

**FRONSAC REAL ESTATE INVESTMENT TRUST**

**NOTICE OF THE ANNUAL AND SPECIAL  
MEETING OF UNITHOLDERS  
TO BE HELD ON MAY 24, 2019  
AND  
MANAGEMENT INFORMATION CIRCULAR**

**April 18, 2019**

## FRONSAC REAL ESTATE INVESTMENT TRUST

### NOTICE OF ANNUAL AND SPECIAL MEETING OF UNITHOLDERS WHICH WILL BE HELD ON MAY 24, 2019

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of unitholders of Fronsac Real Estate Investment Trust (the “**Trust**”) will be held at the Hôtel Rive Gauche - Refuge Urbain, 1810 Richelieu, Salon Les Érables, Beloeil, Québec on May 24, 2019, at 11 h, time of Montreal (the “**meeting**”), for the following purposes:

1. to receive the management report and consolidated financial statements of the Trust for the financial period ended on December 31, 2018, and the reports of the independent auditors thereon;
2. to elect the trustees of the Trust for the current financial period;
3. to appoint the auditors for the current financial period and to authorize the trustees to determine their compensation;
4. to consider and, if deemed advisable, pass a resolution confirming and approving the proposed unit compensation plan of the Trust, as required by the TSX Venture Exchange;
5. to consider and, if deemed advisable, to pass an ordinary resolution of disinterested unitholders approving the issuance of units for services as described in the accompanying information circular; and
6. to consider any other business that may properly be brought before the meeting or any adjournment of the meeting.

For additional information regarding the items above, please refer to the management information circular (the “**circular**”) enclosed. The information included in the circular are up to date as at the date hereof, April 18, 2019.

Made this April 18, 2019  
By order of the board of trustees

(s) Kevin Henley  
Kevin Henley  
Assistant Secretary

**The board of trustees has set the time of the close of business on April 18, 2019 as the record date to determine the unitholders entitled to receive the notice of meeting or of any adjournment thereof and to exercise their voting rights.**

The unitholders who cannot attend the meeting are invited to sign the enclosed proxy form and return it with the envelope provided or by e-mail at [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com). To be valid, the proxy forms must be deposited at the officers of the transfer agent and register of the Trust, AST Trust Company, at 320 Bay Street, B1 Level, Toronto (Ontario) M5H 4A6, or by e-mail at [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com), or at the head office of the Trust, at 106, avenue Gun, Pointe-Claire (Québec), H9R 3X3, to the latest at 11 h (time of Montreal) on May 22, 2019, or with the Chairman of the meeting, on the day of the meeting or of any adjournment thereof.

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# **FRONSAC REAL ESTATE INVESTMENT TRUST**

## **MANAGEMENT INFORMATION CIRCULAR**

### **PURPOSE OF THE SOLICITATION**

THIS MANAGEMENT INFORMATION CIRCULAR IS PROVIDED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF FRONSAC REAL ESTATE INVESTMENT TRUST (THE “**TRUST**”) FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF UNITHOLDERS OF THE TRUST WHICH WILL BE HELD AT THE HÔTEL RIVE GAUCHE-REFUGE URBAIN, AT 1810 RICHELIEU, SALON LES ÉRABLES, BELOEIL, QUÉBEC, ON MAY 24, 2019, AT 11 H, TIME OF MONTREAL, AS WELL AS ANY ADJOURNMENT THEREOF, FOR THE PURPOSES STATED IN THE NOTICE OF MEETING. **Although it is expected that the solicitation of proxies will take place mainly by mail, proxy forms may also be solicited by the management of the Trust by telephone or in person. Solicitation costs will be borne by the Trust.**

### **AVAILABILITY OF PROXY DOCUMENTATION ON THE INTERNET**

Pursuant to the “Notice and Access” rules for the distribution of documentation which were adopted by the Canadian Securities Administrators, businesses now have the option to send a notice rather than sending by mail all of the proxy-related documentation. This year, the Trust has decided to send all of the documentation by mail to its unitholders. In the future, the Trust may distribute its documentation pursuant to the Notice and Access procedure. If, in the future, the Trust elects to send notices to its unitholders, these notices will provide instructions on how to access the notice of meeting and the management information circular of the Trust on the Internet. The notices will also explain to the unitholders what they need to do in order to request to have the proxy documentation sent to them electronically or by mail, either for this year’s meeting or at all times.

### **VOTING BY PROXY**

Voting rights attached to all units represented at the meeting by duly signed proxies will be exercised during the meeting, and where a preference pertaining to a particular point on the agenda has been specified in the proxy form, the voting rights attached to the units represented by this proxy form will be exercised in accordance with such instructions. **IN THE ABSENCE OF SUCH INSTRUCTIONS, THE TRUST DESIGNEES, IF THEY HAVE BEEN APPOINTED HAS PROXY HOLDER, WILL VOTE IN FAVOUR OF ALL MATTERS SET OUT HEREIN.**

**THE ENCLOSED PROXY FORM CONFERS DISCRETIONARY AUTHORITY UPON THE TRUST DESIGNEES, OR OTHER PERSONS NAMED AS PROXY, WITH RESPECT TO AMENDMENTS TO OR VARIATIONS OF MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. AT THE DATE OF THIS MANAGEMENT INFORMATION CIRCULAR, THE TRUST IS NOT AWARE OF ANY AMENDMENTS TO, OR VARIATIONS OF, OR OTHER MATTERS WHICH MAY COME BEFORE THE MEETING. IN THE EVENT THAT OTHER MATTERS COME BEFORE THE MEETING, THE TRUST DESIGNEES INTEND TO VOTE IN ACCORDANCE WITH THEIR JUDGMENT.**

Proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Trust, AST Trust Company, 320 Bay Street, B1 Level, Toronto (Ontario) M5H 4A6, or by email at [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com) or at the head office of the Trust, 106, avenue Gun, Pointe-Claire (Québec), H9R 3X3, at the attention of the Secretary of the Trust, at the latest at 11h (time of Montreal) on May 22, 2019 or in the hands of the Chairman of the meeting, the day of the meeting or at any adjournment thereof.

### **APPOINTMENT OF PROXIES**

**A UNITHOLDER MAY DESIGNATE A PERSON (WHICH DOES NOT HAVE TO BE A TRUSTEE OF THE TRUST) OTHER THAN KEVIN HENLEY AND MICHEL LASSONDE, THE**

**TRUST DESIGNEES, TO PARTICIPATE AND ACT ON HIS BEHALF AT THE MEETING.** This right may be exercised by inserting in the space provided in the form of proxy attached hereto and striking out the names printed thereon or complete another form of proxy and, in either case, by depositing the form of proxy at the office of the Registrar and Transfer Agent of the Trust, AST Trust Company, 320 Bay Street, B1 Level, Toronto (Ontario) M5H 4A6, or by email at [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com) or at the head office of the Trust, 106, avenue Gun, Pointe-Claire (Québec), H9R 3X3, at the attention of the Secretary of the Trust, at the latest at 11h (time of Montreal) on May 22, 2019 or in the hands of the Chairman of the meeting, the day of the meeting or at any adjournment thereof.

## **REVOCATION OF PROXIES**

A unitholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy.

A unitholder may revoke a proxy by depositing an instrument in writing, executed by him or his attorney authorized in writing:

- (1) at the office of the Registrar and Transfer Agent of the Trust, AST Trust Company, 320 Bay Street, B1 Level, Toronto (Ontario) M5H 4A6, or by email at [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com), prior to 11h (time of Montreal) on May 22, 2019; or
- (2) at the head office of the Trust, 106, avenue Gun, Pointe-Claire (Québec), H9R 3X3, at the attention of the Secretary of the Trust prior to 11h (time of Montreal) on May 22, 2019; or
- (3) with the Chairman of the meeting, the day of the meeting or at any adjournment thereof.

In addition, a proxy may be revoked by the unitholder executing another form of proxy bearing a later date and depositing same at the office of the Registrar and Transfer Agent of the Trust within the time period set out under the heading "VOTING BY PROXY", or by the unitholder personally attending the Meeting and voting his units.

