12 months ended December 31, 2000	**12 months ended June 16, 2001**
Earnings Coverage on Long-Term Debt[1]	4.755 times	4.853 times

(1) Earnings coverage on long-term debt is equal to operating income plus interest income on short-term investments divided by adjusted annualized interest expense on long-term debt. For purposes of calculating the financial ratios set forth above, long-term debt includes the current portion of long-term debt.

For the 12-month period ended December 31, 2000 and the 6-month period ended June 16, 2001, the Company's interest requirements on long-term debt, calculated on a *pro forma* basis as if the Acquisition had taken place on January 1, 2000, would have amounted to $384 million and $190 million, respectively. The interest requirements give effect to the issuance, repayment or redemption of long-term debt of Weston as described under the heading "Recent Developments" in the Prospectus and give effect to the *pro forma* adjustments as described in the unaudited Pro Forma Consolidated Financial Statements included in the Prospectus. For such periods, the Company's operating income (including short-term investment income) on such *pro forma* basis would have amounted to $1.338 billion and $637 million, respectively. The operating income gives effect to the *pro forma* adjustments as described in the unaudited Pro Forma Consolidated Financial Statements included in the Prospectus. The following consolidated earnings coverage ratios are calculated on such *pro forma* basis as for the 12-month period ended December 31, 2000 and the 6-month period ended June 16, 2001 and do not give effect to the issue of the Notes pursuant to this Prospectus Supplement nor Weston's intention to divest its fish processing operations or reduce its interest in Loblaw:

	12 months ended December 31, 2000	**6 months ended June 16, 2001**
Earnings Coverage on Long-Term Debt[1]	3.484 times	3.353 times

(1) Earnings coverage on long-term debt is equal to adjusted operating income plus interest income on short-term investments divided by adjusted annualized interest requirements on long-term debt. For purposes of calculating the financial ratios set forth above, long-term debt includes the current portion of long-term debt and the *pro forma* short-term interest expense adjustment is included as an interest requirement on long-term debt.

USE OF PROCEEDS

The Notes will be issued from time to time at the discretion of the Company in an aggregate principal amount of up to $1,000,000,000 in Canadian currency, or the approximate equivalent thereof if Notes are issued in foreign currencies or currency units, during the 25-month period from the date of the Prospectus. The net proceeds to be derived from the issue of the Notes will be the issue price thereof less any commission paid in connection therewith. Such net proceeds cannot be estimated as the amount thereof will depend on the extent to which Notes are issued hereunder. Unless otherwise specified in the Pricing Supplement(s) which accompanies this Prospectus Supplement, such net proceeds will be added to the general funds of the Company and used to repay maturing commercial paper, to refinance other indebtedness, including repayment of a portion of the Credit Facility established to finance the Acquisition and for general corporate purposes. The expenses of this offering and commissions will be paid out of the Company's general funds.

DESCRIPTION OF NOTES

The following description of the Notes is a summary of only certain of their material attributes and characteristics, and does not purport to be complete. The terms and conditions set forth in this section will apply to each Note unless otherwise specified in the applicable Pricing Supplement or other prospectus supplement. For further particulars of the terms of the Notes, reference should be made to the Prospectus and to the Indenture (as defined below).

General

The Notes will be issued under a trust indenture (the "Indenture") dated as of October 4, 2001 as amended and supplemented from time to time, between the Company and Computershare Trust Company of Canada (the "Trustee"). The Notes will be direct unsecured obligations of the Company and will rank *pari passu*, except as to sinking funds, if any, with all other unsecured and unsubordinated indebtedness of the Company outstanding from time to time.

The Indenture permits the issuance from time to time of debt securities (the "Debt Securities") without limitation as to the aggregate principal amount, subject to compliance with the covenants contained therein. The first series of Debt Securities authorized for issuance under the Indenture is the Notes which may be issued on such terms and at such times as may be determined by the Company. Any additional Debt Securities will rank *pari passu*, except as to sinking funds, if any, with the Notes and all other outstanding unsecured and unsubordinated indebtedness of the Company.

