



*ANNUAL INFORMATION FORM
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010*

March 31, 2011

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FORWARD-LOOKING STATEMENTS

TransForce Inc. (the “**Corporation**”) may make statements in this annual information form that reflect its current expectations regarding future growth, results of operations, performance, business prospects and opportunities. These are “forward-looking” statements and reflect management’s current beliefs. They are based on information currently available to management. Words such as “may”, “could”, “should”, “would”, “believe”, “expect”, “anticipate”, “intend” and words and expressions of similar import are intended to identify these forward-looking statements. Such forward-looking statements are subject to certain risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from the results, performance and achievements discussed or implied in the forward-looking statements.

The Corporation wishes to caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made. The following important factors could cause the Corporation’s actual results, performance or achievements to differ materially from that expressed or implied in any forward-looking statement:

- (1) The highly competitive conditions that currently exist in the Corporation’s market and the Corporation’s ability to compete;
- (2) The Corporation’s ability to recruit, train and retain qualified drivers;
- (3) Increases in fuel prices, and the Corporation’s ability to recover these costs from its customers;
- (4) Foreign currency fluctuations;
- (5) The impact of environmental standards and regulations;
- (6) Changes in governmental regulations applicable to the Corporation’s operations;
- (7) Adverse weather conditions;
- (8) Accidents;
- (9) The market for used equipment;
- (10) Changes in interest rates;
- (11) Cost of liability insurance coverage; and
- (12) Variations in general economic conditions affecting the Corporation and its customers.

The foregoing list should not be construed as exhaustive, and readers should also refer to the section entitled “Risk Factors” in this annual information form for additional information on risk factors and other events that are not within the Corporation’s control. The Corporation’s future financial and operating results, performance or achievements may fluctuate as a result of these and other risk factors.

Although forward-looking statements are generally based upon what the Corporation believes to be reasonable assumptions, they may prove to be inaccurate and many of them involve factors which are beyond the Corporation’s control. The Corporation cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this annual information form, and the Corporation does not assume any obligation to update or revise them to reflect new events or circumstances, except as required under applicable securities laws.

ORGANIZATIONAL STRUCTURE

In this annual information form, the term "Corporation" means TransForce Inc., a corporate entity incorporated on March 28, 2008 pursuant to the *Canada Business Corporations Act*, its subsidiaries and, as the case may be, its predecessors.

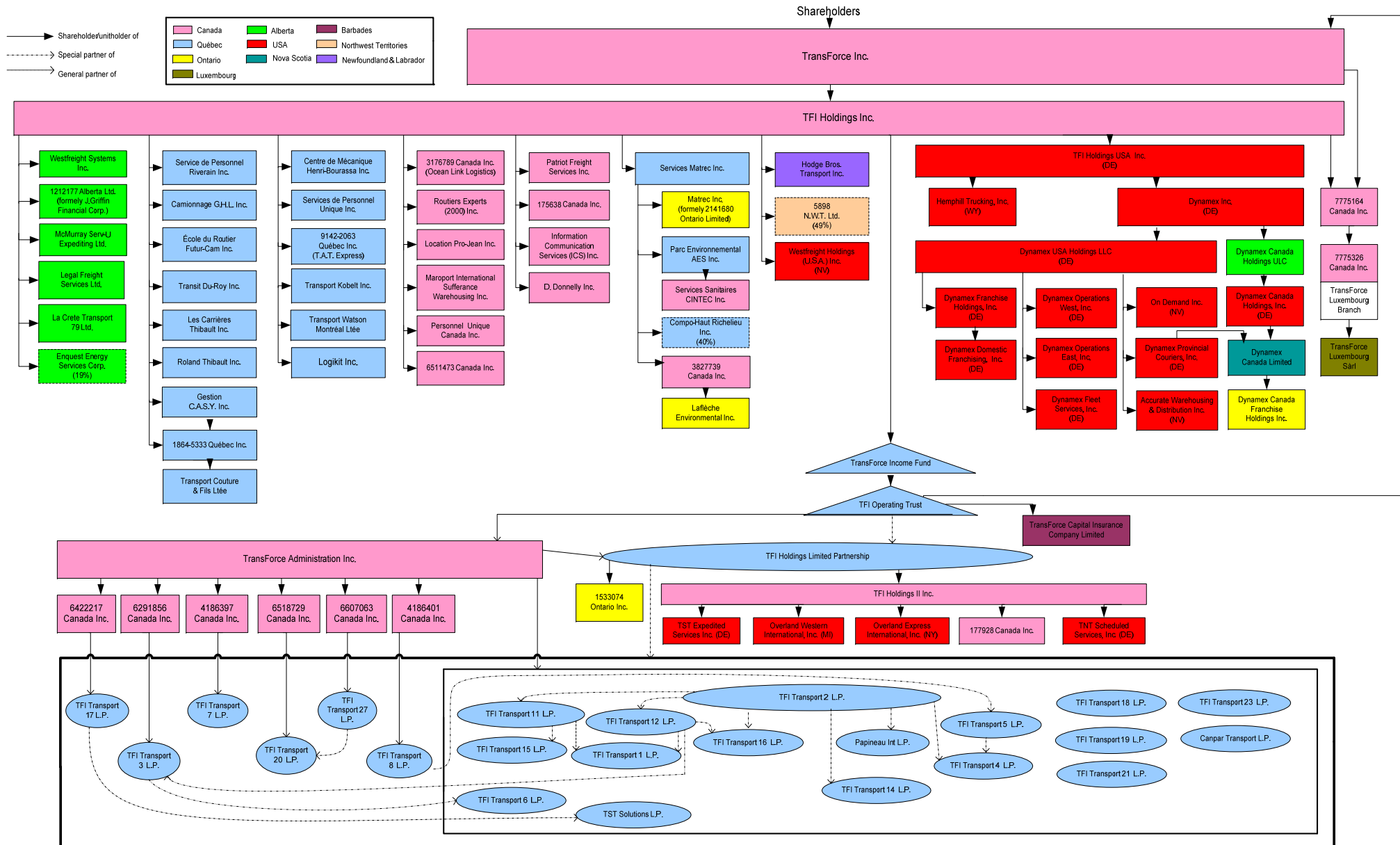
The Corporation was incorporated for the purpose of acquiring all of the issued and outstanding units of TransForce Income Fund (the "Fund") and "tracking share units" of TFI Holdings Inc. ("TFI Holdings") an indirect subsidiary of the Fund, pursuant to a plan of arrangement under which the Fund was converted into the Corporation. The Corporation, through its subsidiaries, continues to operate the transportation business of the Fund, and the former unitholders of the Fund continue to own, through the Corporation, an economic interest in the business of the Fund.

The Fund resulted from the conversion on September 30, 2002 of TransForce Inc. ("TFI"), a corporate entity incorporated on April 30, 1985 pursuant to the *Companies Act* (Québec) into an income trust. The Fund, through its subsidiaries, continued to operate the transportation business of TFI, and the former shareholders of TFI continued to own, through the Fund, an economic interest in the business of TFI.