## **ADVICE TO BENEFICIAL OWNERS OF UNITS ON VOTING UNITS**

**The information set forth in this section is of significant importance to many unitholders, as a substantial number of unitholders do not hold units in their own name.** Unitholders who do not hold their units in their own name (referred to in this circular as "**Beneficial Owners**") should note that only proxies deposited by unitholders who appear on the records of the Trust as registered holders of units will be recognized and acted upon at the meeting. If units are listed in an account statement provided to a Beneficial Owner by a broker, those units will, in all likelihood, not be registered in the unitholder's name. Such units will more likely be registered under the name of the unitholder's broker or an agent of that broker. Units held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Owner. Without specific instructions, brokers and their agents and nominees are prohibited from voting units for the broker's clients. **Therefore, each Beneficial Owner should ensure that voting instructions are communicated to the appropriate persons well in advance of the meeting.**

Existing regulatory policy, including *National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer*, requires brokers and other intermediaries to seek voting instructions from Beneficial Owners in advance of unitholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Owners in order to ensure that their units are voted at the Meeting. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**"). The form of proxy supplied to a Beneficial Owner by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered unitholders by the Company. However, its purpose is limited to instructing the registered unitholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Owner. **A Beneficial Owner who receives a Broadridge voting instruction form cannot use that form to vote units directly at the meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of**

**units must otherwise be communicated to Broadridge) well in advance of the meeting in order to have the units voted.**

Although a Beneficial Owner may not be recognized directly at the meeting for the purposes of voting units registered in the name of his or her broker, a Beneficial Owner may attend the meeting as proxyholder for the registered unitholder and vote the units in that capacity. Beneficial Owners, who wish to attend the meeting and indirectly vote their units as proxyholder for the registered unitholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) or Broadridge in accordance with the instructions provided by such broker or Broadridge well in advance of the meeting.

## **AGENDA ITEMS**

To the knowledge of the trustees of the Trust, the only matters to be placed before the meeting are the matters set forth in the notice of meeting, related to the receipt of the financial statements, the election of the trustees, the approval of the Unit Compensation Plan (as defined below) and the appointment of the auditors of the Trust.

## **INTEREST OF CERTAIN PERSONS IN AGENDA ITEMS**

To the best knowledge of the trustees and executive officers of the Trust, no trustee or executive officer, or any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, as beneficial owner or otherwise, in the matters on the agenda of the meeting, except as disclosed herein and to the extent that they may be unitholders, and except that such trustees and executives officers may be eligible to receive, or may currently hold, unit-based compensation awards under the unit-based compensation plan proposed to be approved by the unitholders as described under the section Equity Compensation Plan of this Circular.

## **FRONSAC REAL ESTATE INVESTMENT TRUST**

The Trust is an unincorporated open-ended real estate investment trust, created under the laws of the province of Québec, in accordance with the provisions of a contract of trust dated March 11, 2011 (the "**Contract of Trust**").

Prior to its reorganization as a real estate investment trust, the Trust existed as a corporation under the name of Fronsac Capital Inc. Fronsac Capital Inc. was incorporated on June 2, 2006 under the *Canada Business Corporations Act* and completed its first initial public offering on May 25, 2007. Fronsac Capital Inc. was a Capital Pool Company according to the policies of the TSX Venture Exchange, until the completion of its Qualifying Transaction on August 5, 2008.

On July 1, 2011, Fronsac Capital Inc. completed a plan of arrangement and was reorganized as a real estate investment trust under the name of "Fronsac Real Estate Investment Trust". Pursuant to the plan of arrangement, all issued and outstanding shares of Fronsac Capital Inc. were exchanged for units of the Trust.

The Trust is a reporting issuer in Quebec, Ontario, Alberta and British Columbia, and its units are listed on the TSX Venture Exchange under the symbol "FRO.UN" since August 7, 2018. The units of the Trust were previously traded under the symbol "GAZ.UN" since July 1, 2011.

The Trust focuses on the acquisition of triple net and management-free commercial real estate properties.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Contract of Trust authorizes the issuance of one class of units only. Each unit represents an equal undivided beneficial interest in any distribution from the Trust and in the net assets of the Trust in the event of its dissolution or liquidation. As at the date hereof, 101,702,060 units of the Trust are issued and outstanding.

The board of trustees (the “**Board**”) has set April 18, 2019 as the record date for determining which unitholders shall be entitled to receive notice of the meeting and to vote at the meeting on the basis of one vote per unit held.

Pursuant to the terms of the Contract of Trust, two persons present at the meeting which are unitholders or representing unitholders by proxy holding not less than 5% of the votes attaching to all outstanding units of the Trust shall constitute the quorum required for any meeting.

To the knowledge of the trustees and the executive officers, no person or company owns of record or beneficially, directly or indirectly, or exercises control or direction over voting securities of the Trust carrying 10% or more of the voting rights attached to any category of voting securities of the Trust, or exercise control or direction over any of such securities.

## ELECTION OF TRUSTEES

The Contract of Trust provides that the Trust will have a minimum of three and a maximum of fifteen trustees. For the next fiscal year, it is proposed that eight (8) trustees shall be nominated individually to hold office until the next general annual meeting of unitholders or until their successors are duly elected or appointed. **UNLESS OTHERWISE SPECIFIED, THE TRUST DESIGNEES, IF THEY ARE DESIGNATED AS PROXY, INTEND TO VOTE FOR THE ELECTION OF THE FOLLOWING CANDIDATES.** The management has no reason to believe that any of the candidates would be unable to fulfill their mandate as trustee.

The following table and notes thereto state the names of each person proposed to be nominated for election as trustee, their principal occupation, the period during which they acted as trustee of the Trust and the approximate number of units beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof:

Name, province and country of residences for each proposed candidate	Principal occupations during the previous years	Trustee since	Number of units of the Trust <sup>(1)</sup>
Michel Lassonde <sup>(2)(3) (4)</sup> Québec, Canada <i>Non Independent</i>	Mr. Lassonde is President of the board of trustees since July 1, 2011, and has been President and Chief Executive Officer of the Trust from July 1, 2011 to March 15, 2017. From August 5, 2008 to July 1, 2011, Mr. Lassonde was President and Chief Executive Officer of Fronsac Capital Inc. From October 1991 to March 2008, Mr. Lassonde was a judge of the Court of Quebec.	July 1, 2011	2,432,800 <sup>(6)</sup>
Michael Zakuta <sup>(3) (4)</sup> Québec, Canada <i>Independent</i>	Mr. Zakuta is President, Chief Executive Officer and trustee of Plaza Retail REIT (previously Les Centres commerciaux Plazacorp Ltée) (Toronto Stock Exchange) and of Plaza Group Management Limited. Mr. Zakuta is a property developer and entrepreneur since 1986 through a variety of private corporations of which he is a main shareholder and an officer.	May 24, 2012	9,035,826 <sup>(7)</sup>
Guy Laframboise <sup>(3)</sup> Québec, Canada <i>Independent</i>	Mr. Laframboise is President of Restaurant Subway Québec Ltée since January 1990.	September 15, 2014	5,021,387 <sup>(5)</sup>