The Notes are offered pursuant to a Medium Term Note program of the Company as contemplated by National Instrument No. 44-102 — Shelf Distributions (the "National Instrument"). The National Instrument permits the omission from this Prospectus Supplement of certain variable terms of the Notes, which will be established at the time of the offering and sale of the Notes and will be included in Pricing Supplements which are incorporated by reference into this Prospectus Supplement and the Prospectus solely for purpose of the Notes issued thereunder. The specific variable terms of any offering of Notes (including the aggregate principal amount of Notes being offered, the currency or currency unit, the issue and delivery date, the maturity date, the issue price (at par, at a discount or at a premium), the interest rate (either fixed or floating and, if floating, the manner of calculation thereof), the interest payment date(s), any redemption provisions, any repayment provisions, any terms entitling the holder to exchange or convert the Notes into other securities of the Company, the name of the Dealer, the Dealer's commission, the method of distribution and the actual proceeds to the Company) will be set forth in a Pricing Supplement which will accompany this Prospectus Supplement. The Company reserves the right to set forth in a Pricing Supplement specific variable terms of Notes and the offering thereof which are not within the options and parameters set forth in this Prospectus Supplement.

The following summary of certain provisions of the Indenture and the Notes does not purport to be complete and is subject to the detailed provisions of the Indenture to which reference is hereby made for a full description of such provisions and for other information regarding the Notes.

Term and Denomination

The Notes will have maturities of not less than one year and may be issued as interest bearing notes at fixed or floating rates of interest determined by the Company from time to time or as non-interest bearing notes issued at a discount. The Notes will be issued in registered form and may be represented in the form of Book-Entry Notes (as defined below). The Notes are issuable in minimum denominations of $5,000 and in multiples of $1,000 thereafter in Canadian currency, or the approximate equivalent thereof in a foreign currency or currency unit at the time of issue.

Book-Entry Notes

Notes denominated in Canadian or United States dollars may be issued in the form of fully registered global Notes ("Book-Entry Notes") held by, or on behalf of, The Canadian Depository for Securities Limited ("CDS") or another corporation performing similar services that is acceptable to the Trustee (the "Depository") as custodian of the Book-Entry Notes and, in such event, Notes will be registered in the name of the Depository or its nominee (the "Nominee"). Purchasers of Notes represented by Book-Entry Notes will not receive Notes in definitive form ("Definitive Notes"). Instead, ownership of such Notes will be constituted through beneficial interests in Book-Entry Notes, and will be represented through book-entry accounts of institutions (including the Dealers), as participants in the Depository ("participants"), acting on behalf of the beneficial owners of such Notes. The Depository establishes and maintains book-entry accounts for its participants having interests in Book-Entry Notes. Each purchaser of a Note represented by a Book-Entry Note will receive a customer confirmation of purchase from the Dealer from whom the Note is purchased in accordance with the practices and procedures of the selling Dealer.

Currently, CDS only allows depository eligibility for securities denominated in Canadian or United States dollars. Any Notes denominated in a currency or currency unit other than Canadian or United States dollars will be represented by Definitive Notes until such time as the Depository allows depository eligibility for issues of securities denominated in such currencies or currency units.

Payment of Interest and Principal

Payments of interest on each Note will be made by cheque dated as of the applicable interest payment date made payable to, and mailed to the address of, the holder appearing on the registers maintained by the Trustee, as registrar and transfer agent (the "Transfer Agent"), which term shall include such other registrar or transfer agent as may from time to time be appointed by the Company, at the close of business on the seventh business day (a business day for this purpose being a day other than a Saturday, Sunday, or a day on which financial institutions at the place of payment are authorized or obligated by law or regulation to be closed) prior to the interest payment date or, by prior arrangement with the holder, by electronic funds transfer to such holder on the applicable interest payment date. Payment of principal at maturity will be made at any branch in Canada of the bank designated in a Note (or at such other paying agent as may be designated by the Company) against surrender of the Note.

Payment of interest and principal on each Book-Entry Note will be made to the Depository or the Nominee, as the case may be, as the registered holder of the Book-Entry Note. Interest payments on Book-Entry Notes will be made by cheque dated the date interest is payable and delivered to the Depository or the Nominee, as the case may be or, by prior arrangement with the Depository or the Nominee, as the case may be, by electronic funds transfer to the Depository or the Nominee, as the case may be. Principal payments on Book-Entry Notes will be made by cheque dated the maturity date delivered to the Depository or the Nominee, as the case may be, at maturity against surrender of the Book-Entry Note. As long as the Depository or the Nominee is the registered owner of a Book-Entry Note, the Depository or the Nominee, as the case may be, will be considered the sole owner of the Book-Entry Note for the purposes of receiving payments of interest and principal on each Book-Entry Note.