TFI was formerly known as 2320-2351 Québec Inc. Its Articles were amended on October 9, 1985, October 1, 1986, July 22, 1987, October 19, 1987, March 4, 1988, July 5, 1989 and May 30, 1995, in each case changing its share capital. The Articles were also amended on October 1, 1986 to change the corporate name to Groupe Cabano d'Anjou Inc. and on August 7, 1987 to change the corporate name to Cabano Expeditex Inc. On October 19, 1987, Cabano Expeditex Inc. amalgamated with Location Speribel Inc. The Articles were subsequently amended on December 4, 1990 to change the corporate name to Groupe Transport Cabano Inc./Cabano Transportation Group Inc., on May 30, 1995 to change the corporate name to Cabano-Kingsway Inc. and on April 23, 1999 to change the corporate name to TransForce Inc.

The head office of the Corporation is located at 8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Québec H4S 1Z6.

The diagram on the following page sets out the organizational structure of the Corporation as at the date hereof and the jurisdiction or incorporation of each of the entities therein. Unless otherwise indicated, each of the entities is wholly-owned, directly or indirectly, by the Corporation.



GENERAL DEVELOPMENT OF THE BUSINESS

The Corporation, through its wholly-owned subsidiaries, continues to operate the business of the Fund and of TFI prior to their respective conversions. The Corporation's transportation business origins can be traced back to 1957. In the mid-1990s, after nearly 40 years of operations, the Corporation updated its corporate strategy for the evolving North American transportation market. To this end, in 1996 a new management team led by Mr. Alain Bédard, the Chairman of the Board, President and Chief Executive Officer of the Corporation, was appointed upon the recommendation of the Corporation's principal shareholder.

The new management team identified three key objectives for the Corporation: (i) increase revenues from profitable business segments and customers; (ii) strengthen the Corporation's position in the North American transportation market; and (iii) achieve a more balanced revenue mix. To achieve these three objectives, the management team implemented a strategic plan aimed at expanding the Corporation's operations beyond its traditional Less-Than-Truckload ("LTL") base as well as increasing the Corporation's geographic footprint, primarily by entering the trans-border market. The Corporation has carried out its strategic plan, in large part by acquiring profitable and well-managed companies offering services throughout North America in segments of the transportation industry not traditionally served by the Corporation, such as Package and Courier, Truckload ("TL") and Specialized Services. The Corporation's independent subsidiaries are recognized for their professional expertise. The Corporation will continue to carry out this strategy.

As part of the strategic plan, in March 1998, the Corporation entered the trans-border TL business with the acquisition of Entreprises de Transport J.C.G. Inc., which was complemented by the acquisition of Papineau International Transport Inc. in October 1998. The major acquisition of TST Solutions Inc. and its subsidiaries in March 2000 allowed TFI to significantly increase its share of the trans-border LTL market and also provided an entry into the Specialized TL market. A second major acquisition, that of Canpar Transport Ltd. in July 2002, enabled the Corporation to achieve its goal of becoming a full-service transportation provider, by adding Parcel Delivery to its LTL service offering. In 2004, the Corporation made two other major acquisitions: in January 2004, the Corporation completed the acquisition of substantially all of the assets of Canadian Freightways Limited and its associated companies, which increased route density and extended the Corporation's LTL and TL operations across Canada, particularly in the western provinces and in the United States. Canadian Freightways also offers Specialized Services in the areas of logistics and fleet management, customs brokerage and bonded warehousing and international freight forwarding; and in October 2004, the Corporation completed the acquisition of 3846113 Canada Inc. (Highland Transport), which strengthened the Corporation's presence in the TL transportation sector across Canada. In February 2005, the Corporation acquired Services Matrec Inc. and its subsidiaries. Services Matrec Inc. specializes in the integrated management of industrial, commercial and residential solid waste collection and treatment including waste, recyclable materials, yard waste, construction and demolition materials, and hazardous waste. Services Matrec Inc. was a catalyst for the expansion of the Corporation's Specialized Services business segment in a new area, that is, waste management services.

In 2006, the Corporation acquired Kos Corp Oilfield Transportation, Hemphill Trucking Inc. and Streeper Contracting Ltd. These acquisitions provided the Corporation with a solid platform in the energy sector

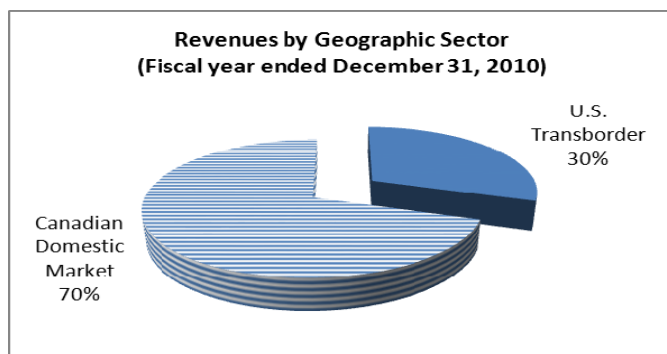
services. Kos, through its well-established position, serves as the foundation for this platform and as a catalyst for future growth within the sector. With the acquisition of Hemphill Trucking Inc. in 2006 and the assets of Speedy Heavy Hauling Inc. in 2010, the Corporation's presence in the United States in this sector has grown. The Corporation's expansion in the energy sector services is consistent with its diversification strategy. The sector, with a traditionally strong first quarter, also provides the benefit of being counter-seasonal to the majority of the Corporation's other divisions.

In 2007, the Corporation acquired Location Beaudry, Les Consultants en Personnel Logipro 1997 Inc. and MTC Agence de Personnel Inc., introducing a new niche in the specialized services sector, namely the leasing of equipment as well as personnel placement services.

Since 1998, the Corporation has acquired more than 118 companies as part of its strategic plan. Among the criteria applied by the Corporation to the acquisition of companies is that such companies be profitable and led by experienced and competent management teams. Once acquired by the Corporation, the newly-acquired companies operate as wholly-owned subsidiaries under their original names and management team. The Corporation continues to carry out this strategy.

As a result of the implementation of the strategic plan originated by TFI, the Corporation is today a leading player in the North American transportation industry, with revenues of \$2.0 billion for the fiscal year ended December 31, 2010. The Corporation has a solid financial position with customers covering a broad cross-section of industries and close to 13,400 employees, including 1,800 owner-operators and 1,500 employees in the Corporation's Fleet Management and Personnel Services divisions. The Corporation offers its clients transportation solutions that are firmly supported by the specialization of its subsidiaries and the competence of its management and employees in their areas of expertise. More than ten years after the strategic plan was implemented, the Corporation now operates in four well-defined business segments: (i) Package and Courier; (ii) LTL; (iii) TL, specialized TL and dedicated services; and (iv) Specialized Services: waste management, energy sector services, logistics, fleet management and personnel services.

As a result of the strategic plan, the Corporation has been able to benefit from and expand its geographic market, as illustrated in the following chart, which sets out the geographic breakdown (domestic and Canada-U.S. trans-border) of the Corporation's consolidated revenues for the fiscal year ended December 31, 2010.



Strategic Acquisitions & Dispositions

Acquisitions

During the fiscal year ended December 31, 2010, the only important acquisitions made by the Corporation are the following:

Name	Date	Business Segment
50% of Lafleche Environmental Inc. not already owned by Services Matrec Inc.	March 1, 2010	Specialized Services
Hodge Bros. Transport Inc.	May 18, 2010	LTL
Selected assets of Speedy Heavy Hauling Inc. and an equity interest in EnQuest Energy Services Corp.	August 13, 2010	Specialized Services

The aggregate acquisition cost of the foregoing was approximately \$67.1 million.