Name, province and country of residences for each proposed candidate	Principal occupations during the previous years	Trustee since	Number of units of the Trust <sup>(1)</sup>
François-Olivier Laplante <sup>(2)</sup> Québec, Canada <i>Independent</i>	Mr. Laplante is a partner at Nymbus Capital, a Canadian investment management firm for which he manages a real estate-focused hedge fund. He is also President of Folco Capital Inc., a corporation managing a variety of investments, focusing on real estate assets. From 2003 to 2014, François served as Vice-President, Director and Head of Liability Trading on the Institutional Equity Trading team at Desjardins Securities, part of a \$260 billion financial institution.	April 11, 2016	1,855,453
Guy Dancosse <sup>(3)</sup> Québec, Canada <i>Independent</i>	Guy Dancosse, Q.C., IAS.A., CRIA, is an attorney at the Montreal law firm Dunton Rainville, LLP. Since he started his career over 30 years ago, he has developed a large expertise in the fields of arbitration, mediation and negotiation, both at the national and international level, and in all subjects related to business, work relations and human resources.	April 11, 2016	Nil
Katia Marquier <sup>(2)</sup> Québec, Canada <i>Independent</i>	Ms. Marquier is Vice-President, Finance and Administration at Fednav Ltée, an international maritime transporter of dry bulk, where she oversees finance, reporting and tax. Previously, she was corporate controller at Gaz Metro Inc. and Valener Inc., two publicly-traded corporations. Ms. Marquier began her career at KPMG. She is a member of the Order of Chartered Professional Accountants of Quebec.	September 30, 2017	55,038
Michel Trudeau <sup>(2) (4)</sup> Québec, Canada <i>Independent</i>	Michel Trudeau is the Vice Chairman of Laurentian Bank Securities (LBS) 2018. He was previously President and Chief Executive Officer of LBS since 2003. Well known within the brokerage sector, he rapidly rose through the ranks at firms in both Toronto and Montréal. He previously worked for more than 15 years within the institutional and fixed income sectors, including 10 years at Merrill Lynch where he successively occupied various senior management positions.	May 25, 2018	1,950,741

Name, province and country of residences for each proposed candidate	Principal occupations during the previous years	Trustee since	Number of units of the Trust <sup>(1)</sup>
Jason Parravano Québec, Canada <i>Non-independent</i>	Mr. Parravano is the President and Chief Executive Officer of the Trust since March 15, 2017. He joined the Trust in March 2015. He is a member of the Order of Chartered Professional Accountants of Quebec. Mr. Parravano comes from a public accountancy background specializing in public issuers and has been involved in various financing activities for both public and private companies alike. Mr. Parravano held the position of Chief Financial Officer of the Trust from 2015 until March 15, 2017.	-	252,370

Notes

- (1) Does not include units which may be acquired following the exercise of options to purchase units or warrants.
- (2) Member of the Audit Committee;
- (3) Member of the Governance Committee.
- (4) Member of the Investment Committee created on August 25, 2018
- (5) These units are owned by Gestion Laframboise Inc., a corporation controlled by Guy Laframboise.
- (6) Of these units, 1,018,000 are held personally by Michel Lassonde and 1,404,800 are owned by Sofinat Limitée, a corporation controlled by Michel Lassonde. Mr. Lassonde also holds a debenture of the Trust for a principal amount of \$100,000 and promissory notes from the Trust for a principal amount of \$400,000.
- (7) Of these units, 4,937,250 are owned by Z-Corp Financial 2007 Inc., a corporation indirectly and partially held by Mr. Zakuta, 1,332,000 are held by Société en commandite RDL-1, a partnership in which Mr. Zakuta has indirect ownership in the general partner, and 2,551,950 are held by Plaza Z-Corp Properties Inc., a corporation indirectly and partially held by Mr. Zakuta.

To the knowledge of the Trust, and according to the information that the nominees provided to it, none of the nominees were:

- a) director, chief executive officer or chief financial officer of a corporation (including the Trust) which was subject to an order rendered while the nominee held the position of director, chief executive officer or chief financial officer, or an order rendered after the nominee ceased to hold the position of director, chief executive officer or chief financial officer for events that occurred while he held such office; or
- b) director or executive officer of a corporation (including the Trust) which, while he held such position or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver manager or trustee appointed to hold its assets.

As at the date hereof, to the knowledge of the management, none of the nominees have, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

As at the date hereof, to the knowledge of the management, none of the nominees have been subject to i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

## COMPENSATION OF EXECUTIVE OFFICERS AND TRUSTEES

### Analysis of management compensation

The purpose of this compensation analysis is to inform the reader of the objectives and the basis for establishing the compensation of the management of the Trust and to comment decisions related to the compensation of executive officers for the fiscal year ended December 31, 2018. During this fiscal year, the Trust had three executive officers, being Jason Parravano, President and Chief Executive Officer of the Trust, Martin Grimard, Secretary of the Trust, and Kevin Henley, Chief Financial Officer of the Trust. As of December 31, 2018, there was no trustee or executive officer of the Trust who accumulated \$150,000 or more in salary or bonuses, other than Jason Parravano as described below.

The reorganization of Fronsac Capital Inc. into a trust was effective as of July 1, 2011. The Trust is at a stage where the control of its operating costs is of utmost importance to ensure that the funds required to achieve its business plan are available. In this context, the trustees have decided, together with the executive officers, that the compensation for their services will be minimal in the short and medium term. Solely discussions among the trustees have taken place to establish the compensation of executive officers, no objective, criteria or analysis has been established, in light of the current stage of development of the Trust, except for the compensation of Jason Parravano. The compensation of Mr. Parravano has been established according to performance targets and indicators as established by the Board in its sole discretion.

The Board is responsible for establishing the compensation of the trustees. During the fiscal year ended December 31, 2018, the Trust paid a total of \$5,000 to Mr. Guy Dancosse for the meetings he attended. During this fiscal year, the Trust has not paid any other cash compensation to its trustees for services rendered in this capacity. For the same reasons mentioned in the above section “Analysis of management compensation”, the Trust does not intend to pay any material cash compensation to its trustees in the short and medium term. The objective pursued by the trustees is to compensate the trustees in the least onerous way and to harmonize the interests of the trustees with those of the unitholders of the Trust.

The primary goal of the Trust is to continue its development and to offer financial performance to its unitholders. The executive officers hold a significant number of units of the Trust and acknowledge the importance of this approach.

### Option-based awards

The Trust grants option-based awards sparingly to the executive officers of the Trust. Considering the stage of development of the Trust, the Board decided to deal with option awards at the board level and to not establish, for the time being, a compensation committee. The Board is of the opinion that option awards to the executive officers and their ownership of units of the Trust contributes to encourage the achievement of short-and-medium term objectives of the Trust and are at the same time beneficial to the unitholders. The board bases its decisions, regarding option awards, on the level of responsibilities and the contribution of each beneficiary to the achievement of the Trust’s objectives. No option has been awarded or exercised in accordance with the unit purchase option plan of the Trust during the fiscal year ended December 31, 2018.

## Summary Compensation Table

The following summarizes all compensation paid or payable to the President and Chief Executive Officer, the Secretary, the Chief Financial Officer and the trustees of the Trust during the fiscal years ended December 31, 2017 and December 31, 2018, except for securities granted as compensation.

Name and Position	Fiscal year	Salary (\$)	Attendance fees (\$)	Other compensation (\$)	Total Compensation (\$)
Michel Lassonde Trustee	2018	0	0	30,000 <sup>(1)</sup>	30,000
	2017	0	0	39,000 <sup>(1)</sup>	39,000
Martin Grimard Secretary and trustee <sup>(2)</sup>	2018	0	0	0	0
	2017	0	0	0	0
Jason Parravano President and Chief Executive Officer	2018	135,000	0	12,000	147,000
	2017	130,167	0	0	130,167
Kevin Henley Chief Financial Officer	2018	55,000	0	6,000	61,000
	2017	10,167	0	0	10,167
Richard Chicoine Trustee	2018	0	0	0	0
	2017	0	0	0	0
Guy Dancosse Trustee	2018	0	5,000 <sup>(3)</sup>	0	5,000
	2017	0	4,800 <sup>(3)</sup>	0	4,800
François-Olivier Laplante Trustee	2018	0	0	0	0
	2017	0	0	0	0
Michael Zakuta Trustee	2018	0	0	0	0
	2017	0	0	0	0
Guy Laframboise Trustee	2018	0	0	0	0
	2017	0	0	0	0
Katia Marquier Trustee	2018	0	0	0	0
	2017	0	0	0	0
Michel Trudeau <sup>(5)</sup> Trustee	2018	0	0	0	0

### Notes

- (1) This amount corresponds to the fees received by Sofinat Ltée, a corporation controlled by Mr. Lassonde, in accordance with the terms of service agreements executed between Sofinat Ltée, the Trust and certain subsidiaries of the Trust.
- (2) Mr. Grimard is also trustee of the Trust but is not compensated in that capacity.
- (3) The Trust has agreed to pay to Mr. Dancosse a total amount of \$5,000 for his attendances to Board of trustees and governance committee meetings
- (4) Michel Trudeau is trustee of the Trust since May 25, 2018, namely for a period of 7 months during the fiscal year ended December 31, 2018.

