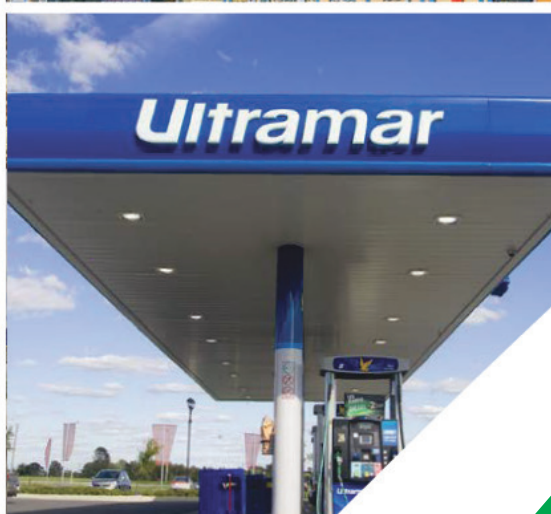




2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS:

# INFORMATION CIRCULAR & PROXY STATEMENT

CALGARY, ALBERTA  
May 2, 2019



## CHAIRMAN'S LETTER TO SHAREHOLDERS

Dear fellow shareholders:

The past year has been one of tremendous growth and development for Parkland Fuel Corporation ("Parkland") as the company successfully executed against its strategic priorities to grow organically, build a supply advantage, acquire prudently and enable its team to succeed. Parkland continues to evolve in scale, capability and opportunity, from the foundational values of safety, integrity, community and respect.

Highlights of the year included:

- Industry-leading same store sales growth in our company-owned retail sites, extending our track record to 12 consecutive quarters of positive same store sales growth
- Standout performance from the supply segment of the business, delivering Adjusted EBITDA of \$561 million
- Synergies from the two major 2017 acquisitions from Ultramar and Chevron pacing ahead of our original plans, allowing us to increase our annual synergies expectations to \$180 million per year by the end of 2020
- Significant traction on our U.S. growth strategy, doubling our U.S. business through acquisitions and organic growth
- Added strategic resources and continued to build a strong executive team to reflect our growing organization
- Strong performance across our corporate key performance indicators, including lowering costs as a percentage of gross profit, maintaining our disciplined balance sheet approach, and significantly improving our dividend payout ratio through strong cash flow generation.

The outcome is that the year was exemplary, with Parkland delivering Adjusted EBITDA of \$887 million, an increase of 112% over the previous year. This strong performance has enabled the company to increase its Adjusted EBITDA guidance to a run-rate of \$1 billion in 2020.

During 2018 Parkland also announced the acquisition of 75% of the shares of Sol Investments Limited, the largest independent marketer and supplier of petroleum products in the Caribbean, operating in 23 markets. This is a transformative transaction for the company, enabling Parkland to extend its supply advantage into a new and growing region through established infrastructure and well-known brands with significant experience in the region.

Strategically, the company made significant strides in expanding its supply optionality and scale through terminal acquisition and expansion, to complement the significant growth of its retail and commercial business. The company is rightly proud of its success in 2018 and excited about the continued evolution of its strategic platform for future growth.

On behalf of Parkland's Board of Directors I am pleased to invite you to attend the annual general meeting of shareholders of Parkland to be held at 9:00 a.m. (Mountain Time) on May 2, 2019 at The Metropolitan Conference Centre, 333 – 4th Ave. S.W., Calgary, Alberta. At the meeting Parkland's Board and management team will discuss the company's strategy and performance in more detail.

The Notice of Meeting and Management Information Circular attached to this letter provide details regarding the formal business items to be considered at the meeting, information on Parkland's director and executive compensation, and our governance practices. We encourage you to review this circular and provide your vote on the business items to be considered at the meeting.

### **Reflecting Governance Best Practice**

Our Board of Directors is committed to ensuring that our approach to governance reflects best practice and the interests of our shareholders, and this year we made a number of changes to that end.

The Board has enhanced its diversity policy by formalizing a commitment to have 30% of Board seats, and 30% of senior leadership team roles, be occupied by women. In line with that commitment, the executive team has launched the development of an internal roadmap to weave diversity and inclusion throughout Parkland's policies, practices and processes.

This year the Board also amended the membership of the Audit and Human Resources & Corporate Governance Committees to further enhance their independence.

With an experienced, high performing executive leadership team and an engaged Board, we believe the future is bright for Parkland. We appreciate shareholders' continued support, and look forward to seeing you at the annual general meeting.

If you are unable to attend the meeting in person, please take the time to complete the enclosed form of proxy or, if applicable, voting instruction form and return it within the timeframes indicated so that your vote is counted at the meeting. If you require any assistance or have any questions please contact Parkland's proxy solicitation agent, Kingsdale Advisors, by telephone at 1-888-518-6832 (toll-free in North America) or 1-416-867-2272 (collect outside North America) or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

Sincerely,

*"Jim Pantelidis"*

Jim Pantelidis  
Chairman of the Board of Directors

The past year has been one of tremendous growth and development for Parkland Fuel Corporation as the company successfully executed against its strategic priorities to grow organically, build a supply advantage, acquire prudently and enable its team to succeed.

## PERFORMANCE HIGHLIGHTS

Parkland has met or exceeded all targets

### 12 quarters

Consecutive Same Store Sales Growth

### \$561M

Adjusted EBITDA from Supply Segment

### \$100M

Expected run-rate annual synergies on the Ultramar and Chevron acquisitions due to initiatives completed in 2018

### \$887M

Adjusted EBITDA

### Successful & Safe

Turnaround of Burnaby Refinery

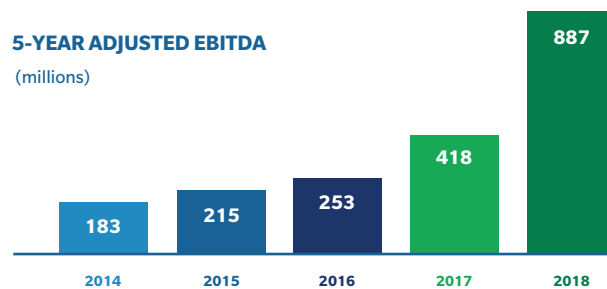
#### TOTAL SHAREHOLDER RETURN

As at January 31, 2019



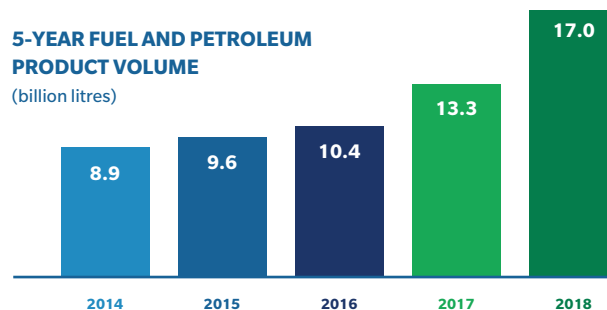
#### 5-YEAR ADJUSTED EBITDA

(millions)



#### 5-YEAR FUEL AND PETROLEUM PRODUCT VOLUME

(billion litres)



# Strategy, Values & Behaviours

We build a supply, logistical and marketing advantage that cannot be replicated. Our strategic progress is measured by KPIs disclosed in the Annual MD&A, and aligns with management short- and long-term compensation.



## GROW ORGANICALLY



- RETAIL**
- Great Brands
  - Convenience Store
  - Private Label Products
  - Loyalty Programs
  - New Sites



- COMMERCIAL**
- Great Brands
  - Cardlock Network
  - Propane Products



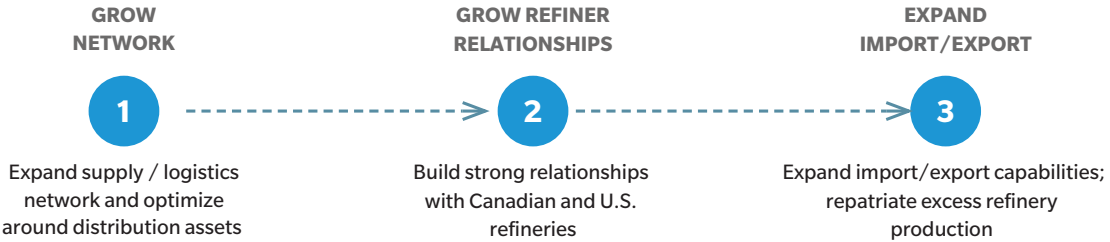
- US & INTERNATIONAL**
- Platform for growth and consolidation
  - Benefit from Canadian supply capability

## ACQUIRE PRUDENTLY AND INTEGRATE



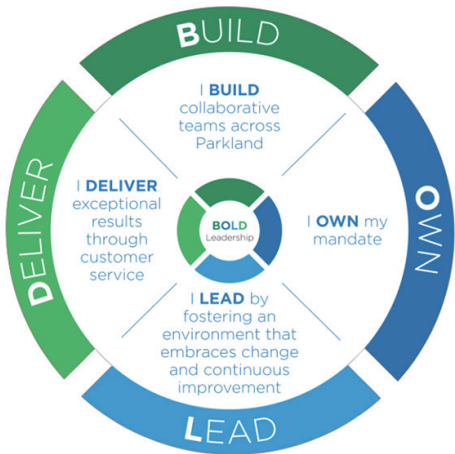
We have a successful track record of completing acquisitions and a proven framework for synergy realization.

## STRONG SUPPLY ADVANTAGE



## ONE PARKLAND

Great people working together to be the partner of choice for our customers and suppliers



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## NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

March 22, 2019

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of the holders (“Shareholders”) of common shares (“Shares”) in the capital of Parkland Fuel Corporation (“Parkland”) will be held at the Metropolitan Conference Centre, 333 – 4th Ave. S.W., Calgary, Alberta at 9:00 a.m. (Mountain Time) on May 2, 2019 for the following purposes:

1. to receive the audited financial statements of Parkland for the year ended December 31, 2018 and the auditor’s report on the statements;
2. to elect the board of directors for 2019;
3. to appoint the auditors and authorize the directors to fix their remuneration;
4. to vote, in an advisory, non-binding capacity, on a resolution to accept Parkland’s approach to executive compensation; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

Information relating to the matters to be brought before the Meeting is set forth in the Management Information Circular of Parkland dated March 22, 2019 which accompanies this notice and which is expressly made a part of this notice.

Shareholders of record at the close of business on March 19, 2019 (the “Record Date”) will receive this notice and be entitled to attend and vote at the Meeting.

A Shareholder who is unable to attend the Meeting in person is requested to complete and sign the enclosed form of proxy and to deliver it to **Computershare Investor Services Inc. (i) by mail to Proxy Department, 135 West Beaver Creek Road, P.O. Box 300, Richmond Hill, Ontario, L4B 4R5, (ii) by hand delivery to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or (iii) by facsimile to 416-263-9524 or 1-866-249-7775. A Shareholder may also vote using the internet at [www.investorvote.com](http://www.investorvote.com) or by telephone at 1-866-732-VOTE (8683).** In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 9:00 a.m. (Mountain Time) on the second business day before the date of the Meeting or any adjournment(s) thereof or be deposited with the Chairman of the Meeting prior to its commencement.

Each Shareholder vote is important to Parkland. Any Shareholder having questions or concerns with respect to voting his or her Shares after reviewing the accompanying Management Information Circular should contact Parkland’s strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors at 1-888-518-6832 (toll-free in North America) or 1-416-867-2272 (collect outside North America) or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com)

BY ORDER OF THE BOARD OF DIRECTORS,

*“Christy Elliott”*

Christy Elliott

Vice President, Senior General Counsel & Corporate Secretary

# MANAGEMENT INFORMATION CIRCULAR

## General Information

This management information circular (“Information Circular”) is provided to the holders (the “Shareholders”) of common shares (the “Common Shares”) in the capital of Parkland Fuel Corporation (“Parkland”) by and on behalf of the Board of Directors (the “Board of Directors” or “Board”) and the management of Parkland in connection with the solicitation of proxies to be voted at the annual general meeting of Shareholders (the “Meeting”) of Parkland to be held at 9:00 a.m. (Mountain Time) on May 2, 2019 at The Metropolitan Conference Centre, 333 – 4th Ave. S.W., Calgary, Alberta and at any adjournment(s) thereof for the purposes set out in the accompanying notice of meeting (the “Notice of Meeting”).

This Information Circular was provided to you because at the close of business on March 19, 2019, the record date set for the Meeting (the “Record Date”), you owned Common Shares. As a Shareholder, you have the right to attend the Meeting and vote your Common Shares in person or by proxy. Persons who are transferees of any Common Shares acquired after the Record Date and who have produced properly endorsed certificates evidencing such ownership or who otherwise establish, to the satisfaction of Parkland, ownership thereof and demand, not later than 10 days before the Meeting, or such other time as is acceptable to Parkland, that their names be included in the list of Shareholders, are entitled to vote at the Meeting.

To encourage your vote, and in compliance with applicable securities laws, you may be contacted by Parkland employees by telephone, email, facsimile or in person, or by our agents. Solicitation will be made primarily by mail and the cost of any solicitation will be borne by Parkland.

In this document, “we”, “us”, “our”, “Corporation” and “Parkland” refers to Parkland Fuel Corporation, its securities and its subsidiaries and affiliates, as applicable.

Unless otherwise stated, the information contained in this Information Circular is given as at March 19, 2019, and all dollar amounts are expressed in Canadian dollars unless otherwise stated.

Information contained herein is given as of the date hereof unless otherwise specifically stated.

## About Our Shareholder Meeting

### Who Can Vote at the Meeting

If you held Common Shares at the close of business on the Record Date, you are entitled to attend the Meeting or any adjournment and vote your Common Shares. Each Common Share represents one vote.

At the close of business on the Record Date, there were 146,342,169 Common Shares outstanding. The Common Shares trade under the symbol “PKI” on the Toronto Stock Exchange.

### Principal Shareholders

To the knowledge of our directors and executive officers, no person or company beneficially owns, or controls or directs, directly or indirectly Common Shares carrying 10% or more of the voting rights attached to Common Shares.

### Quorum

A quorum of Shareholders is present at the Meeting if two or more persons are present in person either holding personally or representing by proxy not less, in aggregate, than 25% percent of the aggregate number of Common Shares entitled to vote at the Meeting.

### Proxy Solicitation

Parkland has retained Kingsdale Advisors (“Kingsdale”) as its strategic shareholder advisor and proxy solicitation agent to assist in soliciting proxies. Parkland estimates fees for Kingsdale associated with this year’s proxy solicitation will be \$38,500 plus out-of-pocket expenses. Parkland may also reimburse brokers and other persons holding Shares in their name or in the name of nominees for their costs incurred in the sending proxy material to their principals in order to obtain their proxies. All solicitation costs will be borne by Parkland.



If you have any questions or need assistance completing your form of proxy or voting instruction form, please contact, Kingsdale, toll free in North America at 1-888-518-6832, or call collect from outside North America at 416-867-2272, or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

#### Notice and Access Regime

National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”) and National Instrument 51-102 – Continuous Disclosure Obligations allow for the use of a “notice-and-access” regime for the delivery of proxy-related materials.

Under the notice-and-access regime, Parkland is permitted to deliver the Information Circular by posting it on SEDAR as well as a website other than SEDAR and sending Shareholders: (a) a notice that includes basic information about the Meeting and the matters to be voted on, instructions on how to obtain a paper copy of the Information Circular, and a plain-language explanation of how the new notice-and-access system operates and how the Information Circular can be accessed online (the “Notice-and-Access Notice”); and (b) a voting instruction form, as applicable. Distribution of the Information Circular pursuant to the notice-and-access regime has the potential to substantially reduce printing and mailing costs and reduce Parkland’s impact on the environment. Notice-and-access saved Parkland approximately \$25,160 in 2018.

Parkland has elected to use the notice-and-access regime for the Meeting for beneficial owners of Common Shares but not for registered Shareholders. Accordingly, beneficial owners will receive the Notice-and-Access Notice and a voting instruction form electronically where consent to electronic delivery has been obtained and by mail in all other cases. Registered Shareholders will receive the Notice of Meeting, the Information Circular and the form of proxy electronically where consent to electronic delivery has been obtained and by mail in all other cases. The annual financial statements and related management’s discussion and analysis (the “Financial Information”) will be sent to registered Shareholders who have not informed Parkland in writing that they do not want a copy and to beneficial owners who request to receive them. The Financial Information will be sent electronically where consent to electronic delivery has been obtained and by mail in all other cases.

#### Requesting Paper Copies

Beneficial Shareholders may request paper copies of the Information Circular be sent to them at no cost. Requests may be made up to one year from the date the Information Circular was filed on SEDAR and can be made by telephone at 1-877-907-7643 and entering the 15-digit control number located on the voting instruction form and following the instructions provided.

Requests should be received at least five business days in advance of the proxy deposit date and time set out in the accompanying voting instruction form in order to receive the Information Circular in advance of such date and the date of the Meeting. Parkland will not send its proxy-related materials directly to non-objecting beneficial owners under NI 54-101. Parkland intends to pay for secondary intermediaries to deliver proxy-related materials to objecting beneficial owners.

Broadridge is the approved intermediary for mailing proxy-related materials to beneficial owners (both objecting and non-objecting) and owners through Parkland’s Employee Share Purchase Plan. Computershare Trust Company of Canada (“Computershare”), Parkland’s transfer agent, is the approved intermediary for mailing proxy-related materials to registered owners.

#### How To Vote

##### If You are a Registered Shareholder

If you hold your Common Shares in your name and you have a share certificate, you are a registered Shareholder. If you are not sure whether you are a registered Shareholder or beneficial Shareholder, please contact Computershare by phone at

1-800-564-6253 (toll-free in Canada and the United States), fax at 416-263-9524 or 1-866-249-7775, or email at [service@computershare.com](mailto:service@computershare.com). As a registered Shareholder, you may:

#### **Option #1. Attend the Meeting and Vote in Person**

If you wish to attend the Meeting and vote in person, do not complete the Proxy (as defined below). Upon your arrival at the Meeting, please register with our Registrar and Transfer Agent, Computershare. You are welcome to attend the Meeting even if you have already submitted your Proxy; however, you will not be able to vote again at the Meeting unless you revoke your Proxy as described below.

#### **Option #2. Appoint a Proxyholder**

By appointing a proxyholder, you are giving someone else the authority to attend the Meeting and vote for you.

Please note that you can appoint anyone to be your proxyholder. This person does not need to be a shareholder of Parkland or the Parkland representative named in the proxy form pertaining to the Meeting (the "Proxy"). To appoint somebody else as your proxyholder, cross out the printed names on the proxy and insert the name of the person you wish to act as your proxyholder in the blank space provided. Please indicate the way you wish to vote on each item of business. Your proxyholder must vote your Common Shares in accordance with your instructions at the Meeting. If your proxyholder does not attend the Meeting, your shares will not be voted. Your proxyholder will be required to register with Computershare upon arrival at the Meeting.

If you returned your signed Proxy and did not appoint anyone to be your proxyholder, Jim Pantelidis and Bob Espey have agreed to act as your proxyholder to vote or withhold from voting your shares at the Meeting in accordance with your instructions.

If you decide to appoint Jim Pantelidis and Bob Espey as your proxyholders, and do not indicate how you want to vote, they will vote as follows:

- FOR electing each nominated director;
- FOR re-appointing the auditors; and
- FOR the advisory vote on our approach to executive compensation.

#### **Option #3. Vote by Proxy**

If you do not plan to attend the Meeting, or appoint a proxyholder, you may vote as follows:

<b>By Mail</b>	Complete, date and sign the Proxy in accordance with the instructions included in the Proxy and return it in the envelope provided.
<b>By Telephone</b>	1-866-732-8683 (toll free in North America) or 1-312-588-4290 (outside of North America)
<b>By Fax</b>	Complete, date and sign the Proxy in accordance with the instructions included and fax it to 416-263-9524 or 1-866-249-7775
<b>By Internet</b>	Go to <b><a href="http://www.investorvote.com">www.investorvote.com</a></b> and follow the internet voting instructions. You will need the 15-digit control number located on the voting instruction form.

**Please note that your voting instructions must be received by 9:00 a.m. (Mountain Time) on the second business day before the Meeting (excluding Saturdays, Sundays and holidays) prior to the time fixed for holding the Meeting, or not less than 48 hours before any adjournment of the Meeting. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice.**

## Changing Your Vote

You can change a vote you made by Proxy provided such change is received before 9:00 a.m. (Mountain Time) on April 30, 2019 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed Meeting by either:

- submitting new voting instructions by completing a proxy form that is dated later than the proxy form previously submitted and: (i) mailing it or faxing it so that it is received at the offices of Computershare, Attention: Computershare Trust Company of Canada, Proxy Department, 135 West Beaver Creek, P.O. Box 300, Richmond Hill, Ontario, L4B 4R5, or (ii) by hand delivery to Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by facsimile to (416) 263-9524 or 1-866-249-7775 before 9:00 a.m. (Mountain Time) on April 30, 2019, or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed Meeting; or
- voting again by telephone or Internet before 9:00 a.m. (Mountain Time) on April 30, 2019, or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed Meeting.

You can revoke a vote you made by Proxy by voting in person at the Meeting, by either:

- attending the Meeting in person and registering with the scrutineers as a Shareholder personally present;
- sending a notice of revocation in writing from you or your authorized attorney so that it is received at the offices of Computershare Trust Company of Canada, Proxy Department, 135 West Beaver Creek, P.O. Box 300, Richmond Hill, Ontario, L4B 4R5, by hand delivery to Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by facsimile to (416) 263-9524 or 1-866-249-7775 before 9:00 a.m. (Mountain Time) on April 30, 2019, or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed Meeting; or
- providing a written notice of revocation executed by you or by your attorney to the Chair of the Meeting prior to the start of the Meeting, or any adjournment thereof.

## If You are a Beneficial Shareholder

You are a beneficial shareholder if your shares are registered in the name of a broker, investment dealer, bank, trust company, trustee, nominee or other intermediary (each, an “intermediary”) and your certificate is held with a bank, trust company, securities broker, trustee or other institution (each, a “Nominee”). If you are not sure whether you are a registered Shareholder or beneficial Shareholder, please contact Computershare by phone at 1-800-564-6253 (toll-free in Canada and the United States), fax at 416-263-9524 or 1-866-249-7775, or email at [service@computershare.com](mailto:service@computershare.com). As the beneficial shareholder, you may:

### Option #1. Vote through Your Nominee

If you wish to vote through your Nominee, follow the instructions on the voting instructions form provided by your intermediary. Please contact your intermediary if you did not receive a voting instruction form.

### Option #2. Vote in Person

If you wish to vote in person at the Meeting, appoint yourself as your proxyholder by writing your own name in the space provided on the voting instructions form and return the voting instructions form to your intermediary in the envelope provided. Do not complete the voting section on the voting instructions form as your vote will be taken at the Meeting.

Please note that if you are a beneficial shareholder resident in the United States and you wish to attend the Meeting and vote your Common Shares in person, you must follow the instructions on the back of your voting instructions form to obtain a legal proxy. Once you have received your legal proxy, you will need to submit and deliver it to the Corporation or its transfer agent, Computershare, prior to the proxy deposit date in order to vote your Common Shares in person.

### Changing Your Vote

If you have voted through your intermediary and would like to change your mind and vote in person at the Meeting, contact your intermediary to discuss whether this is possible and what procedures you need to follow.

### Voting Assistance

Parkland may utilize the Broadridge QuickVote™ service to assist non-registered Shareholders with voting their Common Shares over the telephone. Alternatively, Kingsdale may contact such non-registered Shareholders to assist them with conveniently voting their Common Shares directly over the phone.

If you have any questions about the Meeting, please contact Kingsdale by telephone at 1-888-518-6832 (toll-free in North America) or 1-416-867-2272 (collect outside North America) or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

### Voting Results

Your vote is confidential. Computershare, our transfer agent, counts the votes and will only show us a proxy form if it is required by law, there is a proxy contest, or a Shareholder has written comments on the proxy form that are clearly intended for Parkland's management.

## MATTERS TO BE CONSIDERED AT THE MEETING

### Financial Statements

At the Meeting, the consolidated financial statements of Parkland for the year ended December 31, 2018 and the auditors' report thereon will be presented. The 2018 year-end audited financial results can also be found on our website [www.parkland.ca](http://www.parkland.ca) under the tabs "Investors" and "Financial Reports" and are available under Parkland's profile on SEDAR at [www.sedar.com](http://www.sedar.com). No formal action will be taken at the Meeting to approve the consolidated financial statements.

### Appointment of Auditor

The Board of Directors recommends that Shareholders vote in favour of the appointment of PricewaterhouseCoopers LLP ("PwC") as auditor of Parkland, to hold office until the next annual meeting of Shareholders following the Meeting, with remuneration to be determined by the Board of Directors. The resolution appointing the auditors must be passed by a simple majority of the votes cast with respect to the resolution by Shareholders present in person or by proxy at the Meeting.

**Unless otherwise directed, the persons designated in the enclosed form of proxy intend to vote the Common Shares represented thereby FOR the appointment of PwC as auditor of Parkland and permitting the Board of Directors to set the auditor's remuneration.**

### Auditor's Fees

For the years ended December 31, 2017 and 2018, Parkland incurred the following fees from its auditor, PwC, all of which were approved by the Audit Committee:

#### FEES PAID TO THE AUDITOR (\$)

Type	2017	2018
Audit Fees <sup>(1)</sup>	1,335,000	1,168,100
Audit-Related Fees <sup>(2)</sup>	1,035,445	716,567
Tax Fees <sup>(3)</sup>	51,392	52,242
All Other Fees <sup>(4)</sup>	186,500	109,588
TOTAL	2,608,337	2,046,497

(1) "Audit Fees" means the aggregate fees billed by the issuer's external auditor for audit services.

(2) "Audit-Related Fees" means the aggregate fees billed for the last fiscal year for assurance and related services by the issuer's external auditor that are reasonably related to the performance of the audit or review of the issuer's financial statements and are not reported under clause (1) above. Activities in 2018 included the review of interim consolidated financial statements, review of purchase price allocations, system conversion testing, procedures performed for the offering memorandums and prospectus, and translation of annual and quarterly financial statements and management discussion and analysis. Activities in 2017 include the review of interim consolidated financial statements, review of purchase price allocations, system conversion and upgrade testing, and procedures performed for the offering memorandums and business acquisition reports, translation of annual and quarterly financial statements and management discussion and analysis.

(3) "Tax Fees" means the aggregate fees billed in the last fiscal year for professional services rendered by the issuer's external auditor for tax compliance, tax advice and tax planning.

(4) "All Other Fees" means the aggregate fees billed in the last fiscal year for products and services provided by the issuer's external auditor, other than the services reported under clauses (1), (2) and (3), above. Activities in 2018 include National Instrument 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") testing. Activities in 2017 include renewable fuels regulations compliance audit and NI 52-109 testing.

## Election of Directors

Parkland's articles and governing corporate statute require that the minimum number of directors shall be three and the maximum number shall be 15. There are currently nine directors of Parkland. The Board of Directors has fixed the number of directors to be elected at the Meeting at nine. Shareholders will be asked to elect as directors the nine nominees set out in the following pages to hold office for the following year or until their successors are elected or appointed. Each nominee has consented to being named in this Information Circular and to serve as a director, if elected.

As set forth in the enclosed form of proxy and voting instructions form, Shareholders may vote for each proposed director individually as opposed to voting for the proposed directors as a slate. In accordance with Parkland's Majority Voting Policy, if any nominee for director receives a greater than or equal number of votes "withheld" from his or her election than votes "for" such election, that director shall promptly tender his or her resignation to the chair of the Board of Directors following the Meeting. The Human Resources and Corporate Governance Committee ("HR&CG Committee") will consider the resignation and make a recommendation to the Board of Directors whether or not to accept it. In its deliberations, the HR&CG Committee may consider the effect such resignation may have on Parkland's ability to comply with any applicable governance rules and policies, the dynamics of the Board of Directors, and any other factors the HR&CG Committee may consider relevant. However, the HR&CG Committee must recommend the resignation to the Board of Directors and the Board of Directors must accept the resignation except in situations where exceptional circumstances would warrant the director continuing to serve. The director in question will not participate in any HR&CG Committee or Board of Directors deliberations on the resignation offer. The Board of Directors shall act on the HR&CG Committee's recommendation within 90 days following the applicable shareholders meeting and shall promptly issue a press release disclosing its determination (and the reasons for rejecting the resignation, if applicable). A copy of the press release will be distributed to the Toronto Stock Exchange. The director's resignation will be effective when accepted by the Board.

None of the nominees serve together as directors or trustees of any public entity other than Parkland. Therefore, there are no public company interlocking directorships.

The Board may fill any vacancy in accordance with Parkland's articles, by-laws and applicable corporate laws.

At Parkland's 2018 Annual General Meeting of Shareholders the full slate of directors was elected, the results of such vote were as follows:

Nominee	Votes For	% For	Votes Withheld	% Withheld
<b>John F. Bechtold</b>	62,671,111	99.51	307,519	0.49
<b>Lisa Colnett</b>	61,384,323	97.47	1,594,307	2.53
<b>Robert Espey</b>	61,712,690	97.99	1,265,940	2.01
<b>Timothy Hogarth</b>	44,389,094	70.48	18,589,536	29.52
<b>Jim Pantelidis</b>	61,111,803	97.04	1,866,827	2.96
<b>Domenic Pilla</b>	62,887,037	99.85	91,593	0.15
<b>Steven Richardson</b>	62,875,675	99.84	102,955	0.16
<b>David A. Spencer</b>	55,832,070	88.65	7,146,560	11.35
<b>Deborah Stein</b>	62,867,326	99.82	111,304	0.18

Unless otherwise directed, the persons designated in the enclosed form of proxy intend to vote the Common Shares represented thereby FOR the election of each of the nominees named below as a director of Parkland.



