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Notice of Annual Meeting of Unitholders  
and Management Information Circular

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March 27, 2019

# BOYD GROUP INCOME FUND

## NOTICE OF ANNUAL MEETING OF UNITHOLDERS TO BE HELD MAY 15, 2019

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Unitholders of Boyd Group Income Fund (the "Fund") will be held at the Hilton Winnipeg Airport Suites Hotel, 1800 Wellington Avenue, Winnipeg, Manitoba on Wednesday, May 15, 2019 at 1:00 p.m. (local time) for the following purposes:

1. to receive the consolidated financial statements of the Fund for the year ended December 31, 2018 and the Auditor's Report thereon;
2. to appoint Trustees for the ensuing year;
3. to elect nominees of the Fund to serve as Directors of The Boyd Group Inc. and Boyd Group Holdings Inc.;
4. to appoint auditors for the ensuing year and authorize the Board of Trustees to fix their remuneration;
5. to vote on an advisory resolution on the Fund's approach to executive compensation; and
6. to transact such other business as may properly come before the Meeting, or any adjournment thereof.

**Unitholders who are unable to attend the meeting in person are requested to complete, date and sign the enclosed form of Proxy and return it, in the envelope provided, to the Secretary-Treasurer of the Fund, c/o Computershare Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department or via Phone: 1-866-732-8683, or by Internet voting at [www.investorvote.com](http://www.investorvote.com), at least 24 hours prior to the Meeting or any adjournment thereof, failing which the Proxy will be invalid.**

DATED at Winnipeg, Manitoba this 27<sup>th</sup> day of March, 2019.

By Order of the Board of Trustees.

BOYD GROUP INCOME FUND

*(signed)*

Per: Narendra "Pat" Pathipati  
Secretary-Treasurer



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## Management Information Circular

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March 27, 2019

**BOYD GROUP INCOME FUND  
MANAGEMENT INFORMATION CIRCULAR**

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**BOYD GROUP INCOME FUND****INFORMATION CIRCULAR****PROXIES****Solicitation of Proxies**

This circular is provided in connection with the solicitation by management of Boyd Group Income Fund (the “Fund”) of proxies to be used at the Annual Meeting (the “Meeting”) of unitholders of the Fund to be held on Tuesday, May 15, 2019 at 1:00 p.m. (local time) at the Hilton Winnipeg Airport Suites Hotel, 1800 Wellington Avenue, in Winnipeg, Manitoba and for any adjournment thereof.

The solicitation of proxies will be made primarily by mail but proxies may also be solicited by officers, directors, employees or agents of the Fund personally, in writing or by telephone. Unless otherwise stated, the information provided in this Information Circular is given as at March 27, 2019. The total cost of the solicitation will be borne by the Fund.

**Appointment and Revocation of Proxies**

A form of proxy is enclosed. If it is not your intention to be present in person at the Meeting, you are asked to sign, date and return the proxy in the envelope provided.

The persons named in the enclosed form of proxy as proxyholders are Trustees of the Fund and have indicated their willingness to represent, as proxyholders, the persons who appoint them.

**Each person who is the registered holder of units of the Fund (the “Units”) (herein collectively referred to as “Unitholders” or individually as a “Unitholder”) is entitled to appoint a person or company (who need not be a Unitholder) other than the persons designated in the enclosed form of proxy to represent the Unitholder at the Meeting.** That right may be exercised by inserting the name of such other person or company in the blank space provided in the enclosed form of proxy or by completing another form of proxy and depositing it in the manner and within the time frame specified below. Unitholders who name another person or company on the proxy to represent them at the Meeting should notify such person or company, obtain that person’s or company’s consent to act as proxy and instruct such person or company how to vote the Unitholder’s Units. The form of proxy should be

dated and signed by the Unitholder or by an attorney of the Unitholder authorized in writing in accordance with the notes forming part of the form of proxy.