## Unit options and other securities awarded as compensation

The following table summarizes the outstanding unit purchase options and other securities granted as compensation to each executive officer and each trustee of the Trust during the fiscal year ended December 31, 2018. No other executive officer or trustee of the Trust exercised any unit purchase option or were granted any securities as compensation during the fiscal year ended December 31, 2018.

Name and position	Type of securities	Name of securities, amount of underlying securities and percentage of the category <sup>(1)</sup>	Date of issuance or award	Price of issuance, conversion or exercise (\$)	Closing price of the security or the underlying security at the date of award (\$)	Closing price of the security or the underlying security at the end of the fiscal year (\$)
Jason Parravano President and Chief Executive Officer <sup>(2)</sup>	Issuance of units	50,000 (0.05%)	January 15, 2018	0.53	0.55	0.57
Kevin Henley Chief Financial Officer <sup>(3)</sup>	Issuance of units	30,000 (0.03%)	January 15, 2018	0.53	0.55	0.57

Notes

- (1) Calculation of percentage takes into consideration the amount of issued and outstanding units as at the date hereof.  
(2) As at December 31, 2018, the total amount of securities granted as compensation to Jason Parravano was \$28,500.  
(3) As at December 31, 2018, the total amount of securities granted as compensation to Kevin Henley was \$17,100.

**Benefits under a pension plan, in the event of termination of duties or change of control**

The Trust does not have any plan or arrangement in respect of compensation received or that may be received by the executive officers or the trustees pursuant to a pension plan, in the event of termination of duties or a change in their responsibilities arising from a change of control.

**UNIT PURCHASE OPTION PLAN**

The entirety of the options held by the trustees and the executive officers of the Trust is subject to the fixed unit purchase option plan (3,261,608 units) of the Trust (the “**Option Plan**”). As of December 31, 2018, the Trust was able to issue options for 2,561,608 units of the Trust.

Following the terms of the Option Plan, the terms and other conditions of unit awards as well as the price of the options are determined by the trustees or a committee duly mandated by the Board, subject to the restrictions imposed by any exchange where the units of the Trust are listed at the time of the award. The Option Plan provides that no option shall be awarded to anyone, except upon the recommendation of the trustees of the Trust and only the trustees, executive officers, employees, key personnel and consultants of the Trust or its subsidiaries may receive unit purchase options. The Option Plan provides that any option awarded may not be awarded for a period exceeding 10 years. No person may hold options representing more than 5% of the issued and outstanding units of the Trust.

**UNIT COMPENSATION PLAN**

At the meeting, the unitholders will be asked to approve the following Unit Compensation Plan proposed by the Trust (the “**Unit Compensation Plan**”).

The Board has approved the Unit Compensation Plan, which it believes is in the best interests of the Trust and its unitholders. The Board recommends that unitholders vote FOR the following resolutions approving the Unit Compensation Plan. It is intended that all proxies received will be voted in favour of the approval of the Unit Compensation Plan, unless a proxy contains instructions to vote against approval of the Unit Compensation Plan. **UNLESS OTHERWISE SPECIFIED, THE TRUST DESIGNEES, IF THEY ARE DESIGNATED AS PROXY, INTEND TO VOTE FOR THE APPROVAL OF THE UNIT COMPENSATION PLAN.** Greater than 50% of the votes of unitholders present in person or by proxy are required to approve the Unit Compensation Plan.

**The following is the text of the ordinary resolution that unitholders are being asked to approve at the meeting in connection with the Unit Compensation Plan:**

**“BE IT RESOLVED THAT:**

- 1) the Unit Compensation Plan of the Trust (the “**Plan**”), the material terms and conditions of which are described in the management information circular of the Trust dated April 18, 2019, are hereby approved;
- 2) The trustees of the Trust are hereby authorized and directed to implement the Plan;
- 3) The trustees of the Trust are hereby authorized to issue units under the Plan; and
- 4) Any trustee of the Trust is hereby authorized and directed, acting for, in the name of and on behalf of the Trust, to execute or cause to be executed and to deliver or to cause to be delivered, all such other deeds, documents, instruments and to do or cause to be done all such other acts as in the opinion of such trustee of the Trust may be necessary or desirable to carry out the terms of the foregoing resolutions.”

As of the date hereof, no unit has been issued under the Unit Compensation Plan.

*TSX Venture Exchange Approval*

The TSX Venture Exchange rules require unitholder approval of security-based compensation arrangements, such as the Unit Compensation Plan, that involve the delivery of newly issued securities. Under the Unit Compensation Plan, the units held by participants may be settled by delivery of units issued from treasury of the Trust at the discretion of the Board. For greater certainty, upon meeting the objectives established by the Trust at the time of grant, participants will receive the number of units allotted to them or cash in lieu of such units for no further consideration.

The Unit Compensation Plan must be approved by a majority of the “disinterested unitholders” entitled to vote and present or represented at the meeting, and must be approved for filing by the TSX Venture Exchange. “Disinterested unitholder” refers to any unitholder which is not an Eligible person and is not an associate of an Eligible person.

To the knowledge of the Trust, the unitholders which are not entitled to vote on the approval of the Unit Compensation Plan and their respective unitholding are the following:

<b>Name</b>	<b>Number of Units</b>
Michel Lassonde	2,432,800
Richard Chicoine	1,458,622
Martin Grimard	1,364,800
Michael Zakuta	9,035,826
Guy Laframboise	5,021,387
François-Olivier Laplante	1,855,453
Katia Marquier	55,038
Michel Trudeau	1,950,741
Jason Parravano	252,370
Kevin Henley	60,000

*Eligibility*

The President and Chief Executive Officer of the Trust, the Chief Financial Officer, the Chairman of the Audit Committee, the Chairman of the Corporate Governance Committee, and each trustee who attended 75% or more of the meetings of the Board for any one fiscal year of the Trust are eligible to participate in the Unit Compensation Plan (each, an “**Eligible Person**”).

### *Maximum Units*

The maximum of units that may be issued under the Unit Compensation plan shall be 402,000 per fiscal year, representing a total amount of 1,206,000 units for the term of the Unit Compensation Plan. Notwithstanding the foregoing, the issuance of units under the Unit Compensation Plan to any Eligible Person during any given fiscal year of the Trust, together with any other security-based compensation arrangement, cannot cause the Eligible Person to hold more than 10% of the issued and outstanding units (on a non-diluted basis).

### *Term*

The Unit Compensation Plan will be in effect for a period of 3 years following its approval by the unitholders. The approval of the unitholders will be required for any extension or renewal of the Unit Compensation Plan.

### *Insider Participation Limits*

The aggregate number of units issuable to any insider within any one fiscal year of the Trust under the Unit Compensation Plan, together with any other security-based compensation arrangement, cannot cause the insider to hold more than 10% of the issued and outstanding units (on a non-diluted basis).

### *Market Value*

The number of units granted to a participant under the Unit Compensation Plan, for any one fiscal year of the Trust, shall be the following, unless determined otherwise by the Board:

- 8,000 units for the Chairman of the Audit Committee.
- 4,000 units for the Chairman of the Corporate Governance Committee.
- 10,000 units for each trustee who attended 75% or more of the meetings of the Board for a particular fiscal year, in addition to any unit granted to a participant as Chairman of the Audit Committee, or Chairman of the Corporate Governance Committee.
- A minimum of 100,000 units up to a maximum of 200,000 units for the President and Chief Executive Officer of the Trust as a performance bonus. The Corporate Governance Committee shall be responsible of setting the bonus, which is based on multiple qualitative and quantitative performance metrics determined by the Corporate Governance Committee.
- A minimum of 50,000 units up to a maximum of 100,000 units for the Chief Financial Officer of the Trust as a performance bonus. The Corporate Governance Committee shall be responsible of setting the bonus, which is based on multiple qualitative and quantitative performance metrics determined by the Corporate Governance Committee.