## Shareholder Advisory Vote on Approach to Executive Compensation

The Board of Directors wishes to seek Shareholder input with a “Say on Pay” advisory vote in the proxy circular. A detailed discussion of Parkland’s executive compensation program follows in the Compensation Discussion & Analysis (“CD&A”) section. The Board of Directors, through its HR&CG Committee has fully directed and formally reviewed the content of the CD&A provided in this Information Circular and has unanimously approved it as part of its report to you.

The philosophy of the Board of Directors is that if Parkland does well, the employees of Parkland will be rewarded through cash bonuses, increases in long-term performance-based compensation, additional long-term performance-based compensation awards or combinations of any or all of the foregoing. Parkland believes that this philosophy achieves the goal of attracting and retaining top-performing employees and executive officers, while rewarding the demonstrated behaviours that reinforce Parkland values and help deliver on Parkland’s corporate objectives. At Parkland’s 2018 annual meeting, the voting results on the non-binding advisory vote on executive compensation were 57,378,393 (93.87%) in favour and 3,745,728 (6.13%) against.

Shareholders are encouraged to carefully review the information contained in the CD&A before voting on this matter. Shareholders with specific concerns are encouraged to contact Parkland in writing at Suite 6302, 333-96th Avenue NE, Calgary, Alberta, Canada T3K 0S3, by telephone at (403) 567-2500, or by email at [legal@parkland.ca](mailto:legal@parkland.ca).

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the following advisory resolution:

*“BE IT RESOLVED that, on an advisory basis and not to diminish the role and responsibilities of the board of directors of Parkland, that the shareholders of Parkland accept the approach to Parkland Fuel Corporation executive compensation disclosed in the management information circular dated March 22, 2019, delivered in advance of the 2019 Annual General Meeting of Shareholders of Parkland.”*

As this is an advisory vote, the results will not be binding upon Parkland. However, in considering its approach to compensation in the future, the Board of Directors will consider the outcome of the vote as part of its ongoing review of executive compensation.

## NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS AND DIRECTOR INFORMATION

### Nominees for Election

The tables on the following pages set out the names of proposed nominees for election as directors of Parkland, together with their ages, municipalities and countries of residence, their memberships on Board committees (“Committees”), their attendance records at Board and Committee meetings during 2018, the dates on which each became a director or trustee of Parkland or a predecessor entity of Parkland, their principal occupations, brief biographies, directorships held with other reporting issuers and the number of Common Shares, Options, Restricted Share Units (“Performance RSUs”) and Deferred Share Units (“DSUs”), beneficially owned or controlled or directed, directly or indirectly, by each such nominee as at December 31, 2018.

The Board of Directors and management of Parkland do not anticipate that any of such nominees will be unable to serve as a director, but, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, the persons designated in the enclosed form of proxy will vote the Common Shares in respect of which they are appointed in accordance with their best judgment.

The following notes apply to the tables in respect of the proposed nominees for election as directors of Parkland which are set forth on the following pages:

1. Mr. Pantelidis, Mr. Bechtold and Mr. Spencer first became directors of Parkland Fuel Corporation on December 31, 2010 in connection with the transaction by which Parkland converted from a trust structure to corporation. The references to the date that each of these persons became a director of Parkland, refers to the date that they were first appointed as a director or trustee, as applicable, of a predecessor to the Corporation. Each elected director of Parkland serves for a term expiring at the close of the next annual meeting of Shareholders.
2. The value of Common Shares, Options, Performance RSUs, and DSUs was calculated using a share price of \$33.5938 which is the volume-weighted average trading price of the Common Shares on the TSX for the five trading days preceding December 31, 2018 (“5 Day VWAP”).



**John F. Bechtold**

**Age:** 73

**Director since:** August 10, 2006

**Residence:** Montreal, Quebec, Canada

**Independent**

**Public company directorships in the past five years:** Parex Resources Inc.

**Key skills and expertise:** Public Company Governance; Long-term Planning and Strategy; General Management of a Company; Growth Management and Business Integration; Commercial and Home Heat Business; Supply & Wholesale / Refining; Logistics and Transportation; Energy Trading / Marketing; Enterprise Risk Management; Human Resource Management & Executive Compensation.

Mr. Bechtold joined Parkland's Board of Directors in 2006, and serves on the Human Resources and Corporate Governance Committee, as well as the Supply and Business Development Advisory Committee.

Mr. Bechtold has over 40 years of experience in the North American petroleum industry, holding senior leadership positions with Petro-Canada from 1977 to 2000, and working for Gulf Oil and Gulf Canada from 1968 to 1977. Mr. Bechtold's past Board experience includes sitting on the Board of Directors for Parex Resources Inc. from 2009 to 2017, Petro-Andina Inc. from 2008 to 2009, and the British Columbia Oil and Gas Commission from 2004 to 2007. He also previously served on the International Energy Agency (IEA) Industry Advisory Board, the Canadian Energy Supplies Allocation Board, the Canadian Research Institute Board, and the Canadian Propane Association Board.

Mr. Bechtold is a graduate of Stanford University's Senior Executive Program, and holds an MSc in Petroleum Reservoir Engineering from London University (UK) and a BSc (Hons.) in Chemical Engineering from Manchester University (UK).

**Board/Committee Membership and Attendance at Meetings**

**Overall Attendance: 96 %**

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings	Human Resources and Corporate Governance Committee	Supply and Business Development Advisory Committee
7 of 7	3 of 4	10 of 11	10 of 10	4 of 4

**Securities Held**

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Retainer
2017	53,089	Nil	Nil	29,091	82,180	2,199,367	18.33x
2018	53,089	Nil	Nil	32,664	85,753	2,880,766	24.01x <sup>(1)</sup>



**Lisa Colnett**

**Age:** 61

**Director since:** May 8, 2014

**Residence:** Toronto, Ontario, Canada

**Independent**

**Public company directorships in the past five years:**

Detour Gold Corporation; Parex Resources Inc.

**Key skills and expertise:** Public Company Governance; Long-term Planning and Strategy; General Management of a Company; Growth Management and Business Integration; Enterprise Risk Management; Human Resource Management & Executive Compensation; IT and Business Processes Re-engineering; International Expansion.

Ms. Colnett joined Parkland's Board of Directors in 2014, and is Chair of the Human Resources and Corporate Governance Committee.

Ms. Colnett has held a series of senior executive roles for companies with global operations, including as Senior Vice President, Human Resources and Corporate Services, for Kinross Gold Corporation from 2008 to 2013. Prior to that, Ms. Colnett was a founding executive of Celestica, one of the world's leading providers of electronics manufacturing services, serving as Senior Vice President, Human Resources, Senior Vice President and Chief Information Officer, and President of the Memory Division from 1996 to 2008. Ms. Colnett is a Director of Parex Resources, where she is Chair of the Human Resources and Compensation Committee, and a member of the HS&E and Reserves Committee. Ms. Colnett sat on the Board of Directors for Detour Gold Corporation from 2014 to 2018. Ms. Colnett also volunteers on the Development Committee for the Women's College Hospital Foundation.

Ms. Colnett received certification with the Institute of Corporate Directors in 2013, and holds a Bachelor of Business Administration from Ivey Business School at the University of Western Ontario.

**Board/Committee Membership and Attendance at Meetings**

**Overall Attendance: 100 %**

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings	Human Resources and Corporate Governance Committee
7 of 7	4 of 4	11 of 11	10 of 10

**Securities Held**

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Retainer
2017	Nil	Nil	Nil	13,254	13,254	354,714	2.63x
2018	1,200	Nil	Nil	16,232	17,432	585,597	4.88x <sup>(2)</sup>



## Robert Espey

**Age:** 53

**Director since:** May 12, 2011

**Residence:** Calgary, Alberta, Canada

**Not Independent** <sup>(3)</sup>

### Public company directorships in the past five years:

The Western Investment Company of Canada Limited

**Key skills and expertise:** Long-term Planning and Strategy; General Management of a Company; Growth Management and Business Integration; Petroleum Retail / Convenience Store / Dealer; Marketing and Branding; Commercial and Home Heat Business; Supply & Wholesale / Refining; Mergers & Acquisitions / Strategic Alliances; IT and Business Processes Re-engineering.

Mr. Espey was appointed President and Chief Executive Officer in 2011 and has successfully led the evolution of Parkland from a regional independent into an international marketer of fuel, petroleum and convenience products. In his role, Mr. Espey delivers on Parkland's strategic plan while maintaining a strong focus on teamwork, growth, business integration and shareholder value.

Mr. Espey has overseen a number of transformative acquisitions, including of Chevron Canada's downstream fuel business, the Ultramar business from CST brands, the expansion of Parkland into the U.S., and in 2018 the addition of the Sol which expands Parkland's operations into the Caribbean region. Under his leadership, Parkland's annual fuel volumes have grown from less than 3 billion to more than 21 billion litres.

Previously, Mr. Espey served as Chief Operating Officer from 2010 to 2011, and Vice President, Retail Markets from 2008 to 2010. Prior to joining Parkland, Mr. Espey held a variety of senior management roles across a diverse group of industry sectors, both internationally and domestically, including as President and Chief Executive Officer of FisherCast Global Corporation.<sup>(4)</sup> Mr. Espey also worked as a consultant based in the United Kingdom, where he worked with many large multinationals across a variety of industries including downstream marketing, media, consumer goods, and manufacturing. Mr. Espey also has experience in the Canadian Navy where he spent four years as a commissioned officer.

Mr. Espey is the Vice-Chair of the Board of Directors for the Canadian Fuels Association and also sits on the Board of Directors for the Society of Independent Gasoline Marketers of America (SIGMA).

Mr. Espey holds a Bachelor of Engineering (Mechanical) from Royal Military College and a Masters in Business Administration from the University of Western Ontario.

### Board/Committee Membership and Attendance at Meetings

Overall Attendance: 100 %

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings
7 of 7	4 of 4	11 of 11

### Securities Held

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Base Salary
2017	150,355	1,183,741	54,872	Nil	205,227	5,492,449	10.98x
2018	355,806	997,341	72,711	Nil	428,517	14,395,514	16.94x <sup>(1)</sup>



### Tim Hogarth

**Age:** 59

**Director since:** June 25, 2015

**Residence:** Toronto, Ontario, Canada

**Independent**

**Public company directorships in the past five years:** QYOU Media Inc.

**Key skills and expertise:** Public Company Governance; Long-term Planning and Strategy; General Management of a Company; Growth Management and Business Integration; Petroleum Retail / Convenience Store / Dealer; Marketing and Branding; Commercial and Home Heat Business; Enterprise Risk Management; Human Resource Management & Executive Compensation.

Mr. Hogarth joined Parkland's Board of Directors in 2015, and currently serves on the Supply and Business Development Committee.

Mr. Hogarth has over 30 years of leadership experience in the petroleum industry. He is currently President and Chief Executive Officer of The Pioneer Group Inc., an investment holding company. Prior to that role, Mr. Hogarth served as Chairman and Chief Executive Officer of Pioneer Energy, until it was acquired by Parkland in 2015. Under Mr. Hogarth's leadership, Pioneer became Canada's largest private independent fuel marketer and a platinum member of Canada's 50 Best Managed Companies. Mr. Hogarth serves on the Board of QYOU Media Inc., and the Audit Committee. Mr. Hogarth is Chair of the Burlington Foundation, a member of the Board of Canada Company, a charity advocating for our Canadian Forces troops at home and abroad, and the MerryGoRound Children's Foundation. He is also on the Council of Advisors of the CDA Institute. Mr. Hogarth has served as Honorary Lieutenant-Colonel and Colonel of the Royal Hamilton Light Infantry.

Mr. Hogarth holds a Bachelor of Business Administration from Bishop's University and has completed the Program for Management Development at the Harvard Business School. Mr. Hogarth is a recipient of the Queen's Diamond Jubilee Medal from the Department of National Defence for his contributions to the Canadian Armed Forces and Canada.

#### Board/Committee Membership and Attendance at Meetings

Overall Attendance: 100 %

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings	Supply and Business Development Advisory Committee	Human Resources and Corporate Governance Committee
7 of 7	4 of 4	11 of 11	4 of 4	4 of 4

#### Securities Held

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Retainer
2017	Nil <sup>(5)</sup>	Nil	Nil	9,012	9,012	241,186	2.01x
2018	0	Nil	Nil	11,831	11,831	397,451	3.31x <sup>(5)</sup>

Mr. Hogarth stepped down from the HR&CG Committee during the year and is no longer a member. Attendance figures reflect his attendance at HR&CG Committee meetings held in 2018 during the period of time he was still a member.





**Jim Pantelidis**

**Age:** 73

**Director since:** September 7, 1999

**Residence:** Toronto, Ontario, Canada

**Independent**

**Public company directorships in the past five years:** EnerCare Inc.; Industrial Alliance Insurance and Financial Services Inc.; Intertape Polymer Group Inc.; RONA Inc.; Equinox Minerals Limited

**Key skills and expertise:** Public Company Governance; Long-term Planning and Strategy; Growth Management and Business Integration; Petroleum Retail / Convenience Store / Dealer; Marketing and Branding; Commercial and Home Heat Business; Mergers & Acquisitions / Strategic Alliances; Enterprise Risk Management; Human Resource Management & Executive Compensation; Treasury and Financing / Investment Banking; IT and Business Processes Re-engineering; International Expansion.

Mr. Pantelidis joined Parkland's Board of Directors in 1999, and is currently Chairman of the Board. He is also Chair of the Supply and Business Development Advisory Committee.

Mr. Pantelidis has over 50 years of leadership experience, including over 30 years of experience in the petroleum industry. Over a 30-year period Mr. Pantelidis served as President of the Resources Divisions and President of the Products Divisions at Petro-Canada, which was preceded by his work with Gulf Oil. Mr. Pantelidis also served as Chairman and Chief Executive Officer of the Bata Shoe Organization. Mr. Pantelidis previously served as Chairman of EnerCare Inc. and currently serves as Chairman of the Board of Intertape Polymer Group.

Mr. Pantelidis holds a Bachelor of Science degree and a Master of Business Administration degree, both from McGill University.

**Board/Committee Membership and Attendance at Meetings**

**Overall Attendance: 100 %**

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings	Supply & Business Development Advisory Committee	Audit Committee
7 of 7	4 of 4	11 of 11	4 of 4	4 of 4

**Securities Held**

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Retainer
2017	290,730	Nil	Nil	82,676	373,406	9,993,390	39.97x
2018	299,577	Nil	Nil	90,743	390,320	13,112,320	52.45x

Mr. Pantelidis stepped down from the Audit Committee during the year and is no longer a member. Attendance figures reflect his attendance at Audit Committee meetings held in 2018 during the period of time he was still a member.



## Domenic Pilla

**Age:** 60

**Director since:** January 5, 2015

**Residence:** Toronto, Ontario, Canada

### Independent

**Public company directorships in the past five years:** Loblaw Companies Limited; Shoppers Drug Mart Corporation; Domtar Corporation

**Key skills and expertise:** Public Company Governance; Long-term Planning and Strategy; General Management of a Company; Growth Management and Business Integration; Petroleum Retail / Convenience Store / Dealer; Marketing and Branding; Commercial and Home Heat Business; Supply & Wholesale / Refining; Logistics and Transportation; Mergers & Acquisitions / Strategic Alliances; Enterprise Risk Management; Human Resource Management & Executive Compensation; Accounting / Audit / Risk & Controls.

Mr. Pilla joined Parkland's Board of Directors in 2015, and currently serves on the Audit Committee and the Supply and Business Development Advisory Committee.

Mr. Pilla has over 30 years of leadership experience in the health care and retail sectors. Mr. Pilla is the Chief Executive Officer of McKesson Canada, and previously served as Executive Vice President and Chief Operating Officer before being appointed President in 2017. From 2011 to 2014, Mr. Pilla was Chief Executive Officer of Shoppers Drug Mart, and prior to that he was President of Canadian Operations of RNG Group Inc. Additionally, he had an 18-year tenure with Petro-Canada. Mr. Pilla is a Governor of the Marie-Clarac Hospital Foundation, and a member of l'Ordre des ingénieurs du Québec. Mr. Pilla previously sat on the Board of Directors of Shoppers Drug Mart Corporation and Domtar Corporation.

Mr. Pilla holds a Bachelor of Engineering in Chemical Engineering from McGill University.

### Board/Committee Membership and Attendance at Meetings

Overall Attendance: 95 %

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings	Audit Committee	Supply and Business Development Advisory Committee
7 of 7	3 of 4	10 of 11	4 of 4	4 of 4

### Securities Held

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Retainer
2017	5,491	Nil	Nil	14,491	19,982	534,774	4.46x
2018	5,491	Nil	Nil	20,116	25,607	860,227	7.17x <sup>(1)</sup>



## Steven Richardson

**Age:** 59

**Director since:** August 2, 2017

**Residence:** Toronto, Ontario, Canada

**Independent**

**Public company directorships in the past five years:** RONA Inc., SupremeX Inc.

**Key skills and expertise:** Public Company Governance; Long-term Planning and Strategy; General Management of a Company; Growth Management and Business Integration; Mergers & Acquisitions / Strategic Alliances; Enterprise Risk Management; Human Resource Management & Executive Compensation; Treasury and Financing / Investment Banking; Accounting / Audit / Risk & Controls; IT and Business Processes Re-engineering.

Mr. Richardson joined Parkland's Board of Directors in 2017, and currently serves on the Audit Committee and the Human Resources and Corporate Governance Committee.

Mr. Richardson has over 30 years of experience in the financial and retail sectors. From 2003 to 2009, Mr. Richardson held senior executive roles at Hudson's Bay Company, including serving as Chief Financial Officer from 2006 to 2009. Prior to that, Mr. Richardson held senior executive positions with financial services companies, including as Chief Financial Officer at Wells Fargo Financial Canada, Executive Vice President and Chief Financial Officer at Associates Financial Services of Canada, and Chief Financial Officer at Beneficial Canada. Mr. Richardson began his career at Imperial Oil Limited, with various positions in the corporate finance and controller's departments. Mr. Richardson sits on the Board, sits on the Pension Investment Committee, and Chairs the Audit Committee of SupremeX Inc., and has previously sat on the Board of Directors for both RONA and easyhome Ltd. Mr. Richardson was a previous member of the Board of Directors of Sterling Shoes Inc.<sup>(6)</sup>

Mr. Richardson is certified by the Institute of Corporate Directors (ICD.D. 2010) and holds CPA and CMA designations. Mr. Richardson holds a Bachelor of Arts in Economics and Commerce (Hons.) from the University of Toronto, and completed the senior executive leadership program at Columbia University.

### Board/Committee Membership and Attendance at Meetings

**Overall Attendance: 100%**

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings	Audit Committee	Human Resources and Corporate Governance Committee
7 of 7	4 of 4	11 of 11	4 of 4	6 of 6

### Securities Held

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Retainer
2017	Nil <sup>(6)</sup>	Nil	Nil	2,184	Nil	58,450	0.49
2018	1,500	Nil	Nil	4,746	6,246	209,822	1.75x <sup>(7)</sup>

Mr. Richardson joined the HR&CG Committee during the year. Attendance figures reflect his attendance at HR&CG Committee meetings held in 2018 during the period of time he was a member.



**David A. Spencer**

**Age:** 61

**Director since:** April 30, 2002

**Residence:** Calgary, Alberta, Canada

**Not Independent**<sup>(8)</sup>

**Public company directorships in the past five years:** None

**Key skills and expertise:** Public Company Governance; Mergers & Acquisitions / Strategic Alliances; Legal; Treasury and Financing / Investment Banking.

Mr. Spencer joined Parkland's Board of Directors in 2002, and currently serves on the Supply and Business Development Committee.

Mr. Spencer has nearly 40 years of experience practicing law. He is a Partner with Bennett Jones LLP in Calgary. Mr. Spencer's business law practice includes mergers and acquisitions, corporate finance and corporate governance.

Mr. Spencer holds a Bachelor of Laws degree from the University of Western Ontario.

**Board/Committee Membership and Attendance at Meetings**

**Overall Attendance: 100 %**

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings	Supply & Business Development Advisory Committee
7 of 7	4 of 4	11 of 11	4 of 4

**Securities Held**

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Retainer
2017	14,042	Nil	Nil	29,091	43,133	1,154,360	9.62x
2018	14,042	Nil	Nil	32,664	46,706	1,569,029	13.08x <sup>(1)</sup>



## Deborah Stein

**Age:** 58

**Director since:** May 13, 2016

**Residence:** Calgary, Alberta, Canada

### Independent

**Public company directorships in the past five years:** NuVista Energy Ltd.; Trican Well Services Ltd.

**Key skills and expertise:** Public Company Governance; Long-term Planning and Strategy; General Management of a Company; Growth Management and Business Integration; Energy Trading and Marketing; Mergers & Acquisitions / Strategic Alliances; Enterprise Risk Management; Human Resource Management & Executive Compensation; Treasury and Financing / Investment Banking; Accounting / Audit / Risk & Controls; IT and Business Processes Re-engineering; International Expansion.

Ms. Stein joined Parkland's Board of Directors in 2016, and is Chair of the Audit Committee and sits on the Human Resources and Corporate Governance Committee.

Ms. Stein has held a number of senior finance leadership roles, including as Senior Vice President Finance and Chief Financial Officer of AltaGas Ltd. from 2008 to 2015, and Chief Financial Officer and Corporate Secretary of AltaGas Utilities Group Inc. from 2005 to 2006. Ms. Stein has also held senior leadership roles at Wendy's Restaurants of Canada, Paramount Canada's Wonderland, and TransCanada Corporation. Ms. Stein currently sits on the Board of NuVista Energy Ltd. and Trican Well Services Ltd. She has previously served as Chairperson of FEI Canada, and on the Board of the Calgary Zoo.

Ms. Stein received certification with the Institute of Corporate Directors, and is a Fellow of Chartered Professional Accountants (FCPA, FCA). Ms. Stein holds a Bachelor of Arts degree in Economics (Hons.) from York University.

### Board/Committee Membership and Attendance at Meetings

Overall Attendance: 100%

Regular Board Meetings	Special Board Meetings	Total of all Board Meetings	Audit Committee	Human Resources and Corporate Governance Committee
7 of 7	4 of 4	11 of 11	4 of 4	10 of 10

### Securities Held

Year	Common Shares	Options	Performance RSUs	DSUs	Total Securities excluding Options	Total Value of Securities (\$)	Total as a Multiple of Annual Retainer
2017	4,495	Nil	Nil	6,088	10,583	283,231	2.10x
2018	4,495	Nil	Nil	8,797	13,292	446,531	3.72x <sup>(9)</sup>

Notes to Nominees For Election:

- (1) Directors are required to directly or indirectly own Common Shares, Performance RSUs or DSUs of Parkland equal to or greater than five times their annual retainer within five years of the date of their appointment. Common Share values set out above do not include DRIP. Mr. Bechtold, Mr. Espey, Mr. Pantelidis, Mr. Pilla and Mr. Spencer each meet the security ownership guidelines of more than five times annual retainer.
- (2) Ms. Colnett was appointed to the board of directors of Parkland on May 8, 2014 and is therefore required to comply with the share ownership guidelines by May 8, 2019. As of February 21, 2019, Ms. Colnett meets the share ownership requirement based on the closing stock price of \$37.65 (vs. the 5-day VWAP price of \$33.5938 as at December 31, 2018).
- (3) Mr. Espey is the President and Chief Executive Officer of Parkland and is therefore not an independent director.
- (4) Mr. Espey was an officer of FisherCast Global Corporation ("FisherCast") when it filed for protection in 2008 under the Companies' Creditors Arrangement Act (Canada) ("CCAA") and became President and Chief Executive Officer during the period of protection. While under such protection, the assets of FisherCast were sold and the proceeds of such sale were distributed. Mr. Espey resigned as President and Chief Executive Office of FisherCast shortly thereafter. FisherCast became bankrupt in 2010.
- (5) Mr. Hogarth was appointed to the board of directors of Parkland on June 25, 2015 and is therefore required to comply with the share ownership guidelines by June 25, 2020.
- (6) Mr. Richardson was a member of the board of directors of Sterling Shoes Inc. ("Sterling") from June 2010 to January 2013. Pursuant to orders of the Supreme Court of British Columbia, including an initial order dated October 21, 2011, Sterling Shoes Inc. and each of its subsidiaries obtained creditor protection under the CCAA. On November 28, 2014, the British Columbia Securities Commission ("BCSC") granted an order authorizing, among other things, a final distribution to the creditors of Sterling Shoes GP Inc. and Sterling Shoes Limited Partnership holding individual claims in excess of \$4,600; such distribution is still ongoing. Furthermore, on September 9, 2013, the BCSC issued a cease trade order relating to any trading in securities of Sterling as a result of Sterling not having filed its (i) annual audited financial statements, annual management's discussion and analysis and certification of annual filings for the years ended December 31, 2011 and December 31, 2012 and (ii) interim unaudited financial statements, interim management's discussion and analysis and certification of interim filings for the interim periods ended March 31, 2012, June 30, 2012, September 30, 2012, March 31, 2013, June 30, 2013 and September 30, 2014, by the required deadlines. Related cease trade orders were also issued by securities regulatory authorities in Alberta on December 9, 2013, Ontario on September 16, 2013 (replaced by a permanent cease trade order as of September 27, 2013) and Quebec on September 12, 2013 (replaced by a permanent cease trade order as of September 27, 2013). The cease trade orders remain in effect.
- (7) Mr. Richardson was appointed to the board of directors of Parkland on August 2, 2017 and is therefore required to comply with the share ownership guidelines by August 2, 2022.
- (8) Mr. Spencer is a partner in the legal firm of Bennett Jones LLP, which provides legal services to the Corporation and its affiliates and is therefore not an independent director. In 2018 Parkland paid Bennett Jones LLP in aggregate approximately \$2,100,000 in fees for legal services provided to Parkland and its affiliates; such fees were paid at market rates and in the ordinary course of business. Mr. Spencer's award of DSUs are assigned to Bennett Jones LLP.
- (9) Ms. Stein was appointed to the board of directors of Parkland on May 13, 2016 and is therefore required to comply with the share ownership guidelines by May 13, 2021.



## BOARD MATTERS

### The Board is Effective, Experienced & Well-Suited to Parkland's Strategy

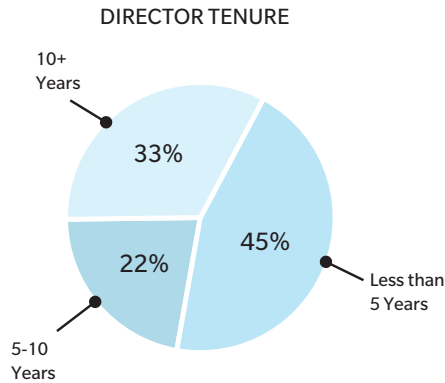
The Parkland Board is comprised of strong, experienced business leaders who create value for shareholders through a deep understanding of all aspects of Parkland's business. This understanding and experience facilitates the Board's effective oversight of Parkland's strategy and guides Parkland in the achievement of its strategic objectives. The Board also takes an active role in the oversight of Parkland's enterprise risk management, working with management to identify risks inherent to Parkland's business and operations and ensure appropriate strategies are in place to manage and mitigate such risks.

The Board is currently comprised of nine directors, all of whom are proposed to be elected at the meeting. The Board is led by its independent Chairman, and each of the key Audit and HR&CG Committees are comprised of independent Board members. The Board meets in camera, without the CEO present, at each of its meetings.

### Board Tenure

Parkland benefits from a wide range of tenure in respect of its Board members, balancing solid institutional and company knowledge with new skills and perspectives. There is significant value in this balance. Effective oversight and decision-making are enhanced by both the fresh ideas and diverse viewpoints of new directors and the insight, experience and continuity contributed by longer-serving directors. As of December 31, 2018, Parkland's average Board tenure is 8.2 years.

In order to ensure adequate Board member renewal, recruitment and retirement planning, Parkland's governance principles provide that directors will not generally stand for re-election after reaching the age of seventy-five years. The Board does not believe that term limits for directors are appropriate, nor does it believe that directors should expect to be re-nominated annually until they reach the normal retirement age. Parkland has not found any need to adopt a formal policy limiting the number of interlocking directorships<sup>1</sup> as none of the Board members serve together on the Board of another public company. While interlocks have occurred in the past, the number of interlocking directorships has been nominal.



### Board Renewal

Board renewal is a vital part of Parkland's long-term success. The Board continually assesses its skills and seeks to identify potential successor Board members based on Parkland's strategic requirements and objectives. The Board also recognizes the importance of identifying potential successor Board members with a range of experience, skills and diverse points of view. As described in more detail below, diversity is a key factor in Parkland's approach to identifying potential Board members. When the Board recruits for new members it takes special care to ensure that the shortlist of candidates includes individuals with diverse backgrounds, ethnicity, age, business experience and other diverse attributes.

The HR&CG Committee, comprised entirely of independent directors, leads the initiative to recruit new Board members and is responsible for maintaining a Board succession plan that is responsive to the priorities set out above. The HR&CG Committee

<sup>1</sup> An "interlock" occurs when two or more Board members are also board members of another public company.

discusses Board succession on an annual basis. In addition to the criteria set out above, when considering the nomination of new members to the Board, the HR&CG Committee considers whether the candidate would be able to devote substantial time and resources to his or her duties as a Board member, and considers the nominee's character, integrity, judgment, independence, financial and business acumen and record of achievement. The Board has also developed a skills matrix in order to identify its strengths as well as areas where it requires additional skills or expertise. The Board annually reviews this skills matrix along with the depth of skills and experience of its members.