Lafleche Environmental Inc. owns a landfill and environmental complex in Moose Creek, Ontario, and forms part of the waste management subsidiary Services Matrec Inc. In addition to its valuable landfill operations, the complex provides a range of environmental services including recycling, composting, soil treatment, and waste water treatment, all aimed at diverting waste from landfill, and is developing a project to convert methane gas into electricity. Licenced landfill sites are increasingly rare in Ontario and the Lafleche complex is working to minimize the materials sent to landfills.

Hodge Bros. Transport Inc. is based in Newfoundland and Labrador and is specialized in LTL transportation with annual revenues of approximately \$1.2 million.

The assets of Speedy Heavy Hauling Inc. added annual revenues of approximately US\$50 million to the Corporation's U.S. subsidiary, Hemphill Trucking Inc., based in Rock Springs, Wyoming. With this acquisition, together with Hemphill, the Corporation is now operating under the name Hemphill Speedy in the field of rig moving throughout the United States. With the completion of the asset purchase, the Corporation acquired an initial 19% equity position in EnQuest Energy Services Corp., of Calgary Alberta, with an option to acquire the remaining 81% over the next three years. The Corporation paid C\$2.8 million or C\$0.17 per acquired share of EnQuest. C\$0.16 per share was paid on closing and C\$0.01 per share will be paid over the next three years at the Corporation's option.

All of the foregoing acquisitions were arm's-length transactions. The Corporation did not file a business acquisition report pursuant to National Instrument 51-102 for any of the above-mentioned acquisitions.

Subsequent Event

The Corporation effected the following transaction subsequent to its fiscal year end:

On February 22, 2011, the Corporation concluded the acquisition of all of the outstanding shares of Dynamex Inc. ("Dynamex") for a purchase price of US\$25.00 per share, paid in cash. Headquartered in Dallas, Texas, Dynamex is a leading provider of same-day delivery and logistics services in the United States and Canada, offering a wide range of door-to-door fulfillment and distribution services for clients of

all sizes and needs for more than 20 years. Dynamex employs more than 1,500 workers and has contracts with approximately 3,700 independent contractors. It has an extensive network of more than 60 business centres across the United States and Canada. For the twelve-month period ended October 31, 2010, Dynamex generated sales of approximately US\$418 million. The Corporation expects that this acquisition will enhance service to existing customers while proposing a powerful service offering to potential clients, as Dynamex specializes almost exclusively in same-day delivery services, a segment generally not offered by the Corporation, and by opening doors to the U.S. market.

DESCRIPTION OF THE BUSINESS

The Corporation is a leading player in the freight transportation and logistics industry. The Corporation believes that, through its operating subsidiaries, it directly services more urban centres than any other carrier in Canada. The Corporation offers its clients transportation solutions that are firmly supported by the specialization of its wholly-owned subsidiaries and the competence of its management and employees in their areas of expertise. The Corporation's scope extends to all of Canada and the United States. The Corporation offers efficient, global solutions to its clientele in four well-defined operational segments: (i) Package and Courier; (ii) LTL; (iii) TL, specialized TL and dedicated services; and (iv) Specialized Services: waste management, energy sector services, logistics, fleet management and personnel services. Through internal growth and acquisitions, the Corporation has significantly increased its geographic scope.

The Package and Courier group offers non-expedited business-to-business Parcel Delivery across Canada. The LTL group provides partial-load general-freight shipment to customers across North America. The TL Segment provides full-load transport of general merchandise in North America while Specialized TL offers a wide variety of value-added services, including bulk material shipments, expedited deliveries and transport by open trailers. The Specialized Services Segment provides a wide range of logistics services including international freight forwarding, fleet management, personnel placement agencies, integrated management of industrial, commercial, and residential solid waste collection and treatment and services to the energy industry.

Trends

Demand for freight transport is closely linked to the state of the overall economy. Consequently, a change in general economic growth could impact the Corporation's performance. However, the Corporation's extensive customer base, broad geographic dispersion and participation in four distinct transport segments is intended to help mitigate the effects of any economic downturn.

Equipment

As at December 31, 2010, the Corporation owned or leased approximately 6,200 power units (including 1,800 owner operators) and more than 11,600 trailers. This includes approximately 1,200 trailers operated by the Corporation's Fleet Management Services.

Licences

In Canada, passenger and merchandise road transport licences are issued by provincial authorities. With respect to interprovincial transport, provincial authorities are delegated the right to issue licences according

to the *Canada Transportation Act*. Provincial authorities exercise control over the issuance, modification and transfer of licences and govern in a general manner various aspects of licence holders' activities. In the United States, the *Department of Transportation* exercises similar authority. The operating subsidiaries of the Corporation have all the necessary licences to operate in Canada and the United States.

Markets and Distribution

The Corporation has a diverse customer base of clients operating across a broad cross-section of industries. Due to the breadth of its client base, a downturn in the activities of individual customers or in a particular industry is not expected to have a material adverse impact on the Corporation's operations. In the last several years, the Corporation concluded strategic alliances with other transport companies in North America, in order to offer its customers a network extending across Canada and the United States.

The activities conducted by the Corporation are subject to general demand for freight transportation. Historically, demand has been relatively stable with the first quarter being generally the weakest in terms of demand, both the second and third quarters being stronger, and the fourth quarter being the strongest. Furthermore, during the harsh winter months, fuel consumption and maintenance costs tend to rise.

Revenues (in percentages)

During the fiscal years ended December 31, 2010 and 2009, the Corporation's revenues by business segment were as follows:

	Fiscal year ended December 31, 2010	Fiscal year ended December 31, 2009
Package and Courier	19%	15%
Less-Than-Truckload	26%	28%
Truckload, specialized truckload and dedicated services	31%	34%
Specialized Services: waste management, energy sector services, logistics, fleet management and personnel services.....	24%	23%

Competition

The transportation industry is fragmented and consists of relatively few large companies and many small companies serving target markets. The target markets are defined by geographical location, point-to-point service location, target customer industries and the type of service provided, such as Package & Courier, LTL, TL or Specialized TL and Specialized Services. The smaller operators typically operate in a highly-specialized yet competitive environment in which the customer may have several alternative carriers available. Many of the large carriers are independent subsidiaries of larger transportation companies and offer a wide variety of freight services on a national basis.

Carriers compete primarily on price and on their ability to provide reliable, efficient and safe transportation services. The Corporation's main competitors are: in the package & courier sector, Purolator Courier Ltd.;

in the TL sector, Challenger Motorfreight Inc. and SGT 2000 Inc.; in the LTL sector: Day & Ross Inc. and Manitoulin Transport Inc.; in the specialized TL sector, Contrans Group Inc.; in the waste management sector, IESI-BFC Ltd. (formerly BFI Canada Ltd.) and RCI Environment Inc. and in the energy services sector, Mullen Group Ltd. and Flint Energy Services Ltd.

In addition, the Corporation and other trucking operations must compete with other modes of transportation such as rail, airfreight and maritime transportation. These modes of transportation play an important role in the areas served by the Corporation.