The units shall be issued at the market price of the units as at the date of the press release announcing their issuance.

### *Cessation*

Unless otherwise determined by the Board, if the office of a participant is terminated for cause or terminated as a result of the participant's resignation before all of the units granted to such participant have become vested and have settled, such units which have not vested and been settled by the date of such participant's termination or resignation will be forfeited immediately.

### *Assignment*

Participants are not permitted to assign or transfer units or any other benefits granted to the participant under the Unit Compensation Plan other than by operation of law in the event of death.

### *Ratification*

No amendments may be made without the prior approval of the TSX Venture Exchange and of unitholders where such an amendment is proscribed by applicable law, including, without limitation the rules of the TSX Venture Exchange, without such approval.

*Amendments without Approval of Unitholders*

Subject to the prior approval of the TSX Venture Exchange, the Board has the discretion to make amendments to the Unit Compensation Plan which it may deem necessary from time to time, without having to obtain unitholder approval. Such amendments include, without limitation:

- a) minor changes of a “housekeeping nature”;
- b) reduction of the number of units issuable under the Unit Compensation Plan;
- c) increase or decrease the maximum number of units any single participant is entitled to receive under the Unit Compensation Plan;
- d) any amendment pertaining to the vesting provisions of units under the Unit Compensation Plan;
- e) any amendment to the terms of the Unit Compensation Plan relating to the effect of termination, cessation or death of a participant on the right to exercise vested units;
- f) any amendment pertaining to the assignability of units or any other benefits of the Unit Compensation Plan required for estate planning purposes;
- g) amend the process by which a participant can exercise vested units or the settlement process for vested units;
- h) add and/or amend any form of financial assistance provision to the Unit Compensation Plan;
- i) amend the eligibility requirements for participants in the Unit Compensation Plan;
- j) allocate or reallocate among the Unit Compensation Plan the maximum number of units issuable to participants;
- k) any amendment as may be necessary or desirable to bring the Unit Compensation Plan into compliance with applicable laws;
- l) any amendment to add covenants of the Trust for the protection of participants, provided that the Board shall be of the good faith opinion that such additions will not be prejudicial to the rights or interest of the participants;
- m) any amendment not inconsistent with the Unit Compensation Plan as may be necessary or desirable with respect to matters or questions, which in the good faith opinion of the Board, having in mind the best interests of the participants, it may be expedient to make, provided that the Board shall be of the opinion that such amendments and modifications will not be prejudicial to the interests of the participants; and
- n) any such changes or corrections which, in the advice of counsel to the Trust, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error, provided that the Board shall be of the opinion that such changes or corrections will not be prejudicial to the rights and interest of the participants.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out the information regarding compensation plans under which equity securities of the Company are authorized for issuance, as at December 31, 2018.

	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities reflected in column (a))</b>
<b>Plan Category</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity Compensation Plan approved by unitholders	550 000	0.38 \$	2 561 608
Equity Compensation Plan not approved by unitholders	Nil	Nil	Nil

## INDEBTEDNESS OF TRUSTEES AND EXECUTIVE OFFICERS

Other than as set out below, as at the date of this circular, there is no indebtedness outstanding of any current or former trustee, executive officer or employee of the Trust or any of its subsidiaries which is owing to the Trust or any of its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Trust or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise.

AGGREGATE INDEBTEDNESS		
Purpose	To the Trust or its subsidiaries	To other entities <sup>(1)</sup>
Unit Purchase	\$50 000 <sup>(2)</sup>	0
Other	0	0

(1) Indebtedness of any trustee or executive officer Trust to any entity other than the Trust or one of its subsidiaries that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Trust or any of its subsidiaries.

(2) The Trust granted a loan of \$50,000 to Mr. Jason Parravano, President and Chief Executive Officer, on May 9, 2017 for the purchase of units of the Trust. The loan was granted for a term of 5 years, and bears interest at the rate of the line of credit of the Trust with the National Bank of Canada, being the prime rate plus 0.75% per annum. Interest is payable quarterly on the outstanding balance.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Trust, no insider, proposed nominee for election as a director, or any associate or affiliate of the foregoing, had any material interest, direct or indirect, in any transaction or proposed transaction since January 1, 2018 which has materially affected or would materially affect the Company or its subsidiaries, except for the following transactions:

Rental income includes \$536,856 (2017: \$541,888) from companies controlled by a trustee and individuals related to the trustee for which an amount of \$0 (2017: \$468) is included in the receivables as at December 31, 2018.

The Trust rents a portion of its property located in Saint-Hilaire, to a company controlled by the wife of a trustee, for an amount of \$110,000 annually and for a period of 5 years ending January 15, 2019. The rent is adjusted annually with the consumer price index; a minimum adjustment of 2% and a maximum of 5% is part of the rent agreement. The terms of the rent also include a variable rent of \$0.0075 calculated on the numbers of liters of fuel sold annually in excess of 3,500,000 liters. The tenant can exercise two (2) renewal options of five (5) years each. The first renewal option was exercised on January 15, 2014.

The Trust rents its property located in Saint-Jean-sur-Richelieu, to a company controlled by one trustee, for an amount of \$175,000 annually and for a period of 10 years ending June 30, 2029

The Trust rents a portion of its property located in Richelieu, to a company controlled by a trustee, for an amount of \$110,000 annually and for a period of 10 years ending August 31, 2026. The rent will be adjusted annually as of the 4th year with the consumer price index. The tenant can exercise four (4) renewal options of five (5) years each.

The Trust rents a portion of its joint venture property located in Mercier, to a company controlled by a trustee, for an amount of \$92,400 annually and for a period of 15 years ending May 30, 2033. The rent will be increased by 5% after every period of 5 years. The tenant can exercise four (4) renewal options of five (5) years each.

During the fiscal year ended December 31, 2018, the Trust paid \$35,000 in professional fees to a trustee and to an entity controlled by a trustee.

The loans receivable include amounts of \$22,683 (2017: \$26,635) due from a person related to a

trustee and \$50,000 (2017: \$50 000) due from an officer of the Trust. Interest income on those loans amounts to \$4,315 (2017: \$3,696) for which an amount of \$164 (2017: \$190) is included in the receivables as at December 31, 2018.

The credit facilities include an amount of \$400,000 obtained from a trustee. Interest on the credit facilities include an amount of \$8,433 paid to that trustee for which no amount is payable as at December 31, 2018.

On June 29, 2018, the Trust acquired an interest in the limited partnership Odacité Mercier S.E.C. The Trust paid \$463,275 for its interest to a company in which a trustee has an interest.

On March 14, 2017, the Trust acquired an interest in the limited partnership Odacite Ste-Sophie. The Trust paid \$182,009 for its interest to a company in which a trustee has an interest.

### APPOINTMENT OF AUDITORS

At the meeting, unitholders will be invited to renew the mandate of the auditors of the Trust which will remain in office until the next general annual meeting of unitholders, and to authorize the trustees to determine their compensation.

**THE MANAGEMENT DESIGNEES, IF NAMED AS PROXY, INTEND TO VOTE THE UNITS REPRESENTED BY ANY SUCH PROXY FOR THE APPOINTMENT OF BÉLANGER DALCOURT CPA INC., AS AUDITORS OF THE TRUST FOR A COMPENSATION TO BE FIXED BY THE BOARD OF TRUSTEES,** unless the unitholder specified in his proxy that his units are to be withheld from voting the appointment of said auditors. Bélanger Dalcourt CPA Inc. (formerly Bélanger Dalcourt, CPA, S.E.N.C.) are the auditors of the Trust since May 26, 2011.

### External Auditors Fees

The following table presents by category the fees billed by Bélanger Dalcourt CPA Inc., the external auditors of the Trust, for services rendered during the fiscal years ended December 31, 2017 and December 31, 2018.