### Board Skills Matrix

Experience and/or Skills	John Bechtold	Lisa Colnett	Bob Espey	Tim Hogarth	Jim Pantelidis	Dominic Pilla	Steve Richardson	David Spencer	Deborah Stein
Public Company Governance	✓	✓		✓	✓	✓	✓	✓	✓
Long-term Planning & Strategy	✓	✓	✓	✓	✓	✓	✓		✓
General Management of a Company	✓	✓	✓	✓		✓	✓		✓
Growth Management & Business Integration	✓	✓	✓	✓	✓	✓	✓		✓
Petroleum Retail / Convenience Store / Dealer			✓	✓	✓	✓			
Marketing & Branding			✓	✓	✓	✓			
Commercial & Home Heat Business	✓		✓	✓	✓	✓			
Supply & Wholesale / Refining	✓		✓			✓			
Logistics & Transportation	✓					✓			
Energy Trading / Marketing	✓								✓
Mergers & Acquisitions / Strategic Alliances			✓		✓	✓	✓	✓	✓
Enterprise Risk Management	✓	✓		✓	✓	✓	✓		✓
HR Management & Executive Compensation	✓	✓		✓	✓	✓	✓		✓
Legal								✓	
Treasury & Financing / Investment Banking					✓		✓	✓	✓
Accounting / Audit / Risk & Controls						✓	✓		✓
IT & Business Processes Re-Engineering		✓	✓		✓		✓		✓
International Expansion		✓			✓				✓

### Board Performance and Professional Development

To ensure the Board is effective, aligned with best practices and meeting performance objectives, the Board conducts bi-annual formal performance reviews on the Board, the Chair and Committee Chairs. This process is conducted by self-assessment and focuses on Board role and governance, performance and risk monitoring, Board operations and meetings and the overall performance of the Board and Committee Chairs. The process was completed in Q3 2017 and the results were reviewed by the entire Board and appropriate actions were undertaken. The next performance review process will occur in Q3 2019.

Ongoing education and professional development for directors is vitally important and directors are encouraged to attend seminars, conferences and other continuing education programs to help ensure currency on issues relevant to Parkland. The Board and management routinely arrange for consultants and service providers to present at Board meetings to develop the Board's knowledge and understanding of Parkland's expanding business, key risks and opportunities.

In 2018 the Board received dedicated briefings on the management and operation of fuel refineries, and spent time together onsite at the Parkland Burnaby Refinery. This additional education was undertaken in the context of Parkland's increased refining activity, both at Burnaby and in the context of the Sol transaction. The Board also participated in an education session related to the future of the transportation fuel market, a key competitive factor for Parkland.

### Oversight of Strategy and Risk Management

As noted above, the Board provides active and effective oversight of the development of Parkland's strategy and management's progress in achieving its strategic goals. The Board conducted its annual multi-day strategy session with Parkland's management in Q3 2018.

To enable the Board's oversight of Parkland's enterprise risk management, Parkland conducts an annual, companywide process to identify, assess and report on the significant risks to Parkland's business, including risks related to Health, Safety and Environment, and the strategies in place to mitigate such risks. The Audit Committee and the Board continually review the enterprise risk management program to ensure proper systems are in place to assess, mitigate and manage Parkland's enterprise risks. The Board conducted a meeting dedicated to enterprise risk management in Q4 2018.

### **Succession Planning and Talent Management**

Executive succession planning and talent management are central to Parkland's long-term growth and sustainability. The Board ensures the continuity of the executive team by appointing a CEO and overseeing succession planning. The HR&CG Committee is specifically mandated to assist the Board by ensuring that appropriate executive succession planning and talent management processes are in place.

The HR&CG Committee conducts an annual review of current succession plans and any associated talent gaps or risks. The HR&CG Committee also meets in-camera, without the CEO, to discuss potential CEO successors. In addition to long-term succession planning, the HR&CG Committee also reviews emergency succession plans to ensure continuity of business operations as a result of any unplanned events (death, illness, leaves of absence, etc.). The HR&CG Committee reviews the development plans of all the current executives (including the CEO) to ensure the long-term sustainability of the leadership team to drive performance and Parkland's strategy. The HR&CG Committee also reviews any significant changes to the organization's structure and any impact on executive roles.

In 2018, Parkland successfully recruited two talented Executives to take on the roles of Senior Vice President, Supply, Trading and Refining, and Senior Vice President, People & Culture. In addition, we also promoted two of our key talents into significant leadership roles, including President, Parkland International and Vice President, Senior General Counsel and Corporate Secretary. Further, Parkland expanded the roles of two key Executives to reflect our growing organization and in alignment with our business strategy: Senior Vice President, Strategy & Corporate Development and Senior Vice President, Strategic Marketing & Innovation.

### **Enhancing Parkland's Commitment to Diversity**

Parkland is committed to diversity at both the Board and executive levels, and to fostering a performance-based culture in which individuals of all genders, ethnicities, cultures and backgrounds are able to thrive. In its nomination process, the HR&CG Committee includes diversity of gender, geographical representation, education, experience, ethnicity, age and disability as a consideration in seeking an ideal mix of skills and knowledge at the Board level. In addition, the Board believes that having individuals in executive positions from diverse backgrounds promotes better innovation and performance and supports effective decision-making.

**The Board will enhance the focus on diversity going forward by committing to having 30% of Board seats, and 30% of executive roles, be occupied by women.**

As noted above, diversity is a factor in Parkland's approach to identifying potential Board members, and Parkland has benefited over a number years from the involvement of experienced women as directors. The company's executive team also includes a number of talented women. The Board will enhance the focus on diversity going forward by committing to having 30% of Board seats, and 30% of executive roles, be occupied by women. This ambition will be among the principles which guide Parkland's recruitment approach as it seeks to develop and maintain a governance structure and management team to support the company's long-term growth objectives.

As part of this commitment, Parkland has launched an internal initiative aimed at promoting diversity and inclusion as a business imperative. Parkland will develop a strategy and three-year roadmap with the aim of ensuring the company's policies, practices and processes serve to embed the benefits of diversity and inclusion within the organization. A central aspect of this strategy is the accountability and commitment of the company's senior-most leaders. During the first year the

roadmap includes the creation of a formal diversity and inclusion policy, the review of key HR related processes (including recruitment and selection practices), the design of diversity and inclusion training programs, conducting a compensation equity assessment, and developing a Diversity and Inclusion Council.

## Compensation of Directors

Consistent with Parkland's broader compensation philosophy, compensation for directors is intended to support the effective oversight of Parkland's long-term business strategy and align director compensation with the experience of our shareholders. Non-management directors are compensated for services rendered to the Corporation in their capacities as directors through short-term compensation and a long-term incentive plan.

2018 director compensation was unchanged from 2017, and is described in detail in the Components of Director Compensation for 2018 chart found on page 30 below. The Board's policy is to provide short-term compensation (retainers and meetings fees) for its directors similar to that of Canadian public companies of comparable asset size, and the Board annually benchmarks its total compensation against such comparators (based on an annual review of Director's Compensation published by Korn Ferry and a Mercer competitive assessment conducted on average every two years). In addition to retainers and meeting fees, Directors are entitled to reimbursement for reasonable travel and other expenses (including fees for travel days for out-of-province directors) incurred while attending meetings of the Board or any committee.

## Share Ownership Guidelines

Parkland's share ownership guidelines ensure alignment between directors and long-term shareholder interests. Directors are required to hold shares with a value equal to five times his or her annual retainer within five years of appointment to the Board<sup>2</sup>. If a director does not meet his or her share ownership requirement, then he or she must hold all common shares acquired through any exercise of qualifying security awarded to the director until the share ownership requirement is met. As at the date of this Information Circular and Proxy Statement, all Parkland directors with five or more years tenure exceed their individual share ownership guidelines.

## DSU Plan

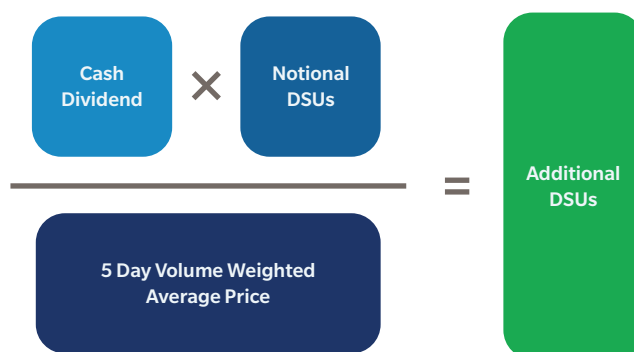
In 2011 Parkland established a deferred share unit plan (the "DSU Plan") for non-executive members of the Board as a long-term incentive plan. The Board has the ability under the DSU Plan to grant DSUs to individual directors in respect of the services an individual renders to Parkland as a director. The Board will consider the Corporation's compensation policies prior to approving any such grants<sup>3</sup>. Under the DSU Plan, each director who is not in compliance with Parkland's share ownership guidelines will be credited DSUs in satisfaction of 50% of his or her retainer and, at the election of the director, up to 100% of the remaining portion of the retainer and other fees for serving as a director of Parkland (collectively, the "DSU Retainer").

All DSUs granted to a director in respect of the DSU Retainer for a calendar year are credited to a notional account in quarterly installments at an award market value equal to the volume-weighted average trading price of the Common Shares on the TSX for the five trading days preceding the date on which such DSUs are credited. Additional DSUs, if any, are credited on the same basis on the date of grant. A director's DSU account will also be credited with dividend equivalents in the form of additional DSUs as of each dividend payment date on the basis of the amount obtained by multiplying the amount of the cash

<sup>2</sup> For purposes of the share ownership guidelines, ownership includes shares owned directly or indirectly by a director as well as any DSUs held by the director.

<sup>3</sup> Such policies are disclosed annually by Parkland to Shareholders.

dividend declared and paid per Common Share by the number of DSUs recorded in the director's notional DSU account on the dividend payment date divided by 5-Day VWAP.



Dividend equivalent amounts accumulate under the DSU Plan as if the DSU participated in the dividend reinvestment plan (“DRIP”) of the Corporation. As long as the DRIP is in effect, a director’s DSU account is credited with dividend equivalents in the form of additional DSUs as of each dividend payment date. The dividend equivalent amount is calculated by multiplying the amount of the cash dividend declared and paid per Common Share by the number of DSUs recorded in the director’s notional DSU account on the dividend payment date divided by 95% of the volume weighted average trading price of the Common Shares on the TSX for the five trading days preceding the dividend payment date.

A director cannot redeem DSUs for cash until he or she ceases to be a member of the Board. The director must redeem his or her DSUs prior to December 15 of the calendar year commencing immediately after the calendar year in which the director ceases to be a member of the Board. DSUs will be redeemed for cash with the redemption value of each DSU equal to the volume weighted average trading price of the Common Shares on the TSX for the five trading days preceding the redemption date, less withholdings. The Director may also elect to acquire, through a broker designated by the director who is independent from Parkland on behalf of the director, the number of whole Common Shares that is equal to the number of whole DSUs in the director’s notional account less withholdings on the redemption date. Fractional amounts will be settled with a cash payment calculated on the basis described above had the DSUs been settled in cash.

## 2018 Compensation of Directors

Details regarding the compensation of directors during the financial year ended December 31, 2018, including long-term incentive plan awards and vesting of awards granted in prior years, are set out below.

### Director Compensation

Name	Fees Earned (\$)	Share-Based Awards (\$) <sup>(1)</sup>	All Other Compensation (\$) <sup>(2)</sup>	2018 Total Compensation (\$)
John Bechtold	93,000	74,978	36,317	204,295
Lisa Colnett	106,000	74,978	17,460	198,438
Tim Hogarth	83,500	74,978	12,411	170,889
Jim Pantelidis	153,500	149,988	101,797	405,285
Domenic Pilla <sup>(3)</sup>	0	151,013	20,835	171,848
Steven Richardson	87,000	74,978	4,280	166,258
David Spencer <sup>(4)</sup>	74,500	74,978	36,317	185,795
Deborah Stein	111,000	74,978	8,929	194,907
Total	<b>708,500</b>	<b>750,869</b>	<b>238,345</b>	<b>1,697,714</b>

\* Mr. Espey is not entitled to any compensation for his duties as a member of the Board. Compensation paid to Mr. Espey is included in the Compensation Discussion and Analysis section of this Information Circular.

- (1) Share Based Awards consist of DSUs granted in 2018 under the terms of the DSU Plan, and DSUs taken in lieu of fees. On May 4, 2018, an award of 4,867 DSUs was made to Mr. Pantelidis and an award of 2,433 DSUs was made to all other non-employee directors. Mr. Pilla elected to take DSUs in lieu of fees as described in more detail in note (3) below. Additional DSUs were granted during the year in respect of dividend equivalent payments for the DSUs on account, which are included under the All Other Compensation category in the table. Under the terms of the DSU Plan, DSUs vest immediately upon grant but may not be redeemed until the participant ceases to be a Director.
- (2) All Other Compensation consists of additional DSUs that were granted during the year in respect of dividend equivalent payments for the DSUs on account. The additional DSUs were valued as at the grant date (the time that dividends are paid by the Corporation).
- (3) Under the terms of the DSU Plan, Mr. Pilla elected to receive his fees earned in the form of DSUs. In 2018, Mr. Pilla was granted 2,216 DSUs in lieu of such fees.
- (4) Mr. Spencer's fees are paid to Bennett Jones LLP.

## Components of Director Compensation

Board of Directors Annual Retainer Fees (\$)	
Annual Retainer – Member	45,000
Annual Retainer – Chair	100,000
Annual Equity Retainer – Member (payable in DSUs)	75,000
Annual Equity Retainer – Chair (payable in DSUs)	150,000
Committee Chair Annual Retainer Fees (\$)	
Audit Committee	15,000
Human Resources and Corporate Governance Committee	15,000
Supply and Business Development Advisory Committee	N/A <sup>(1)</sup>
Meeting Fees (\$)	
Board Meeting Fee – Member	1,500
Board Meeting Fee – Chair	2,500
Ad-Hoc Board Meeting Fee (Attended by Phone) – Member	1,000
Ad-Hoc Board Meeting Fee (Attended by Phone) – Chair	1,500
Committee Meeting Fee – Member	1,500
Committee Meeting Fee – Chair	2,500

- (1) The Chair of the Board of Directors provides the services of Chair of the Supply and Business Development Committee for no additional fee.

## Outstanding Share-Based Awards and Option-Based Awards

Name	Option-Based Awards				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)(3)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market value of share based awards that have not vested <sup>(1)</sup> (\$)	Market or payout value of vested share-based awards not paid out or distributed <sup>(2)(3)</sup> (\$)
John Bechtold	–	–	–	–	–	–	1,097,305
Lisa Colnett	–	–	–	–	–	–	545,285
Tim Hogarth	–	–	–	–	–	–	397,451
Jim Pantelidis	–	–	–	–	–	–	3,048,390
Domenic Pilla	–	–	–	–	–	–	675,764
Steven Richardson	–	–	–	–	–	–	159,431
David Spencer	–	–	–	–	–	–	1,097,305
Deborah Stein	–	–	–	–	–	–	295,527
Total	–	–	–	–	–	–	7,316,458

- (1) Under the terms of the DSU Plan, DSUs vest immediately upon grant but may not be redeemed until the participant ceases to be a Director. There are therefore no DSUs outstanding that have not vested.
- (2) The values of DSUs are based on the 5-day VWAP as at December 31, 2018 TSX closing price for the Common Shares of \$33.5938.
- (3) The outstanding DSUs include DSUs awarded, DSUs granted in respect of dividend equivalent payments for the DSUs on account and DSUs taken in place of fees earned.



### Incentive Plan Awards – Value Vested or Earned During 2018

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
John Bechtold	–	111,295	–
Lisa Colnett	–	92,438	–
Tim Hogarth	–	87,389	–
Jim Pantelidis	–	251,785	–
Domenic Pilla	–	171,848	–
Steven Richardson	–	79,258	–
David Spencer	–	111,295 <sup>(2)</sup>	–
Deborah Stein	–	83,907	–
<b>Total</b>	<b>–</b>	<b>989,214</b>	<b>–</b>

\* Mr. Espey is not entitled to any compensation for his duties as a member of the Board. Compensation paid to Mr. Espey is included in the Compensation Discussion and Analysis section of this Information Circular.

- (1) The DSUs vested throughout the year on grant. On May 4, 2018, an award of 4,867 DSUs was made to Mr. Pantelidis and an award of 2,433 DSUs was made to all other non-employee directors when the market value of the underlying Common Shares was \$30.8173. Additional DSUs were granted during the year in respect of dividend equivalent payments for the DSUs on account, and in respect of DSUs taken in place of fees earned.
- (2) Mr. Spencer's awards of DSUs have been assigned to Bennett Jones LLP.

## LETTER TO SHAREHOLDERS REGARDING EXECUTIVE COMPENSATION

Dear fellow shareholders:

The purpose of this letter is to provide an overview of the Board's approach to executive compensation – both generally, and for the past year. We believe strongly in pay-for-performance, and with 74% of our CEO's, and 65% of our other executives', compensation at-risk and directly correlated to the achievement of performance objectives, it is our compensation philosophy's core principle.

Our compensation program is designed to support the execution of Parkland's long-term business plan, and align management's compensation with the experience of our shareholders. Our compensation outcomes and decisions in 2018 reflect this philosophy, and the strong performance of the company and executive team throughout the year.

While more than 93% of our shareholders supported our say-on-pay vote in 2017, we paid close attention to the feedback we received. In this year's Compensation Discussion and Analysis (CD&A) we have made a concerted effort to more clearly outline the connection between performance and pay. We hope you find this helpful, and welcome your feedback.

### How We Evaluate Performance

At a corporate level, Parkland performed exceedingly well against its strategy in 2018, with significant progress on the priorities of growing organically, realizing a supply advantage, and acquiring and integrating prudently. The result was Adjusted EBITDA of \$887 million – well ahead of our strong performance in 2017 – and a strengthened competitive position which will offer expanded long-term opportunities for growth. This is the type of returns-based performance that we believe will enhance long-term value for shareholders, and which our Committee strives to incentivize and reward. Overall company

Our compensation program is designed to support the execution of Parkland's long-term business plan and align management's compensation with the experience of our shareholders.

performance is at the heart of our compensation decision-making, and we further connect pay to performance by directly linking a significant portion of our executive team's compensation to total shareholder returns over time.

We also evaluate individual executives' performance against scorecards which track to Parkland's business strategy. The majority of annual pay is tied to performance against a corporate scorecard which measures key performance indicators for the company as a whole. Each executive is also measured against an individual scorecard unique to their specific role. Given the breadth of Parkland's business these scorecards differ per executive, but all are evaluated against measures which support our overall focus on enhancing shareholder value. For the CEO, 15% of his annual incentive target is based on his individual scorecard; for the other named executives, individual scorecards account for, on average, 15% of their annual incentive target. Core elements of this year's individual scorecards are:

- Budgeted earnings, which reflect the performance of the overall business.
- Organic growth, demonstrating the company's ability to optimize and enhance our assets.
- Integration of acquired businesses and the realization of synergies – a pillar of our business strategy.
- Leadership, and our executives' performance in embodying a high-performance culture which enables our team to succeed.
- Safety, reflecting our core Parkland value of protecting our workforce, customers and the environment.

The scorecard is discussed further on page 49 below.

### Recognizing Strong Executive Performance

In 2018 all named executives exceeded most of their scorecard targets, driven largely by excellent company and business unit EBITDA performance, as well as the realized synergies from the Ultramar and Chevron acquisitions. This excellent performance translated into their 2018 bonus payout.

The Board has also applied its business judgment to ensure we are serving the best long-term interests of the company and its shareholders by retaining and adequately rewarding our key personnel, particularly our Chief Executive Officer Bob Espey. Bob has successfully led the significant transformation of Parkland into a leading international fuel marketer, growing annualized fuel volumes by more than 15 billion litres since 2011. Parkland has expanded east and west in Canada, adding well-established brands and a strategically important refinery, and also grown its presence in the United States. This growth has enabled the company to develop a meaningful supply advantage. The result is a stronger and more valuable company better positioned for sustained growth.

In recognition of the evolution of the company, and the team's exceptional performance in leading its responsible growth, in 2018 Mr. Espey's base salary was increased, and he and other key executives were awarded one-time long-term grants, in addition to their annual long-term incentive payments. With these decisions the Board has used its discretion to ensure that compensation reflects the reality of Parkland today, and the scale of the value-creation opportunities ahead of it. Parkland's growth has also increased the demands on management, and the team has performed well in leading a larger and more complex organization. These compensation decisions recognize performance to-date, and support our core interest in attracting and retaining top talent.

Bob has successfully led the significant transformation of Parkland into a leading international fuel marketer

Taken together, compensation outcomes in 2018 fully reflect our pay for performance philosophy, and our interest in sustained efforts towards long-term shareholder value enhancement. Total Direct Compensation in 2018 continues to be consistent with our target of the 50<sup>th</sup> percentile of our peer group.

### Succession Planning and Talent Management

The HR&CG Committee is mandated to assist the Board by ensuring that appropriate executive succession planning and talent management processes are in place.

Every year the HR&CG Committee conducts a thorough review of the current succession plan and any associated talent risks. In 2018, we were able to successfully attract and recruit executives to join Parkland, and also to promote a number of key talents from within the organization into important executive roles.

The HR&CG Committee believes executive development and succession planning is of high importance to the company's long-term growth and sustainability.

### Our Commitment to Best Practice

The HR&CG Committee continually reviews its practices and makes changes where required to ensure they align with Parkland's ongoing development and the interests of our shareholders. Reflecting Parkland's evolution, for 2018 we have adjusted the peer group we use to help assess the competitiveness of our compensation program. The Committee will continue to monitor the competitive environment and the evolution of the business to ensure Parkland's peer group, compensation governance, and program design reflect best practice.

## What is in the CD&A

What follows is a discussion of:

- Our compensation philosophy – the principles that inform our approach to compensation, and how we aim to align pay with performance against our strategy, and with the shareholder experience.
- Compensation design and governance – the elements of our compensation program, and how we make decisions regarding pay.
- Compensation decisions – how our executives performed against Parkland’s strategic priorities, our scorecard and their individual objectives, and their resulting 2018 compensation.

Parkland benefits from a strong, experienced and motivated executive leadership team. We believe that our compensation program, and the decisions we have made this year, fairly reflect Parkland’s – and our executive team’s – excellent performance, as well as our shareholders’ interests. We welcome our shareholders’ feedback through our say on pay voting process.

Sincerely,

*“Lisa Colnett”*

Lisa Colnett

Chair

Human Resources & Corporate Governance Committee

## Compensation Discussion & Analysis

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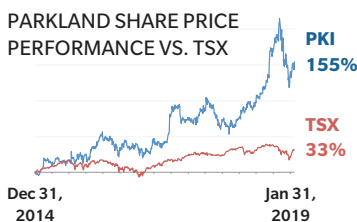
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## Compensation Design Objectives

Parkland's compensation philosophy is to target overall compensation to the market median, while continually monitoring the compensation program's design to ensure it is aligned with the evolving business. Our program's objectives are illustrated below.

### FOCUSED ON OUR STRATEGY

- Payouts directly linked to enterprise-wide KPIs
- Incentives track to individual business unit execution
- Considers overall business leadership competencies



### TRACKING SHAREHOLDER EXPERIENCE:

- Directly link compensation framework and outcomes to delivery on the long-term business plan
- Significant compensation tied to the creation of shareholder value as measured by shareholder returns
- Long-term incentives that are fully performance-based



### MARKET BASED

#### COMPENSATION PACKAGES:

- Target overall compensation to the market median
- Continually monitor the program to ensure it is aligned with the evolving business

### BALANCED APPROACH:

- Regular risk assessments by HR&CG Committee
- Balance pay elements between fixed and performance-based pay, and short- and long-term incentives
- Annual incentives based on multiple performance measures that align with the execution of Parkland's strategy

## Elements of our Compensation Plan

Our program is calibrated to ensure it motivates appropriate decision-making and mitigates risks. We target the 50<sup>th</sup> percentile of the Compensation Peer Group for our Total Direct Compensation.

### Base Pay

Set on an individual basis to recognize the responsibilities of the role, and the experience of the individual. Base pay also factors in the performance of both the individual and the relevant business unit. Paid in cash.

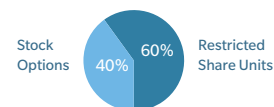
### Annual Incentive

Annual Incentive payouts reflect performance relative to objectives set each year as outlined in scorecards for both the individual and their business unit, and the company as a whole. The annual incentive is designed to focus executives on fundamental business drivers. Payouts can range from 0% to a maximum of 200% of base salary. Annual incentives are paid in cash.

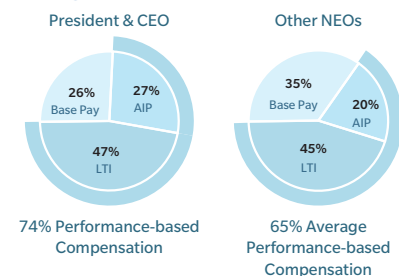
### Long-term Incentive (LTI)

The largest portion of the compensation package, and fully performance based. Aligns executives with the experience of shareholders by deferring compensation over time and rewarding the pursuit of long-term strategic objectives. Fully-share based and vest over time.

#### LTI Award Percentage of Target Value



#### Target Total Direct Compensation



## Our Strategy

Parkland creates value for shareholders by focusing on its proven strategy of growing organically, realizing a strong supply advantage, acquiring prudently and integrating successfully. At the core of our strategy are our people as well as our values of safety, integrity, community and respect, which are embraced across our organization.

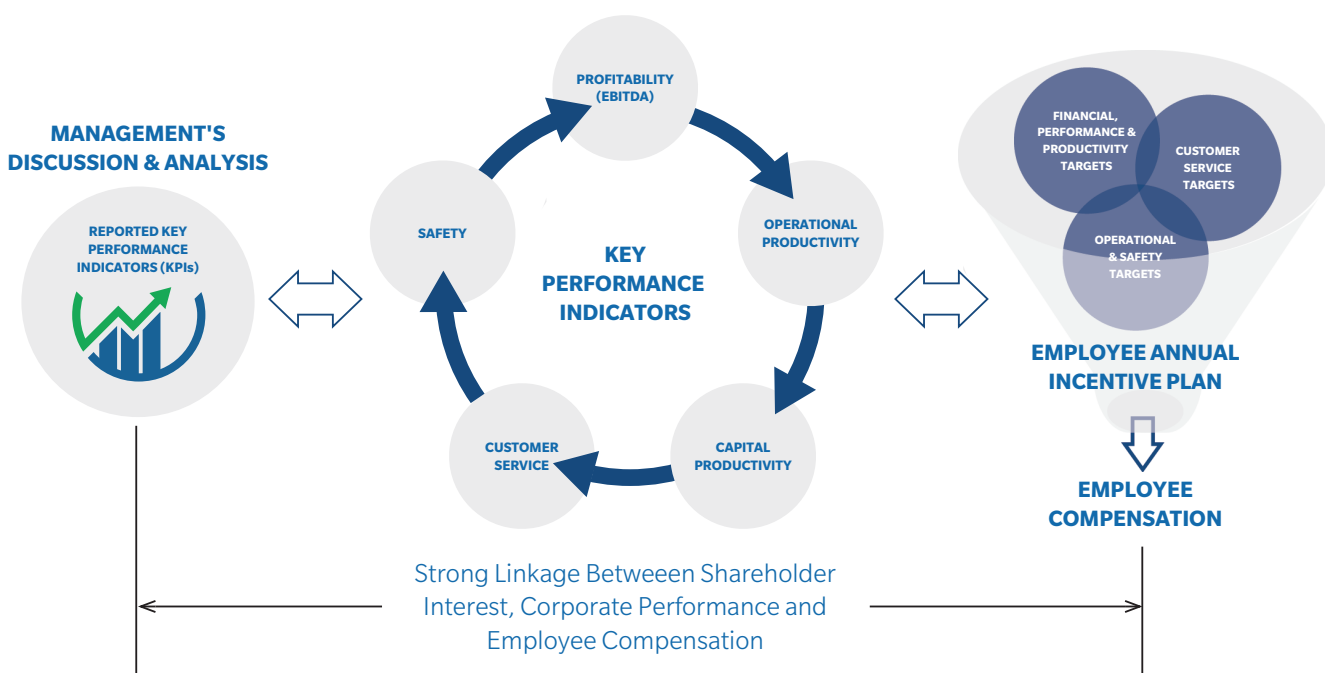


## 2018 Performance

Business Unit	2018 Highlights	Assessment
<b>RETAIL</b>	<ul style="list-style-type: none"> <li>Continued rollout of the On The Run / Marché Express Brand</li> <li>Piloted our Journie Rewards loyalty program</li> <li>Launched private label 59th Street Food Company.</li> </ul>	Industry leading same store sales growth with an expanded brand position
<b>COMMERCIAL</b>	<ul style="list-style-type: none"> <li>Increased full-year Adjusted EBITDA from \$70 million to \$93 million</li> <li>Gained propane market share</li> <li>Ongoing optimization of commercial brand portfolio in various eastern geographies, including improved operating ratio and successfully rebranding to Ultramar</li> </ul>	Positioned to leverage our Canadian footprint and scale
<b>SUPPLY</b>	<ul style="list-style-type: none"> <li>Increased full-year Adjusted EBITDA from \$160 million to \$561 million</li> <li>Exceptional results driven by profitable supply sourcing initiatives, improved supply economics, execution of Parkland's supply advantage strategy, and strong refining crack spreads.</li> </ul>	Demonstrating the ability to create an industry leading supply position
<b>PARKLAND USA</b>	<ul style="list-style-type: none"> <li>Increased retail fuel volumes from 138 million litres to 173 million litres</li> <li>Increased wholesale fuel volumes from 805 million litres to 889 million litres</li> <li>Improved TTM operating ratio from 74.8 to 70.8</li> </ul>	Doubled our US business through acquisitions and organic growth
<b>CORPORATE</b>	<ul style="list-style-type: none"> <li>Record Adjusted EBITDA of \$887 million, more than double the prior year, driven by full year contributions of the CST Brands Inc. (Ultramar) and Chevron Canada R &amp; M (Chevron) acquisitions, and exceptional results from the supply business segment.</li> </ul>	Solid financial position supports future strategic growth

## Performance Driven Culture

Culture incents adherence to Parkland's values, and achievement of key performance objectives



## Parkland's Compensation Philosophy

Parkland's compensation philosophy is to link compensation to our business strategy and ambition, align with shareholder interests and drive a high performance culture.