Human Resources

As at December 31, 2010, the Corporation had, through its subsidiaries, approximately 13,400 employees, a majority of whom are subject to a number of collective agreements, including 1,800 owner-operators and 1,500 employees in the Corporation's Fleet Management and Personnel Services divisions who are mostly non-unionized. The Corporation considers that it has a very low turnover rate of 8% among employees, compared to industry standards, and that employee relations are good. The Corporation ensures that a number of programs for driver training and client service are maintained. In conjunction with the continuous investments in new technologies, such as the use of on-board computers, the Corporation has extended its employee training programs to maximize the use of such technological tools. These initiatives are designed to ensure the quality of services provided to the Corporation's clientele while enabling it to better control its labour costs. The Corporation also works to ensure the successful integration and training of the employees of any newly-acquired businesses, as applicable.

Environmental Matters

The operations and properties of the Corporation are subject to environmental laws and requirements in both Canada and the United States relating to, among other things, air emissions and the management of contaminants. A risk of environmental liabilities is inherent in transportation operations, historic activities associated with such operations and the ownership, management or control of real estate.

The cargo carried by the Corporation in its freight-transportation operations can be classified as either non-regulated freight or regulated freight such as hazardous materials or environmentally-regulated waste. Strict parameters must be met before the Corporation and the individual drivers are permitted to transport regulated freight. This involves specific insurance requirements, training programs and registration permits with the various provinces and states in which the Corporation operates.

A number of the Corporation's terminals provide full maintenance service and fuel facilities. Each terminal has a series of operational systems that have been implemented to control environmental impacts relating to its specific operation.

For 2010, the environmental management by the Corporation did not require significant expenditures with regard to the compliance of its ongoing operations or material remediation.

Trademarks

The Corporation has a total of 114 applied-for or registered trademarks in Canada and the United States, of which 105 are for use in Canada and nine are for use in the United States. Of the foregoing trademarks, the

most important ones are: (i) "TransForce" in Canada; (ii) "Kingsway" in Canada and the United States; (iii) "TST" family of trademarks in Canada and the United States; (iv) "CF" family of trademarks in Canada and the United States; (v) "ICS Courier" in Canada; and (vi) "Canpar" in Canada. In addition, the Corporation uses a number of unregistered trademarks. The Corporation re-evaluates its intellectual property portfolio on a regular basis and, in this regard, may deem it advisable to register additional trademarks in the future.

RISK FACTORS

The following are major risk factors facing the Corporation.

Competition. Deregulation in the transport field has increased the number of competitors as well as competition with respect to price. Competition is particularly strong in the Canadian market. In addition, the Corporation's operating subsidiaries face competition from other transporters in the United States.

The North American waste management industry is very competitive. The Corporation faces competition in the waste management industry from several large and well-capitalized competitors and a large number of local and regional competitors. Some of the Corporation's competitors have significantly larger waste management operations, significant financial resources and greater name recognition with respect to waste management than the Corporation or may be able or willing to provide or bid their services at a lower price than the Corporation. Because companies can enter the collection segment of the non-hazardous solid waste management industry with very little capital or technical expertise, there are a large number of regional and local collection companies in the industry. The Corporation faces competition from these businesses in the markets and regions it currently serves.

Regulation. Notwithstanding the fact that the transportation industry is largely deregulated, carriers must obtain licences issued by provincial transport boards in order to carry goods inter-provincially or to transport goods within any province. Licensing from United States regulatory authorities is also required for the transportation of goods between Canada and the United States. Regulation of the operations of transportation companies may become more stringent over time. Any change in these regulations could have an adverse impact on the scope of the Corporation's transportation activities.

The right to continue to hold applicable licenses and permits is generally subject to maintaining satisfactory compliance with regulatory and safety guidelines, policies and laws. Although the Corporation is committed to compliance with laws and safety, there is no assurance that it will be in full compliance with them at all times. Consequently, at some future time, the Corporation could be required to incur significant costs to maintain or improve its compliance record.

The waste management business is subject to legislation and governmental regulations that may restrict the Corporation's waste management operations or increase its costs of operations.

The Corporation's waste management equipment, facilities and operations are subject to extensive and changing federal, provincial and local laws and regulations relating to environmental protection, health, safety, land use, transportation and related matters. These include, among others, laws and regulations governing the use, treatment, transportation, storage and disposal of hazardous substances and other

wastes and materials, air emissions and quality, waste water discharges and water quality, permissible or mandatory methods of processing waste, the remediation of contamination and, in general, the emission of pollutants into the environment. Environmental laws and regulations have been enforced more stringently in recent years because of greater public interest in protecting the environment. In addition, federal, state, provincial and local governments may change the rights they grant to, and the restrictions they impose on, waste management companies, and those changes could restrict the Corporation's waste management operations and growth.

The Corporation's compliance with regulatory requirements relating to waste management may be costly and, to so comply, the Corporation may be required to enhance, supplement or replace its waste management equipment and facilities. The Corporation may not be able to offset the cost of complying with these requirements. In addition, changes to environmental laws and regulations or a more stringent application or interpretation thereof may obligate the Corporation to spend amounts in addition to those currently accrued for such purposes.

The Corporation, through its subsidiary Services Matrec Inc., owns non-hazardous solid waste landfills located in the cities of Larouche, Chicoutimi and Granby, Québec and in Moose Creek, Ontario. Each of these sites is regulated and permitted by the relevant provincial ministry of the environment. The loss by the Corporation of any of these permits would have a material adverse effect on the Corporation's waste management business.

From time to time, provincial and local authorities enact laws or regulations imposing fees or other charges on waste disposed of at landfills located in those provinces. If any significant fees are imposed and the Corporation is not able to recover these fees from its customers, its operations and profitability could be negatively affected.

General Economic Conditions. Demand for freight transport and waste management is closely linked to the state of the overall economy. Consequently, a decline in general economic growth may adversely impact the Corporation's performance.

Interest Rate Fluctuations. The Corporation is subject to fluctuations in interest rates. The Corporation seeks to manage its interest rate exposure through interest swap contracts. The Corporation has approximately 76% of its long-term debt in variable-rate instruments and the remaining 24% at fixed rates. As at December 31, 2010, the Corporation had \$14 million of long-term debt at variable rates (net of \$371 million of interest rate swap contracts). A 1% change in interest rates would impact the Corporation's 2010 earnings before taxes by approximately \$0.1 million. Nonetheless, the Corporation does not anticipate an interest rate increase in the short-term that might have a negative effect on its operating results, financial position or cash flow.

Currency Fluctuations. In the normal course of business, the Corporation is subject to fluctuations in the value of the U.S. dollar. The Corporation manages this risk through the use of foreign exchange forward contracts.

The Corporation estimates its annual net U.S. denominated cash flow at approximately \$105 million (before forward exchange contracts) at December 31, 2010. A change of one cent in the exchange rate would

impact the Corporation's earnings before taxes by approximately \$1.1 million on an annual basis (before forward exchange contracts).

Price of Fuel. The Corporation is at risk with respect to variations in the price of fuel. The Corporation is generally able to recover the majority of added fuel costs through surcharges to its customers. The cost of fuel ranges from 3% to 12% of revenue, depending on the operating segment.

Insurance. The Corporation's operations are subject to risks inherent in the transportation and waste management sectors. The Corporation subscribes for insurance in amounts which it considers appropriate in the circumstances and having regard to industry norms. The Corporation may become liable with respect to risks in respect of which it cannot obtain insurance or for which it chooses not to obtain insurance as a result of high premiums or for other reasons, or for damages which exceed the maximum coverage provided for in the insurance policies.