	Fiscal Year ended	
	December 31, 2017 \$	December 31, 2018 \$
Audit fees <sup>(1)</sup>	45 000	50 000
Audit-related fees <sup>(2)</sup>	Nil	Nil
Tax fees <sup>(3)</sup>	Nil	Nil
Other fees <sup>(4)</sup>	Nil	Nil
Fees and disbursements	Nil	Nil
Total fees	45 000	50 000

- (1) Refers to the total fees charged by the external auditors of the Trust for audit services.
- (2) Refers to the total fees charged for related services rendered by the external auditors that are reasonably related to the performance of the audit or review of the Trust and which are not included in the fees referred to in 1 above.
- (3) Refers to total fees charged for professional services rendered by the external auditors for tax compliance, tax planning and tax advice.
- (4) Refers to supporting services to the audit committee, to analysis work with respect to acquisition or development projects of the Trust.

### APPROVAL OF UNITS FOR SERVICES

At the meeting, unitholders will be asked to consider and, if deemed appropriate, pass an ordinary resolution approving the issuance of units of the Trust to Mr. Jason Parravano, President and Chief Executive Officer, for services rendered during the fiscal year 2018. By a units for services agreement dated February 24<sup>th</sup>, 2019, the Trust has approved the payment to Mr. Parravano of \$114,000 for the fiscal year 2018 as compensation, payable by the issuance of 200,000 units of the Trust at a deemed issuance price of \$0.57 per unit.

Pursuant to the TSX Venture Exchange's Policy 4.3 – Shares for Debt, the issuance of shares for services to Jason Parravano requires approval of the disinterested unitholders of the Trust (being all the unitholders of the Trust except Jason Parravano, directly or indirectly. As of the date of this circular, Jason Parravano holds 252,370 units of the Trust).

## COMMITTEES OF THE TRUST

### Audit Committee

#### *Mandate of the Audit Committee*

The audit committee shall assist the Board in its oversight responsibility towards unitholders, potential holders, the financial community and other interested parties, with respect to the financial statements, the disclosure process of financial information, the internal accounting and financial monitoring systems and internal monitoring system of the work and independence of the external auditors of the Trust. By doing so, it is also responsible to ensure the free and open communication between the trustees and the external auditors of the Trust.

The complete mandate of the audit committee can be found in Schedule A of this circular.

#### *Audit Committee Members*

From January 1, 2018 to May 25, 2018, the audit committee was comprised of Michael Zakuta, Michel Lassonde, Katia Marquier and François-Olivier Laplante. The audit committee was chaired by Katia Marquier from January 1, 2018 to December 31, 2018. Michael Zakuta left the committee on May 25, 2018 and was replaced by Michel Trudeau who joined on that date.

Under *National Instrument 52-110 - Audit Committee*, an “independent” member of the audit committee is one who has no direct or indirect material relationship with the Trust, meaning a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. The Board believe that all the members of the audit committee in office for the fiscal year ended December 31, 2018, save and except for Michel Lassonde, were independent and financially literate within the meaning of *National Instrument 52-110 - Audit Committee*. Mr. Lassonde is not independent as he has been in the last 3 years President and Chief Executive Officer of the Trust.

#### *Relevant Education and Experience*

The following sets out the education and experience of each member of the audit committee relevant to the performance of their responsibilities, in particular any education or experience that provides the member with one or more of the following abilities: a) understanding of the accounting principles used by the Trust to prepare its financial statements; b) the capacity to generally assess the application of the accounting principles related to the accounting of estimates, accounts receivable, accounts payable and reserves; c) experience in preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Trust's financial statements, or experience actively supervising one or more persons engaged in such activities; and d) an understanding of internal controls and procedures for financial reporting.

Mr. Lassonde has been President of the Trust since its inception in July of 2011 until March 2017. From 1991 to 2008 he served as judge of the Court of Quebec.

Mr. Laplante is a partner at Nymbus Capital, a Canadian investment management firm for which he manages a real estate-focused hedge fund. He is also President of Folco Capital Inc., a corporation managing a variety of investments focusing on real estate assets. From 2003 to 2014, François served as Vice-President, Director and Head of Liability Trading on the Institutional Equity Trading team at Desjardins Securities.

Ms. Marquier is Vice-President, Finance and Administration at Fednav Ltée, an international maritime transporter of dry bulk where she oversees finance, reporting and tax. Previously, she was corporate controller at Gaz Metro Inc. and Valener Inc., two publicly-traded corporations. Ms. Marquier began her career at KPMG. She is a member of the Order of Chartered Professional Accountants of Quebec.

Mr. Trudeau is the Vice Chairman of Laurentian Bank Securities (LBS) since 2018. He was previously President and Chief Executive Officer of LBS since 2003. He previously worked for more than 15

years within the institutional and fixed income sectors, including 10 years at Merrill Lynch where he successively occupied various senior management positions.

#### *Monitoring of Audit Committee*

During the fiscal year ended December 31, 2018, all recommendations from the audit committee regarding the appointment or compensation of external auditors were adopted by the Board of the Trust.

#### *Reliance on certain Exemptions*

The Trust relies on the exemption in section 6.1 of *National Instrument 52-110 Audit Committees* with respect to certain disclosure obligations. The Trust has not relied on any other exemption provided for under this instrument for the fiscal year ended December 31, 2018.

#### *Pre-Approval Policies and Procedures*

The charter of the audit committee requires the audit committee to pre-approve all non-audit services to be provided by the external auditors of the Trust.

### **Governance Committee**

The Governance Committee is responsible for reviewing, overseeing and evaluating the governance policies of the Trust. The Board of Trustees has adopted a written charter for the Governance and Compensation Committee setting out its responsibilities for: (i) assessing annually, and at such other times as it deems appropriate, the effectiveness of the Board of Trustees, each of its committees and individual Trustees; (ii) organizing an orientation and education program for new Trustees; (iii) considering and approving proposals by the Trustees to engage outside advisers on behalf of the Board of Trustees as a whole or on behalf of the independent Trustees; and (iv) reviewing and making recommendations to the Board of Trustees concerning any change in the number of Trustees composing the Board of Trustees, annually and at such other times as it deems appropriate.

In addition, pursuant to its written charter, the Governance Committee is responsible for: (i) considering questions of management succession; (ii) administering any unit option or purchase plan of the Trust and any other compensation incentive programs; (iii) assessing the performance of management of the Trust; (iv) reviewing and approving the compensation paid by the Trust, if any, to the officers, advisers and consultants of the Trust; and (v) reviewing and making recommendations to the Board of Trustees concerning the level and nature of the compensation payable to Trustees and officers of the Trust.

The Governance Committee is comprised of Guy Laframboise, who acts as Chair of the Committee, Guy Dancosse, Michel Lassonde and Michael Zakuta. Each of these individuals is an independent Trustee, save and except for Michel Lassonde. Mr. Lassonde is not independent as he has been in the last 3 years President and Chief Executive Officer of the Trust. Each member of the Governance Committee possesses considerable education and experience relevant to the performance of his responsibilities as a Governance Committee member.

Mr. Zakuta has extensive experience in the real estate field. He holds a Bachelor of Law degree from the University of Montreal and a Bachelor of Commerce from the McGill University.

Mr. Lassonde has been President of the Trust since its inception in July of 2011 until March 2017. From 1991 to 2008 he served as judge of the Court of Quebec.

Mr. Dancosse, Q.C., IAS.A., CRIA, is an attorney at the Montreal law firm Dunton Rainville, LLP. Since he started his career over 30 years ago, he has developed a large expertise in the fields of arbitration, mediation and negotiation, both at the national and international level, and in all subjects related to business, work relations and human resources.

Mr. Laframboise has been the President of Subway Quebec Inc. since January 1990.

## **Investment Committee**

### *Mandate of the Investment Committee*

The members of the Investment Committee shall be appointed by the Board of Trustees. The Committee is composed of 3 members and is responsible to evaluate potential acquisitions and dispositions brought forward by management. The Investment Committee will carry out its responsibilities with a view to achieving the Trust's strategic objectives of building a portfolio of high-quality assets that fit within Fronsac's business model.