### 1. Align to execution of business plans and objectives

An important part of our philosophy is to align our compensation program and outcomes with the execution of Parkland's strategy and continually link the business plans and objectives to our compensation program. Our business objectives are designed to align to the most important business priorities in the short and long term. In order to drive effectiveness over time, we conduct look-back analyses to evaluate the compensation program design and ensure it generates the desired outcomes in line with these objectives.



## 2. Pay for performance

Pay for performance is at the core of Parkland's executive compensation programs. We establish a high performance culture through emphasizing pay at risk for our Executives, while setting stretch, but achievable, goals, and then by holding our individuals and teams accountable for results and rewarding accordingly. The majority of our executive compensation is linked to financial and operational key performance indicators that align to our strategy and to share performance. Annual incentive awards are linked to the achievement of our annual business plan objectives. Long-term incentive awards directly correlate to the creation of shareholder value. In 2018, 74% of the Chief Executive Officer's, and on average 65% of other named executives', target total direct compensation (TDC) was based on the performance of the individual executive or Parkland as a whole.

## 3. Align with shareholder interests

A significant portion of executive compensation is tied to the creation of shareholder value as measured by shareholder returns and by successful execution of our strategy. We believe our team's successful execution of our strategy will enhance value for shareholders. The Board, HR&CG Committee and management understand the need to ensure executive compensation reflects the interests of Shareholders, and as such, we also ensure our executives have a stake in long term shareholder value creation by establishing share ownership guidelines. Furthermore, 60% of executives' long-term incentive compensation is based on relative Total Shareholder Return (TSR) performance against Parkland's TSR Peer Group.

## 4. Attract and retain key talent

Our strategy relies on people: attracting and retaining top talent. Our compensation program is based on establishing an appropriate peer group, conducting independent competitive analysis and targeting the 50<sup>th</sup> percentile of market based compensation. We compete for executive talent and therefore we seek to ensure that we are competitive against our peer companies. The Board employs a peer group as a benchmark for determining executive compensation, and continually reviews this group to ensure it is reflective of Parkland's business and to ensure Parkland is competitive.

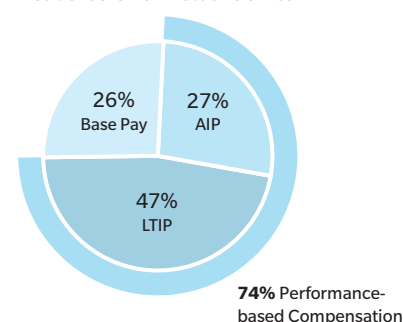
## 5. Ensure oversight and manage risk

Parkland structures its executive compensation program consistent with good governance practices. We establish sound compensation designs and governance processes that work to mitigate risk and include mechanisms and processes to effectively discourage inappropriate or excessive risk-taking.

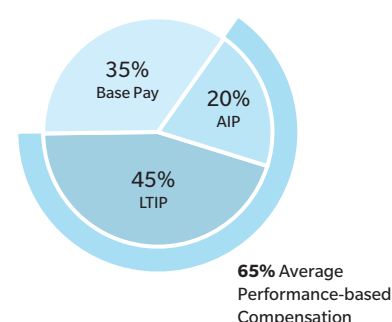
This philosophy guides the HR&CG Committee in considering and recommending to the Board of Directors the specific design and outcomes of the compensation program for the executives of Parkland.

### TARGET TOTAL COMPENSATION

#### President & Chief Executive Officer



#### Other NEOs



## Parkland's Compensation Program

### Overview

Each of the components of the executive compensation program serves a distinct purpose. When considered as a whole, the components offer a balanced approach to rewards that aligns with our compensation philosophy and objectives. Salary, benefits and perquisites provide secure fixed compensation necessary to attract and retain executive talent. The combination of annual incentives and long-term incentives is designed to motivate and reward successful execution of the business strategy. The annual incentives motivate and reward the achievement of the current portion of the strategy, while the long-term incentives motivate and reward creation of shareholder value through execution of the long-term strategy. Parkland views the combination of the fixed and performance-based components as providing executives with a competitive compensation package that mitigates risks and balances short- and long-term performance in a manner that supports long-term shareholder value creation.

	Component	Objective	Considerations	
Cash	<b>BASE PAY</b>			Fixed
	<ul style="list-style-type: none"> <li>Fixed compensation paid in cash</li> <li>Reviewed annually</li> </ul>	<ul style="list-style-type: none"> <li>Required to attract and retain talent</li> <li>Set to reflect market value and individual performance and experience</li> </ul>	<ul style="list-style-type: none"> <li>Knowledge, skills and responsibilities of role</li> <li>Market competitiveness</li> <li>Internal equity and performance</li> </ul>	
Equity	<b>ANNUAL INCENTIVE PLAN (AIP)</b>			Performance-Based Compensation
	<ul style="list-style-type: none"> <li>Variable compensation paid in cash</li> </ul>	<ul style="list-style-type: none"> <li>Rewards successful execution of annual goals related to the business strategy</li> </ul>	<ul style="list-style-type: none"> <li>Maximum upside opportunity of two times the target incentive</li> </ul>	
	<b>LONG TERM INCENTIVE PLAN (LTIP)</b>			
	<b>Stock Options (40%)</b> <ul style="list-style-type: none"> <li>Overlapping Stock Options awards</li> <li>Vest 1/3 per year on anniversaries of grant</li> </ul>	<ul style="list-style-type: none"> <li>Align executives with creation of shareholder value for as long as eight years</li> </ul>	<ul style="list-style-type: none"> <li>Ensure experience is aligned with that of shareholders</li> </ul>	
	<b>Performance RSUs (60%)</b> <ul style="list-style-type: none"> <li>Settled in common shares</li> <li>Three-year cliff vesting based on performance</li> </ul>	<ul style="list-style-type: none"> <li>Overlapping awards align executives with creation of shareholder value over successive three-year periods</li> <li>Supports executive retention</li> </ul>	<ul style="list-style-type: none"> <li>Performance multiplier has a maximum of two times the initial grant</li> </ul>	
	<b>GROUP BENEFITS AND SAVINGS PLANS</b>			
	<b>Employee Share Purchase Plan, Group Benefits Plan.</b>	<ul style="list-style-type: none"> <li>Provide executives the opportunity to invest in the company, build strong sense of 'owner' mentality, and to support the overall well being of our executives</li> </ul>	<ul style="list-style-type: none"> <li>The program offerings are the same between executives and other employees.</li> </ul>	

Parkland's compensation program, and the decisions made by the Board in 2018, are aimed at ensuring executive compensation reflects the interests of our shareholders. Parkland's executive compensation program is balanced between base pay, annual incentives and long-term incentives and a significant portion of executive compensation is at-risk and varies with performance. We believe the mix of short-, mid- and long-term incentives in our total direct compensation (TDC) is well aligned with long-term value creation.

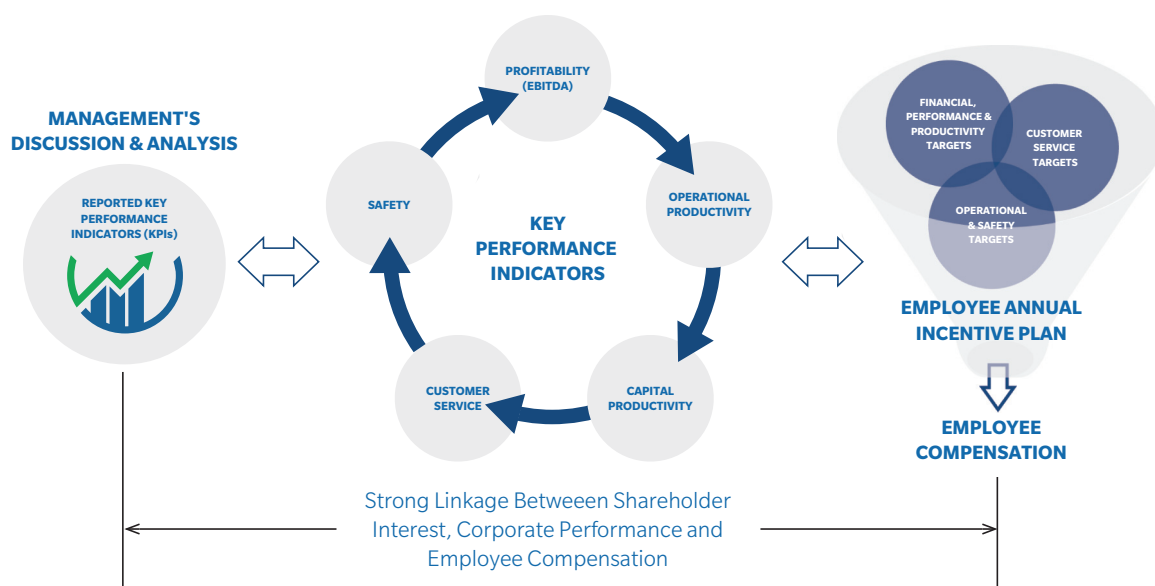
### Base Pay

Base Pay recognizes the responsibilities of the role with considerations for the knowledge, skills and capabilities of the individual, in addition to market conditions, internal equity and the ability to attract and retain the right talent. This fixed compensation element is set on an individual basis and factors in individual performance. The individual's performance assessment is based on results against key performance indicators linked to the business plan and specific objectives determined at the beginning of the year.

## Annual Incentive Plan

Each executive, including NEOs, has a target annual incentive opportunity expressed as a percentage of salary. The size of the target is determined in alignment with competitive market practices.

The annual incentive plan is designed to reward delivery of individual, business unit and enterprise performance. Annual incentive payouts are determined by performance relative to the business objectives outlined in scorecards for both the individual and the company as a whole. Metrics and goals are set at the beginning of the year based on the strategy and annual business plan and are designed to focus executives on fundamental business drivers. Executives share enterprise level goals but also have individual goals that reflect responsibilities for their specific segment of the business. The individual goals include specific business unit measures like, for example, supply utilization and organic growth, as well as enterprise-wide measures like safety performance and leadership behaviours, all of which underpin the performance of Parkland as a whole. The scorecards are discussed below.



Attainment relative to each goal – whether threshold, target or maximum – is assessed, and a score is determined. Weights for each performance goal are applied to determine the overall level of attainment. Annual Incentives are calculated as follows:

$$\text{Base Pay} \times \text{Target Incentive} \times \text{Level of Attainment} = \text{Annual Incentive Award}$$

The pay-for-performance philosophy allows for awards above the target incentive for superior performance but also for awards less than the target incentive where performance falls below the target level of performance. The range of performance-based payouts are:

Level of Attainment	% of Annual Target Incentive (% of base pay)
Maximum	200
Target	100
Threshold (and below)	0

## Long-Term Incentive

Long-term Incentives are critical to the compensation mix. They form the largest portion of the compensation package and are fully performance based and align executives with our shareholders. Parkland has two Long-term Incentive vehicles: Stock Options and Performance RSUs (formerly called Restricted Share Units).

	Performance Restricted Share Units (P-RSU)	Stock Options
Term	Three years	Eight years
Description	Share units with a value that tracks common shares and a performance condition that acquire the vesting level (between 0% and 200% of grant) - settled in common shares	Options to acquire common shares
Frequency	Granted annually	Granted annually
Performance Condition	Total Shareholder Return (TSR) performance relative to peers	Value is only realized when the common share price exceeds the grant price
Vesting	After a three year performance period. Vesting level is subject to performance condition achievement and Board approval	1 / 3 vest each year at the grant anniversary based on the share price at the time of grant
Payout	Paid out in common shares following the end of the three year performance period based on units held, vesting level and market value of a common share	On exercise, acquire common shares at the price determined at the time of grant

The Board may exercise discretion in extraordinary circumstances, at the recommendation of the HR&CG Committee, to ensure our compensation outcomes are in line with our compensation philosophy. This may result in an increase or decrease in compensation, depending on the circumstances.

Role	Long-term Incentive Target (% of base pay)	Long-term Incentive Mix (%)	
		Performance RSUs	Stock Options
President and Chief Executive Officer	175	60	40
Other NEOs	125-130	60	40

## Stock Options

Stock Options are granted each year and each grant vests one-third per year over three years. Executives have up to eight years to exercise the options. Options allow the executive to participate in share appreciation in a similar manner to shareholders.

The Black-Scholes Option Pricing model is used to convert the dollar value of the grant into the number of Stock Options granted. The number of Performance RSUs granted is based on the market value of a share (five-day volume weighted average) at the time of the award.

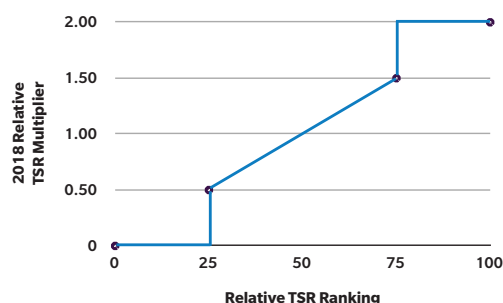
## Performance Restricted Share Units

Performance RSUs are notional shares that mature on completion of a performance period. The number of Performance RSUs that are earned is determined by Parkland's Total Shareholder Return (TSR) compared to a TSR Peer Group. Parkland does not have direct competitors with a similar mix of business. Consequently, Parkland calibrates relative TSR against a broad cross section of companies. Our TSR Peer Group is comprised of all companies in the TSX Composite Index, save for Energy, Materials and Financial companies. In 2019 the Board will work with an independent advisor to review the peer group, and/or the TSR performance measure, to ensure the program continues to align with Parkland's changing business portfolio.

In May 2018, Performance RSUs were granted to executives. The grants vest at the end of a 3-year performance period subject to a performance multiplier in May 2021. Performance RSUs can be settled in cash or in shares issued from treasury.

Parkland applies a Performance RSU multiplier which determines the number of Performance RSUs that vest on conclusion of the performance period. For 2018 the calculation of this multiplier was updated to a 'linear curve' to better align with common market practice and more closely align to the shareholder experience. The multiplier is now calibrated as follows:

Parkland's Relative TSR Ranking (percentile)	2015 – 2017 Relative TSR Multiplier (%)	2018 Relative TSR Multiplier (%)
76 <sup>th</sup> – 100 <sup>th</sup>	200	200
51 <sup>st</sup> – 75 <sup>th</sup>	125	50 - 150 (linear curve)
26 <sup>th</sup> – 50 <sup>th</sup>	50	
0 – 25 <sup>th</sup>	0	0



For detailed disclosure pertaining to the terms and conditions of the Option Plan, see Schedule F “Summary of Stock Option Plan”, and for detailed disclosure pertaining to the RSU Plan see Schedule E “Summary of Restricted Share Unit Plan and Additional Information on Performance Restricted Share Units”.

#### Employee Share Purchase Plan

Share ownership is a fundamental means to align executives’ interests with that of shareholders. Consistent with that objective, all Parkland executives, including NEOs, are eligible to participate in the Employee Share Purchase Plan on the same terms as other employees. Parkland will match 100% of the employee’s contribution toward the purchase of shares up to a maximum of 6% of Base Pay.

#### Group Benefits and Perquisites

Parkland provides benefits and select perquisites, as part of the total compensation package, designed to support the health and well being of our executives and their families. NEOs participate in the same medical and insurance coverage plans as other employees. Each NEO is granted an additional \$10,000, adjusted annually, Health Spending Account to support the overall well being of the executive.

## Key Compensation Decisions in 2018

During the year the HR&CG Committee reviewed its practices and program design, and along with the full Board, exercised its business judgment in making a number of decisions in support of its core interest in paying for performance, and aligning management's interests with shareholders' interests.

### Revised Group of Named Executives

Reflecting the development of Parkland's business, for 2018 the Committee adjusted the members of the executive team for whom it considers compensation. These changes also align with securities law requirements that the company disclose compensation for the CEO, CFO and the next three highest paid executive officers based on total compensation.

Robert Espey	Chief Executive Officer
Michael McMillan	Chief Financial Officer
Douglas Haugh	President, Parkland USA
Pierre Magnan	President, Parkland International
Ryan Krogmeier	Senior Vice President, Supply, Trading and Refining



#### **BOB ESPEY – President and Chief Executive Officer**

Mr. Espey was appointed President and Chief Executive Officer in 2011 and has successfully led the evolution of Parkland from a regional independent into an international marketer of fuel, petroleum and convenience products. In his role, Mr. Espey delivers on Parkland's strategic plan while maintaining a strong focus on teamwork, growth, business integration and shareholder value.

Mr. Espey has overseen a number of transformative acquisitions, including of Chevron Canada's downstream fuel business, the Ultramar business from CST brands, the expansion of Parkland into the U.S., and in 2018 the addition of Sol which expands Parkland's operations into the Caribbean region. Under his leadership, Parkland's annual fuel volumes have grown from less than 3 billion to more than 21 billion litres following the Sol transaction.

Previously, Mr. Espey served as Chief Operating Officer from 2010 to 2011, and Vice President, Retail Markets from 2008 to 2010. Prior to joining Parkland, Mr. Espey held a variety of senior management roles across a diverse group of industry sectors, both internationally and domestically, including as President and Chief Executive Officer of FisherCast Global Corporation. Mr. Espey also worked as a consultant based in the United Kingdom, where he consulted to and worked with many large multinationals across a variety of industries including downstream marketing, media, consumer goods, and manufacturing. Mr. Espey also has experience in the Canadian Navy where he spent four years as a commissioned officer.



#### **MIKE McMILLAN – Senior Vice President and Chief Financial Officer**

Mr. McMillan was appointed Senior Vice President and CFO in 2019 and has been CFO since 2015, with overall responsibility for Parkland's financial and IT management. In this role, he applies broad based corporate experience from across Parkland's operations, including in both finance and mergers and acquisitions.

Previously, Mr. McMillan served as Vice President and Treasurer, and also served as Retail Controller, as well as in roles in Retail Corporate Development and Retail East Operations. Prior to his time at Parkland, Mr. McMillan was Vice President of Professional Services of ThinkNet Inc., and held Controller roles at Nygaard International and Buhler Industries. Mr. McMillan started his career at Nortel Networks.

**DOUG HAUGH – President, Parkland USA**

Mr. Haugh was appointed President, Parkland USA in November 2017. In this role, Mr. Haugh leads and is responsible for the financial, operations, and sales activities of Parkland’s business units in the United States. In addition to leading the existing business activities, he also leads mergers and acquisitions in the country as Parkland executes its strategy to expand its U.S. business.

Previously, Mr. Haugh held a number of senior management roles at other oil and gas companies, including President and Chief Strategy Officer for Mansfield Energy Corp. from 2016 to 2017, and President of Mansfield Oil Company from 2007 to 2016. Mr. Haugh began his career at Exxon, and has also held senior management positions at H&W Petroleum and FuelQuest Inc.

**PIERRE MAGNAN – President, Parkland International**

Mr. Magnan was appointed President, Parkland International in 2018 and oversees the Sol businesses based from Grand Cayman.

Previously, Mr. Magnan served in a number of senior management roles at Parkland, including Interim Vice President, Supply, Trading & Refining and Vice President, Corporate Development from December 2017 to October 2018. He first joined the company as Vice President, General Counsel and Corporate Secretary from July 2015 to December 2017. Prior to joining Parkland, Mr. Magnan was a Principal at Pierre P.G. Magnan Professional Corporation, which was preceded by work in law firms as a Calgary-based Partner at Gowling WLG LLP and Osler, Hoskin & Harcourt LLP and an Associate at Sullivan & Cromwell LLP in New York.

**RYAN KROGMEIER – Senior Vice President, Supply, Trading and Refining**

Mr. Krogmeier was appointed Senior Vice President, Supply, Trading and Refining in 2018, overseeing Parkland’s supply, trading and refining strategy and capabilities.

Prior to joining Parkland, Mr. Krogmeier served in various supply and trading roles across the sector, including Vice President, Crude Oil and Supply and Trading for Chevron. Prior to that, Mr. Krogmeier oversaw global products supply and trading at Chevron, one of the largest businesses in the downstream portfolio. He brings world class commercial downstream experience across many aspects of the downstream value chain, including product supply and trading, marketing, crude oil supply, and joint venture management.

**Adjusted TSR Calculation for Performance RSU**

To better-align our Performance RSU (RSU) vesting calculation with common industry practice, the HR&CG Committee implemented a revised relative Total Shareholder Return (TSR) calculation at the advice of an independent consultant. The new method adapts a “linear curve” payout for the TSR performance falling between the 25<sup>th</sup> and 75<sup>th</sup> percentile of the performance peer group. A linear curve recognizes incremental performance between threshold and maximum performance levels and is intended to incentivize sustained incremental progress on corporate objectives. It also reduces the risk of management taking action adverse to the long-term shareholder success to achieve any incremental step. Vesting of Performance RSU remains capped at 200% of the number of units granted.

**Updated Compensation Peer Group**

During the year, with the assistance of an independent consultant, the Board updated the Compensation Peer Group to ensure continued alignment with the growth and development of Parkland’s operations.

One of Parkland’s compensation objectives is to provide our executives with competitive market-based compensation packages to support talent attraction and retention. The Board employs a Compensation Peer Group as a benchmark for

determining executive compensation. Annually the Board works with an independent advisor and reviews this group to ensure it is reflective of Parkland's business and to ensure Parkland compensation practices remain market competitive.

Parkland's compensation levels target the 50<sup>th</sup> percentile of the Compensation Peer Group based on Total Direct Compensation. The mix of Base Pay, Annual Incentives and Long-term Incentives were carefully established to ensure the program motivates the correct behavior and mitigates risks.

With the assistance of our independent consultant, Parkland revised its Compensation Peer Group in 2018 to ensure proper alignment with Parkland's evolving operations, geography, and size/complexity.

We determine the Compensation Peer Group by examining:

- **Industry / Operations:** companies which operate in energy, logistics, transportation and retail industries.
- **Geography:** those which operate in Canada and the US, and without, or limited, international operations.
- **Size / Complexity:** similar EBITDA, assets, market capitalization, and enterprise value (~1/3x to 3x Parkland's current size).

Our Compensation Peer Group in 2018 was:

Canadian Tire Corp.	Casey's General Stores Inc.	Dollarama Inc.
Empire Co Ltd.	Enercare Inc.	Gibson Energy Inc.
Inter Pipeline Ltd.	Keyera Corp.	Metro Inc.
Mullen Group Ltd.	Murphy USA Inc.	North West Co.
PBF Energy Inc.	Suburban Propane Partners	Superior Plus Corp.
TFI International Inc.		

The Board expects to continue to revise the Compensation Peer Group as necessary to ensure continued alignment with Parkland's business.



## 2018 Executive Compensation Decisions

Total Direct Compensation received by Parkland's NEOs in 2018 is summarized in the Summary Compensation Table on page 63. The following provides details of the HR&CG Committee's decisions pertaining to each element of compensation for the NEOs.

### Base Pay

Executive Base Pay is reviewed each November for implementation in the January of the subsequent year. For 2018 some adjustments to NEO base salaries were made to reflect what Parkland has grown to become. Parkland today is a larger and more complex organization, with a broader geographic footprint, and continued ambitious growth plans. The evolution of the company has enhanced value for our shareholders and positioned the company well to continue its momentum. The changes to base pay reflect market value and our revised compensation peer group, as well as the individual performance of our executives. We continue to target base pay at the 50<sup>th</sup> percentile of our peer group.

Named Executive Officer	2017 Base Pay (\$)	2018 Base Pay (\$)
Bob Espey <sup>(1)</sup>	600,000	850,000
Mike McMillan	380,000	400,000
Doug Haugh <sup>(2)</sup>	511,575	511,575
Pierre Magnan <sup>(3)</sup>	305,000	390,000
Ryan Krogmeier <sup>(4)</sup>	n/a	560,000

- (1) Mr. Espey's base salary increased from \$600,000 to \$700,000 as of January 1, 2018 as part of the annual executive compensation review process. Mr. Espey's base salary was further increased to \$850,000 on June 1, 2018 given the company's expanded business portfolio and complexity, as well as in line with the new Compensation Peer Group.
- (2) Mr. Haugh's base salary remained as \$375,000 USD since joining Parkland in November 2017. It is CAD \$511,575 based on USD/CAD exchange rate of 1.3642 as at December 31, 2018.
- (3) Mr. Magnan's base salary increased from \$305,000 to \$335,500 as of January 1, 2018 as part of the annual executive compensation review process. Mr. Magnan's base salary was further increased to \$390,000 on July 1, 2018 in reflection of his acting in the ad interim role of SVP, Supply, Trading and Refining in addition to VP, Corporate Development since 2017. He was announced as President, Parkland International in October 2018 as the company announced the Sol business combination. Mr. Magnan was formally appointed to the role in January 2019 upon the closing of the Sol business transaction.
- (4) Mr. Krogmeier joined Parkland on October 15, 2018.

## Annual Incentive Plan Target

At Parkland, Annual Incentives are determined by performance against objectives included in both company and individual scorecards. Directly linking annual incentives to key performance indicators is an important means through which Parkland strives to instill a high performance culture.

The following presents the target opportunity for the NEOs.

	2018 Target (%)	Base Pay (\$)	Target AIP (\$)
Espey	100	850,000	850,000
McMillan	60	400,000	240,000
Haugh	50	511,575	255,788
Magnan <sup>(1)</sup>	55	390,000	214,500
Krogmeier	60	560,000	336,000

(1) Mr. Magnan's AIP Target increased from 50% to 60% on July 1, 2018 in reflection of his acting in the ad interim role SVP, Supply, Trading and Refining in addition to VP, Corporate Development since 2017.

The following presents the metrics and weightings for the 2018 Annual Incentive Plan for the NEOs.

		Weight (%)				
AIP Scorecard	Metric	Espey	McMillan	Haugh	Magnan	Krogmeier
Corporation	Parkland EBITDA	50	40	25	27.5	25
	Operate Safely TRIF	5	5	5	5	5
	Employee Engagement	5	5	5	5	5
	Integration Initiative	20	20	—	20	20
Business Unit	Supply - Utilization / OPEX	5	5	—	7.5	15
	Business Unit EBITDA / Gross Profit / Other KPIs	—	15	30	20	20
	Business Unit Capital Productivity	—	—	10	—	—
Individual	Strategic Leadership Objective	15	10	25	15	10

In addition to the corporate scorecard outlined above, the performance of each executive is measured against an individual scorecard relevant to their specific role. While unique to the role, each individual scorecard reflects Parkland's core compensation philosophy of paying for performance and aligning executive compensation with the shareholder experience. In 2018, the key

aspects of the individual executives' Annual Incentive scorecards were budgeted EBITDA, organic growth, operational and business unit leadership, and safety performance. EBITDA is recognized as a sound measure of operating profitability and, because it excludes financing costs, taxes and depreciation, it provides a clearer view of core profitability. The Annual Incentive objectives of each NEO also included other enterprise goals and goals specific to his or her area of responsibility.

For 2018 all named executives performed at levels above their scorecard targets, driven largely by the great results in the company and business unit EBITDA performance, as well as the realized synergies from the Ultramar and Chevron acquisitions.

### Long-term Incentive Awards

Long-term incentives comprise the majority of pay for our named executives. This weighting aligns with our compensation philosophy, and in particular, aligns with the shareholder experience by deferring compensation over time and rewarding the pursuit of long-term strategic objectives that contribute to sustained enhancement of shareholder value. All Long-term Incentive compensation is in the form of stock options (40% of target value) and Restricted Share Units (60% of target value) which vest over time. Such forms of compensation encourage a proprietary interest in Parkland which further aligns management with the interest of shareholders.

The following table outlines the target opportunity for each NEO:

	2018 Target	Base Pay (\$)	Target LTIP (\$)	RSU (60%)	Stock Option (40%)
Espey <sup>(1)</sup>	175%	700,000	1,225,000	735,000	490,000
McMillan	125%	400,000	500,000	300,000	200,000
Haugh <sup>(2)</sup>	125%	472,500	590,601	354,351	236,250
Magnan <sup>(3)</sup>	110%	335,500	369,033	221,415	147,618
Krogmeier	130%	560,000	728,000	436,800	291,200

- (1) Mr. Espey's base salary increased from \$700,000 to \$850,000 on June 1, 2018 given the company's expanded business portfolio and complexity, as well as in line with the new compensation peer group. \$700,000 was used to calculate Mr. Espey's annual LTIP grant in 2018.
- (2) Mr. Haugh's salary was converted to CAD (from USD 375,00) based on USD/CAD exchange rate of 1.26 in May 2018, when the long-term incentives were awarded
- (3) Mr. Magnan's base salary increased from \$335,500 to \$390,000 on July 1, 2018 in reflection of his acting in the ad interim role of SVP, Supply, Trading and Refining in addition to VP, Corporate Development since 2017. In addition, his LTIP target increased from 110% to 125%. For the 2018 annual LTIP grants issued in May 2018, \$335,500 and 110% LTIP target were used in calculating the awards.