Collective Agreements. At the date hereof, the collective agreements between the Corporation and the vast majority of its unionized employees have been renewed, except for (i) one collective agreement which expired on March 1, 2010; (ii) one collective agreement which expired on May 31, 2010; (iii) one collective agreement which expired on June 30, 2010; (iv) five collective agreements which expired on December 31, 2010; (v) two collective agreements which expired on February 28, 2011; (vi) one collective agreement which expires on March 31, 2011; (vii) one collective agreement which expires on April 2, 2011, (viii) two collective agreements which expire on April 7, 2011, and (ix) one collective agreement which expires on April 24, 2011; all of which are currently under negotiation. The renewed collective agreements have a variety of expiration dates, ranging from June 30, 2011 to April 16, 2016. The Corporation cannot predict the effect which any new collective agreements or the failure to enter into such agreements upon the expiry of the current agreements may have on its operations.

Environmental Matters. The Corporation uses storage tanks at certain of its transportation terminals. Canadian and United States laws and regulations generally impose potential liability on the present or former owners or occupants or custodians of properties on which contamination has occurred. Although the Corporation is not aware of any contamination which, if remediation or clean-up were required, would have a material adverse effect on the Corporation, certain facilities have been in operation for many years and over such time, the Corporation or the prior owners, operators or custodians of the properties may have generated and disposed of wastes which are or may be considered hazardous. There can be no assurance that the Corporation will not be required at some future date to incur significant costs to comply with environmental laws, or that its operations, business or assets will not be materially affected by current or future environmental laws.

The Corporation, its transportation operations and its properties are subject to extensive and frequently-changing federal, provincial, state, municipal and local environmental laws, regulations and requirements in both Canada and the United States relating to, among other things, air emissions, the management of contaminants including hazardous substances and other materials (including the generation, handling, storage, transportation and disposal thereof), discharges and the remediation of environmental impacts (such as the contamination of soil and water, including ground water). A risk of environmental liabilities is inherent in transportation operations, historic activities associated with such operations and the ownership, management or control of real estate.

With respect to its waste management business, the Corporation may be subject to orders, fines, penalties or other legal actions relating to compliance with environmental laws and regulations, or to civil claims from parties alleging harm as a consequence of migrating contamination, odours, other releases in the environment or other environmental matters (including the acts or omissions of predecessor companies) for which the business may be responsible. The Corporation may also be subject to court challenges of its operating permits.

Environmental laws may authorize, among other things, federal, provincial, state and local environmental regulatory agencies to issue orders, bring administrative or judicial actions for violations of environmental laws and regulations or to revoke or deny the renewal of a permit. Potential penalties for such violations may include, among other things, civil and criminal monetary penalties, imprisonment, permit suspension or revocation, and injunctive relief. These agencies may also, among other things, revoke or deny renewal of the Corporation's operating permits, franchises or licenses for violations or alleged violations of environmental laws or regulations, and impose environmental assessment, removal of contamination, follow-up or control procedures.

Environmental Contamination. The Corporation may have liability for environmental contamination associated with its current or formerly-owned or leased waste management facilities as well as third-party facilities. If the Corporation incurs liability under applicable federal, state, provincial or local laws and regulations and if it cannot identify other parties which it can compel to contribute to its expenses and who are financially able to do so, it could have a material adverse effect on the Corporation's financial condition and results of operations.

The Corporation could be subject to orders and other legal actions and procedures brought by governmental or private parties in connection with environmental contamination, emissions or discharges. Any substantial liabilities associated with environmental contamination or emissions of pollutants generally, whether to federal, state, provincial or local environmental authorities or other parties, could have a material adverse effect on the Corporation's financial condition and results of operations.

Key Personnel. The future success of the Corporation will be based in large part on the quality of its management and key personnel. The loss of this key personnel could have a negative effect on the Corporation. There can be no assurance that the Corporation will be able to retain its current personnel or, in the event of their departure, to attract new personnel of equal quality.

Loan Default. The Corporation's current credit facilities and financing agreement impose covenants and obligations on the Corporation. There is a risk that such loans may go into default if there is a breach in complying with such covenants and obligations, which could result in the Corporation being restricted from paying dividends to the shareholders and the lenders realizing on their security and causing the Corporation to lose some or all of its investment. As at December 31, 2010, the Corporation was in compliance with all of its debt covenants and obligations.

Credit Facilities. The Corporation's credit facilities and financing agreement mature on various dates. There can be no assurance that such credit facilities or financing agreement will be renewed or refinanced, or if renewed or refinanced, that the renewal or refinancing will occur on equally-favourable terms to the Corporation. The Corporation's ability to pay dividends to shareholders may be adversely affected if the

Corporation is not able to renew its credit facilities or arrange refinancing, or if such renewal or refinancing, as the case may be, occurs on terms materially less favourable to the Corporation than at present.

Availability of Capital. The amount of cash available for dividends to shareholders may be dependent on the Corporation's ability to fund a portion of its capital expenditures and working capital with the current credit facilities and financing agreement. The Corporation may be required to reduce dividends or sell additional shares in order to accommodate these items. There can be no assurance that sufficient capital will be available on acceptable terms to the Corporation for necessary or desirable capital expenditures or that the amount required will be the same as currently estimated.

DISTRIBUTIONS / DIVIDENDS

Distributions

Prior to the conversion of the Fund into the Corporation, the Fund paid monthly cash distributions to unitholders of record on the last business day of each month on the 15th day of the following month. During the last three fiscal years, the distributions paid by the Fund were as follows:

On February 26, 2007, the Fund announced that its regular monthly cash distributions would increase, from \$0.1275 to \$0.1325 per Trust Unit, representing an increase on an annual basis from \$1.53 to \$1.59 per Trust Unit. The increase came into effect on April 15, 2007 for unitholders of record on March 31, 2007.

During the last three fiscal years, the Fund declared its final distribution as follows:

On May 5, 2008, the Fund announced that its final prorated distribution to its unitholders would be of \$0.06625 per Trust Unit. The final distribution was paid on June 13, 2008 to unitholders of record on May 15, 2008.

Dividends

Upon the conversion of the Fund to the Corporation in May 2008, the Corporation adopted a dividend policy which provides for the payment of a quarterly dividend payable on the 15th day following the end of each quarter to shareholders of record as of the last trading day of such quarter. For the 2010 fiscal year, the Corporation declared four regular dividends of \$0.10 per common share for each of the first, second, third and fourth quarters.

The Corporation cannot declare or pay a dividend if it is in default under its credit agreement or if the payment of a dividend would cause the Corporation to be in default under its current credit facilities.

DESCRIPTION OF CAPITAL STRUCTURE

The Corporation is authorized to issue an unlimited number of common shares (the "Common Shares") and preferred shares, issuable in series. At December 31, 2010, there were 95,328,255 Common Shares and no preferred shares issued and outstanding.

Common Shares

The Common Shares entitle the holders thereof to one vote per share. The holders of the Common Shares are entitled to receive any dividend declared by the Corporation on the Common Shares.

Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation upon its dissolution, liquidation or winding-up.