### *Investment Committee Members*

Since the creation of this committee on August 25, 2018 until December 31, 2018, the investment committee was comprised of Michel Lassonde, Michael Zakuta and Michel Trudeau. The investment committee was chaired by Michel Lassonde over this period. The members of the investment committee are not compensated for their role.

Mr. Zakuta has extensive experience in the real estate field. He holds a Bachelor of Law degree from the University of Montreal and a Bachelor of Commerce from the McGill University.

Mr. Lassonde has been President of the Trust since its inception in July of 2011 until March 2017. From 1991 to 2008 he served as judge of the Court of Quebec.

Mr. Trudeau is the Vice Chairman of Laurentian Bank Securities (LBS) since 2018. He was previously President and Chief Executive Officer of LBS since 2003. He previously worked for more than 15 years within the institutional and fixed income sectors, including 10 years at Merrill Lynch where he successively occupied various senior management positions.

## **MANAGEMENT CONTRACTS**

The duties related to the management of the Trust are fulfilled by the trustees and executive officers of the Trust and are not, at any material degree, fulfilled by any other person or corporation.

## **STATEMENT REGARDING CORPORATE GOVERNANCE**

The *National Instrument 58-101 - Disclosure of Corporate Governance Practices* and the *National Policy 58-20 - Corporate Governance Guidelines* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Trust, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The Board and the management of the Trust believe that appropriate corporate governance practices are important for the effective management of the Trust and value creation for its unitholders. Schedule B of this circular summarizes the corporate governance practices of the Trust which it is required to disclose.

## **OTHER MATTERS**

Management of the Trust knows of no other matters which should be presented before the meeting. If, however, any other matters properly come before the meeting, the persons designated in the accompanying proxy shall vote on such matters in accordance with their best judgement pursuant to the discretionary authority conferred on them by the proxy with respect to such matters.

## **ADDITIONAL INFORMATION**

The Trust will send the following documents to any person requesting it to the Secretary of the Trust, at 106, avenue Gun, Pointe-Claire (Québec), H9R 3X3:

- (i) one copy of the comparative consolidated financial statements of the Trust for its fiscal year ended December 31, 2018 and the related management discussion and

analysis, as well as the interim financial statements for periods subsequent to December 31, 2018 and the related management discussion and analysis; and

- (ii) one copy of the notice of annual meeting of unitholders and of this circular.

These documents, as well as other information regarding the Trust, are available on SEDAR at the address [www.sedar.com](http://www.sedar.com).

## **APPROVAL OF TRUSTEES**

The Board has approved the content and sending of this management information circular by management and its sending to unitholders, trustees and auditors of the Trust.

Made this April 18, 2019  
By order of the board of trustees

(s) Kevin Henley  
Kevin Henley  
Assistant Secretary

Pointe-Claire, this April 18, 2019

## SCHEDULE A – CHARTER OF AUDIT COMMITTEE

The board of trustees (the “**Board**”) has by resolution set up an Audit Committee (the “**Committee**”) made up of a majority of unrelated and independent trustees (as such term is defined in the Independence Standards Applicable to Audit Committees) who are financially literate.

The Board appoints the members and designates the Committee Chair. The Committee may from time to time invite other persons it considers advisable to attend its meetings and participate in deliberations and discussions on the various matters transacted by the Committee. Any person invited to attend Committee meetings who is not a member of the Committee is not entitled to vote on decisions made thereat.

The Board exercises all powers and duties conferred upon it under the Contract of Trust and the laws and regulations governing the Trust.

The Board helps the Board carry out its oversight responsibilities vis-à-vis unitholders, potential unitholders, the investment community, and other interest parties, relating to the Trust’s financial statements, financial reporting, internal accounting and financial control systems and internal control systems and the annual independent audit of the financial statements of the Trust. Doing so, it is responsible to ensure the free and open communication between trustees and external auditors.

In addition to its responsibilities established by law and which may be determined from time to time by the Committee, the Committee has the following duties and responsibilities:

- The primary responsibility of the Committee is to oversee the Trust’s financial reporting process on behalf of the Board and report the results to the Committee. Management of the Trust is responsible of preparing the financial statements of the Trust and the external auditors have the responsibility to audit these statements. Generally, the Committee also has the responsibility of improving the credibility and objectivity of financial information if the Trust.
- The committee must strengthen the trustees’ role by encouraging in-depth discussions between directors, management and external auditors. It shall also look to strengthen auditors’ independence in particular towards the management of the Trust. In fulfilling its role of supervising financial matters, the Committee has the authority to conduct or authorize investigations into any matters brought to its attention. In order to fulfill its role, it will have access to all books, documents, locations and personnel of the Trust, and will in addition have the power to retain the services of an external advisor or expert to this end.
- The Committee is directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Trust, including the resolution of disagreements between management and the external auditors regarding financial reporting.
- The Committee is also responsible for recommending nominees to the board of trustees each year to appoint in order to prepare or issue an audit report or other auditing, examination, or certification, as well as to recommend its compensation to the board of trustees.
- The Committee has the ultimate authority and the responsibility to evaluate the external auditors and, if need be, to recommend their replacement.
- The Committee must also review and approve the Trust’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Trust, if applicable.
- The Committee shall receive from the external auditors annual reports on their independence, review these reports with them, examine whether the provision of services other than audit services is compatible with maintaining the auditors’ independence and, if the Committee decides so, recommend that the Board takes the appropriate measures to ensure the independency of the auditors.

- The Committee shall discuss with the external auditors, prior to the audit, the planning, scope of the audit, staff requirements and their professional fees. Moreover, it shall discuss with management and the external auditors the sufficiency and effectiveness of internal financial controls, including the supervision and management of financial risks of the Trust, the ethics program and the compliance with applicable laws. In addition, the Committee shall meet with the external auditors, with and without the presence of management to discuss the results of their examinations. The Committee shall meet quarterly with the Chief Financial Officer of the Trust.
- The Committee must review the Trust's financial statements, MD&A and annual and interim earnings press releases before they are published. It must ensure that proper procedures are put in place to review public disclosure by the Trust of financial information extracted or derived from the financial statements apart from the information covered by the above points (namely the financial statements, MD&As and releases), and must periodically assess the adequacy of those procedures. The Committee must also discuss the quarterly review and any other matters which are essential that the external auditors of the Trust disclose to it, the whole in accordance with generally accepted accounting principles. The chairman of the Committee may act as representative of the Committee for the purposes of this review.

The Committee must establish processes regarding the:

- a) receipt, retention and treatment of complaints received by the Trust regarding accounting, internal accounting controls or audit; and
- b) confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The Committee shall approve in advance any engagements for non-audit services provided by the external auditors to the Trust or their affiliates.

The Committee must pre-approve all non-audit services that the external auditors of the Trust must perform for the Trust or its subsidiaries. It fulfills this obligation under the following conditions:

- a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Trust and its subsidiaries to the external auditors during the fiscal year in which the services were provided;
- b) the Trust or the subsidiary of the Trust, as the case may be, did not recognize the services as non-audit services at the time of the engagement; or
- c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

The Committee may delegate to one or more independent members the authority to pre-approve non-audit services. However, the pre-approval thereby granted must be presented to the Committee at its first regular meeting following the approval.

The Committee satisfies the pre-approval requirement if it adopts specific policies and procedures for the engagement of the non-audit services if:

- a) the pre-approval policies and procedures are detailed as to the particular service;
- b) the audit committee is informed of each non-audit service; and
- c) the procedures do not include delegation of the audit committee's responsibilities to management.

*Members*

The Committee must be composed of a minimum of three members of which the majority is independent, according to the independence requirements under applicable laws, as well as the standards of all exchanges on which the securities of the Trust are listed. All members of the Committee shall have financial skills. Financial skills means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the Trust's financial statements.

#### *Vacancy*

In case of vacancy, the Board may, during the year, appoint a replacement.

#### *Meeting*

Meetings of the Committee may be held at the head office of the Trust or at any other location determined by the members of the Trust. A meeting of the Committee may be call at any time on request of one of its members. Any meeting may be call by the chairman of the Board or by the Chief Executive Officer of the Trust in order to examine any matter that it considers relevant.