Pursuant to a Declaration of Trust dated December 16, 2002, which was amended and restated on February 25, 2003, as further amended (the "Trust Declaration"), pursuant to which the Fund was created, Boyd Group Holdings Inc. ("BGHI") is deemed to be a Unitholder and has the right to receive notice of, attend and vote at all meetings of Unitholders and grant proxies for such voting rights, as though, immediately prior to any such meeting, BGHI had been issued and was the registered holder of the number of Units equal to the number of Class A common shares of BGHI ("BGHI Class A Shares") then issued and outstanding. At any meeting of Unitholders, BGHI and any of its designated proxies shall be treated for all purposes as Unitholders, except with respect to quorum requirements and the constitution of a quorum.

Unless otherwise indicated, all references herein to a Unitholder or Unitholders shall include BGHI, in its capacity as a deemed Unitholder under the Trust Declaration and all corresponding references herein to Units, shall include BGHI Class A Shares, where the context so requires.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the Secretary-Treasurer of the Fund, c/o Computershare Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department or via Phone: 1-866-732-8683, or by Internet voting at [www.investorvote.com](http://www.investorvote.com), at least 24 hours prior to the Meeting or any adjournment thereof, failing which the proxy will be invalid.

**A Unitholder who has given a proxy may revoke it by depositing with the Secretary-Treasurer of the Fund c/o Computershare Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department or via Phone: 1-866-732-8683, another form of proxy bearing a later date or a revocation of proxy, signed by the Unitholder, or an attorney of the Unitholder authorized in writing, prior to the close of business on the last business day prior to the Meeting or any adjournment thereof. The Unitholder may also revoke the proxy and vote in person by depositing such revocation of proxy with the Chair of the Meeting at the Meeting or any adjournment thereof, or may revoke the proxy in any other manner permitted by law. A Unitholder will be bound by any vote that may have been registered by a duly appointed proxy prior to any revocation of that proxy in the manner described above.**

## Voting of Proxies

On any ballot that may be called at the Meeting or any adjournment thereof, the persons appointed in the enclosed form of proxy will vote all Units for or against, or will withhold from voting them in accordance with the instruction given with respect to each resolution expressly set out in the form of proxy. **If instruction is not given with respect to any such matter, the Units will be voted FOR such matter.**

The enclosed form of proxy confers discretionary authority upon the persons appointed therein with respect to amendments and variations to matters identified in the Notice of Annual Meeting and Information Circular and with respect to any other matters which may properly come before the Meeting. The Units represented by the proxy will be voted on such matters, in the discretion of and in accordance with the best judgment of, the person voting such Units. As of the date of this Information Circular, management of the Fund knows of no matters to come before the Meeting other than the matters identified in the Notice of Annual Meeting and Information Circular. If any matters which are not now known should properly come before the Meeting, the persons appointed in the proxy will vote on such matters in their discretion, in accordance with their best judgment.

Unless otherwise noted herein, a simple majority of the votes cast at the Meeting, whether by proxy or otherwise, will constitute approval of any matter submitted to a vote.

## Record Date and Entitlement to Vote

The Fund will prepare, as at the close of business on March 27, 2019 (the "Record Date"), a list of the registered Unitholders entitled to receive the Notice of Annual Meeting and Information Circular and the number of Units held by each such Unitholder. A holder of Units named in the list is entitled to vote the Units shown opposite such Unitholder's name at the Meeting, except to the extent that such Unitholder has transferred the ownership of any Units after March 27, 2019 and the transferee of those Units establishes ownership of the Units and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of Unitholders before the Meeting, in which case the transferee is entitled to vote such Units at the Meeting or any adjournment thereof.

On March 27, 2019, 19,869,020 Units of the Fund were issued and outstanding. Each Unit entitles the holder thereof to one vote.