The Company expects that the Depository or the Nominee, upon receipt of any payment of principal or interest in respect of a Book-Entry Note, will credit participants' accounts, on the date principal or interest is payable, with payments in amounts proportionate to their respective beneficial interests in the principal amount of such Book-Entry Note as shown on the records of the Depository or the Nominee. The Company also expects that payments of principal and interest by participants to the owners of beneficial interests in such Book-Entry Note held through such participants will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name" and will be the responsibility of such participants. The responsibility and liability of the Company and the Trustee in respect of Notes represented by the Book-Entry Notes is limited to making payment of any principal and interest due on such Book-Entry Notes to the Depository or the Nominee.

Payments of interest and principal will be made in the currency in which the Note is denominated unless otherwise specified in the applicable Pricing Supplement.

If the payment date for any amount of principal or interest on any Note is not, at the place of payment, a business day, such payment will be made on the next business day and the holder of such Note shall not be entitled to any further interest or other payment in respect of such delay.

Transfers

The registered holder of a Definitive Note may transfer such Note upon payment of taxes incidental thereto, if any, by executing the form of transfer provided on the reverse side of the Note and surrendering the Note to the Transfer Agent at its principal office in any of the cities of Toronto, Montreal, Vancouver, Winnipeg, Calgary, Regina and Halifax upon which one or more new Definitive Notes will be issued in authorized denominations in the same aggregate principal amount as the Note so transferred, registered in the name or names of the transferee or transferees.

Beneficial owners of an interest in a Note represented by a Book-Entry Note who are not participants in the Depository, but who desire to sell or otherwise transfer ownership of or other interests in Book-Entry Notes may do so only through participants in the Depository.

The ability of a beneficial owner of an interest in a Note represented by a Book-Entry Note to pledge the Note or otherwise take action with respect to such owner's interest therein other than through a participant may be limited due to the lack of a physical certificate.

No transfer of a Note will be registered during the fifteen business days immediately preceding any date fixed for payment of interest on such Note or the date for payment of the principal amount thereof.

PLAN OF DISTRIBUTION

Pursuant to a dealer agreement dated October 4, 2001 (the "Agreement") between the Company and RBC Dominion Securities Inc., CIBC World Markets Inc., BMO Nesbitt Burns Inc., Merrill Lynch Canada Inc., National Bank Financial Inc., Scotia Capital Inc. and TD Securities Inc. (collectively, the "Dealers" or, individually, a "Dealer"), the Dealers are authorized, as exclusive agents of the Company for this purpose only, to solicit offers to purchase Notes directly and through other Canadian investment dealers. The rate of commission payable in connection with sales by the Dealers of Notes as agents shall be as determined from time to time by mutual agreement. The Agreement also provides that Notes may be purchased from time to time by any of the Dealers, as principal, at such prices and with such commissions as may be agreed upon between the Company and any such Dealers. Such Dealers may resell the Notes to the public at prices to be negotiated with each purchaser. Such resale prices may vary during the distribution period and as between purchasers. The Dealer's compensation will be increased or decreased by the amount by which the aggregate price paid for the

Notes by purchasers exceeds or is less than the gross proceeds paid by the Dealer, acting as principal, to the Company.

The Company may also offer the Notes directly, pursuant to statutory exemptions, at such prices and upon such terms as may be agreed to by the Company and the purchaser.

In connection with any offering of Notes, the Dealers may, when acting as agents or purchasing as principals, over-allot or effect transactions which stabilize or maintain the market price of the Notes at levels other than those that might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

There is no market through which the Notes may be sold and purchasers may not be able to resell Notes purchased under this Prospectus Supplement.