The following table summarizes the LTIP grants each of the NEO received in 2018. In addition to the regular annual grant, Mr. Espey, Mr. McMillan and Mr. Magnan have also been awarded a one-time discretionary RSU grant in recognition of their extraordinary leadership and efforts in:

- Growing Parkland's enterprise value between 2015 and 2017, reflected in adjusted EBITDA growth from \$215M to \$418M, a 94% increase; and
- The successful completion of the two largest acquisitions to that point in the company's history ahead of schedule, with significant positive financial impact (Ultramar and Chevron).

	Stock Options Granted in 2018		Performance RSUs Granted in 2018		Total Value of Award at Grant Date (\$)
	Number	Value (\$)	Number	Value (\$)	
Espey <sup>(1)</sup>	111,972	489,996	35,098	1,081,626	1,571,622
McMillan <sup>(1)</sup>	45,703	199,999	12,869	396,588	596,587
Haugh <sup>(2)</sup>	130,109	554,194	20,842	642,294	1,196,488
Magnan <sup>(1)</sup>	33,733	147,618	11,988	369,438	517,056
Krogmeier <sup>(3)</sup>	63,167	399,997	13,454	599,970	999,967

(1) Mr. Espey, Mr. McMillan and Mr. Magnan received a one-time discretionary RSU grant in May 2018 to recognize their: a) extraordinary leadership in growing Parkland's enterprise value between 2015 and 2017 reflected in adjusted EBITDA growth from \$215M to \$418M; and b) the successful completion of the two largest acquisitions to that point in the company's history ahead of schedule, with significant positive financial impact. As such, in addition to the 2018 annual LTIP grant, Mr. Espey, Mr. McMillan and Mr. Magnan received the following RSU grants, respectively: 11,248, 3,135 and 4,803 RSUs (based on the 5-day VWAP price of \$30.8173) in May 2018.

(2) Mr. Haugh received a one-time sign-on bonus in the form of a stock option grant in April 2018 in addition to his annual 2018 grant in May 2018.

(3) Mr. Krogmeier received a one-time sign-on bonus in the form of RSUs in November 2018 in recognition of his unvested long-term incentive awards at Chevron.

As noted above, the multiplier for the Performance RSUs is determined by relative TSR. Relative TSR reflects total return to the shareholder relative to a peer group of companies over a three-year performance period. This measure is generally recognized as a way to measure shareholder value creation relative to a group of companies that represent investment alternatives. The details related to the TSR multiplier and peer group can be found on page 43.

Parkland utilized a third party advisor to calculate the relative TSR result. Based on share price performance between April 1, 2015 and March 31, 2018, Parkland's relative TSR was 66% ranked against the 2015 RSU grant peer group. This TSR performance resulted in the application of a 125% performance multiplier to the vested 2015 RSU, along with the equivalent dividend units, based on the table below:

Parkland's Relative TSR Ranking (percentile)	2015 RSU Payout Multiplier (%)
76 <sup>th</sup> – 100 <sup>th</sup>	200
51 <sup>st</sup> – 75 <sup>th</sup>	125
26 <sup>th</sup> – 50 <sup>th</sup>	50
0 – 25 <sup>th</sup>	0

## 2018 Executive Performance



### Bob Espey, President and Chief Executive Officer

As President and CEO, Mr. Espey is responsible for the overall performance of the Company, and his exceptional leadership has allowed Parkland to successfully achieve a record year in its history, including the expansion into the new Caribbean region via the Sol business combination. Mr. Espey received 175% of his target Annual Incentive Plan award based on the scorecard results and we believe such results reflect his contributions to Parkland's success in 2018.

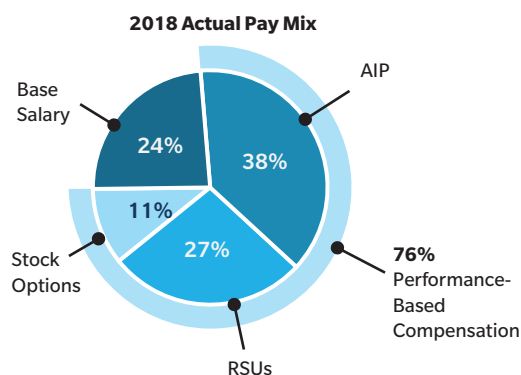
#### Highlights

- Record adjusted EBITDA of \$887 million, a 112% increase from 2017 adjusted EBITDA of \$418 million
- Fuel and petroleum product volume was 17 billion litres, up 27% year-over-year, primarily driven by incremental business from recent acquisitions
- Completed 2018 initiatives resulting in run-rate annual synergies on the acquisitions of approximately \$100 million
- Demonstrated leadership in managing a broader and more complex organization

The total direct compensation of the President and CEO remains below the 50<sup>th</sup> percentile of our new compensation peer group. Alignment with shareholders is further supported by the President and Chief Executive Officer's personal shareholdings, which total 16.94 times his annual base salary, far exceeding his mandated share ownership target.

The table below outlines Mr. Espey's 2018 target total direct compensation and the estimated realized compensation. Certain assumptions were made to the unvested 2018 annual LTIP grants.

Bob Espey	2018 target	2018 realized
Base Salary <sup>(1)</sup>	850,000	850,000
Annual Incentive (target: 100%)	850,000	1,358,681
Long-term Incentive (target: 175%)		
RSUs (60% x 175%) <sup>(2)</sup>	892,500	972,910
Stock Options (40% x 175%) <sup>(2)</sup>	595,000	377,513
<b>Total Direct Compensation</b>	<b>3,187,500</b>	<b>3,559,104</b>



(1) \$850,000 is the salary as at December 31, 2018. We use the actual earnings to calculate the 2018 annual incentive bonus. See "Summary Compensation Table" for details.

(2) To better understand the 'pay for performance' impact to the NEO's LTIP grant, we used the 5-day VWAP price as at December 31, 2018 (\$33.5938) to calculate the potential value of the 2018 RSU and Stock Option grants (grant price of \$30.8173), assuming a "1.0" target TSR performance without consideration of any dividend impact, assuming all grants vested on December 31, 2018.

Mr. Espey meets his share ownership requirements of five times his base salary (see page 60 for details).



### Mike McMillan, Chief Financial Officer

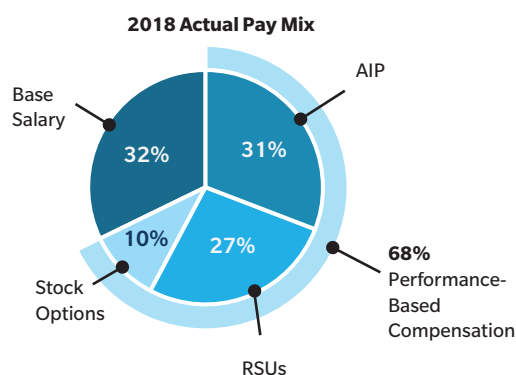
As Chief Financial Officer, Mr. McMillan is responsible for the financial performance of the Company. In 2018 Mr. McMillan led key strategic initiatives including building a risk management system, supporting integration efforts and driving synergies, and leading finance efforts to support Parkland's growth by acquisitions. Mr. McMillan received 157% of his target Annual Incentive Plan award based on the scorecard results and we believe such results reflect his contributions to Parkland's success in 2018.

### Highlights

- Stewarded Parkland's financial position such that it supports future strategic growth
- Maintained solid liquidity position of \$489 million in available cash, cash equivalents and unused credit facilities
- Supported integration efforts by successfully exiting transition service agreements
- Parkland's credit rating was upgraded by Standard & Poor's (S&P)

The table below outlines Mr. McMillan's 2018 target total direct compensation and the estimated realized compensation. Certain assumptions were made to the unvested 2018 annual LTIP grants.

Mike McMillan	2018 target	2018 realized
Base Salary <sup>(1)</sup>	400,000	400,000
Annual Incentive (target: 60%)	240,000	375,484
Long-term Incentive (target: 125%)		
RSUs (60% x 125%) <sup>(2)</sup>	300,000	327,029
Stock Options (40% x 125%) <sup>(2)</sup>	200,000	126,895
<b>Total Direct Compensation</b>	<b>1,140,000</b>	<b>1,229,408</b>



(1) \$400,000 is the salary as at December 31, 2018. We use the actual earnings to calculate the 2018 annual incentive bonus. See "Summary Compensation Table" for details.

(2) To better understand the 'pay for performance' impact to the NEO's LTIP grant, we used the 5-day VWAP price as at December 31, 2018 (\$33.5938) to calculate the potential value of the 2018 RSU and Stock Option grants (grant price of \$30.8173), assuming a "1.0" target TSR performance without consideration of any dividend impact, assuming all grants vested on December 31, 2018.

Mr. McMillan meets his share ownership requirements of one time his base salary (see page 60 for details).



### Doug Haugh, President Parkland USA

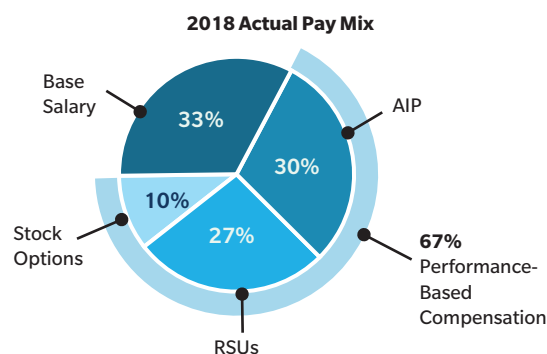
As President Parkland USA, Mr. Haugh is responsible for the growth and development of Parkland's US subsidiary. With his exceptional leadership, Parkland USA had a record year with respect to M&A activities as well as organic growth. Mr. Haugh received 181% of his target Annual Incentive Plan award based on the scorecard results and we believe such results reflect his contributions to Parkland's success in 2018.

#### Highlights

- Successfully closed and integrated three acquisitions in the last two quarters of 2018
- Full-year Parkland USA adjusted EBITDA was \$28 million, an increase of \$12 million relative to 2017
- Parkland USA retail fuel volumes increased from 138 million litres to 173 million litres; wholesale fuel volumes from 805 million litres to 889 million litres

The table below outlines Mr. Haugh's 2018 target total direct compensation and the estimated realized compensation. Certain assumptions were made to the unvested 2018 annual LTIP grants.

Doug Haugh	2018 target	2018 realized
Base Salary <sup>(1)</sup>	511,575	511,575
Annual Incentive (target: 50%)	255,788	461,754
Long-term Incentive (target: 125%)		
RSUs (60% x 125%) <sup>(2)</sup>	383,681	418,249
Stock Options (40% x 125%) <sup>(2)</sup>	255,788	162,291
<b>Total Direct Compensation</b>	<b>1,406,831</b>	<b>1,553,869</b>



(1) \$511,575 is the salary as at December 31, 2018. We use the actual earnings to calculate the 2018 annual incentive bonus. See "Summary Compensation Table" for details.

(2) To better understand the 'pay for performance' impact to the NEO's LTIP grant, we used the 5-day VWAP price as at December 31, 2018 (\$33.5938) to calculate the potential value of the 2018 RSU and Stock Option grants (grant price of \$30.8173), assuming a "1.0" target TSR performance without consideration of any dividend impact, assuming all grants vested on December 31, 2018.

Mr. Haugh meets his share ownership requirements of one time his base salary (see page 60 for details).



### Pierre Magnan, President Parkland International

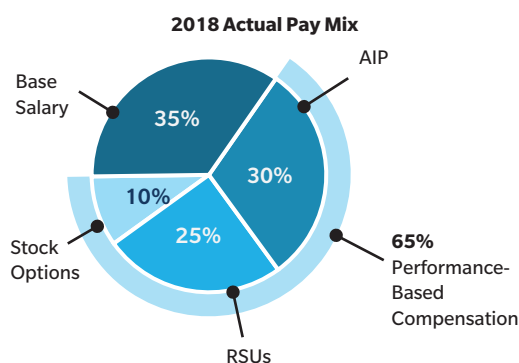
Mr. Magnan was appointed President, Parkland International in October 2018 after having led the Corporate Development and Supply, Trading and Refinery business units. Mr. Magnan has led the rebuild of the Corporate Development team, acted as the lead person related to the negotiation of the Sol business combination, and oversaw various strategic negotiations within the Supply business unit. Mr. Magnan received 170% of his target Annual Incentive Plan award based on the scorecard results and we believe such results reflect his contributions to Parkland's success in 2018.

#### Highlights

- Strong performance in a successively expanded and more complex role
- Exceptional supply performance, and execution of Parkland's supply advantage strategy
- Full year Supply segment EBITDA increased from \$160 million to \$561 million
- Successfully led the negotiation and closing of the Sol business combination
- Led supply initiatives which resulted in important annual integration synergies

The table below outlines Mr. Magnan's 2018 target total direct compensation and the estimated realized compensation. Certain assumptions were made to the unvested 2018 annual LTIP grants

Pierre Magnan	2018 target	2018 realized
Base Salary <sup>(1)</sup>	390,000	390,000
Annual Incentive (target: 55%)	214,500	338,580
Long-term Incentive (target: 110%)		
RSUs (60% x 110%) <sup>(2)</sup>	257,400	280,591
Stock Options (40% x 110%) <sup>(2)</sup>	171,600	108,876
<b>Total Direct Compensation</b>	<b>1,033,500</b>	<b>1,118,047</b>



- (1) \$390,000 is the salary as at December 31, 2018. We use the actual earnings to calculate the 2018 annual incentive bonus. See "Summary Compensation Table" for details.
- (2) To better understand the 'pay for performance' impact to the NEO's LTIP grant, we used the 5-day VWAP price as at December 31, 2018 (\$33.5938) to calculate the potential value of the 2018 RSU and Stock Option grants (grant price of \$30.8173), assuming a "1.0" target TSR performance without consideration of any dividend impact, assuming all grants vested on December 31, 2018.

Mr. Magnan meets his share ownership requirements of one time his base salary (see page 60 for details).



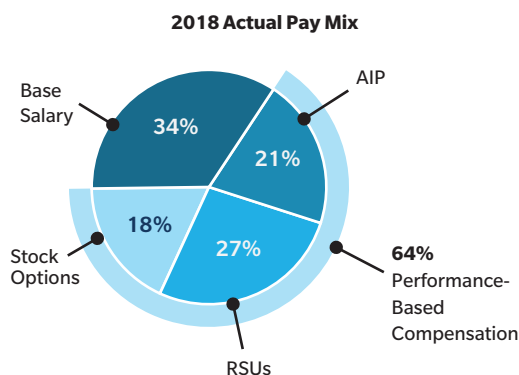


**Ryan Krogmeier, Senior Vice President, Supply Trading and Refining**

Mr. Krogmeier joined Parkland on October 15, 2018. Mr. Krogmeier leads the Supply, Trading and Refining business unit and provides deep understanding of global trading and supply as Parkland further expands into international markets. As a new recruit to Parkland, he had an immediate impact on the Supply segment's performance. Mr. Krogmeier received 155% of his target Annual Incentive Plan award based on scorecard results, largely driven by strong Corporate and Refinery EBITDA performance, and we believe such results reflect his contributions to Parkland's success in 2018.

The table below outlines Mr. Krogmeier's 2018 target total direct compensation.

Ryan Krogmeier	2018 target <sup>(2)</sup>	2018 realized
Base Salary <sup>(1)</sup>	560,000	
Annual Incentive (target: 60%)	336,000	
Long-term Incentive (target: 130%)		
RSUs (60% x 130%)	436,800	
Stock Options (40% x 130%)	291,200	
<b>Total Direct Compensation</b>	<b>1,624,000</b>	



- (1) \$560,000 is the salary as at December 31, 2018. We use the actual earnings to calculate the 2018 annual incentive bonus. See "Summary Compensation Table" for details.
- (2) Mr. Krogmeier joined Parkland on October 15, 2018 and therefore his 2018 compensation was prorated. We have used the "2018 target" to demonstrate the pay at risk of his total direct compensation

Mr. Krogmeier meets his share ownership requirements of one times his base salary given he received a starter grant in October 2018 (see page 60 for details).

## Compensation Governance

This section outlines how Parkland's Board of Directors oversees the compensation of executives, including the processes and policies which inform our decision-making. The summary table below outlines some of these practices, both what we do and do not do.

### Human Resources & Corporate Governance Committee

The HR&CG Committee reviews, reports and provides recommendations to the Board of Directors on the compensation of the Chief Executive Officer, Chief Financial Officer and other executive officers of Parkland. The HR&CG Committee also reviews and makes recommendations to the Board on succession plans for the Chief Executive Officer, the compensation policy for members of the Board, and the approval of all grants of Options, Performance RSUs and DSUs. The Board of Directors receives and considers the reports and recommendations of the HR&CG Committee and makes the final decisions on these matters. In 2018, the Board of Directors continued to administer compensation matters for directors in a manner substantially consistent with the preceding four years. However, the Board of Directors continually monitors compensation matters and introduced initiatives to further align Parkland's executive officer compensation with its compensation philosophy.

The Chief Executive Officer typically attends meetings of the HR&CG Committee to provide advice and recommendations regarding compensation of other executive officers. However, the President and Chief Executive Officer is not a member of the HR&CG Committee and, as such, is not entitled to vote on any matter brought before the HR&CG Committee. The Chief Executive Officer is not present during discussions on his own compensation, nor does he vote on any matters related to his own compensation, or matters related to executive compensation.

### HR&CG Committee Duties

The HR&CG Committee is responsible for establishing a sound compensation philosophy and framework that aligns executives with, and motivates and rewards them for, the successful execution of Parkland's business strategies. The HR&CG Committee performs its compensation-related duties by:

- ensuring effective governance of executive compensation, including, peer groups, competitive analysis, program design, the alignment of programs and metrics with strategy and mitigation of compensation risks;
- reviewing goals and objectives for the President and Chief Executive Officer, and other senior managers;
- assessing the President and Chief Executive Officer's performance and overseeing the performance assessments of other executives;
- recommending compensation adjustments and awards to the Board of Directors; and
- managing shareholders' interests related to equity compensation.

The HR&CG Committee manages this framework by means of a robust decision process culminating in recommendations to the Board of Directors, as further described below.

Please see Schedule C – Mandate of the Human Resources and Corporate Governance Committee for a detailed overview of the roles and responsibilities of the HR&CG Committee.

### HR&CG Committee Membership

Parkland recognizes the importance of appointing knowledgeable and experienced individuals to the HR&CG Committee. Collectively, the HR&CG Committee members have the skills, experience and knowledge to oversee shareholders' interests related to executive compensation and human resources matters. All Committee members are independent directors of Parkland. The Committee is comprised of Ms. Lisa Colnett (Chair), Mr. John Bechtold, Mr. Steven Richardson, and Ms. Deborah Stein.

## Disciplined Decision Process

The compensation philosophy, program and pay levels involve management, the HR&CG Committee and the Board. The HR&CG Committee reviews and provides oversight of the compensation plans and pay levels for all executives except for the Chief Executive Officer. The HR&CG reviews and recommends the compensation plans and pay level for the Chief Executive Officer to the Board of Directors.



### 1. Management

#### Recommendations

- Reviews the strategy and annual business plan
- Determines metrics and strategic imperatives to drive and motivate executive and business performance
- Reviews input and analysis from independent advisors
- Reviews peer company and market-based pay practices
- Conducts 'look back' reviews to ensure compensation programs are driving intended performance outcomes
- Makes proposals on adjustments to compensation program
- Assesses the performance of executives and makes recommendations

### 2. HR&CG Committee Review and Recommendation

- Reviews recommendation from management
- Reviews input and analysis from independent advisors
- Reviews peer company and market-based pay practices
- Reviews compensation program and metrics to ensure alignment with strategic priorities and compensation philosophy, and effective program design
- Reviews size of grants to the desired competitive position of comparable positions in the peer group for competitive total direct compensation
- Assesses CEO performance and prepares CEO compensation recommendations (in camera)
- Reviews and approves compensation for all other executives to the Board (except CEO)

### 3. Board of Directors

#### Review and Approval

- Considers recommendations by the HR&CG Committee, its independent advisors and of management
- Reviews company performance, corporate objectives and strategy and current market conditions
- Makes final decisions on CEO compensation (including all total direct compensation elements: base pay, annual incentive plan, long term incentive plans)

## Independent Advice

In carrying out its responsibilities, the HR&CG Committee engages an independent external advisor with regard to compensation design and matters related to ongoing governance on a project-by-project basis. The independent advisor provides guidance on compensation matters to ensure Parkland's programs are appropriate, market competitive, and working as designed. Mercer, first engaged by Parkland in 2011, will provide periodic advice, including, but not limited to:

- Selection and ongoing refinement of a Compensation Peer Group;
- Selection of a Total Shareholder Return Peer Group;
- Analysis of Parkland executives' competitive position in relation to the Compensation Peer Group, including quantum and pay mix;
- Selection of metrics for both the Annual Incentive Plan and potential supplemental metrics for the RSU Plan;
- The design of the Annual Incentive Plan;
- Design of the Long-term Incentive Program; and
- Compensation recommendations for executives

While Mercer provides recommendations and advice related to the foregoing matters, ultimately the HR&CG Committee makes the final recommendations to the Board of Directors for approval.

## Executive Compensation-Related Fees

	2018	2017
Mercer <sup>(1)(2)</sup>	\$221,959	\$220,296
Kingsdale Advisors <sup>(2)</sup>	\$66,862	\$89,250
Other Fees: Mercer <sup>(1)</sup>	\$30,735	\$37,553

(1) Mercer has not performed services other than executive and director compensation. Other Mercer fees include the purchase of Mercer Database and Mercer Total Compensation surveys.

(2) Projects are pre-approved by the HR&CG Committee.

## Compensation Design, Governance and Risk Management Highlights

The HR&CG Committee provides oversight on compensation programs and payouts to ensure appropriate risk management and mitigation practices are in place. The HR&CG Committee evaluates the program design, governance, and ensures inclusion of best practices from the marketplace. The below table describes our compensation design, governance and risk management highlights.

What we do	
✓	Engage shareholder input related to executive compensation through a 'say on pay' vote
✓	Reflect shareholders' interests by maintaining an independent HR&CG Committee with the necessary skills, knowledge and experience to oversee executive compensation and human resources matters
✓	Align management with shareholder interests through long-term incentives that are fully performance-based and comprise the majority of compensation
✓	Determine long-term incentives on the basis of the shareholders' experience – Total Shareholder Return as compared to a peer group
✓	Ensure a balanced scorecard approach, with multiple performance metrics in design of the Annual Incentive program and evaluation of annual executive performance
✓	Motivate sustained long-term performance by vesting long-term incentives over multiple time horizons
✓	Align executive and shareholder interest by maintaining minimum share ownership guidelines
✓	Expose executives to the same risks/opportunities as shareholders by prohibiting hedging/short-selling
✓	Allow for the clawback of paid/vested compensation in the case of financial restatement or other misconduct
✓	Encourage the right behaviours, and discourage imprudent risk through strong governance oversight
✓	Benchmark total director compensation versus a group of comparable companies
✓	Retain independent external advisors to provide guidance on significant compensation decisions
What we don't do	
✗	No executive employment contracts with guaranteed pay increases, bonus awards or LTI grants.
✗	No single-trigger change of control provisions in employment agreements
✗	No incentives to 'over-reach', through caps on annual incentive payouts
✗	No repricing or backdating of stock options
✗	No severance of more than two years on termination following a change in control

### Share Ownership Policy

Share Ownership requirements align executives' and directors' interests with those of shareholders by requiring executives and directors to hold a minimum dollar value of qualifying company securities. For NEOs, the minimum holdings must be acquired within five years of the date of appointment to the executive position. The Board may apply discretion with respect to the terms of the policy in the case of hardships and may extend the five-year period if the NEO fails to meet the requirement due to an increase in Base Pay. Other terms pertaining to the NEOs are as follows:

Minimum Requirements as a Multiple of Base Pay		Qualifying securities include:	Valuation Methodology:
President and Chief Executive Officer	5 Times	<ul style="list-style-type: none"> <li>Common Shares</li> <li>RSUs</li> </ul>	The greater of: <ul style="list-style-type: none"> <li>Current share price</li> <li>90% of the highest price in the last three years</li> </ul>
Other NEOs	1 Times	On vesting, must retain shares until requirement is met	

As of the date of this Circular, all NEOs met their share ownership requirement, based on 90% of the share price of \$46.35 on October 16, 2018 (the highest share price over the last three years).

	Common Shares	RSUs	Value of Holding (\$)	Share Ownership Guideline	Status
Espey	355,806	71,326	17,817,811	4,250,000	MET
McMillan	28,475	31,598	2,505,945	400,000	MET
Haugh	11,000	20,842	1,328,289	511,575	MET
Magnan	2,766	30,644	1,393,698	390,000	MET
Krogmeier	0	13,454	561,234	560,000	MET

### Anti-Hedging Policy

Parkland's directors and executives are prohibited from acquiring financial instruments designed to hedge or offset a decrease in the market value of their Parkland securities. Specifically, directors and executives of Parkland are not permitted to purchase financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of any equity-based securities granted as compensation or held, directly or indirectly, by such director or executive. This ensures the directors and executives are exposed to the same risks and opportunities as shareholders.

### Recoupment Policy

In the case of financial restatement, gross negligence, fraud or intentional misconduct, the Board may recoup paid or vested compensation or cancel unvested compensation to offset amounts inappropriately received by executives.

## Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth details with respect to the equity compensation plans of Parkland approved by Shareholders as at December 31, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities referred to under the heading "Number of securities to be issued upon exercise of outstanding options, warrants and rights")
<b>Equity Compensation Plans approved by Shareholders</b>	3,426,716	\$25.68	7,560,658
<b>Equity Compensation Plans not approved by Shareholders</b>	—	—	—
<b>Total<sup>(1)</sup></b>	3,426,716 <sup>(2)</sup>	\$25.68	7,560,658

- (1) Parkland has the following equity compensation plans in place: (i) the Option Plan; and (ii) the RSU Plan. For detailed disclosure pertaining to the terms and conditions of the Option Plan and the RSU Plan, see Schedule F "Summary of Stock Option Plan" and Schedule E "Summary of Restricted Share Unit Plan and Additional Information on Performance Restricted Share Units".
- (2) The 3,426,716 options outstanding represent 2.59% of the outstanding Common Shares. The 7,560,658 securities remaining available for future issuance represent 5.71% of the outstanding Common Shares.

The annual burn rates under the Option Plan for the fiscal years ended 2016, 2017 and 2018 are 1.1%, 0.6% and 0.7%, respectively. The annual burn rates under the RSU Plan for the fiscal years ended 2016, 2017 and 2018 are 0.5%, 0.4% and 0.4%, respectively. The annual burn rate is calculated as (x) the number of securities (i.e. Performance RSUs, Stock Options) granted thereunder during the applicable fiscal year, divided by (y) the weighted average number of shares outstanding for the applicable fiscal year.

The following table sets forth various information as at December 31, 2018, regarding Parkland's equity compensation plans (including percentages of outstanding Common Shares) individually and in the aggregate.

	Number	Percentage of Currently Outstanding Common Shares (%)
Normal; Performance RSUs Granted Since Inception <sup>(1)</sup>	2,613,870	1.97%
Performance RSUs Outstanding <sup>(1)</sup>	1,015,713	0.77%
Common Shares Issuable under Outstanding Performance RSUs <sup>(1)</sup>	1,015,713	0.77%
Performance RSUs Available for Grant	1,367,091 <sup>(3)</sup>	1.03%
Options Granted Since Inception <sup>(2)</sup>	6,164,868	4.66%
Options Outstanding <sup>(2)</sup>	3,426,716	2.59%
Common Shares Issuable under Outstanding Options	3,426,716	2.59%
Options Available for Grant	7,560,658 <sup>(4)</sup>	5.71%
Total Performance RSUs and Options Outstanding	4,442,429	3.36%

- (1) Performance RSU grants were made annually effective May 12, 2011, May 8, 2012, May 15, 2013, May 13, 2014, May 13, 2015, May 16, 2016, May 5, 2017 and May 4, 2018. Common Shares issuable under the Performance RSU grants on May 15, 2013, May 13, 2014, May 13, 2015, May 16, 2016, May 5, 2017 and May 4, 2018 are subject to a multiplier depending upon the performance of Parkland as against the Peer Group.
- (2) Common Shares approved under long-term plans may be granted as Options or Performance RSUs. No Options were granted in 2006, 2007, 2008, 2009 or 2010.
- (3) Equals 1.80% of the number of Common Shares issued and outstanding less the number of Common Shares issuable under outstanding RSUs.
- (4) Equals 8.30% of the number of Common Shares issued and outstanding less the number of Common Shares issuable under outstanding Options and Performance RSUs.

## Performance Graph

The following graph compares the change in the cumulative TSR, of an initial investment of \$100, on the TSX for the five years ended December 31, 2018 of an investment in Common Shares, with the cumulative total return of the S&P/TSX Composite Total Return Index during the same period, assuming in both cases reinvestment of dividends, as applicable.



Date	12/31/2014	12/31/2015	12/30/2016	12/29/2017	12/31/2018	1/31/2019
<b>Parkland Fuel Corporation</b>	24.15%	39.23%	76.16%	75.36%	132.96%	154.84%
<b>S&amp;P / TSX Composite Index</b>	10.72%	1.51%	22.91%	34.09%	22.18%	32.85%

## SUMMARY COMPENSATION TABLES

The following table sets forth the compensation for the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer of Parkland during the financial year ended December 31, 2018, and for the next three most highly compensated executive officers serving as at December 31, 2018 (collectively, the “**Named Executive Officers**”). Compensation is shown for services rendered during the financial years ended December 31, 2018, 2017, and 2016.