## **Quorum**

A quorum for the Meeting requires at least two (2) Unitholders (not including BGHI) present in person and holding or representing by proxy not less than 5% of all issued and outstanding Units entitled to vote at such meeting. BGHI's entitlement to attend the Meeting and vote thereat in respect of the BGHI Class A Shares is not considered with respect to quorum requirements and constitution of a quorum.

The Trust Declaration authorizes BGHI to appoint one or more proxies with respect to exercising its voting rights at Annual Meetings of the Fund. The bylaws of BGHI provide that BGHI shall grant to each holder of BGHI Class A Shares ("BGHI Shareholder") a proxy to attend, and exercise voting rights as a Unitholder at meetings of the Fund on the basis of one (1) vote for each BGHI Class A Share held by such BGHI Shareholder, provided that such BGHI Shareholder has provided BGHI with a written acceptance of such proxy together with a written undertaking to jointly elect with BGHI, pursuant to section 85 of the *Income Tax Act* (Canada) (the "Tax Act"), in prescribed form and within the time referred to therein, to have the provisions of section 85(1) of the Tax Act apply to the issuance of BGHI Class A Shares.

## **Principal Holders of Units**

To the best of the knowledge of the Trustees and executive officers of the Fund, no persons or corporations beneficially own, directly or indirectly, or exercise control or direction over, Units carrying 10% or more of the voting rights attached to the Units.

As at March 27, 2019, there were 216,041 BGHI Class A Shares issued and outstanding, representing approximately 1.1% of all votes attached to the Units and to the BGHI Class A Shares which can be voted at the Meeting.

As at March 27, 2019, 4612094 Manitoba Inc. ("4612094") owned 107,329 BGHI Class A Shares which, as at March 27, 2019, represented approximately 0.5% of all votes attached to the issued and outstanding Units and votes of BGHI in respect of the issued and outstanding BGHI Class A Shares. 4612094 is controlled by Brock Bulbuck (CEO of the Fund, BGI and BGHI) and members of his family.

## **BUSINESS OF THE ANNUAL MEETING**

### **APPOINTMENT OF TRUSTEES**

The Trust Declaration requires that the Fund have a minimum of three (3) Trustees and a maximum of ten (10) Trustees. On March 20, 2018, the Board of Trustees fixed by resolution the number of Trustees to be eight (8). The Board of Trustees currently consists of eight (8) Trustees with all eight (8) standing for re-election.

The Trust Declaration also requires that the majority of the Trustees be residents of Canada within the meaning of the *Income Tax Act (Canada)* ("Tax Act"). Upon the eight Trustees standing for election at the Meeting being elected, five (62.5%) would be residents of Canada within the meaning of the Tax Act.

### **Election of Trustees by Unitholders**

Trustees can be reappointed or replaced every year as may be determined by a majority of votes cast at the Meeting of the Unitholders. The Trust Declaration provides that subject to its terms and conditions, the Trustees may exercise from time to time, in respect to the assets and investments of the Fund, any and all rights, powers and privileges that could be exercised by a legal and beneficial owner thereof. The Trustees are responsible for, among other things: (i) the supervision of the activities, investments and affairs of the Fund; (ii) acting for, voting on behalf of and representing the Fund as a shareholder of The Boyd Group Inc. ("BGI") and BGHI and a holder of Notes (as hereinafter defined); (iii) maintaining records and providing reports to Unitholders; and (iv) effecting the payment of distributions to Unitholders in accordance with the terms and conditions of the Trust Declaration.

A Trustee may resign upon written notice to the Fund and may be removed by a majority of votes cast at a special meeting of Unitholders. The vacancy created by such removal may be filled at that same meeting, failing which it shall be filled by the Trustees.

A quorum of the Trustees, being the greater of two (2) Trustees or a majority of the number of Trustees then holding office, may fill a vacancy in the Board of Trustees, except a vacancy resulting from an increase in the number of the Trustees or from a failure to appoint the minimum number of Trustees fixed by the Trust Declaration. Notwithstanding anything contrary contained in the Trust Declaration, if a majority of the Trustees are not residents of Canada within the meaning of the Tax Act, the Trustees then in office shall appoint such number of resident Canadian Trustees as may be necessary so that a majority of the Trustees are residents of Canada.