Preferred Shares

The preferred shares may be issued in one or more series, with such rights and conditions as may be determined by resolution of the directors, which shall determine the designation, rights, privileges, conditions and restrictions to be attached to the preferred shares of such series. There are no voting rights attached to the preferred shares except as prescribed by law. In the event of the liquidation, dissolution or winding up of the Corporation, or any other distribution of assets of the Corporation among its shareholders, the holders of the preferred shares of each series are entitled to receive, in priority over the Common Shares and any other shares ranking junior to the preferred shares of the Corporation, an amount equal to the redemption price for such shares plus an amount equal to any dividends declared thereon but unpaid and no more. The preferred shares of each series are also entitled to such other preferences over the Common Shares and any other shares ranking junior to the preferred shares as may be determined as to their respective series authorized to be issued. The preferred shares of each series shall be on a parity basis with the preferred shares of every other series with respect to payment of dividends and return of capital. There are no preferred shares currently issued and outstanding.

MARKET FOR SECURITIES

The Common Shares are listed on the Toronto Stock Exchange under the symbol TFI. The Common Shares are included in the S&P/TSX Equity, Capped Equity, Equity Completion and Equity SmallCap Indices. The table below sets out the price ranges and total volume of shares traded for the Common Shares on a monthly basis during the fiscal year ended December 31, 2010.

<u>Month</u>		<u>High</u>		<u>Low</u>	<u>Volume</u>
January	\$	8,560	\$	7.930	1,363,271
February		9.500		7.640	3,310,141
March		11.120		9.200	2,904,796
April		10.880		9.900	2,407,634
May		11.120		8.850	1,882,045
June		10.230		9.120	1,423,114
July		10.570		8.530	2,987,318
August		10.280		9.360	2,206,335
September		10.500		9.740	2,035,834
October		12.080		10.370	2,521,222
November		12.140		11.150	3,313,171
December		13.020		12.960	2,522,448

DIRECTORS AND OFFICERS

The following table sets out the name, city, province and country of residence, position held with the Corporation and principal occupation of each person who is either a director or officer of the Corporation as of the date hereof and, if a director, the year in which the person became a director. Except as otherwise indicated, each person has held his or her principal occupation for the last five years. Each of the directors has been elected to serve until the next annual meeting of shareholders of the Corporation.

<u>Name, City, Province and Country of Residence</u>	<u>Position with the Corporation</u>	<u>Principal Occupation</u>	<u>Principal Occupation within the preceding five years</u>	<u>First Year as Director of the Corporation (or its predecessor)</u>
Alain Bédard, F.C.A., C.M.A. ⁽⁴⁾ , Calgary, Alberta, Canada	Director Chairman of the Board of Directors, President, Chief Executive Officer and acting Chief Financial Officer	President and Chief Executive Officer of the Corporation	—	1993
André Bérard ⁽¹⁾⁽³⁾⁽⁴⁾ Montreal, Québec, Canada	Lead Director	Corporate Director	—	2003
Lucien Bouchard ⁽³⁾ Outremont, Québec, Canada	Director Chairman of the Corporate Governance and Nominating Committee	Partner Davies Ward Phillips and Vineberg LLP (law firm)	—	2007
Richard Guay ⁽¹⁾⁽²⁾⁽⁸⁾ Montreal, Québec, Canada	Director Chairman of the Human Resources and Compensation Committee	Corporate Director	—	2004
Ronald D. Rogers ⁽¹⁾⁽³⁾⁽⁵⁾ Calgary, Alberta, Canada	Director Chairman of the Audit Committee	Corporate Director	—	2006
Joey Saputo ⁽²⁾⁽⁷⁾ Montreal, Québec, Canada	Director	President, Montreal Impact and Saputo Stadium (sports and entertainment)	Prior to 2006: different senior positions at Saputo Inc. (diary foods manufacturing company)	1996

<u>Name, City, Province and Country of Residence</u>	<u>Position with the Corporation</u>	<u>Principal Occupation</u>	<u>Principal Occupation within the preceding five years</u>	<u>First Year as Director of the Corporation (or its predecessor)</u>
Emanuele (Lino) Saputo ⁽⁶⁾ Montreal, Québec, Canada	Director	Chairman of the Board Saputo Inc. (diary foods manufacturing company)	—	2008
H. John Stollery, ENG. ⁽²⁾ Mississauga, Ontario, Canada	Director	Chairman of the Board Process Capital Corporation (manufacturing company)	—	2000
Johanne Dean Montreal, Québec, Canada	Vice President, Marketing and Communication	Vice President, Marketing and Communication of the Corporation	—	—
Sylvain Desaulniers, CIRC Montreal, Québec, Canada	Vice President, Human Resources	Vice President, Human Resources of the Corporation	—	—
Josiane-M. Langlois, LL.M. Beaconsfield, Québec, Canada	Vice President, Legal Affairs & Corporate Secretary	Vice President, Legal Affairs of the Corporation	—	—
Chantal Martel, LL.B. Saint-Lazare, Québec, Canada	Vice President, Insurance & Compliance	Vice President, Insurance & Compliance of the Corporation	Prior to 2006: Director of Compliance of the Corporation	—
Louis Gagnon, Rosemère, Québec, Canada	Vice President, Business Development	Vice President, Business Development of the Corporation	Prior to 2009: Region Sales Manager, Canada; from 2003 to 2007, Region General Manager from 2007 to March 2009 for GE Trailer Division, Fleet Services	—
Martin Quesnel, CA Boucherville, Québec, Canada	Vice President, Finance	Vice President, Finance of the Corporation	Prior to 2009: Director, Administration of the Corporation from July 2000 to 2005 and Director, Finance of the Corporation from 2005 to November 2009	—

<u>Name, City, Province and Country of Residence</u>	<u>Position with the Corporation</u>	<u>Principal Occupation</u>	<u>Principal Occupation within the preceding five years</u>	<u>First Year as Director of the Corporation (or its predecessor)</u>
Ken Tourangeau, CA Laval, Québec, Canada	Vice President, Administration	Vice President, Administration of the Corporation	Prior to December 2009, Assistant Controller of the Corporation from 2004 to 2006, Corporate Controller of the Corporation from 2006 to 2009 and Director, Business Development, Truckload Division of the Corporation from August 2009 to November 2009	—

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- (1) Member of the Audit Committee.
- (2) Member of the Human Resources and Compensation Committee.
- (3) Member of the Corporate Governance and Nominating Committee.
- (4) Until May 2006, Alain Bédard and André Bérard were directors of Arbec Forest Products Inc. (formerly Uniforêt Inc.), which filed for protection under the *Companies' Creditors Arrangement Act* (Canada) in April 2001. In May 2003, Arbec Forest Products Inc. entered into a plan of arrangement with its creditors, and completed the implementation of this plan in February 2004.
- (5) Ronald D. Rogers was a director of GT Group Telecom Inc. ("GT"), sitting on the Board of Directors as a representative of Shaw Communications Inc. In early June 2002, Mr. Rogers resigned as a director of GT. GT filed for protection under the *Companies' Creditors Arrangement Act* (Canada) in late June 2002.
- (6) Until July 2006, Emanuele (Lino) Saputo was a director of Arbec Forest Products Inc. (formerly Uniforêt Inc.), which filed for protection under the *Companies' Creditors Arrangement Act* (Canada) in April 2001. In May 2003, the company entered into a plan of arrangement with its creditors, and completed the implementation of this plan in February 2004.
- (7) Joey Saputo was a director of 3741851 Canada Inc. (formerly Expert Medic Inc.), which was declared bankrupt under the *Bankruptcy and Insolvency Act* (Canada) on August 30, 2005.
- (8) Richard Guay sits as a representative of Investissement Québec on the Board of Directors of Trimag G.P. Inc., the general partner of Trimag, S.E.C., a limited partnership which filed for protection under the *Companies' Creditors Arrangement Act* (Canada) in April 2009. In September 2009, the partnership entered into a plan of arrangement with its creditors and is currently completing the implementation of such plan. Richard Guay was also the Executive Vice-President of Groupe Melior Inc. until October 2009. Groupe Melior Inc. filed a Notice of Intention on April 1, 2010 and filed an assignment in bankruptcy on July 13, 2010.