### Named Executive Officer Compensation (\$)

Name and Position	Year	Annualized Salary	Share-Based Awards <sup>(1)</sup>	Option-Based Awards <sup>(2)</sup>	Annual Incentive Plans <sup>(3)</sup>	Long-Term Incentive Plans	Pension Value <sup>(4)</sup>	All Other Compensation <sup>(5)</sup>	Total Compensation <sup>(6)</sup>
<b>Robert Espey</b> <sup>(7)</sup> President and Chief Executive Officer	2018	777,500	1,081,626	489,996	1,358,681	—	—	74,859	3,782,662
	2017	596,154	524,986	524,998	688,493	—	—	62,880	2,397,511
	2016	500,000	375,000	375,000	732,000	—	—	55,800	2,037,800
<b>Michael McMillan</b> <sup>(8)</sup> SVP, CFO	2018	399,231	396,588	199,999	375,484	—	—	43,600	1,414,902
	2017	378,846	237,489	237,499	228,533	—	—	42,525	1,124,892
	2016	350,000	218,748	218,748	237,656	—	—	40,800	1,065,952
<b>Doug Haugh</b> <sup>(9)</sup> President, Parkland USA	2018	511,575	642,294	554,194	461,754	—	—	43,654	2,213,472
	2017	72,375	—	—	—	—	—	4,077	76,452
	2016	—	—	—	—	—	—	—	—
<b>Pierre Magnan</b> <sup>(10)</sup> President, Parkland International	2018	361,944	369,438	147,618	338,580	—	—	40,715	1,258,295
	2017	303,846	252,464	152,499	229,701	—	—	37,679	976,189
	2016	275,000	206,248	206,248	200,471	—	—	34,500	922,467
<b>Ryan Krogmeier</b> <sup>(11)</sup> SVP, Supply, Trading & Refining	2018	96,923	599,970	399,997	90,051	—	—	574,062	1,761,003
	2017	—	—	—	—	—	—	—	—
	2016	—	—	—	—	—	—	—	—

- (1) In 2018 the awards were for Performance RSUs and the value thereof is based on their fair value as of the grant date being the price of the underlying Common Shares on the TSX on May 4, 2018, \$30.8173. Pursuant to the terms of the RSU Plan, Performance RSUs do not entitle the holder thereof to any Common Shares of Parkland unless certain performance criteria (measured by TSR against a defined peer group) and vesting conditions have been met; the vesting conditions for Performance RSUs are discussed in Schedule E. In 2018, Mr. Espey, Mr. McMillan, Mr. Haugh, Mr. Magnan and Mr. Krogmeier were granted 35,098, 12,869, 20,842, 11,988, and 13,454 Performance RSUs respectively, of which including a one-time RSU grant of 11,248, 11,356, 4,803 for Mr. Espey, Mr. McMillan and Mr. Magnan in recognition of their leadership in supporting value creation to the company. In 2018, Mr. Espey, Mr. McMillan, Mr. Haugh, Mr. Magnan and Mr. Krogmeier were allocated 3,672, 1,845, 0, 1,799, and 70 Performance RSUs respectively throughout 2018 as dividend equivalents under the RSU Plan.
- (2) The 2018 amounts for Mr. Espey, Mr. McMillan, Mr. Haugh, and Mr. Magnan represent awards made on May 4, 2018 under the Option Plan. In addition Mr. Haugh received 75,000 stock options and 9,104 Performance RSUs as a starter grant in April and May, respectively. Mr. Krogmeier received 63,167 stock options and 13,454 Performance RSUs as a starter grant in October 2018. The Black-Scholes option pricing model is used to determine the value of stock options for compensation purposes. The Black-Scholes pricing model uses the follow variables by grant date:

Grant Date	May 4, 2018	May 5, 2017	May 16, 2016	May 13, 2015
Share Price (\$)	28.23	29.89	22.90	24.75
Exercise Price (\$)	28.23	29.89	22.90	24.75
Expected Life (years)	5.50	5.50	5.50	5.50
Volatility (%)	23.60%	25.60%	23.90%	23.30%
Dividend Yield (%)	4.20%	4.60%	4.80%	4.60%
Risk Free Rate (%)	2.00%	1.20%	0.70%	0.80%

- (3) Non-equity annual incentive compensation consists of annual cash bonuses. See “Compensation Discussion and Analysis – Annual Incentive Compensation.”
- (4) Parkland does not have a pension plan for its executive team.
- (5) Other compensation for 2018 includes the following items: matching employee share purchase plan amounts for Mr. Espey \$46,250, Mr. McMillan \$23,800, Mr. Haugh \$18,758 (the US 401k savings plan company matched amount), Mr. Magnan \$20,915 and Mr. Krogmeier \$5,600; vehicle allowance amounts for Mr. Espey \$24,000, Mr. McMillan \$18,000, Mr. Haugh \$24,556, Mr. Magnan \$18,000, and Mr. Krogmeier \$3,462; vehicle taxable benefit amounts for Mr. Espey \$1,800, Mr. McMillan \$1,800, and Mr. Magnan \$1,800; and club membership for Mr. Espey \$2,809. Mr. Krogmeier also received a one-time \$550,000 lump sum payment upon his hire date in lieu of compensation loss from the previous employer.
- (6) The total cost of compensation for the five Named Executive Officers above is 5.06% of the net earnings (\$206M for 2018) for the year ended December 31, 2018.



- (7) Mr. Espey did not receive any compensation for his services as a director of Parkland during the year ended December 31, 2018.
- (8) Mr. McMillan joined Parkland on December 7, 2009. On February 9, 2015 Mr. McMillan was promoted to CFO.
- (9) Mr. Haugh joined Parkland on November 1, 2017.
- (10) Mr. Magnan joined Parkland on December 16, 2015. On July 25, 2017 Mr. Magnan was promoted to interim SVP, Supply and Trading. He was appointed President, Parkland International in October 2018.
- (11) Mr. Krogmeier joined Parkland on October 15, 2018.

### Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

Name	Option-Based Awards					Share-Based Awards <sup>(2)</sup>		
	Grant Date	Number of Securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money Options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested <sup>(2)</sup> (#)	Market or payout value of share based awards that have not vested <sup>(1)</sup> (\$)	Market or payout value of vested share based awards not paid out or distributed <sup>(1)</sup> (\$)
Robert Espey	04-May-18	111,972	30.8173	04-May-26	310,890	72,711	2,442,648	–
	05-May-17	135,103	29.8916	05-May-25	500,178	–	–	–
	16-May-16	148,892	22.8964	16-May-24	1,592,757	–	–	–
	13-May-15	126,251	24.7522	13-May-23	1,116,261	–	–	–
	13-May-14	215,526	20.5746	13-May-22	2,805,976	–	–	–
	15-May-13	158,137	17.7852	15-May-21	2,499,925	–	–	–
	08-May-12	101,460	13.7986	08-May-20	2,008,421	–	–	–
Michael McMillan	04-May-18	45,703	30.8173	04-May-26	126,894	32,212	1,082,119	–
	05-May-17	61,118	29.8916	05-May-25	226,271	–	–	–
	16-May-16	86,853	22.8964	16-May-24	929,101	–	–	–
	13-May-15	56,561	24.7522	13-May-23	500,090	–	–	–
	13-May-14	24,715	20.5746	13-May-22	321,770	–	–	–
	15-May-13	11,807	17.7852	15-May-21	186,652	–	–	–
	08-May-12	5,095	13.7986	08-May-20	100,857	–	–	–
Doug Haugh	04-May-18	55,109	30.8173	04-May-26	153,010	14,772	496,248	–
	25-Apr-18	75,000	29.3929	25-Apr-26	315,068	–	–	–
Pierre Magnan	04-May-18	33,733	30.8173	04-May-26	93,660	31,240	1,049,459	–
	05-May-17	39,244	29.8916	05-May-25	145,289	–	–	–
	16-May-16	81,890	22.8964	16-May-24	876,010	–	–	–
Ryan Krogmeier	15-Oct-18	63,167	44.5942	15-Oct-26	0	13,524	454,312	–

- (1) The values of Options and Restricted Share Units are based on the five day volume weighted average price ending December 31, 2018 of \$33.5938.
- (2) Pursuant to the terms of the RSU Plan and the grant agreement, the number of Common Shares that a participant is entitled to under the RSU agreement can vary depending on the TSR of Parkland as compared to the TSR Peer Group, which can result in a participant earning 0% to 200% of the Common Shares that they would otherwise have been entitled to under the RSU agreement in any particular year. Also, once earned, Common Shares in the RSU account will be increased by dividend equivalents until such time as the RSUs vest and the participant becomes entitled to the Common Shares.

### Incentive Plan Awards – Value Vested or Earned During 2018

Name	Option-Based Awards – Value Vested During the Year <sup>(1)</sup> (\$)	Option-Based Awards – Value Exercised During the Year <sup>(2)</sup> (\$)	Share-Based Awards – Value Vested During the Year <sup>(3)</sup> (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Robert Espey	7,486,689	4,969,230	563,827	–
Michael McMillan	1,804,194	0	252,589	–
Doug Haugh	210,045	0	224,287	–
Pierre Magnan	632,446	0	0	–
Ryan Krogmeier	0	0	0	–

- (1) One-third of the 2015 option grant vested to participants on May 13, 2018. One-third of the 2016 option grant vested on May 16, 2018. One-third of the 2017 option grant vested on May 5, 2018. The estimated value of the vested stock options is based on the five day volume weighted average price ending December 31, 2018 of \$33.5938.

- (2) In December 2018, Mr. Espey exercised 226,530 stock options and held the corresponding common shares. The grant was issued in May 2011 and was about to expire in May 2019, with a grant price of \$12.2497 (exercise price was \$34.186).
- (3) The 2015 RSU grant was earned on May 13, 2018, the valuation of this grant was a share price of \$31.13 based on five day volume weighted average price ending May 13, 2018, and included dividend equivalents.

### Executive Employment Agreements

	Termination Without Cause (or Constructive Dismissal) Without Change in Control	Constructive Dismissal up to 6 Months Following Change in Control
<b>Espey</b>	Lump sum equal to: <ul style="list-style-type: none"> <li>• 24 months of salary</li> <li>• 10% of monthly salary for 24 months to provide for benefits</li> <li>• Prorated Annual Incentive for the portion of the year worked.</li> </ul> Settlement vesting of unvested Stock Options and Performance RSUs. Payment of outstanding vacation	Lump sum equal to: <ul style="list-style-type: none"> <li>• 24 months of salary</li> <li>• 10% of monthly salary for 24 months to provide for benefits</li> <li>• Prorated Annual Incentive for the portion of the year worked.</li> </ul> Immediate vesting of Stock Option and Performance RSUs, which are exercised/settled in accordance with the Stock Option or RSU plan documents
<b>McMillan</b>	Lump sum equal to: <ul style="list-style-type: none"> <li>• 18 months of salary</li> <li>• 10% of monthly salary for 18 months to provide for benefits</li> <li>• Prorated Annual Incentive for the portion of the year worked.</li> </ul> Settlement of Vested Stock Options and Performance RSUs. Payment of outstanding vacation	Lump sum equal to: <ul style="list-style-type: none"> <li>• 18 months of salary</li> <li>• 10% of monthly salary for 18 months to provide for benefits</li> <li>• Prorated Annual Incentive for the portion of the year worked.</li> </ul> Immediate vesting of Stock Option and Performance RSUs, which are exercised/settled in accordance with the Stock Option or RSU plan documents
<b>Haugh</b>	Lump sum equal to: <ul style="list-style-type: none"> <li>• 12 months of salary</li> </ul> Target Annual Incentive for the year. Settlement vesting of unvested Stock Options and Performance RSUs. Payment of outstanding vacation	Lump sum equal to: <ul style="list-style-type: none"> <li>• 12 months of salary</li> </ul> Target Annual Incentive for the year. Settlement vesting of unvested Stock Options and Performance RSUs. Payment of outstanding vacation

### Severance

The following table presents the severance amounts payable to Messrs. Espey, McMillan and Haugh as of December 31, 2018 in the event of termination without cause or change in control in conjunction with constructive dismissal. None of the other NEOs are eligible for termination benefits or benefits due to constructive dismissal following a change of control, except for the vesting of any RSUs or Options pursuant to the Option Plan or RSU Plan.

	Termination Without Cause	Constructive Dismissal Following Change in Control
<b>Espey</b>		
Salary	\$ 1,700,000	\$ 1,700,000
Benefits	\$ 170,000	\$ 170,000
Annual Incentive	\$ 1,096,914	\$ 1,096,914
Long-term Incentive		
Stock Options	1,175,262	\$ 1,175,262
Performance RSUs	2,442,648	\$ 2,442,648
<b>Total Amount</b>	<b>\$6,584,824</b>	<b>\$6,584,824</b>
<b>McMillan</b>		
Salary	\$ 600,000	\$ 600,000
Benefits	\$ 60,000	\$ 60,000
Annual Incentive	\$ 240,000	\$ 240,000
Long-term Incentive		
Stock Options	587,442	\$ 587,442
Performance RSUs	1,082,119	\$ 1,082,119
<b>Total Amount</b>	<b>\$2,569,561</b>	<b>\$2,569,561</b>

	Termination Without Cause	Constructive Dismissal Following Change in Control
<b>Haugh<sup>(1)</sup></b>		
Salary	\$ 511,575	\$ 511,575
Annual Incentive	\$ 255,788	\$ 255,788
Long-term Incentive		
Stock Options	363,055	\$ 363,055
Performance RSUs	496,248	\$ 496,248
<b>Total Amount</b>	<b>\$1,626,666</b>	<b>\$1,626,666</b>

(1) Converted Mr. Haugh's salary from USD to CAD based on the exchange rate of 1.3642 as at December 31, 2018.

#### Indebtedness of Directors and Executive Officers

None of the current or former directors or executive officers of Parkland or any associate of any such director or executive officer is or has been indebted to Parkland or any of its subsidiaries at any time since January 1, 2018.

#### Interest of Informed Persons in Material Transactions

Parkland is not aware of any material interest, direct or indirect, of any informed person of Parkland, any nominee director of Parkland, or any associate or affiliate of any informed person or nominee director, in any transaction since the commencement of Parkland's most recently completed financial year, or in any proposed transaction, that has materially affected or would materially affect Parkland or any of its subsidiaries.

For the purposes of this Information Circular, an "informed person" means, in the context of Parkland, a director or executive officer of Parkland or any subsidiary of Parkland.

#### Interest of Certain Persons and Companies in Matters to be Acted Upon

Other than as set forth herein, Parkland is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any current or nominee member of the board of directors or executive officer of Parkland, respectively, at any time since the beginning of Parkland's last financial year, or any associate or affiliate of any of the foregoing persons, in any matter to be acted upon other than as disclosed herein.

## Statement of Governance Practices

The following description of Parkland's governance practices is provided in accordance with National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101").

The directors of the Corporation have the duty to oversee the conduct of the business of the Corporation and have the fundamental objectives of enhancing and preserving the amount to be distributed by Parkland to Shareholders, of enhancing and preserving long-term value in Parkland and of ensuring Parkland meets its ongoing obligations in a reliable and safe manner.

The directors provide overall direction in business planning, guidance and policy making, the employment and remuneration of executive officers, succession of executive officers, overseeing the accounting and financial services and systems, approving quarterly and annual financial statements, approving prospectuses, annual information forms and proxy circulars, ensuring Parkland has taken appropriate measures to safeguard against potential environmental liabilities, ensuring that there are long-term operational and financial goals and ensuring a proper mix of risks incurred and potential returns to the Shareholders in investment decisions and the setting of limits of authority on the President and Chief Executive Officer and other members of management.

The Shareholders elect the individuals who will serve as directors. Our Board is currently composed of nine directors, seven of whom are independent directors. Mr. Espey, who serves as President and Chief Executive Officer, and Mr. Spencer, who is a partner in the legal firm of Bennett Jones LLP which provides legal services to Parkland and its subsidiaries, would not be considered independent under NI 58-101. The Board of Directors has reviewed and approved this proxy circular.

## Board Committees

The Board of Directors has established three committees: the Audit Committee, the Human Resources and Corporate Governance Committee and the Supply and Business Development Advisory Committee.

### Audit Committee

The Audit Committee is comprised of three directors, all of whom are independent. The members of the Audit Committee are as follows:

- Deborah Stein (Chair)
- Domenic Pilla
- Steven Richardson

The Audit Committee is responsible for:

- reviewing significant accounting, reporting and internal control matters;
- reviewing all published quarterly and annual financial statements and audits;
- recommending the approval of the quarterly and annual financial statements to the Board of Directors and assessing the performance of the external auditor; and
- ensuring that management has established and is maintaining disclosure controls and procedures and internal control over financial reporting.

Further information in respect of the Audit Committee and its mandate is contained in the attached Schedule B and is also available in Parkland's Annual Information Form for the year ended December 31, 2018, which is available under Parkland's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on Parkland's website at [www.parkland.ca](http://www.parkland.ca).

### **Human Resources and Corporate Governance Committee**

The Human Resources and Corporate Governance (HR&CG) Committee is comprised of four directors, all of whom are independent. The members of the HR&CG Committee are as follows:

- Lisa Colnett (Chair)
- John Bechtold
- Steven Richardson
- Deborah Stein

The responsibilities of the HR&CG Committee are set forth under the section “Compensation Discussion and Analysis” starting on page 36 of this Information Circular. Further information in respect of the HR&CG Committee is contained in its mandate attached as Schedule C.

### **Supply and Business Development Committee**

The Supply and Business Development Advisory Committee is comprised of five directors, all of whom are independent except for David Spencer. The members of the Supply and Business Development Committee are as follows:

- Jim Pantelidis (Chair)
- Domenic Pilla
- Tim Hogarth
- John Bechtold
- David Spencer

The Supply and Business Development Advisory Committee is responsible for assisting the Board of Directors in discharging its oversight responsibilities in connection with matters relating to the development of advantageous, long-term fuel (gasoline, diesel, jet, LPG, etc.) supplies for Parkland and other business development matters.

# How We Comply With Corporate Governance Disclosure Guidelines

## 1. Board of Directors

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

The directors who are independent are Jim Pantelidis (Chairman of the Board), John Bechtold, Lisa Colnett (Chair of the Human Resources & Corporate Governance Committee), Domenic Pilla, Deborah Stein (Chair of the Audit Committee), Tim Hogarth, and Steven Richardson.

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

The directors who are not independent are Robert Espey, who serves as President and Chief Executive Officer of Parkland, and David Spencer, a partner in the law firm of Bennett Jones LLP which provides legal services to Parkland. The Board of Directors reviews the nature and significance of relationships between the directors and Parkland and any of its subsidiaries to determine independence.

**c) Disclose whether or not a majority of the directors are independent.**

Seven of the nine directors are independent.

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

All directorships with other reporting issuers for each director are set out in this Information Circular.

**e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board of Directors does to facilitate open and candid discussion among its independent directors.**

The Board of Directors held 11 meetings from January 1, 2018 to December 31, 2018. Non-independent directors and members of management were in attendance at each meeting. However, nearly all of the regularly scheduled meetings had an in-camera session without Mr. Espey present. David Spencer, who is a non-independent director but is not a member of management, was invited to attend all meetings and all in-camera sessions

**f) Disclose whether or not the chair of the Board of Directors is an independent director, disclose the identity of the independent chair, and describe his or her role and responsibilities.**

The Chairman of the Board of Directors is Jim Pantelidis and he is an independent director. See "Schedule D – Position Descriptions".

**g) Disclose the attendance record of each director for all Board of Director meetings held since the beginning of the issuer's most recently completed financial year.**

See the section "Board / Committee Membership and Attendance at Meetings" in the tables on pages ■ of this Information Circular for the attendance record of each director

## 2. Board Mandate

**a) Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.**

See "Schedule A – Mandate of the Board of Directors".

### 3. Position Descriptions

- a) **Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.**

See "Schedule D – Position Descriptions". Position descriptions have been developed for the Chair of the Board and the Chairs of the Audit Committee and of the HR&CG Committee. No position description exists for the Chair of the Supply and Business Development Advisory Committee. The Supply and Business Development Advisory Committee is responsible for reviewing the supply situation of Parkland and the business development opportunities available to Parkland.

- b) **Disclose whether or not the Board of Directors and Chief Executive Officer have developed a written position description for the Chief Executive Officer.**

See "Schedule D – Position Descriptions"

### 4. Orientation and Continuing Education

- a) **Briefly describe what measures the board takes to orient new directors regarding**

- I. the role of the board, its committees and its directors, and*
- II. the nature and operation of the issuer's business.*

Each new director receives an orientation package which includes the articles, by-laws, a description of the role of the Board of Directors, mandates, policies, procedures, position descriptions, capital and operating budgets and other detailed information on a variety of topics. Each new director is encouraged to make such enquiries and obtain such data as he or she deems appropriate. There is full co-operation from other directors, Parkland's senior management and employees. They also receive a tour of the Corporation's operations, including service stations and convenience stores. Reference material of long-term interest is available on a secure website.

- b) **Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.**

Each director is encouraged to attend seminars, conferences and other programs to remain current on guidelines and regulations for the Board of Directors, Committees of the Board of Directors, and Parkland. They are also encouraged to obtain membership in the Institute of Corporate Directors to ensure they receive all updates on the above mentioned courses, guidelines and regulations. Parkland will reimburse 50% of the annual fees for any member of the Board of Directors to join the Institute of Corporate Directors. Legal, accounting or financial firms are invited from time to time to make presentations on specific subjects considered relevant by the Board of Directors to discharge their duties.

### 5. Ethical Business Conduct

- a) **Disclose whether or not the Board of Directors has adopted a written code for its directors, officers and employees. If the Board of Directors has adopted a written code:**

Parkland has established a Code of Conduct and Conflict of Interest Guidelines (the "Code"). The Code is provided to all employees, officers and directors. Directors and senior management must acknowledge understanding and compliance.

- i. disclose how a person or company may obtain a copy of the code;*

The Code is filed under Parkland's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and is also available on the Parkland website at [www.parkland.ca](http://www.parkland.ca).

- ii. *describe how the Board of Directors monitors compliance with its code; and*

A copy of the Code is signed by each Director, officer and member of senior management annually. Parkland has also established a Whistleblower Policy, which allows a person to report issues anonymously via a hotline, website or to an email address, which is independently run by Grant Thornton LLP. Issues are reported to the Audit Committee and the Board of Directors.

- iii. *provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.*

To the knowledge of Parkland, no director or officer of Parkland has deviated from the Code in any material respect.

- b) Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.**

There have not been any transactions or agreements in respect of which a director or executive officer has a material interest. The Board of Directors reviews the nature of any such transactions and agreements and determines whether financial transactions are fairly valued. Each director must disclose all actual or potential conflicts of interest and refrain from voting on matters in which such director has a conflict of interest. In addition, the director must excuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest.

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

The Board of Directors has established a policy that directly addresses ethical business conduct.

## **6. Nomination of Directors**

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

The Board of Directors maintains an ongoing succession plan that takes into consideration the desired composition of the Board of Directors' strengths, skills and experience; the strategic direction of the organization; diversity; and the need for strong independent representation. The Board of Directors has utilized an executive recruiting organization to identify specific candidates meeting its specific requirements.

- b) Disclose whether or not the board has a nominating committee composed entirely of independent directors.**

The duties of a nominating committee are conducted by the HR&CG Committee. All four members of this Committee are independent directors. The Board of Directors is invited to attend all HR&CG Committee meetings and receives minutes of all HR&CG Committee meetings and is able to assess the independence and objectivity of the process. To encourage an objective nominating process, the HR&CG Committee utilizes a skills-gap questionnaire as a guide to assist in selecting nominees and it makes a recommendation to the Board of Directors based upon the approval of the members of the HR&CG Committee.

Moreover, each member must disclose all actual or potential conflicts of interest and, if a conflict is identified, excuse himself/herself from the discussion and refrain from voting. Corporate governance best practices dictate that audit, compensation and nominating committees should be comprised entirely of independent directors.

- c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.**

See "Schedule C – Mandate of the Human Resources and Corporate Governance Committee".



## 7. Compensation

- a) **Describe the process by which the board determines the compensation for the issuer's directors and officers.**

Compensation for the Directors and Officers is reviewed annually, taking into consideration responsibilities, accountability and liability. See the section titled "Compensation Discussion and Analysis" of this Information Circular.

- b) **Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.**

The HR&CG Committee acts as the compensation committee. All of its members are independent. The Board of Directors has determined that the HR&CG Committee discharges its responsibilities in an independent and objective manner.

To encourage an objective process for determining compensation, the HR&CG Committee periodically retains an independent compensation consultant and/or obtains data from appropriate surveys to identify benchmarks and assist with developing a compensation scheme and it makes recommendations to the Board of Directors based upon approval of the members of the HR&CG Committee. Moreover, each member must disclose all actual or potential conflicts of interest and, if a conflict is identified, excuse himself/herself from the discussion and refrain from voting.

- c) **If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.**

The duties of a compensation committee are conducted by the HR&CG Committee. See "Schedule C – Mandate of the Human Resources and Corporate Governance Committee".

## 8. Other Board Committees

- a) **If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.**

The Supply and Business Development Advisory Committee is the other committee of the Board of Directors. The Supply and Business Development Advisory Committee is responsible for assisting the Board of Directors in discharging its oversight responsibilities in connection with matters relating to the development of advantageous, long-term fuel (gasoline, diesel, jet, LPG, etc.) supplies for Parkland and other business development matters.

## 9. Assessments

- a) **Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments.**

The Board of Directors, the HR&CG Committee, the Audit Committee and individual directors are assessed via bi-annual formal performance reviews on the Board, the Chair and Committee Chairs. This process is conducted by self-assessment and focuses on Board role and governance, performance and risk monitoring, Board operations and meetings and the overall performance of the Board and Committee chairs. The process was completed in Q3 2017 and the results were reviewed by the entire Board and appropriate actions were undertaken.

#### **10. Director Term Limits and Other Mechanisms of Board Renewal**

- a) **Disclose whether or not the issuer has term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal.**

Parkland endeavours to maintain an average of ten years of service on its board of directors. If the average years of service are significantly higher, then a director may be cycled off and a new director nominated.

#### **11. Policies Regarding the Representation of Women on the Board**

- a) **Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.**

Diversity is a factor in Parkland's approach to identifying potential Board members, and the Board will enhance the focus on diversity going forward by committing to having 30% of Board seats be occupied by women. When identifying and nominating candidates for election or re-election to the board, the Board takes special care to ensure that the shortlist of candidates includes individuals with diverse backgrounds, gender, ethnicity, age, business experience and other diverse attributes.

#### **12. Consideration of the Representation of Women in the Director Identification and Selection Process**

- a) **Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.**

The HR&CG Committee and the Board of Directors are mindful of the level of representation of women on the board. When identifying and nominating candidates for election or re-election to the board the Board takes special care to ensure that the shortlist of candidates includes individuals with diverse backgrounds, gender, ethnicity, age, business experience and other diverse attributes.

#### **13. Consideration Given to the Representation of Women in Executive Officer Appointments**

- a) **Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.**

Diversity is a factor in Parkland's approach to identifying individuals for executive officer positions, and the Board will enhance the focus on diversity going forward by committing to having 30% of executive officer positions be occupied by women. When identifying candidates for executive officer positions, the Board takes special care to ensure that the shortlist of candidates includes individuals with diverse backgrounds, gender, ethnicity, age, business experience and other diverse attributes.

#### **14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions**

- a) **Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.**

Diversity is a factor in Parkland's approach to identifying potential Board members, and the Board will enhance the focus on diversity going forward by committing to having 30% of Board seats be occupied by women.

- b) **Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.**

Diversity is a factor in Parkland's approach to identifying individuals for executive officer positions, and the Board will enhance the focus on diversity going forward by committing to having 30% of executive officer positions be occupied by women.

**15. Number of Women on the Board and in Executive Officer Positions**

- a) **Disclose the number and proportion (in percentage terms) of directors in the issuer's board who are women.**

Two of the nine directors are women (22%).

- b) **Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.**

Two of ten executive officers of Parkland Fuel Corporation and its major subsidiaries are women (20%).

## Other Matters

As of the date of this Information Circular, Parkland is not aware of any amendment, variation or other matter to come before the Meeting other than the matters mentioned herein or in the Notice of Meeting. However, if any other matter properly comes before the Meeting, proxies will be voted on such matters as the person or persons voting the proxies so determines.

## Additional Information

Further financial information is provided in Parkland's comparative financial statements for the fiscal year ended December 31, 2018 and management's discussion and analysis of the results thereon. Shareholders wishing to receive a copy of such materials can mail a request to the Corporate Secretary of Parkland at Suite 6302, 333 – 96th Ave. NE Calgary, Alberta T3K 0S3, or fax to 403-567-2599 or email [legal@parkland.ca](mailto:legal@parkland.ca).

Additional information relating to Parkland is also available under Parkland's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## Schedule “A” – Mandate of the Board of Directors

The fundamental responsibility of the Board of Directors is to oversee the management of the business, with a view to delivering consistent and growing Shareholder returns and ensuring Parkland conduct in an ethical and legal manner via an appropriate system of corporate governance.

The Board of Directors has plenary power. Any responsibility not delegated to management or a committee of the Board remains with the Board. These terms of reference are prepared to assist the Board and management in clarifying responsibilities and ensuring effective communication between the Board and management.