The Trustees have fixed by resolution that there will be eight (8) Trustees of the Fund appointed at the Meeting.

**The persons appointed in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the nominees shown in the following table. All of the nominees set forth in the following tables are currently Trustees of the Fund.**

The Board of Trustees has adopted a majority voting policy stipulating that if the votes withheld from voting for the election of a nominee for Trustee at an annual meeting are greater than the number of votes received in favour of the election of such nominee (i.e., the nominee is not elected by at least a majority of 50% +1 vote), the nominee will promptly offer to resign as Trustee. The Governance and Nomination Committee will then review the matter and make a recommendation to the Board whether to accept or reject the resignation offer after considering all factors it deems relevant. The Governance and Nomination Committee will recommend acceptance of the resignation unless there are exceptional circumstances. The Board will make a decision to accept or reject the resignation within 90 days of the applicable annual meeting, which decision will then promptly be disclosed to the public. The nominee will not participate in any committee or Board deliberations on the resignation offer unless there are not at least three Trustees who did not receive a majority withheld vote. The policy does not apply in circumstances involving contested Trustee elections.

The following table set forth the result of the vote for the election of Trustees held at the preceding annual meeting in Winnipeg on May 15, 2018:

<b>Nominee</b>	<b>Votes For</b>	<b>%</b>	<b>Withheld</b>	<b>%</b>
Dave Brown	14,508,469	97.60%	356,994	2.40%
Brock Bulbuck	14,545,280	97.85%	320,183	2.15%
Allan Davis	14,415,850	96.98%	449,613	3.02%
Gene Dunn	14,230,900	95.73%	634,563	4.27%
Robert Gross	14,487,101	97.45%	378,362	2.55%
Violet (Vi) A.M. Konkle	14,726,809	99.07%	138,654	0.93%
Timothy O'Day	14,474,430	97.37%	391,033	2.63%
Sally Savoia	14,486,810	97.45%	378,653	2.55%

The following tables show the name and background of each nominee, including present principal occupation. Unless otherwise indicated, each nominee has been engaged for the past five years in the specified present principal occupations or in other executive capacities with the companies or firms referred to, or with affiliates or predecessors thereof. The tables also include the year in which each nominee first became a Trustee of the Fund. In addition, the tables show the number of Units, BGHI Class A Shares, director deferred share units, unit options and performance cash units that each nominee beneficially owns, or exercises control or direction over, directly or

indirectly, as at the date of this Information Circular. The information as to Units and BGHI Class A Shares owned beneficially, or over which the nominees exercise control or direction, has been furnished to the Fund by the nominees. The total value of each Trustee's Units, BGHI Class A Shares, director deferred share units, unit options and performance cash units is based on the closing price of the Units of the Fund on the TSX as of the date of the Information Circular for the current and prior year (as applicable).