As at December 31, 2010, the directors and executive officers of the Corporation, as a group, beneficially owned or otherwise exercised control or direction over, directly or indirectly, an aggregate of approximately 20,990,430 Common Shares, representing 22.02% of the issued and outstanding shares of the Corporation.

Except as set out in the notes to the table in this section entitled "Directors and Officers", to the knowledge of the Corporation, none of the foregoing directors or executive officers of the Corporation (and with respect to (b) and (c) below, none of the shareholders of the Corporation holding a sufficient number of Common Shares to affect materially the control of the Corporation):

- (a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an "Order"), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
 - (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) is, or within the last ten years has been, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his, her or its assets.

To the knowledge of the Corporation, none of the foregoing directors or executive officers of the Corporation and none of the shareholders of the Corporation holding a sufficient number of Common Shares to affect materially the control of the Corporation, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the knowledge of the Corporation, no director or officer of the Corporation or any of its subsidiaries has an existing or potential material conflict of interest with the Corporation or any of its subsidiaries.

AUDIT COMMITTEE

Audit Committee Charter

The text of the Audit Committee charter is set out as Schedule A to this annual information form.

Audit Committee Composition

The Audit Committee is composed of three members, namely Ronald D. Rogers, Chairman, Richard Guay and André Bérard. Each member of the Audit Committee is independent and financially literate within the meaning of National Instrument 52-110 *Audit Committees*.

Relevant Education and Experience

Each member of the Audit Committee has a good command of generally accepted accounting principles and has the ability to understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. This section describes at greater length how these members acquired their financial literacy.

Ronald D. Rogers, prior to his retirement in September 2004, was Senior Vice-President and Chief Financial Officer of Shaw Communications Inc.

Richard Guay, prior to his retirement in August 2003, held a number of senior positions with the Laurentian Bank of Canada, including Executive Vice-President.

André Bérard is a corporate director of several companies and prior to 2004 was Chairman of the Board of the National Bank of Canada.

Pre-approval Policies and Procedures for Non-Audit Services

The Audit Committee has adopted in its charter, a specific policy and procedure for the engagement of non-audit services.

External Auditor Service Fees (by Category)

The table below sets out all fees paid by the Corporation to its external auditor, KPMG LLP, Chartered Accountants, for the years ended December 31, 2010 and 2009:

	Year ended December 31,	
	2010	2009
Audit Fees.....	\$ 649,500	\$ 500,000
Audit-Related Fees ⁽¹⁾	20,000	85,898
Tax Fees ⁽²⁾	2,000	80,212
All Other Fees ⁽³⁾	5,000	-
TOTAL.....	\$ 676,500	\$ 666,110

(1) Audit-related fees were billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's annual financial statements and are not reported as part of audit fees (including review of interim financial statements).

(2) Tax fees were billed for professional services rendered for tax compliance, tax advice and tax planning.

(3) Financial Statements translation fees

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Management is not aware of any material litigation outstanding, threatened or pending as of the date hereof by or against the Corporation other than in the normal course of business.

During the fiscal year ended December 31, 2010, the Corporation was not subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority;
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision; or
- (c) any settlement agreements entered into before a court relating to securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except for a private placement of 1,423,840 Common Shares to Jolina Capital Inc., the Corporation's principal shareholder, completed on August 13, 2009 for gross proceeds of \$8,329,464 to the Corporation, no directors or executive officers of the Corporation, and no person or corporation that is the beneficial owner of, or who exercises control or direction over, directly or indirectly, more than 10% of the Corporation's shares or any of their respective associates or affiliates, has or has had a material interest, direct or indirect, in any transaction, whether proposed or concluded, which had, or may have, a material effect on the Corporation or its subsidiaries within the three most recently-completed financial years or during the current financial year.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares of the Corporation is Computershare Trust Company of Canada. The register of transfers of the Common Shares of the Corporation is located at the offices of Computershare Trust Company of Canada in Montreal and Toronto.

MATERIAL CONTRACTS

The only contracts, other than contracts entered into in the ordinary course of business, that are material to the Corporation and that were entered into during its last fiscal year are the following:

- On November 4, 2010, the Corporation entered into an Underwriting Agreement between the Corporation, on the one hand, and a syndicate of underwriters co-led by National Bank Financial Inc. and RBC Dominion Securities Inc., acting as joint book-runners, and including BMO Capital Markets, CIBC World Markets Inc., Desjardins Securities Inc., Scotia Capital Inc. and Cormark Securities Inc., on the other hand, with respect to a "bought-deal" public offering pursuant to which

the Corporation issued 6% convertible unsecured subordinated debentures in an aggregate principal amount of \$143.75 million, including \$18.75 million from the exercise in full by the underwriters of an over-allotment option.

- In connection with the foregoing convertible debentures, the Corporation entered into a Trust Indenture dated as of November 19, 2010 with Computershare Trust Company of Canada. The convertible debentures bear interest at a rate of 6% per annum, payable semi-annually on May 31 and November 30 each year, commencing on May 31, 2011. The convertible debentures are convertible at the holder's option into the Corporation's common shares at a conversion price of \$19.05 per share, representing a conversion rate of 52.4934 shares per \$1,000 principal amount of convertible debentures. The convertible debentures will mature on November 30, 2015 and may be redeemed by the Corporation, in certain circumstances, after November 30, 2013.
- On December 14, 2010, the Corporation entered into an Agreement and Plan of Merger to acquire all of the outstanding shares of Dynamex for a purchase price of US\$25.00 per share, payable in cash, representing a total purchase price of approximately US\$248 million. See "General Development of the Business – Subsequent Event" for a description of the transaction.

NAME AND INTERESTS OF EXPERTS

KPMG LLP are the auditors who prepared the Auditors' Report with respect of the Corporation's Consolidated Financial Statements for the fiscal year ended December 31, 2010. KPMG LLP has confirmed to the Corporation that it is independent in accordance with the Code of Ethics of l'*Ordre des Comptables Agréés du Québec*.

ADDITIONAL INFORMATION

Additional information, including director's and officers' remuneration and indebtedness (if any), principal holders of the Corporation's securities, options to purchase securities and interests of insiders in material transactions, if applicable, is contained in the Corporation's Management Proxy Circular in respect of the annual meeting of the shareholders to be held on May 17, 2011.

Additional financial information is provided in the Corporation's audited consolidated financial statements and management's discussion and analysis relating thereto for the fiscal year ended December 31, 2010.

These documents, as well as additional information relating to the Corporation, including any of the Corporation's news releases, are also available on SEDAR at www.sedar.com.