### Composition and Board Organization

- a) Nominees for directors are initially considered and recommended by the Human Resources and Corporate Governance Committee of the Board, approved by the entire board and elected annually by the shareholders of the Corporation.
- b) The Board shall be composed of not fewer than three directors and not more than the maximum number of directors allowed by the articles of the Corporation. The specific number of directors shall be set by the Board each year. The Board shall be composed of a majority of independent directors who are free from any direct or indirect relationship that, in the Board’s view, would or could reasonably interfere with the exercise of his or her independent judgment.
- c) The Board shall meet at least four times each year. The Chairman may call additional meetings as required.
- d) The independent directors will meet on a periodic basis at which non-independent directors and members of management are not in attendance.
- e) The Board shall have the right to determine who shall and who shall not be present at any time during a Board meeting. The President and Chief Executive Officer, the Chief Financial Officer and Corporate Secretary of the Corporation are expected to be available to attend the Board meetings or portions thereof.
- f) Certain of the responsibilities of the Board referred to herein may be delegated to committees of the Board. The responsibilities of those committees will be as set forth in their terms of reference, as approved by the Board and amended from time to time.
- g) All members of the Board are expected to allow sufficient time to review meeting materials and be prepared for Board meetings. Members are expected to attend most, if not all, Board meetings and applicable meetings of committees of the Board.

### Responsibilities

The Board has the responsibility for:

#### Executive / Senior Management

- a) Selecting, appointing, evaluating and (if necessary) terminating the Chief Executive Officer;
- b) Planning its composition and size;
- c) Selecting its Chair;
- d) Succession planning, including appointing, training and monitoring the performance of senior management;
- e) Approving the compensation of the senior management team and the remuneration of the Board of Directors;
- f) Approving a position description for the Chief Executive Officer;
- g) Monitoring compliance with any code of business conduct and ethics that may be adopted by the Board, including the review of conflict of interest disclosures from directors or executive officers of the Corporation;
- h) To the extent possible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers evoke a culture of integrity throughout the organization; Acceptance of outside directorships or trusteeships on public and private companies or entities in the same or related businesses as the Corporation by directors (other than not-for-profit organizations);

- i) Approving decisions relating to senior management, including the:
  - i. appointment and discharge of officers of the Corporation and members of the senior leadership team;
  - ii. compensation and benefits for members of the senior leadership team;
  - iii. acceptance by executive officers of outside directorships or trusteeships on public and private companies or entities (other than not-for-profit organizations);
  - iv. annual Corporation and business unit performance objectives utilized in determining incentive compensation or other awards to officers; and
  - v. employment contracts, termination and other special arrangements with executive officers, or other employee groups if such action is likely to have a subsequent material impact on the Corporation or its basic human resource and compensation policies.

#### Business Strategy / Plans / Budgets

- a) Adoption of a strategic planning process and at least annually, approve the Corporation's strategic plan which takes into account, among other things, the opportunities and risks of the business;
- b) Approving annual capital and operating plans and budgets and monitoring performance against those plans;
- c) Approving all material amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy which diverge from the ordinary course of business;
- d) Approving financial and operating objectives used in determining compensation; and
- e) Approving material divestitures and acquisitions above the expenditure authority of the Chief Executive Officer.

#### Finance / Financial Reporting

- a) Approve cash dividends by Parkland;
- b) Monitoring operational and financial results;
- c) Approving the Annual Information Form and documents incorporated by reference therein;
- d) Approving banking resolutions and significant changes in banking relationships;
- e) Approving contracts, leases and other arrangements or commitments that may have a material impact on the Corporation;
- f) Approving spending authority guidelines; and
- g) Approving the commencement or settlement of litigation that may have a material impact on the Corporation.

#### Audit / Risk Management

- a) Reviewing policies and processes to identify business risks, to address what risks are acceptable to Parkland and ensure that systems and actions are in place to manage them;
- b) Recommending external auditor to Shareholders at the annual meeting of Shareholders;
- c) Approving the quarterly and full year financial statements, news releases and M D & A;
- d) Reviewing policies and processes to ensure the integrity of Parkland's internal control and management information systems;
- e) Receiving, on a regular basis, reports from management on matters relating to, among others, ethical conduct, environmental management, employee health and safety, human rights, and related party transactions;
- f) Assessing and monitoring on an annual basis management control systems; and
- g) Evaluating and assessing information provided by management and others (e.g. internal and external auditors) about the effectiveness of management control systems.

#### Corporate Governance

- a) Ensuring that all new directors receive a comprehensive orientation respecting the nature and operation of the Corporation's business as well as the role of the Board and its committees and the contribution which individual directors are expected to make;

- b) Ensuring that directors are provided with continuing education opportunities so that directors may maintain or enhance their skills and abilities as directors as well as ensure that their knowledge and understanding of the Corporation's business remains current;
- c) In conjunction with the Human Resources and Corporate Governance Committee, assessing the contribution and effectiveness of the Board, Committees and all Directors annually;
- d) Approving a process for communication with Parkland;
- e) Approving the nominees for election to the Board at the annual meeting of Shareholders;
- f) Establishing committees and approving their Chair, respective Mandates and the limits of authority delegated to each Committee;
- g) Approving and directing the implementation of corporate governance practices and procedures consistent with TSX guidelines aimed at having independent, informed oversight by Board members of management and management's conduct of the business of the Corporation and its subsidiaries, including the approval of the terms of reference for the Board and its committees; and
- h) Elaborating a succession plan for Directors.

#### Policies and Procedures

- a) Monitoring compliance with all significant policies and procedures by which the Corporation is operated;
- b) Directing management to ensure that the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards;
- c) Providing policy direction to management while respecting its responsibility for day-to-day management of the Corporation's businesses; and
- d) Reviewing significant new corporate policies or material amendments to existing policies (including, for example, policies regarding business conduct and conflict of interest).

#### Compliance Reporting and Corporate Communications

- a) Taking all reasonable steps to ensure the Corporation has in place effective communication processes with Shareholders and other stakeholders and financial, regulatory and other recipients;
- b) Approving interaction with Shareholders on all items requiring Shareholder response or approval;
- c) Taking all reasonable steps to ensure that the financial performance of the Corporation is adequately reported to Shareholders, other securities holders and regulators on a timely and regular basis;
- d) Taking all reasonable steps to ensure that financial results are reported fairly and in accordance with generally accepted accounting principles;
- e) Taking all reasonable steps to ensure the timely reporting of any other developments that have significant and material impact on the Corporation; and
- f) Reporting annually to Shareholders on the Board's stewardship for the preceding year.

#### General Legal Obligations of the Board of Directors

- a) Directing management to ensure legal requirements have been met and documents and records have been properly prepared, approved and maintained;
- b) Approving the Corporation's legal structure;
- c) Taking all reasonable steps to ensure compliance with all material legal requirements applicable to the Corporation, including, but without limitation, corporate and securities law, and
- d) Performing such functions as it reserves to itself or which cannot, by law, be delegated to Committees of the Board or to management.

## Review

The Human Resources and Corporate Governance Committee, with input by all Board members and management, will review these terms of reference at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or other amendments are required.



## Schedule “B” – Mandate of the Audit Committee

### Overall Purpose / Objective

The Audit Committee is appointed by the Board of Directors of Parkland (the “Corporation”) to assist the Board in discharging its oversight responsibilities. The Audit Committee will oversee the financial reporting process with a goal of ensuring the balance, transparency and integrity of published financial information of Parkland. The Audit Committee will also review: the effectiveness of Parkland’s internal financial control and risk management system; the effectiveness of the internal audit function; the independent audit process including recommending the appointment and assessing the performance of the external auditor of Parkland; the Corporation’s process for monitoring compliance with laws and regulations affecting financial reporting.

Parkland will comply with the policies and procedures overseen or reviewed by the Audit Committee and use their best efforts to ensure that these policies and procedures are implemented.

In performing its duties, the Audit Committee will maintain effective working relationships with the Board of Directors, management and the external auditors. To perform his or her role effectively, each Audit Committee member will need to develop and maintain his or her skills and knowledge, including an understanding of the Audit Committee’s responsibilities and of the Corporation’s business operations and risks.

The members of the Audit Committee will be financially literate and independent as defined by National Instrument 52-110 Audit Committees (“NI 52-110”).

Although the Audit Committee has the powers and responsibilities set forth in this Mandate, the role of the Audit Committee is oversight. The members of the Audit Committee are not full-time employees of the Corporation and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity nor are they experts in performing other tasks they are called on to perform by this Mandate. Consequently, it is not the duty of the Audit Committee to conduct audits or to determine that the Corporation’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations. These are the responsibilities of management and the external auditor.

### Authority

The Board authorizes the Audit Committee, within the scope of its responsibilities, to:

- a) Perform activities within the scope of this Mandate;
- b) Engage and compensate independent counsel and other advisers as it deems necessary to carry out its duties;
- c) Ensure the attendance of Corporate Officers at meetings as appropriate;
- d) Request and gain access to members of management, employees and relevant information to perform this Mandate;
- e) Establish procedures for dealing with the confidential, anonymous submissions by employees of the Corporation regarding accounting, internal control or auditing matters;
- f) Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters;
- g) Approve the appointment, compensation, retention and annual scope of work of the external auditor;
- h) Approve all engagement fees and terms as well as reviewing policies for the provision of audit and non-audit services by the external auditors and the pre-approval of such non-audit work as required by NI 52-110; and
- i) Communicate directly with the internal and external auditors.

## Organization

### Membership

- a) The Board of Directors will appoint the Audit Committee members and the Chair of the Audit Committee.
- b) The Audit Committee will comprise at least three members and all members will be independent within the meaning set forth in NI 52-110 as amended from time to time, non-executive Directors of the Corporation.
- c) A quorum for any meeting of the Audit Committee will be two members.
- d) Each member should have skills and experience appropriate to the Corporation's business.
- e) Members will be appointed for a one year term of office.
- f) Each member of the Audit Committee shall be financially literate within the meaning set forth under NI 52-110.
- g) A member of the Audit Committee shall ipso facto cease to be a member of the Audit Committee upon ceasing to be a director of the Corporation.

### Meetings

- a) Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each member of the Committee at least 48 hours prior to the time fixed for such meeting. A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice.
- b) Only Audit Committee members are entitled to attend meetings. The Audit Committee may invite such other persons to its meetings as it deems necessary.
- c) The external auditors will be invited to make presentations to the Audit Committee as appropriate.
- d) Meetings will be held not less than four times a year and should correspond with the Corporation's financial reporting cycle.
- e) Other meetings may be convened as required by the Audit Committee or the external auditors.
- f) The secretary of the Audit Committee will circulate the agenda and supporting documentation to the Audit Committee members at a reasonable period in advance of each meeting.
- g) The secretary of the Audit Committee will circulate the minutes of meetings to members of the Board, members of the Audit Committee, and where appropriate to the external auditors.
- h) At least one member of the Audit Committee will attend the Board meeting at which the financial statements are approved.
- i) Members of the Audit Committee should make every attempt to be available for every meeting of the Audit Committee in person or by conference call.
- j) The Audit Committee may call a meeting with outside legal counsel if it is deemed necessary.
- k) The Audit Committee will meet with the external auditor without management present at each meeting of the Audit Committee that the external auditor attends. Even if this meeting is only to determine that there are no issues that need to be discussed without management.
- l) The Audit Committee shall meet with the external auditors at least quarterly and otherwise as it deems appropriate to consider any matter that the Audit Committee or the external auditors determine should be brought to the attention of the Board or shareholders.

## Roles and Responsibilities

The Audit Committee will:

### Internal Control

- a) Have oversight responsibility for management reporting on internal controls;
- b) Review with the external auditors of the Corporation the adequacy of internal control procedures and management information systems and make inquiries to management of the Corporation and the external auditors of the Corporation about significant risks and exposures to the Corporation that may have a material adverse impact on the Corporation's financial statements and about the efforts of the management of the Corporation to mitigate such risks and exposures;

- c) Review confidential submissions by employees of the Corporation received via the Corporation's Whistleblower Hotline (which are sent directly to the Chair) and make appropriate recommendations to the Board of Directors regarding same;
- d) Review recommendations made by the external auditors; and
- e) Monitor policies and procedures relating to directors' and officers' expenses and the reimbursement thereof and relating to any perquisites paid to directors and officers.

#### Financial Reporting

- a) Gain an understanding of the current areas of greatest financial and internal control risk and of how these are being managed;
- b) Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on financial reports;
- c) Oversee the periodic financial reporting process implemented by management and review the interim financial statements, annual financial statements MD & A, and relevant news releases or announcements and any other financial information related to the Corporation to be provided to shareholders prior to their release;
- d) Recommend for approval to the Board the Corporation's audited annual and interim financial statements, related management's discussion and analysis and earnings news releases;
- e) Meet with management and the external auditors to review the financial statements and the key accounting policies and judgments;
- f) Review with the external auditors of the Corporation and/or management of the Corporation the results of the annual audit, and make appropriate recommendations to the Board having regard to, among other things:
  - i. the financial statements;
  - ii. management's discussion and analysis and related financial disclosure contained in continuous disclosure documents;
  - iii. significant changes, if any, to the initial audit plan;
  - iv. accounting and reporting decisions relating to significant current year events and transactions;
  - v. the management letter, if any, outlining the external auditors' findings and recommendations, together with management's response, with respect to internal controls and accounting procedures; and
  - vi. any other matters relating to the conduct of the audit, including such other matters which should be communicated to the Committee under generally accepted auditing standards.
- g) Review significant adjustments, material unadjusted differences, significant disagreements with management and critical accounting policies and practices and the Corporation's responses to these queries; and
- h) Ensure its compliance with all of the applicable requirements of NI 52-110 and for reporting any non-compliance with such requirements to the Board, including the reasons for such non-compliance.

#### Compliance with Laws and Regulations

- a) Review the effectiveness of the system for monitoring compliance with laws and regulations;
- b) Obtain regular updates from management regarding compliance matters that may have a material impact on the Corporation's financial statements or compliance policies;
- c) Review the reports of management on regulatory compliance matters related to the business of the Corporation in the preparation of the financial statements; and
- d) Review the findings of material reports by regulatory agencies.

### Working with Auditors

- a) Advise the external auditors of their accountability to the Audit Committee and the Board as representatives of the shareholders of the Corporation to whom the external auditors are ultimately accountable. The external auditors of the Corporation shall report directly to the Audit Committee;
- b) Review the professional qualification of the auditors, including background and experience of partner and auditing personnel;
- c) Ensure compliance by the Corporation's external auditors with the requirements set forth in National Instrument 52-108 Auditor Oversight;
- d) Ensure that the Corporation's external auditors are participants in good standing with the Canadian Public Accountability Board ("CPAB") and participate in the oversight programs established by the CPAB from time to time and that the external auditors have complied with any restrictions or sanctions imposed by the CPAB as of the date of the applicable auditor's report relating to the Corporation's annual audited financial statements;
- e) Obtain from the external auditors of the Corporation a formal written statement describing in detail all of the relationships between the external auditors and the Corporation, determine whether the non-audit services performed by the external auditors during the year have impacted their independence, ensure that no relationship between the external auditors and the Corporation exists which may affect the independence of the external auditors and take appropriate action to ensure the independence of the external auditors;
- f) Review on an annual basis the performance of the external auditors and make recommendations to the Board for the appointment, reappointment or termination of the appointment of the external auditors;
- g) Review all correspondence and memoranda relating to all audit and non-audit engagements provided by external auditors in relation to the Corporation's present circumstances and changes in regulatory and other requirements;
- h) Discuss with the external auditor any audit problems encountered in the normal course of audit work, including any restriction on audit scope or access to information;
- i) Ensure that significant findings and recommendations made by the external auditors and management's proposed response are received, discussed and appropriately acted on;
- j) Discuss with the external auditor the appropriateness of the accounting policies applied in the Corporation's financial reports and/or any significant changes to the Corporation's accounting policies, principles or practices;
- k) Meet separately with the external auditors to discuss any matters that the Audit Committee or auditors believe should be discussed privately. Ensure the auditors have access to the Chair of the Audit Committee when required;
- l) Review policies for the provision of non-audit services by the external auditors and, if required, the pre-approval of such non-audit work;
- m) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- n) Review management's proposed internal control plan for the coming year and ensure that there is appropriate co-ordination with the external auditor; and
- o) Perform all other functions required of Audit Committees by applicable regulatory authorities in connection with the termination or resignation of an auditor.

### Reporting Responsibilities

- a) Regularly update the Board about Audit Committee activities and make appropriate recommendations;
- b) Ensure the Board is aware of matters brought to the attention of the Audit Committee that may significantly impact on the financial condition or affairs of the Corporation;
- c) Prepare any reports required by regulations on the Audit Committee's Mandate and activities to be included in the section on Corporate Governance in the Annual Report; and
- d) Review the disclosure contained in the Corporation's Annual Information Form as required by Form 52-110F1 Audit Committee Information Required in an AIF ("Form 52-110F1") attached to NI 52-110. If management of the Corporation solicits proxies from shareholders of the Corporation for the purpose of recommending persons to be

elected as directors of the Corporation, the Audit Committee shall be responsible for ensuring that the Corporation's Information Circular includes a cross-reference to the sections in the Corporation's Annual Information Form that contain the information required by Form 52-110F1.

- e) Ensure the preparation and filing of each annual certificate in Form 52-109F1 Certification of Annual Filings Full Certificate and each interim certificate in Form 52-109F2 Certification of Interim Filings Full Certificate to be signed by each of the Chief Executive Officer and Chief Financial Officer of the Corporation in accordance with the requirements set forth under NI 52-109 in Issuers' Annual and Interim Filings as amended from time to time;
- f) Ensure that management of the Corporation establishes and maintains disclosure controls and procedures for the Corporation that are designed to provide reasonable assurance that material information relating to the Corporation, including its consolidated subsidiaries, is made known to management of the Corporation by others within those entities, particularly during the period in which the annual filings or interim filings are being prepared and that management of the Corporation establishes and maintains internal control over financial reporting for the Corporation that has been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Corporation's generally accepted accounting principles. In respect of annual filings only, the Audit Committee is also responsible for ensuring that management of the Corporation evaluates the effectiveness of the Corporation's disclosure controls and procedures as of the end of the period covered by the annual filings and has caused the Corporation to disclose in the annual management's discussion and analysis its conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by the annual filings based on such evaluation. The terms "annual filings," "interim filings," "disclosure controls and procedures" and "internal control over financial reporting" shall have the meanings set forth under NI 52-109; and
- g) Monitor any changes in the Corporation's internal control over financial reporting and for ensuring that any change that occurred during the Corporation's most recent interim period that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting is disclosed in the Corporation's annual management's discussion and analysis.

#### Evaluating Performance

- a) Evaluate the Audit Committee's own performance, both of individual members and collectively, on an annual basis; and
- b) Assess the achievements of the duties of the Audit Committee specified in the Mandate and report the findings to the Board.

#### Review of the Audit Committee Mandate

The HR&CG Committee, with input by all Board members and management, will review these terms of reference at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or other amendments are required.

## Schedule “C” – Mandate of the Human Resources and Corporate Governance Committee

### Overall Purpose / Objective

The Human Resources and Corporate Governance Committee is appointed by the Board of Directors to assist the Board in carrying out its responsibility for the stewardship of the Corporation as well as in meeting its disclosure and continued listing requirements. In terms of Human Resources, the Committee will examine the nomination of Directors and appointment of senior managers of the Corporation as well as their overall compensation and make appropriate recommendations to the Board; it will also lead in the development and review of a succession plan. With regards to Corporate Governance, the Committee has the general responsibility for developing the Corporation’s approach to governance issues and recommending an effective corporate governance process to the Board consistent with the TSX guidelines.

In performing its duties, the Committee will maintain effective working relationships with the Board of Directors, management, and other Committees of the Board. To perform his or her role effectively, each Committee member will need to develop and maintain his or her skills and knowledge, including an understanding of the Committee’s responsibilities and the Corporation’s business operations and risks.

### Authority

The Board authorizes the Human Resources and Corporate Governance Committee, within the scope of its responsibilities, to:

- a) Perform activities within the scope of its Mandate;
- b) Ensure the attendance of Corporation officers at meetings, as appropriate;
- c) Request and gain access to members of management, employees and relevant information;
- d) Select, retain and terminate a compensation consultant to assist in the evaluation of the Chief Executive Officer or members of senior management compensation and to approve any compensation payable by the Corporation to such consultant, including the fees, terms and other conditions for the performance of such services;
- e) Obtain such advice and assistance from outside accounting, legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder;
- f) Pay to any compensation consultant or outside accounting, legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee; and
- g) Establish procedures for dealing with the various aspects of their mandate.

### Organization

#### Membership

- a) The Board of Directors will nominate the Human Resources and Corporate Governance Committee members and the chairman of the Committee who will be an independent Director. In the absence of the Chairperson, a member of the Committee can act in the capacity of the Chair provided the quorum is maintained.
- b) The Human Resources and Corporate Governance Committee shall consist of not less than three nor more than five members. There shall be a majority of independent, non-executive Directors of the Corporation. Replacements are appointed by the Board in case of resignation or vacancy.
- c) A quorum of any meeting will be two members by telephone or in person.
- d) Each member should have skills and experience commensurate with the discharge of such duties and responsibilities.
- e) Members will be appointed for a one-year term of office. However the Board of Directors may, by resolution, from time to time, remove any member of the Human Resources and Corporate Governance Committee, with or without

cause, or add to or otherwise change the membership of the Committee. A member of the Committee shall ipso facto cease to be a member of the Committee upon ceasing to be a director of the Corporation.

- f) If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.
- g) The secretary of the Committee will be the meeting secretary, or such other person as nominated by the Board.

#### Meetings

- a) Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each member of the Committee at least 48 hours prior to the time fixed for such meeting. A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice.
- b) Meetings shall be held not less than twice a year at the call of the Chair. Teleconferences, although not the preferred meeting method, are acceptable.
- c) Special meetings may be called by the secretary of the Committee on the direction of the Chief Executive Officer and one member or any two members of the Committee.
- d) The secretary shall circulate the agenda and supporting documentation to the Committee members a reasonable period in advance of each meeting.
- e) The Committee invites the Chief Executive Officer, the Board Chair and, as necessary, any other resource person except during a camera period where only the Committee members are entitled to attend. The Chair shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.
- f) The secretary of the Committee shall circulate the minutes to members of the Board after approval of such minutes by the Chair.
- g) As a minimum, the Chair of the Committee (or another member of the Committee) shall attend the Board meeting at which a Committee report is tabled.

#### Roles and Responsibilities

##### Human Resources

The Human Resources and Corporate Governance Committee will:

- a) Review the Human Resources policies and the organization of the Corporation, including employment, compensation, training and development;
- b) Review and consider the implications of the risks associated with the Corporation's compensation policies and practices, specifically, situations that could potentially encourage an executive to expose the Corporation to inappropriate or excessive risks;
- c) Review and approve corporate goals and objectives relevant to the compensation of the Corporation's President and Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board and set the Chief Executive Officer's compensation level based on this evaluation;
- d) Oversee the engagement and termination, and the promotion and compensation of Senior Management reporting directly to the Chief Executive Officer and appointment of all officers of the Corporation, except for the Chief Executive Officer for whom the Committee shall make recommendations to the Board of Directors for its approval;
- e) Review, once a year or as needed, the human resource and succession planning for the Chief Executive Officer;
- f) Oversee the Corporation's regulatory compliance with respect to compensation matters;
- g) Oversee, if and to the extent required by applicable rules and regulations of any securities regulator or stock exchange, a report regarding executive compensation for inclusion in the Corporation's annual proxy circular or other public disclosure documents before the Corporation publicly discloses this information;
- h) Ensure that the Corporation's governance practices are fully disclosed in the information circular or AIF, as appropriate;

- i) Take all reasonable steps to ensure that the Corporation's governance documents, specifically including the Corporation Policies on Business Conduct, the annual information circular, and all Terms of References and Position Descriptions set out in the Terms of Reference for the Board, this Committee and the other committees are made available to any shareholders on request;
- j) Review and recommend to the Board the granting of options under any Options or long-term incentive plans;
- k) Annually review all aspects of remuneration received by Board members, considering peer practices and the duties and responsibilities of the directors;
- l) Annually review, with the Chief Executive Officer, the Position Description for the Chief Executive Officer and recommend any changes to the Board for consideration; and
- m) Review and recommend to the Board for consideration any significant changes to the overall compensation program and the Corporation's objectives related to executive compensation.

#### Corporate Governance

- a) Annually review Board processes and recommend changes to the Board where appropriate. This includes, but would not be limited to, reviewing the following:
  - i. the strategic direction processes of the Board;
  - ii. the processes for monitoring performance of the Board;
  - iii. the adequate number and duration of Board meetings;
  - iv. the appropriateness of the annual schedule for regular Agenda items for Board meetings; and the appropriateness of the information provided to Directors both before and during Board meetings.
- b) Regularly review and assess the Corporation's policies on business conduct and ethics and recommend any changes to the Board for consideration;
- c) Once or more annually, review and assess the position descriptions for the Board Chair, each committee chair and the Chief Executive Officer and, in the Committee's discretion, recommend any changes to the Board for consideration;
- d) Once or more annually, review and assess the mandate for the Board and each Board committee and recommend any changes to the Board committees or Board, as applicable, for consideration;
- e) Ensure that all Directors receive the orientation and ongoing training necessary to effectively carry out their responsibilities; and
- f) Maintain a summary of legislation and other developments affecting the duties and responsibilities of Directors. Review and approve the annual regulatory disclosure of corporate governance compliance, as required.

#### Board and Committee Structure and Appointments

- a) Annually review the size, composition, scope, duties and responsibilities of the Board and its members, Board Chair and Board Committees and recommend any changes where advisable;
- b) Recommend the establishment or disbanding of Board Committees;
- c) Recommend the appointment of Board Committee members and Committee Chairs;
- d) Recommend candidates to fill Board, Committee and Committee Chair vacancies;
- e) Recommend, when required, a candidate for appointment to the office of Board Chair considering the performance, independence, competencies, skills, financial acumen, and ability to devote sufficient time and resources to his or her duties of the candidate and the Board, as a whole, to ensure effective governance and satisfy applicable law and make recommendations to the Board for consideration;
- f) Maintain an ongoing succession plan for Board members that takes into consideration the desired composition of the Board; the strengths, skills and experience of current Directors, expected retirement dates; the strategic direction of the organization and the financial market's need for strong independent representation;



- g) Develop and maintain a process and criteria for identifying, recruiting and appointing new Directors;
- h) Recommend to the Board nominees for election to the Board at the annual meeting of Shareholders; and
- i) Advise the Board when an issue of conflict or potential conflict arises which may result in the tendering of a resignation by a Director.

#### Board Member Effectiveness

- a) Establish a process to review and monitor the effectiveness of the Board as a whole, its committees, individual Board members, the Chair of the Board, and chairs of Board Committees and make recommendations to the Board to enhance the development of corporate governance.

#### Reporting Responsibilities

- a) At each regular meeting, update the Board about Committee activities and make appropriate recommendations; and
- b) Ensure the Board is aware of matters that may significantly impact the affairs of the business.

#### Other

- a) Review and make recommendations on functional and operational matters relating to the Board such as the requirement for Board meetings without management present;
- b) Monitor the quality of the relationship between management and the Board and recommend improvements deemed necessary or advisable;
- c) Generally, discuss recommendations with the Chief Executive Officer before making such recommendations to the Board;
- d) After consulting with the Chairman, consider and approve, in advance and if considered appropriate, reasonable requests from individual Directors to engage outside advisors in accordance with the organization's policy on the use of outside advisors;
- e) Annually review Directors and Officers third party liability insurance coverage;
- f) Exercise such other powers and perform such other duties and responsibilities as are incident to the purposes, duties and responsibilities of the Committee specified herein or as may from time to time be delegated by the Board;
- g) Review the Committee mandate at least annually or, where circumstances warrant, at such shorter intervals as is necessary, and discuss any required changes with the Board; and
- h) Ensure that the mandate is approved or re-approved by the Board.

## Schedule “D” – Position Descriptions

### President and Chief Executive Officer

#### Objectives

- a) Build Shareholder value.
- b) Direct the business and affairs of the Corporation and its subsidiary entities (the “Corporation”) by establishing a strategic plan and operating plans / budgets to be approved by the Board of Directors and providing the overall direction to achieve the Plans and Budget.

#### Key Relationships

- a) Responsible directly to the Corporation’s Board of Directors.
- b) The Chief Financial Officer; the Senior Vice President, Operations, the Senior Vice President, Supply, Trading and Refining; the Senior Vice President Strategic Marketing; the Senior Vice President, People & Culture; the President, Parkland USA; the President, Parkland International; the Senior Vice President, Strategy & Corporate Development; and the Vice President, Senior General Counsel & Corporate Secretary.

#### Responsibilities & Duties

- a) Subject to Board approval, develops and executes a Strategic Plan designed to achieve consistent financial performance to deliver consistent and growing Shareholder returns.
- b) Determines and directs the overall objectives, policies and operating plans, both long and short-term, of the Corporation in accordance with the Board approved mandate.
- c) Ensures that the Corporation has in place Safety and Environmental guidelines that reflect current standards for the industry as well as ensuring that resources are made available to make certain these guidelines are followed or exceeded.
- d) Analyze the operating results of the organization and its principal components and ensures appropriate steps are taken to address significant / material areas of concern affecting the Corporation’s balance sheet, assets, operating results or liabilities.
- e) Prescribes authority limits of subordinates regarding policies, contractual commitments, expenditures and personnel action.
- f) Ensures that the Board receives sufficient and timely information on all material aspects of the Corporation’s operations.
- g) Reviews and approves the employment or termination of all Senior Management.
- h) Ensures appropriate plans are in place for the recruitment, training, development and retention of personnel within the Corporation to provide future management of the Corporation.
- i) Ensures that the Corporation follows all current rules for regulatory compliance and disclosure.
- j) Explores opportunities for the Corporation’s growth either through investment and/or acquisitions as well as disposition of unproductive or non-strategic assets.
- k) The President is a formal member of the Board of Directors and represents the Corporation at the Canadian Fuels Association Board. Normally the President participates in the various committee meetings (Audit and Human Resources and Corporate Governance Committees and such special committees as may be formed) to the extent specified in the Role and Mandates of those committees.
- l) Builds corporate profile with the public and Investor Communities.
- m) Identifies business risks and outlines plans to manage or mitigate such risks.
- n) Maintains contact with other Industry participants and government officials at senior levels.
- o) Ensures appropriate Shareholder information and disclosure.
- p) Ensures adherence to Corporate Communications Policy.