<p>Dave Brown</p> <p>Manitoba, Canada</p> <p>Joined the Board of BGIF on June 25, 2012</p> <p>Joined the Board of BGHI and BGI on June 26, 2013</p> <p>Age: 59</p> <p>Status: Independent</p>	Mr. Brown is currently President and CEO of Richardson Capital and Managing Director of RBM Capital Limited. Previously, he was Corporate Secretary of James Richardson & Sons, Limited, and a partner in the independent law and accounting firm of Gray & Brown. In addition to serving on the Board of Trustees of the Fund, he also serves as a Director of GMP Capital, Inc., Richardson Financial Group and Pollard Banknote Limited. He graduated from the University of Manitoba law school, and is a Chartered Professional Accountant and member of the Manitoba Bar Association.							
	<b>Board / Committee Membership</b>						<b>Meeting Attendance in 2018</b>	
	Board						4 of 4	100%
	Audit Committee (Chair)						4 of 4	100%
	Compensation Committee						3 of 3	100%
	<b>Key Areas of Expertise</b>							
	<ul style="list-style-type: none"> <li>• Accounting</li> <li>• Finance</li> <li>• Legal / Regulatory</li> <li>• Investment banking</li> <li>• General business management</li> </ul>							
	<b>Other Current Public Company Directorships</b>							
	GMP Capital, Inc.						May 2014 - present	
	Pollard Banknote Limited						May 2017 - present	
	<b>Number of Units Owned (directly or indirectly, over which control or direction is exercised)</b>							
	<b>Year</b>	<b>Units</b>	<b>Class A Shares</b>	<b>Director Deferred Share Units</b>	<b>Total Value (1)</b>	<b>Ownership Requirement</b>	<b>% of Target Met</b>	
	2018	6,332	Nil	3,084	\$1,300,255	\$324,000	100%	
2017	6,332	Nil	2,149	\$856,835	\$312,000	100%		

(1) The table shows the number of units, director deferred share units, class A shares, unit options and performance cash units as at March 27, 2019 (March 27, 2018). Total value has been calculated at the closing price of the Units at March 27, 2019 of \$138.09 (March 27, 2018 - \$101.03).

<p>Brock Bulbuck</p> <p>Manitoba, Canada</p> <p>Joined the Board of BGIF on December 16, 2002</p> <p>Joined the Board of BGHI on February 28, 2003</p> <p>Joined the Board of BGI on September 3, 1997</p> <p>Age: 59</p> <p>Status: Non-Independent</p>	<p>Mr. Bulbuck is the CEO of the Fund. Since joining Boyd in 1993, he has played a leading role in the development and growth of the business. He is a Chartered Professional Accountant and is responsible for the affairs of the Fund, including strategy, operations and performance. In addition to serving on the Board of Trustees of the Fund, he also serves as a Director on the Board of The North West Company and as a Director of Pan Am Clinic Foundation. He is also a former Chair of the Board of The Winnipeg Football Club and a former Governor of the Canadian Football League.</p>							
	Board / Committee Membership					Meeting Attendance in 2018		
	Board					4 of 4	100%	
	Key Areas of Expertise							
	<ul style="list-style-type: none"> <li>• Strategic planning</li> <li>• Operations</li> <li>• Finance</li> <li>• Automotive industry</li> <li>• Compensation / Human Resources</li> </ul>							
	Other Current Public Company Directorships							
	The North West Company Inc. (4)					March 2018 - present		
	Number of Units Owned (directly or indirectly, over which control or direction is exercised)							
	Year	Units	Class A Shares	Unit Options (3)	Performance Cash Units (3)	Total Value (2)	Ownership Requirement	% of Target Met
	2018	24,570	107,329	75,000	32,910	\$33,115,225	\$3,625,000 (1)	100% (1)
2017	24,570	107,329	150,000	28,640	\$31,373,755	\$2,675,000 (1)	100% (1)	

<p>Allan Davis</p> <p>Ontario, Canada</p> <p>Joined the Board of BGIF, BGHI and BGI on June 29, 2005</p> <p>Age: 64</p> <p>Status: Independent</p>	<p>Mr. Davis is the Independent Chair of the Fund's Board of Trustees. He is also President and Director of AFD Investments Inc., a Winnipeg based management consulting firm. In addition to serving on the Board of Trustees, he is also a member of the Exchange Income Corporation Board of Directors. Mr. Davis is a Chartered Professional Accountant and holds a Bachelor of Commerce (Honours) degree from the University of Manitoba.</p>						
	Board / Committee Membership					Meeting Attendance in 2018	
	Board (Chair)					4 of 4	100%
	Audit Committee					4 of 4	100%
	Governance and Nomination Committee					4 of 4	100%
	Key Areas of Expertise						
	<ul style="list-style-type: none"> <li>• Finance</li> <li>• Governance</li> <li>• Accounting</li> <li>• Strategic planning</li> <li>• Operations</li> </ul>						
	Other Current Public Company Directorships						
	Exchange Income Corporation					2014 to present	
	Number of Units Owned (directly or indirectly, over which control or direction is exercised)						
Year	Units	Class A Shares	Deferred Share Units	Total Value (2)	Ownership Requirement	Percentage of Target Met	
2018	4,200	Nil	3,582	\$1,074,616	\$615,000	100%	
2017	6,132	Nil	2,642	\$886,437	\$594,000	100%	