Schedule A



Audit Committee Charter Revised December 2010

PURPOSE

The primary function of the Audit Committee (the "**Committee**") of TransForce Inc. (the "**Corporation**") is to assist the Board of Directors (the "**Board**") in fulfilling its oversight responsibilities by reviewing with its auditors: (a) the financial reports and other financial information provided by the Corporation to any governmental body or the public, being understood that the financial statements are the responsibility of management and that the Committee's role is solely to assist the Board in fulfilling its oversight responsibilities; (b) the Corporation's systems of internal controls regarding finance and accounting that management and the Board have established; and (c) the Corporation's auditing, accounting and financial reporting processes generally.

All of the requirements in this Charter are qualified by the understanding that the role of the Committee is to act in an oversight capacity and is not intended to require a detailed review of the work performed by the external auditors unless specific circumstances are brought to its attention warranting such a review.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and it has direct access to the external and internal auditors as well as anyone in the organization. The Committee has the ability to retain, at the Corporation's expense, specific advisors, consultants or experts it deems necessary in the performance of its duties.

COMPOSITION

The Committee shall be composed of three or more Directors as determined by the Board. At least the majority members of the Committee must be independent (must be free of any relationship to the Corporation that may interfere with the exercise of their independence from management and the Corporation).

All members of the Committee must be financially literate and shall possess an understanding of financial statements, including balance sheet, income statement and cash flow statement or be able to do so within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee shall have accounting or related financial management expertise, as the Board, in its business judgment, interprets such qualification.

The members of the Committee shall be appointed by the Board at the annual or any regular meeting of the Board. The members of the Committee shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal. The Chair of the Committee shall be appointed by the Chairman of the Board. If a Chair is not elected by the full Board or is not present at a particular meeting, the members of the Committee may designate a Chair by majority vote of the Committee membership in attendance.

MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee should meet at least annually with management, the independent members, the internal and external auditors and as a Committee, in separate executive sessions, to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee, or at least the Chair, should meet with the external auditors and financial management quarterly, either in person or telephonically, to review the Corporation's interim financial statements. The Committee Chair shall prepare and/or approve the agenda in advance of each meeting.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall perform the following:

Documents/Reports Review

- a) Review and reassess the adequacy of this Charter at least annually.
- b) Review and discuss with management and the external auditors the Corporation's annual audited financial statements prior to filing or distribution. This review and discussion should encompass the results of the audit, including significant issues regarding accounting principles, practices and judgments.
- c) Review with financial management the quarterly financial results prior to the earlier of the release of earnings or the filing of the Quarterly Reports. The Chair of the Committee may represent the entire Committee for purposes of this review, in case of emergency in the event the Committee is unable to meet.
- d) Review and discuss with management all significant issues surrounding corporate risk including insurance coverage and environmental issues as required.

Independent Accountants

- a) Recommend to the Board the selection of external auditors, considering independence and effectiveness and approve the fees and other compensation to be paid to the external auditors.
- b) Make clear that the external auditors for the Corporation are ultimately accountable to the Committee and the Board, that the Committee and Board have the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the external auditors or to nominate the external auditor to be proposed for Shareholder approval in any proxy statement.
- c) Require the external auditors to submit on a periodic basis (but at least annually) to the Committee a formal written statement in accordance with Independence Standards delineating all relationships between them and the Corporation, actively engage in a dialogue with them with respect to any disclosed relationships or services that may impact their objectivity and independence, and

recommend that the Board take appropriate action in response to the report of the external auditors to satisfy itself of the external auditors' independence.

- d) Review the performance of the external auditors and approve any proposed discharge of the external auditors when circumstances warrant.
- e) Discuss with the external auditors their audit plan.
- f) Review and approve in advance all non-audit services performed by the external auditing firm. Notwithstanding the foregoing:
 - i) the audit committee may delegate to one or more independent members the authority to pre-approve non-audit services. The pre-approval of non-audit services by any member to whom authority has been delegated must thereafter be presented to the audit committee at its first scheduled meeting following such pre-approval.
 - ii) when the aggregate amount of all the non-audit services is not more than One Hundred Thousand Dollars (\$100,000) to be paid by the Corporation to the Corporation's external auditor such non-audit are deemed to be pre-approved by the committee if they are approved by the CEO of the Corporation and provided that the services are promptly brought to the attention of the audit committee of the issuer at its first scheduled meeting following such non-audit services are given.
 - iii) The following non-audit services are strictly prohibited and shall in no circumstance be performed by the external auditing firm:
 - Bookkeeping or other services related to the Corporation's accounting records or financial statements;
 - Financial information systems design and implementation;
 - Appraisal or valuation services for financial reporting purposes;
 - Actuarial services for items recorded in the financial statements;
 - Internal audit outsourcing services;
 - Management functions;
 - Human resources;
 - Certain corporate finance and other services;
 - Legal services;
 - Certain expert services unrelated to the audit.

Internal Audit

- a) Review and concur in the appointment, replacement, reassignment or dismissal of the director of internal audit.
- b) Confirm and assure the independence of the internal auditor.
- c) Evaluate, in consultation the director of internal auditing, the audit scope and role of internal audit.

- d) In consultation with management and the external auditors, evaluate the effectiveness and independence of the Corporation's internal audit function including the reporting relationship to the Committee and the compliance with the Committee charter.
- e) Review with the director of internal audit and management, the audit plan, activities, staffing and organizational structure of internal audit.

Financial Reporting Processes

- a) In consultation with management and the external auditors, consider the integrity of the Corporation's financial reporting processes and controls and whether such controls are adequate.
- b) Discuss significant financial reporting issues including off balance sheet arrangements and/or special purpose entities and the steps management has taken to monitor, control and report such issues.
- c) Review significant findings prepared by the external auditors together with management's response.
- d) Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors.
- e) Review the annual budget on an annual basis.
- f) Review and recommend the proposed dividend payouts on a quarterly basis.
- g) Discuss with the external auditors their judgments about the quality, not just the acceptability, of the Corporation's accounting principles as applied in its financial reporting.
- h) Based on the review and discussions referred to previously, recommend to the Board that the audited financial statements be included in the Corporation's Annual Report.
- i) Prepare a report of the Committee to be included in the Corporation's Proxy Circular for its Annual Meeting.

Other

- a) The Committee will establish procedures for the receipt, retention and treatment of any complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters.
- b) The Committee will review the accounting principles and practices.
- c) The Committee will establish procedures for the confidential, anonymous submission by the employees of the Corporation of concerns regarding questionable accounting or auditing matters.

- d) Nothing in this Charter will, or be deemed to, decrease or modify any manner adverse to any member of the Committee, such member's right to rely on statements and certifications made by Corporation's officers, employees, agents, counsel, experts and auditors.
- e) Nothing in this charter will, or will be deemed to, adversely affect in any manner the rights of members of the Committee to indemnification and advancement of expenses under the Corporation's By-Laws or under any contract, agreement, arrangement or understanding benefiting such member.
- f) Notwithstanding any other provision of this Charter, no provision of this Charter will, except to the extent required by applicable law, rule or regulation, be construed to create any duty, liability or obligation on the part of the Committee or its members.

The Committee relies on the expertise and knowledge of management and the public accounting firm in carrying out its oversight responsibilities. Management of the Corporation is responsible for determining that the Corporation's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. The public accounting firm is responsible for auditing the Corporation's financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete, accurate and are in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations of the Corporation's internal policies, procedures or controls.