- q) Honours all commitments under any Executive Management Agreement currently in place.
- r) In conjunction with the Chief Financial Officer, ensures the integrity of the internal control and management systems of the Corporation and its subsidiaries.
- s) Ensures that the Chair and other Board members have the access to management necessary to permit the Board to fulfill its statutory and other fiduciary obligations.
- t) Fosters a corporate culture that promotes ethical practices and sets a positive personal example to develop an appropriate “tone at the top”.
- u) Establishes a process of supervision of the business and affairs of the Corporation consistent with the corporate objectives.
- v) Develops and provides recommendations to the Board concerning the limits of authority respecting the dollar amount and duration of corporate commitments to be delegated to management.
- w) Stewards the expenditures of the Corporation, within approved operating and capital budgets.
- x) Establishes and maintains procedures for proper external and internal corporate communications to all stakeholders.
- y) Provides quarterly and annual certificates as to the accuracy of the financial statements and accompanying management’s discussion and analysis.

#### Review

The Human Resources and Corporate Governance Committee, with input by all Board members and the Chief Executive Officer, will review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary to determine if further additions, deletions or other amendments are required.

#### Chair of the Board

##### Appointment and Purpose

- a) The Chair provides leadership to the Board of Directors (“Board”), oversees its effectiveness, and assures that it meets its obligations and responsibilities. The Chair also monitors and co-ordinates the functions of the Board with Management to effectively maintain the separation of roles and responsibilities. The Chair provides advice and counsel to the President and Chief Executive Officer (CEO) respecting matters within the purview of the Board.
- b) The Chair should be a director who is independent of management. The Chair is appointed annually by, and reports to, the Board of Directors.

##### Duties and Responsibilities

- a) Chairs all Board meetings.
- b) Establishes the frequency of the Board meetings and reviews such frequency from time to time, as considered appropriate or as requested by the Board.
- c) Calls special meetings of the Board, where appropriate.
- d) Holds regular in camera sessions at Board meetings.
- e) Prepares, in consultation with the CEO, the agendas for all Board meetings. Ensures that adequate advance information is distributed to Directors and that the Board receives regular updates on all issues important to the welfare of Parkland.
- f) Confers with the Human Resources and Corporate Governance Committee on candidates for Board membership and the selection of candidates to be submitted to the Board for approval.
- g) In consultation with the Human Resources and Corporate Governance Committee, prepares for Board approval the organization and procedures of the Board including the structure and membership of Board committees.
- h) Counsels collectively and individually with members of the Board and each Board committee to ensure full utilization of individual capacities and optimum performance of the Board and each of its committees.

- i) In collaboration with the CEO, reviews progress made by Management in executing Board decisions and plans in conformity with the Board's view of Parkland policy.
- j) Available to provide counsel to the CEO on major policy issues such as acquisitions, divestitures and financial structure.
- k) Works closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.
- l) Co-ordinates annual performance review of the CEO, in consultation with the Board.
- m) Co-ordinates annual Board evaluations which includes individual Board members, Committee Chairs and the Board as a whole. Although the process calls for a review by the Human Resources and Corporate Governance Committee, any Board member has the option to discuss directly with the Chairman of the Board any matter that pertains to the effectiveness of the Board or the performance of any Board member. It is understood that the non- performance of a particular Board member is a serious matter. It is the responsibility of the Chairman to address the issue and take appropriate actions.
- n) At the request of the CEO or where appropriate, participates in external activities representing Parkland to its major stakeholders, including Shareholders, the financial community, governments and the public.
- o) Communicates with the CEO regarding issues of the Board, shareholders, other stakeholders and the public.
- p) At the request of the Board, undertakes specific assignments for the Board.

#### Review

The Human Resources and Corporate Governance Committee, with input by all Board members and management, will review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or other amendments are required.

#### Chair of the Audit Committee

##### Appointment and Purpose

- a) The Chair's primary role is to co-ordinate the affairs of the Audit Committee of the Board of Directors and act as the main liaison between the Audit Committee and the Board with respect to updating and advising the Board of matters relating to the financial statements and financial disclosure reviewed at the Audit Committee. The Chair must be a director who is independent within the meaning ascribed thereto in Multilateral Instrument 52-110, as amended. The Chair shall be a member of the Audit Committee.
- b) The Chair works with the Chief Financial Officer ("CFO") to assist in relation to matters involving financial information, internal controls and disclosure controls.
- c) The Chair is appointed annually by, and reports to, the Board of Directors.

##### Duties and Responsibilities

The Chair of the Audit Committee has the responsibility for:

- a) Ensuring that the Audit Committee functions properly, that it meets its obligations and responsibilities, that the Audit Committee fulfills its Mandate and that its organization and mechanisms are in place and are working effectively.
- b) Providing leadership to the Audit Committee with respect to its functions as described in the Committee's written Mandate and as otherwise may be appropriate, including overseeing the logistics of the operations of the Audit Committee.
- c) Calling and chairing meetings of the Audit Committee.
- d) Ensuring that the Audit Committee meets on a regular basis and at least quarterly.
- e) In consultation with the Chairman of the Board of Directors and the Audit Committee members, establishing a calendar for holding meetings of and set the agendas for the meetings of the Audit Committee.

- f) In collaboration with the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the Secretary, ensuring that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Committee members in advance of such meetings in order that Committee members may properly inform themselves on matters to be acted upon.
- g) Assigning work to Committee members.
- h) Acting as liaison and maintaining communication with the Chairman of the Board of Directors and the Board of Directors to optimize and co-ordinate input from Directors and the effectiveness of the Audit Committee, including reporting to the full Board of Directors on all proceedings and deliberations of the Audit Committee at the first meeting of the Board of Directors after each Audit Committee meeting and at such other times and in such manner as the Board of Directors may require or as the Audit Committee considers advisable.
- i) Ensuring that the Audit Committee receives adequate and regular updates from Management on all issues relating to audits, financial statements, Management's Discussions and Analysis, annual and interim financial statements, news releases, procedures for disclosure of financial information and disclosure controls.
- j) Meeting separately, as required, with Management to optimize its liaison function and to ensure efficient communication between Management and the Audit Committee.
- k) Meeting separately as required with the external auditors to ensure that the Audit Committee has the information required to perform its role of oversight in line with its Mandate.
- l) Reporting annually to the Audit Committee on the role of the Chair and the effectiveness of the Chair role in contributing to the objectives and responsibilities of the Audit Committee as a whole.
- m) Reporting annually to the Board of Directors on the role of the Audit Committee and the effectiveness of the Audit Committee role in contributing to the objectives and responsibilities of the Board of Directors as a whole.
- n) Maintaining a liaison and communication with all members of the Audit Committee to co-ordinate input from the members of the Audit Committee, and optimize the effectiveness of the Audit Committee.
- o) Assisting the Human Resources and Corporate Governance Committee in determining the appropriate size and composition of the Audit Committee for approval by the Board.
- p) Assessing non-audit services proposed to be provided by the external auditors. The chair shall have authority to approve such services to a project limit of \$25,000.00.

#### Review

The members of the Audit Committee as well as the Human Resources and Corporate Governance Committee, with input by all Board members and management, will review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or other amendments are required.

### Chair of the Human Resources and Corporate Governance Committee

#### Appointment and Purpose

The Chair will be a duly elected member of the Board of Directors of the Corporation and be appointed by the Board. The Chair will be independent under applicable law and will have the competencies and skills determined by the Board.

The Chair provides independent, effective leadership to the Committee and leads the Committee in fulfilling the duties set out in its terms of reference.

#### Duties and Responsibilities

The Chair of the HR&CG Committee has the responsibility for:

- a) Ensuring that the HR&CG Committee functions properly, that it meets its obligations and responsibilities, that the HR&CG Committee fulfills its Mandate and that its organization and mechanisms are in place and are working effectively;

- b) Providing leadership to the HR&CG Committee with respect to its functions as described in the HR&CG Committee's written Mandate and as otherwise may be appropriate, including overseeing the logistics of the operations of the HR&CG Committee;
- c) Fostering ethical and responsible decision making by the Committee and its individual members;
- d) Calling and chairing meetings of the HR&CG Committee;
- e) Ensuring that the HR&CG Committee meets on a regular basis and not less than three times a year;
- f) In consultation with the Chairman of the Board of Directors and the HR&CG Committee members, establishing a calendar for holding meetings of and sets the agendas for the meetings of the HR&CG Committee;
- g) In collaboration with the Chairman of the Board of Directors, the Chief Executive Officer and the Secretary, ensuring that agenda items for all HR&CG Committee meetings are ready for presentation and that adequate information is distributed to HR&CG Committee members in advance of such meetings in order that HR&CG Committee members may properly inform themselves on matters to be acted upon;
- h) Ensuring that the Committee meets in separate, regularly scheduled, non-management, in camera sessions and in closed sessions with internal personnel or outside advisors, as needed or appropriate;
- i) Assigning work to HR&CG Committee members;
- j) Acting as liaison and maintaining communication with the Chairman of the Board of Directors and the Board of Directors to optimize and co-ordinate input from Directors, and to optimize effectiveness of the HR&CG Committee, including reporting to the full Board of Directors on all proceedings and deliberations of the HR&CG Committee at the first meeting of the Board of Directors after each HR&CG Committee meeting and at such other times and in such manner as the Board of Directors may require or as the HR&CG Committee considers advisable;
- k) Ensuring that the Board of Directors receives adequate and regular updates from the Chief Executive Officer and from the HR&CG Committee on all matters relating to HR&CG;
- l) Meeting separately with Management to optimize his liaison function and to ensure efficient communication between Management and the HR&CG Committee;
- m) Reporting annually to the Board on the role of the Chair and the effectiveness of the Chair role in contributing to the objectives and responsibilities of the HR&CG Committee as a whole;
- n) Reporting annually to the Board of Directors on the role of the HR&CG Committee and the effectiveness of the HR&CG Committee role in contributing to the objectives and responsibilities of the Board of Directors as a whole;
- o) Coordinating with the Committee to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities;
- p) Providing leadership for the Board's director orientation and education programs, soliciting input from the Board; and
- q) Carrying out any other appropriate duties and responsibilities assigned by the Board or delegated by the Committee.

#### Review

The HR&CG Committee, with input by all Board members and management, will review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or other amendments are required.

## Schedule “E” – Summary of Restricted Share Unit Plan and Additional Information on Performance Restricted Share Units

The following summary of Parkland’s Amended and Restated Restricted Share Unit Plan Agreement (the “RSU Plan”) dated March 1, 2018 is qualified in its entirety by reference to the full text of the RSU Plan. The RSU Plan shall govern in the event of any conflict between the provisions thereof and this summary. A copy of the RSU Plan is available under Parkland’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### Plan Summary

#### Purpose

The purpose of the RSU Plan is to provide participants with the opportunity to acquire a proprietary interest in the growth and development of Parkland that will be aligned with the interests of the holders of Common Shares and enhance Parkland’s ability to attract, retain and motivate key personnel and reward officers, employees and consultants for significant performance.

#### Participants

Eligible participants in the RSU Plan are officers and employees of Parkland and its subsidiaries.

#### Administration

The RSU Plan is administered by the Board of Directors, under the advice of the Human Resources and Corporate Governance Committee, which has the sole and complete authority, in its discretion, to: (i) interpret the RSU Plan and the grant agreements and prescribe, modify and rescind rules and regulations relating to the RSU Plan and the grant agreements; (ii) correct any defect or supply any omission or reconcile any inconsistency in the RSU Plan in the manner and to the extent it considers necessary or advisable for the implementation and administration of the RSU Plan; (iii) exercise rights reserved to Parkland under the RSU Plan; (iv) determine whether and the extent to which any performance criteria or other conditions applicable to the vesting of RSU (defined below) have been satisfied or shall be waived or modified; (v) prescribe forms for notices to be prescribed by Parkland under the RSU Plan; and (vi) make all other determinations and take all other actions as it considers necessary or advisable for the implementation and administration of the RSU Plan. The Board of Directors’ determinations and actions under the RSU Plan are final, conclusive and binding on Parkland, the participants and all other persons. All expenses of administration of the RSU Plan are borne by Parkland.

#### Grant, Vesting and Payout Matters

Parkland may from time to time grant restricted share units (“RSUs”, which are referred to herein as “Performance RSUs” when any performance criteria are attached thereto) to a participant in such numbers, at such times and on such terms and conditions, consistent with and subject to the RSU Plan, as the Board of Directors may in its sole discretion determine, including setting vesting conditions based on: (i) the participant’s continued employment with, or provision of consulting services to, Parkland (or a subsidiary of Parkland); or (ii) performance criteria; provided, however, that no RSUs will be granted after December 15 of a given calendar year.

Subject to the terms of the RSU Plan, the Board of Directors may determine other terms or conditions of any RSUs, including terms or conditions relating to: (i) the market price of the Common Shares; (ii) the return to holders of Common Shares, with or without reference to other comparable companies; (iii) the financial performance or results of Parkland; (iv) the achievement of performance criteria; (v) any other terms and conditions with respect to vesting or the acceleration of vesting; and (vi) the date on which the RSUs vest. No term or condition imposed under a grant agreement may have the effect of causing settlement and payout of a RSU to occur after December 31 of the third calendar year following the year in respect of which such RSU was granted.

Unless otherwise determined by the Board of Directors, RSU granted under the RSU Plan shall vest as to 1/3 on each of the first and second anniversaries of the date on which a RSU is credited to a participant (the "Grant Date"), and the remaining 1/3 shall vest on the earlier of: (i) the third anniversary of the Grant Date; and (ii) December 15 of the third calendar year following the year in respect of which the RSUs were granted.

On a date (the "RSU Payment Date") to be selected by the Board of Directors following the date a RSU has vested, which date shall be within fifteen (15) days of the vesting date and which date shall not, in any event, extend beyond December 15th of the third year following the year any particular RSU was granted, the participant shall receive a cash payment equal to the product of the number of RSUs that have vested multiplied by the fair market value less applicable withholding taxes, all as determined in accordance with the RSU Plan.

Common Shares, in lieu of the cash payment referred to above, may be issued to the participant, in a number of whole Common Shares that is equal to the number of whole RSUs that vested on the RSU Payment Date (less any amounts in respect of applicable withholding taxes).

#### Insider Participant Limits and Other Restrictions

The number of Common Shares reserved for issuance from treasury pursuant to the RSU Plan shall not exceed 1.80% of the issued and outstanding Common Shares, and, together with any other Common Share compensation arrangement of Parkland, shall not exceed 8.30% of the issued and outstanding Common Shares. The number of Common Shares issued to insiders (as defined in the RSU Plan) pursuant to RSUs credited under the RSU Plan, together with any other share compensation arrangements of Parkland, must not, within a one-year time period, exceed 8.30% of the issued and outstanding Common Shares, provided that the number of Common Shares issued to insiders pursuant to RSUs credited under the Current RSUs Plan shall not exceed 1.80% of the issued and outstanding Common Shares. Further, the number of Common Shares issuable to insiders pursuant to RSUs credited under the RSU Plan or any other share compensation arrangement of Parkland must not, at any time, exceed 8.30% of the issued and outstanding Common Shares, provided that the number of Common Shares issuable to insiders pursuant to RSUs under the RSU Plan must not exceed 1.80% of the issued and outstanding Common Shares.

#### Early Termination Provisions

Subject to certain exceptions set forth in the RSU Plan, on the date that a participant ceases to be employed by, or provide services to, Parkland (or a subsidiary of Parkland) for any reason (the "termination date"), any RSUs granted to such participant which have not vested prior to the participant's termination date shall terminate and become null and void as of such date.

Where the participant's termination date occurs as a result of the involuntary termination of employment without cause (as defined under the common law) or as a result of constructive dismissal, any RSUs that have become vested RSU on or prior to such participant's termination date will be paid out in accordance with the terms and conditions of the Amended and Restated RSU Plan.

Where a participant's termination date occurs as a result of the participant's death, any RSUs standing to the credit of such participant shall immediately vest upon death.

Where the participant's termination date occurs as a result of the participant's retirement after the age of 60 and with previous notice to Parkland then, for so long as the participant does not commence the provision of paid or consulting services to any entity and does not become an officer, director or employee or, or engaged to provide services to, a competitor of Parkland, any RSUs standing to the credit of such participant shall continue to vest (and be paid out) following the participant's termination date in the normal course in accordance with the provisions of the RSU Plan for a period of three (3) years extending from the participant's termination date.



### Change of Control

In the event of a change of control (as defined in the RSU Plan) or a determination by the Board of Directors that a change of control is expected to occur, the Board of Directors shall have the authority to take all necessary steps so as to ensure the preservation of the economic interests of the participants in, and to prevent the dilution or enlargement of, any RSUs, including, without limitation: (i) ensuring that Parkland or any entity which is or would be the successor to Parkland or which may issue securities in exchange for Common Shares upon the change of control becoming effective will provide each participant with new or replacement or amended RSUs which will continue to vest and be exercisable following the change of control on similar terms and conditions as provided in the RSU Plan; (ii) causing all or a portion of the outstanding RSUs to become vested prior to the change of control; or (iii) any combination of the above.

Provided that payments have not been made in respect of a participant's RSUs in accordance with the preceding paragraph, if the employment of a participant is terminated by Parkland or by the participant as a result of constructive dismissal, within two (2) years following a change of control, subject to the provisions of any applicable grant agreement, all RSUs credited to the participant shall (whether otherwise vested or not at such time) become vested at the time of such termination and each participant shall be entitled to payouts in accordance with the provisions of the RSU Plan.

### Assignment and Transfers

RSUs are not assignable or transferable by a participant in whole or in part, either directly, by operation of law or otherwise, except through devolution on death or incompetency.

### Blackout

Parkland will not, subject to the policies of the TSX, grant any RSUs during any period of time where management of Parkland is aware of material information that has not been disclosed to the public.

### Amendments

Subject to the policies, rules and regulations of any lawful authority having jurisdiction over Parkland (including any exchange on which the Common Shares are then listed and posted for trading), the Board of Directors may at any time, without further action by, or approval of, the Shareholders, amend the RSU Plan or any RSU granted thereunder in such respects as it may consider advisable; provided that no amendment can be made without Shareholder approval if the amendment: (i) increases the maximum number of Common Shares reserved for issuance under the RSU Plan; (ii) amends the determination of fair market value prescribed under the RSU Plan in respect of any RSU; (iii) extends the expiry date of any RSU; (iv) cancels or reissues any RSU; (v) increases any limit on grants of RSUs to insiders of Parkland; (vi) expands the circumstances under which RSUs may be assigned or transferred; (vii) amends the class of eligible participants under the RSU Plan; (viii) amends the amendment provisions of the RSU Plan; or (ix) grants additional powers to the Board of Directors to amend the RSU Plan or any RSU without the approval of holders of Common Shares.

### Performance RSUs

On May 13, 2015, May 16, 2016, May 19, 2017 and May 4, 2018 Performance RSUs were granted to executives. The terms of the grant included: i) dividends, accumulate on Performance RSUs as of the applicable grant dates; (ii) a performance multiplier is applied on dividend equivalent amounts, such that when performance test is completed on the third anniversary of a Performance RSU grant, the performance multiple is applied to the grant plus all dividend equivalent amounts accumulated since the date of grant; and (iii) a performance multiplier will be applied to the Performance RSUs on the third anniversary of grant on all of the Performance RSUs granted based on Parkland's Relative TSR compared to its TSR Peer Group. The TSR Peer Group for 2015, 2016, 2017, and 2018 mirrors the TSX Index, excluding companies in the materials, financial and energy sectors. The performance multiplier was updated in 2018.

Performance RSUs granted are earned based on the following:

Parkland's Relative TSR Ranking (percentile)	2015 – 2017 Relative TSR Multiplier (%)	2018 Relative TSR Multiplier (%)
76 <sup>th</sup> – 100 <sup>th</sup>	200	200
51 <sup>st</sup> – 75 <sup>th</sup>	125	50 - 150 (linear curve)
26 <sup>th</sup> – 50 <sup>th</sup>	50	
0 – 25 <sup>th</sup>	0	0

Performance RSUs granted under the RSU Plan accumulate dividend equivalent amounts, in the form of additional Performance RSUs, as if the holders of Performance RSUs had been shareholders of the Corporation participating in the DRIP of the Corporation. Therefore, so long as the DRIP is in effect, a participant's Performance RSU account will be credited with DRIP equivalent amounts after the applicable performance vesting criteria, as determined by the Board of Directors at the time of the grant, is met in respect the subject Performance RSUs.

RSUs granted in 2015, 2016, 2017 and 2018 shall, unless otherwise determined by the Board of Directors, vest on the third anniversary of the date on which a RSU is credited to a participant (the "Grant Date").

## Schedule “F” – Summary of Stock Option Plan

The following summary of Parkland’s Amended and Restated Option Plan Agreement (the “Option Plan”) dated March 1, 2018 is qualified in its entirety by reference to the full text of the Option Plan. The Option Plan shall govern in the event of any conflict between the provisions thereof and this summary. A copy of the Option Plan is available under Parkland’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### Plan Summary

#### Purpose

The purpose of the Option Plan is to: (i) increase the proprietary interests of participants in Parkland; (ii) align the interests of such participants with the interests of the Shareholders generally; (iii) encourage such participants to remain associated with the Parkland; and (iv) furnish such participants with an additional incentive in their efforts on behalf of Parkland.

#### Participants

Eligible participants in the Option Plan are officers and employees of Parkland and its subsidiaries.

#### Administration

The Option Plan is administered by the Board of Directors, under the advice of the Human Resources and Corporate Governance Committee, which has the sole and complete authority, in its discretion, to: (i) construe and interpret the Option Plan and the grant agreements and prescribe, modify and rescind rules and regulations relating to the Option Plan and the grant agreements; (ii) correct any defect or supply any omission or reconcile any inconsistency in the Option Plan in the manner and to the extent it considers necessary or advisable for the implementation and administration of the Option Plan; (iii) exercise rights reserved to Parkland under the Option Plan; (iv) determine whether and the extent to which any conditions applicable to the vesting of Options (defined below) have been satisfied or shall be waived or modified; (v) prescribe forms for notices to be prescribed by Parkland under the Option Plan; and (vi) make all other determinations and take all other actions as it considers necessary or advisable for the implementation and administration of the Option Plan. The Board of Directors’ determinations and actions under the Option Plan are final, conclusive and binding on Parkland, the participants and all other persons. All expenses of administration of the Option Plan are borne by Parkland.

#### Grant, Vesting, Exercise and Expiry Matters

The Board of Directors may, from time to time, grant options to acquire Common Shares (“Options” or “Stock Options”) to any participant, upon such terms, conditions and limitations as the Board of Directors may determine, subject always to the provisions of the Option Plan. Each Option is exercisable for one Common Share in accordance with the terms of the Option Plan. All Options are to be evidenced by a written grant agreement, which shall be in such form as prescribed by the Board of Directors from time to time. The exercise price for each Common Share subject to an Option shall be fixed by the Board of Directors at the time of grant; provided that the exercise price shall not be less than the fair market value (as defined in the Option Plan to be the volume weighted average trading price for the Common Shares on the Toronto Stock Exchange (the “TSX”) for the five trading days on which the Common Shares traded immediately preceding the relevant date) of the Common Shares subject to the Option. The period during which an Option may be exercised or surrendered shall be fixed by the Board of Directors at the time of the grant, subject to any vesting limitations which may be imposed by the Board of Directors; provided that no Option may be exercised or surrendered after the Expiry Date (as defined below).

Unless otherwise provided in the applicable grant agreement, Options vest as to 1/3 on each of the first, second, and third anniversaries of the date on which the Options were granted. Options that vest may be exercised or surrendered in whole or in part and may be exercised or surrendered on a cumulative basis where a vesting limitation has been imposed at the time of grant.

Options shall expire on the date (the “Expiry Date”) specified in the applicable grant agreement, if any, as the date on which the Option will be terminated and cancelled or, if later, or no such date is specified in the grant agreement, on the eighth anniversary of the date on which the Options were granted; provided that, if the Expiry Date of an Option would otherwise fall during, or within ten business days following a Blackout Period, then the Expiry Date shall be the date which is ten business days after the last day of the Blackout Period. For the purposes of the Option Plan, “Blackout Period” means the period of time when, pursuant to any policies of Parkland, any securities of Parkland may not be traded by certain persons as designated by Parkland, including any holder of an Option.

Parkland may, from time to time, establish “cashless exercise” mechanisms through a broker through which a participant may exercise his vested Options.

#### No Financial Assistance

The Option Plan does not currently allow for the provision of any financial assistance by Parkland to participants to facilitate the purchase of securities under the Option Plan. Approval of the holders of Common Shares is required in order to add any form of financial assistance by Parkland for the exercise of any Option.

#### Reserves, Insider Participant Limits and Other Restrictions

The Option Plan provides for the granting of options to purchase up to a maximum of 8.30% of the issued and outstanding Common Shares from time to time. However, the maximum number of Common Shares issuable under the Option Plan is reduced to the extent that Common Shares are issuable or are issued under any compensation plan of Parkland.

The number of Common Shares issued to insiders (as defined in the Option Plan), together with Common Shares issued under any other share compensation arrangements, must not, within a one-year time period, exceed 8.30% of the issued and outstanding Common Shares from time to time. Further, the number of Common Shares issuable to insiders under Options granted under the Option Plan, together with any other share compensation arrangement, must not exceed 8.30% of the issued and outstanding Common Shares from time to time.

#### Early Termination Provisions

Subject to certain exceptions set forth in the Option Plan and to any express resolution passed by the Board of Directors, any Options granted to a participant that have not been exercised or surrendered pursuant to the Option Plan prior to the date that such participant ceases to be employed by, or provide services to, Parkland (or a subsidiary of Parkland) for any reason (the “termination date”), shall terminate. Where the participant’s termination date occurs as a result of the involuntary termination of employment without cause (as defined under the common law) or as a result of constructive dismissal, the participant shall be entitled to exercise any Options that vested in accordance with the Option Plan for a period of 90 days extending from the participant’s termination date, provided that no Option shall be exercised after the Expiry Date. Any Options which have not become vested before the participant’s termination date and any Options that vested which have not been exercised by the end of the 90 days extending from the participant’s termination date shall terminate.

Where the participant’s termination date occurs as a result of the participant’s death, any Options granted to such participant shall immediately vest upon death, and the participant’s estate shall be entitled to exercise any Options that vested in accordance with the Option Plan for a period of 90 days extending from the date of death.

Where the participant’s termination date occurs as a result of the participant’s retirement after age 60, with prior notice to Parkland then, for so long as the participant does not commence the provision of paid or consulting services to any entity and does not become an officer, director or employee of, or engaged to provide services to, a competitor of Parkland, any Options granted to such participant shall continue to vest following the participant’s termination date in the normal course and may be exercised or surrendered in accordance with the provisions of the Option Plan for a period of three years extending from the participant’s termination date, provided that no Option shall be exercised after the Expiry Date. Any Options which have not been exercised or surrendered by the end of the period extending three years from the participant’s termination date shall terminate.

#### Change of Control

In the event of a change of control (as defined in the Option Plan) or a determination by the Board of Directors that a change of control is expected to occur, the Board of Directors shall have the authority to take all necessary steps so as to ensure the preservation of the economic interests of the participants in, and to prevent the dilution or enlargement of, any Options, including, without limitation: (i) ensuring that Parkland or any entity which is or would be the successor to Parkland or which may issue securities in exchange for Common Shares upon the change of control becoming effective will provide each participant with new or replacement or amended Options which will continue to vest and be exercisable following the change of control on similar terms and conditions as provided in the Option Plan; (ii) causing all or a portion of the outstanding Options to become vested prior to the change of control; (iii) providing for any modified exercise or surrender mechanisms; or (iv) any combination of the above. If the employment of a participant is terminated by Parkland (or its subsidiary) or any of their successors or assigns or by the participant as a result of constructive dismissal within two years following a change of control, all Options granted to the participants will vest and may be exercised for a period of 90 days extending from the participant's termination date.

#### Assignment and Transfers

Options are not assignable or transferable by a participant in whole or in part, either directly, by operation of law or otherwise, except through the devolution by death or incompetency.

#### Blackout

Parkland will not, subject to the policies of the TSX, grant any Option or set an exercise price during any period of time where management of Parkland is aware of material information that has not been disclosed to the public.

#### Amendments

Subject to the policies, rules and regulations of any lawful authority having jurisdiction over Parkland (including any exchange on which the Common Shares are then listed and posted for trading), the Board of Directors may at any time, without further action by, or approval of, the Shareholders, amend the Option Plan or any Options granted thereunder in such respects as it may consider advisable; provided that no amendment can be made without Shareholder approval if the amendment: (i) increases the maximum number of Common Shares reserved for issuance under the Option Plan; (ii) reduces the exercise price in respect of any Options; (iii) extends the Expiry Date of any Options; (iv) cancels or reissues any Options; (v) increases any limit on grants of Options to insiders; (vi) adds any form of financial assistance by Parkland for the exercise of any Options; (vii) expands the circumstances under which Options may be assigned or transferred under the Option Plan; (viii) amends the class of eligible participants under the Option Plan; (ix) amends the amendment provisions of the Option Plan; or (x) grants additional powers to the Board of Directors to amend the Option Plan or any Options without the approval of holders of Common Shares.



## CONTACT US

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