(1) Effective January 1, 2017, the Board approved a unit ownership policy for executives. The policy specifies a unit ownership requirement of 5X annual base salary for the CEO and 2X annual base salary for the Executive Vice President & CFO and President & COO. Participants must fulfill their ownership requirement within five years of becoming subject to this policy.

(2) The table shows the number of units, director deferred share units, class A shares, unit options and performance cash units as at March 27, 2019 (March 27, 2018). Total value has been calculated at the closing price of the Units at March 27, 2019 of \$138.09 (March 27, 2018 - \$101.03).

(3) Unit options and performance cash units include amounts granted not yet vested.

(4) Both Ms. Violet (Vi) A.M. Konkle and Mr. Brock Bulbuck sit on the Board of Directors of The North West Company. The Fund's Board of Trustees does not believe that this relationship impacts the ability of these Trustees to act in the Fund's best interests.

Gene Dunn  Manitoba, Canada  Joined the Board of BGIF on December 16, 2002  Joined the Board of BGHI on February 28, 2003  Joined the Board of BGI on February 20, 1998  Age: 72  Status: Independent	Mr. Dunn is the Chair of Monarch Industries Ltd. of Winnipeg, a leading Canadian manufacturing company, where he previously served as President and CEO. He is Past Chair of the Board of Governors for Balmoral Hall School for Girls and Past Chair of the Winnipeg Blue Bombers Football Club. Mr. Dunn is also the Past Chair of the Board of Governors of the Canadian Football League.						
	Board / Committee Membership					Meeting Attendance in 2018	
	Board			4 of 4		100%	
	Audit Committee			4 of 4		100%	
	Compensation Committee (Chair)			3 of 3		100%	
	Key Areas of Expertise						
	<ul style="list-style-type: none"> <li>• Compensation / Human Resources</li> <li>• Industrial technology</li> <li>• Safety / environmental</li> <li>• Strategic planning</li> <li>• Automotive industry</li> </ul>						
	Other Current Public Company Directorships						
	None						
	Number of Units Owned (directly or indirectly, over which control or direction is exercised)						
Year	Units	Class A Shares	Deferred Share Units	Total Value ( <sup>1</sup> )	Ownership Requirement	Percentage of Target Met	
2018	10,605	Nil	2,333	\$1,786,608	\$324,000	100%	
2017	10,605	Nil	1,528	\$1,225,797	\$312,000	100%	

Robert Gross  New York, United States  Joined the Board of BGIF on November 23, 2012  Joined the Board of BGHI and BGI on June 26, 2013  Age: 61  Status: Independent	Mr. Gross is the past Executive Chair of Monro, Inc., the largest chain of company-operated automotive undercar repair and tire service facilities in the United States. He served as CEO of Monro from 1999 until October 2012 and as Executive Chair from October 2012 to August 2017. Prior to his time at Monro, he served as Chair and CEO at Tops Appliance City, Inc. and before that as President and COO at Eye Care Centers of America, Inc., a Sears, Roebuck & Co. company. In addition to serving on the Board of Trustees, Mr. Gross is also a member of the Core-Mark Holding Company, Inc. Board of Directors.						
	Board / Committee Membership					Meeting Attendance in 2018	
	Board			4 of 4		100%	
	Governance and Nomination Committee			4 of 4		100%	
	Compensation Committee			3 of 3		100%	
	Key Areas of Expertise						
	<ul style="list-style-type: none"> <li>• Compensation / Human Resources</li> <li>• Automotive industry</li> <li>• Marketing</li> <li>• Real estate</li> <li>• Strategic planning</li> </ul>						
	Other Current Public Company Directorships						
	Core-Mark Holding Company, Inc.					October 2011 – present	
	Number of Units Owned (directly or indirectly, over which control or direction is exercised)						
Year	Units	Class A Shares	Deferred Share Units	Total Value ( <sup>1</sup> )	Ownership Requirement	Percentage of Target Met	
2018	10,088	Nil	2,282	\$1,708,173	\$324,000	100%	
2017	10,088	Nil	1,633	\$1,184,173	\$312,000	100%	