#### *Chairman of the Board*

The Chairman of the board is responsible for:

- a) Scheduling Committee meetings;
- b) In consultation with the CFO, preparing the agenda for Committee meetings and ensuring that relevant documentation is made available in a timely manner
- c) Chairing Committee meetings
- d) Ensuring that the Committee fulfils its responsibilities as per its Charter and complies with the terms thereof; and
- e) Reporting to the Board of Trustees on all matters transacted by the Committee.

#### *Quorum*

A majority of the Committee members constitutes the quorum.

#### *Operating method*

The operating method followed by the Committee is similar to the method followed by the Board. Minutes of meeting of the Committee shall be included in a minute book and made available to the trustees of the Trust for review. An annual working plan shall be prepared and integrated to the agenda of the Board. The Committee may communicate directly with internal and external auditors.

#### *Mandate*

The mandate of the Committee shall be determined by the Board and its members may exercise all powers provided for in such mandate. The Committee shall report directly to the Board, without interference from the management or the unitholders. The committee may engage outside consultants from time to time, whether they are attorneys, accountants or any other expert required to complete a specific mandate or where there is a suspicion of wrongdoing and arrange the compensation to be paid to such consultant. Any member of the Committee will have the authority to convene a meeting of the trustees if he deems it necessary, notably or where there is a suspicion of wrongdoing, whether real or presumed.

#### *Compensation*

The members of the Committee shall be compensated in accordance with the policies approved by the Board.

## **SCHEDULE B – GOVERNANCE PRACTICE**

### **1. Board of trustees**

*Specify how the board of trustees favors the exercise of independent judgement in the supervision of the management, notably provide the following information:*

a) *Disclose the identity of directors who are independent;*

The board of trustees believe, following the evaluation of the roles and relationships of each trustee, that the following six (6) trustees, being seventy-five percent (75.00%) of the nominees proposed by management for the office of trustee, are independent. These six (6) trustees are:

- Guy Dancosse;
- Guy Laframboise;
- François-Olivier Laplante;
- Michael Zakuta;
- Katia Marquier; and
- Michel Trudeau

Within the meaning of section 1.4 of *National Instrument 52-110 Audit Committee*, an “independent” member of the audit committee is one who has no direct or indirect material relationship with the Trust, meaning a relationship which could, in the view of the board of trustees, reasonably interfere with the exercise of a member’s independent judgment. If required, the independent members of the board of trustees may convene a meeting without the presence of the non-independent trustees and executive officers.

b) *Disclose the identity of directors who are not independent, and describe the basis for that determination;*

The board of trustees believe, following the evaluation of the roles and relationships of each trustee, that the following two (2) trustees which are proposed by management for the office of trustee, are not independent:

- Michel Lassonde is not independent as he has been in the last three (3) years President and Chief Executive Officer of the Trust;
- Jason Parravano is not independent as he currently is the President and Chief Executive Officer of the Trust.

### **2. Board Mandate**

The board of trustees is responsible for the stewardship of the activities and affairs of the Trust. The board seeks to discharge such responsibility by reviewing, discussing and approving the strategic planning and organizational structure of the Trust, and by supervising management to oversee that the strategic planning and organizational structure enhance and preserve the business of the Trust and its underlying value. The board of trustees meets periodically to review and approve the strategic plans proposed by management. In addition, the board of trustees assesses major opportunities for the Trust and the risk impact of strategic decisions contemplated by management and monitors performance against such plans.

### **3. Positions Descriptions**

*Chair of the Board of Trustees*

The Chair of the board of trustees is elected by the board of trustees. The primary responsibility of the Chair is to provide leadership to the board of trustees in order to enhance its effectiveness. The board of trustees has ultimate accountability for the supervision and management of the Trust. Critical to this accountability is the relationship between the board of trustees, management, unitholders and other stakeholders. The Chair, as presiding member, oversees that these relationships are effective, efficient and further the best interests of the Trust.

### *Committee Chairs*

To fulfill his or her responsibilities and duties, the chair for each committee shall:

- (i) facilitate the effective operation and management of, and provide leadership to, the committee;
- (ii) chair meetings of the committee;
- (iii) set the agenda for each meeting of the committee and otherwise bring forward matters for consideration within the charter of the committee;
- (iv) facilitate the committee's interaction with management, the board of trustees and other committees of the board of trustees;
- (v) act as a resource and mentor for other members of the committee;
- (vi) report to the board of trustees on matters considered by the committee, its activities and compliance with the committee's charter; and
- (vii) perform such other duties and responsibilities as may be delegated to him or her by the board of trustees from time to time.

The above position descriptions are reviewed and reassessed annually by the Governance Committee.

### **4. Directorships**

*If a trustee is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a Canadian jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.*

- Michael Zakuta is a trustee of Plaza Retail REIT (Toronto Stock Exchange).
- Guy Dancosse is director of Abattis Bioceuticals Corp. (Canadian Securities Exchange), of Alternative Extracts Inc., of Canamex Gold Corp. (TSX Venture), and of AREV Brand International Ltd. (Canadian Securities Exchange).
- Michel Trudeau is Vice Chairman of Laurentian Bank Securities (Toronto Stock Exchange).

### **5. Orientations and Continuing Education**

*Briefly describe what measures the board takes to provide continuing education for its trustees, if any.*

The trustees keep themselves informed and receive copies of all required information and update during the meeting of the board of trustees or the committees. However, the Trust does not currently have a formal orientation program for its new trustees, nor has taken measure to provide continuing education to its trustees, chiefly due to the emergent nature of the Trust.

### **6. Ethical Business Conduct**

*Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.*

The code of conduct of the Trust was adopted by the Trust on April 3, 2012. The code has for objective to favors and promote a culture of ethical business conduct and helps to prevent misconducts. The code of conduct may be consulted on the Trust's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

In addition, to ensure the independence of the trustees while considering transactions and agreements in respect of which a trustee or executive officer has a material interest, these transactions are reviewed and discussed by the independent trustees and the trustee with a material interest abstain from taking part to the discussions and voting on the matter.

### **7. Nomination of trustees**

*Describe the process by which the board identifies new candidates for board nomination.*

- (i) *Disclose who proceeds to the selection; and*
- (ii) *Disclose the selection process of new candidates.*

The governance and hiring committee establishes the competencies of the trustees sought to fill vacancies on the board and identify eventual candidates who meet these requirements. Members of the committee then submit recommendations to the board of trustees with respect to the selected candidates.

## **8. Compensation**

*Describe the process by which the board determines the compensation for the trustees and officers:*

- (i) *Disclose who determines the compensation; and*
- (ii) *Disclose the determination process of the compensation.*

The governance committee is responsible of determining the compensation of trustees and officers of the Trust. The Trust is at a stage where the control of its operating costs is of utmost importance to ensure that the funds required to achieve its business plan are available. In this context, the trustees have decided, together with the executive officers, that the compensation for their services will be minimal in the short and medium term. The governance committee approved the grant of units to trustees and officers as compensation for services rendered during the fiscal year 2018, and trustees and officers are the subject of a unit compensation plan submitted to the unitholders for approval, as described in the 2019 management information circular. The Trust records unit-based compensation in the year in which the unit are issued, hence the 2019 compensation will include units issued in that year.

## **9. Other Board Committees**

*If the board has standing committees other than the audit and governance and hiring committees, identify the committees and describe their function.*

Other than the Audit Committee, the Investment Committee and the Corporate Governance Committee, the board of trustees has no other standing committee.

## **10. Assessment**

*Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution.*

The current written charter of the governance and hiring provides that the committee must review periodically the efficiency of the board, its committees and trustees. In the exercise of this mandate, a formal evaluation exercise of the operation of the board and each of its members is performed when needed. Recommendations issued from this evaluation process are submitted to the chairman of the board for him to take, if any, any action or measure which is necessary or desirable in that regard. However, no evaluation was performed during the fiscal year ended December 31, 2018.