Merrill Lynch Canada Inc. is a subsidiary of Merrill Lynch Capital Canada Inc., a non-bank financial entity, and each of the six other Dealers is, directly or indirectly, a subsidiary of a Canadian chartered bank. Merrill Lynch Capital Canada Inc. and such Canadian chartered banks (collectively, the "Lenders") are members of a syndicate of 20 financial institutions that have made the Credit Facility available to the Company. Particulars of the Credit Facility are set out under the heading "Recent Developments" in the Prospectus. A portion of the proceeds of this offering may be used to repay a portion of the Credit Facility. Accordingly, the Company may be considered a connected issuer of the Dealers under applicable securities laws in certain Canadian provinces. As at August 31, 2001, the Company was indebted to such syndicate of financial institutions in the aggregate amount of approximately $2.173 billion and U.S.$400 million, including a total amount of $992 million and U.S.$184 million owing to the Lenders, collectively. The Company is in compliance with the terms of the Credit Facility, which is unsecured. In addition to the undrawn portion of the Credit Facility available from the Lenders amounting to $147 million, the Lenders also have provided to the Company credit lines in the aggregate amount of approximately $125 million. The decision to distribute the Notes was made by the Company and the terms of distribution will be determined through negotiations between the Company and the Dealers. The Lenders did not have any involvement in such decision and will not have any involvement in such determination. None of the Dealers will receive any benefit of this offering other than its portion of the commission payable by the Company on the principal amount of the Notes sold through or to such Dealers.

The offering of the Notes hereunder is directed only to residents of the provinces of Canada and in the United States in certain circumstances exempt from the provisions of the United States Securities Act of 1933, as amended (the "1933 Act"). The Dealers have agreed not to sell or offer to sell any of the Notes in the United States of America, including the states and the District of Columbia and its territories and possessions, or to, or for the account or benefit of, U.S. persons (as defined in Regulation S to the 1933 Act) except pursuant to the exemption in Rule 144A from the registration requirements of the 1933 Act. The Notes have not been and will not be registered under the 1933 Act and may not be offered or sold within the United States, or to or for the account or benefit of U.S. persons, except in certain transactions exempt from the registration requirements of the 1933 Act, including transactions under Rule 144A under the 1933 Act. In addition, until 40 days after the commencement of the offering of an issue of the Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with an exemption under the 1933 Act. Terms used in this paragraph have the meanings given to them by Regulation S under the 1933 Act. Certificates for Notes sold in the United States will bear a legend indicating that the Notes are not registered under the 1933 Act and may only be offered or sold pursuant to an exemption from registration under the 1933 Act.

TRANSFER AGENT AND REGISTRAR

Computershare Trust Company of Canada will keep at its principal offices in the City of Toronto a register of holders of the Notes and at its principal offices in the cities of Toronto, Montreal, Vancouver and Calgary a register of transfers of Notes.

LEGAL MATTERS

Certain legal matters relating to the offering of the Notes will be passed upon by Borden Ladner Gervais LLP on behalf of the Company and by McCarthy Tétrault LLP on behalf of the Dealers.

As at October 4, 2001, the partners and associates of Borden Ladner Gervais LLP and the partners and associates of McCarthy Tétrault LLP as a group beneficially owned, directly or indirectly, less than 1% of the outstanding common shares or debt securities of the Company.

CERTIFICATE OF GEORGE WESTON LIMITED

Dated: October 4, 2001

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement(s) as required by the securities legislation of all provinces of Canada and, for the purpose of the *Securities Act* (Québec) and regulations thereunder, will not contain any misrepresentation likely to affect the value or the market price of the securities to be distributed.

(Signed) RICHARD J. CURRIE President	(Signed) DONALD G. REID Chief Financial Officer

On behalf of the Board of Directors

(Signed) W. GALEN WESTON Chairman and Director	(Signed) ANTHONY R. GRAHAM Director

CERTIFICATE OF THE DEALERS

Dated: October 4, 2001

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of all provinces of Canada and, for the purpose of the *Securities Act* (Québec) and regulations thereunder, will not contain any misrepresentation likely to affect the value or the market price of the securities to be distributed.

RBC DOMINION SECURITIES INC.

By: (Signed) RICHARD W. TERNIEDEN

CIBC WORLD MARKETS INC.

By: (Signed) DOUGLAS BARTLETT

BMO NESBITT BURNS INC.

By: (Signed) JAMES P. BOWLAND

MERRILL LYNCH CANADA INC.

By: (Signed) DANIEL M. MIDA

NATIONAL BANK FINANCIAL INC.

By: (Signed) DOUGLAS O. POCOCK

SCOTIA CAPITAL INC.

By: (Signed) MELANIE E. RUBY

TD SECURITIES INC.

By: (Signed) G. STEPHEN DEMBROSKI