(1) The table shows the number of units, director deferred share units, class A shares, unit options and performance cash units as at March 27, 2019 (March 27, 2018). Total value has been calculated at the closing price of the Units at March 27, 2019 of \$138.09 (March 27, 2018 - \$101.03).

<p>Violet (Vi) A.M. Konkle</p> <p>Ontario, Canada</p> <p>Joined the Board of BGIF on May 12, 2017</p> <p>Age: 65</p> <p>Status: Independent</p>	<p>Ms. Konkle is the past President and Chief Executive Officer of The Brick Ltd. Prior to joining The Brick in 2010 as President, Business Support, she held a number of positions with Walmart Canada, including Chief Operating Officer and Chief Customer Officer. Ms. Konkle also held a number of senior executive positions with Loblaw Companies Ltd., including Executive Vice President, Atlantic Wholesale Division. Ms. Konkle is a Director of The North West Company Inc. (a TSX listed public company) as well as being on the Board of three privately held companies including Bailey Metal Products, Elswood Investment Corporation and Longo's Brothers Fruit Markets Inc. Ms. Konkle also acts as an Advisor to the Board of Abarta, a Pittsburgh-based privately held company. She is a past director of Dare Foods, The Brick Ltd., Trans Global Insurance, the Canadian Chamber of Commerce and the National Board of Habitat for Humanity.</p>						
	Board / Committee Membership				Meeting Attendance in 2018		
	Board				4 of 4	100%	
	Audit Committee				4 of 4	100%	
	Governance and Nomination Committee				4 of 4	100%	
	Key Areas of Expertise						
	<ul style="list-style-type: none"> <li>• Commercial / Consumer Services Industry</li> <li>• Risk Management</li> <li>• Strategic planning</li> <li>• Retail / Marketing</li> <li>• Governance</li> </ul>						
	Other Current Public Company Directorships						
	The North West Company Inc. (5)				March 2014 - present		
	Number of Units Owned (directly or indirectly, over which control or direction is exercised)						
	Year	Units	Class A Shares	Deferred Share Units	Total Value (3)	Ownership Requirement	Percentage of Target Met
	2018	280	Nil	1,177	\$201,197	\$324,000	62%(1)
	2017	280	Nil	364	\$65,063	\$312,000	21%(1)

<p>Timothy O'Day</p> <p>Illinois, United States</p> <p>Joined the Board of BGIF, BGHI and BGI on March 22, 2012</p> <p>Age: 60</p> <p>Status: Non-Independent</p>	<p>Mr. O'Day is the President and COO of the Fund. He joined Gerber Collision &amp; Glass in February 1998. With Boyd's acquisition of Gerber in 2004, he was appointed COO for Boyd's U.S. Operations. In 2008, he was appointed President and COO for U.S. Operations. On January 4, 2017, he was appointed President and COO of the Fund. Earlier in his career, he was with Midas International, where he was elevated to Vice President – Western Division, responsible for a territory that encompassed 500 Midas locations. Mr. O'Day also serves on the I-Car Board as Chair and served on the Board of the Collision Repair Education Foundation until March 2016 for a period of six years.</p>							
	Board / Committee Membership				Meeting Attendance in 2018			
	Board				4 of 4	100%		
	Key Areas of Expertise							
	<ul style="list-style-type: none"> <li>• Automotive industry</li> <li>• Finance</li> <li>• Operations</li> <li>• Real estate</li> <li>• Retail marketing</li> </ul>							
	Other Current Public Company Directorships							
	None							
	Number of Units Owned (directly or indirectly, over which control or direction is exercised)							
	Year	Units	Class A Shares	Unit Options (4)	Performance Cash Units (4)	Total Value (3)	Ownership Requirement	Percentage of Target Met
	2018	53,174	Nil	75,000	15,687	\$19,865,765	\$1,127,608 (2)	100% (2)
	2017	87,574	Nil	150,000	9,699	\$24,981,991	\$947,540 (2)	100% (2)

(1) A Trustee has 5 years from the date of the appointment to the Board to meet the ownership requirements. As such, Violet (Vi) A.M. Konkle has until 2022 to meet the ownership requirement.

(2) Effective January 1, 2017, the Board approved a unit ownership policy for executives. The policy specifies a unit ownership requirement of 5X annual base salary for the CEO and 2X annual base salary for the Executive Vice President & CFO and President & COO. Participants must fulfill their ownership requirement within five years of becoming subject to this policy.

(3) The table shows the number of units, director deferred share units, class A shares, unit options and performance cash units as at March 27, 2019 (March 27, 2018). Total value has been calculated at the closing price of the Units at March 27, 2019 of \$138.09 (March 27, 2018 - \$101.03).

(4) Unit options and performance cash units include amounts granted not yet vested.

(5) Both Ms. Violet (Vi) A.M. Konkle and Mr. Brock Bulbuck sit on the Board of Directors of The North West Company. The Fund's Board of Trustees does not believe that this relationship impacts the ability of these Trustees to act in the Fund's best interests.

Sally Savoia Florida, United States	Ms. Savoia is a former Vice President and Chief Human Resource Officer for Praxair Inc. and since her retirement in 2014, has served as an independent corporate consultant. Ms. Savoia's human resources experience includes executive compensation design and implementation, executive level succession planning, global talent management, leadership development, diversity and inclusion efforts and global benefits design.						
	Board / Committee Membership			Meeting Attendance in 2018			
Joined the Board of BGIF on May 25, 2015	Board			4 of 4	100%		
	Governance and Nomination Committee (Chair)			4 of 4	100%		
	Compensation Committee			3 of 3	100%		
Joined the Board of BGHI and BGI on June 26, 2015	Key Areas of Expertise						
	<ul style="list-style-type: none"> <li>• Compensation / Human Resources</li> <li>• Global / international commerce</li> <li>• Governance</li> <li>• Safety / environmental</li> <li>• Strategic planning</li> </ul>						
Age: 63	Other Current Public Company Directorships						
	None						
Status: Independent	Number of Units Owned (directly or indirectly, over which control or direction is exercised)						
	Year	Units	Class A Shares	Deferred Share Units	Total Value (1)	Ownership Requirement	Percentage of Target Met
	2018	4,000	Nil	2,394	\$882,947	\$324,000	100%
	2017	4,000	Nil	1,693	\$575,164	\$312,000	100%

Meetings of the Board are joint meetings of the Board of Trustees of the Fund and the Boards of Directors of BGI and BGHI. Meetings of the Committees are scheduled separately from the meetings of the Board. The information in this section regarding meeting attendance applies to Board and Committee meetings for the Fund, BGI and BGHI. Each Board meeting was followed by an in-camera session attended only by the independent Trustees.

### Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Fund, and except as described below, no Trustee of the Fund, or a person or company that is the direct or indirect owner of, or who exercises control or direction over, a sufficient number of Units so as to materially affect the control of the Fund:

- (a) is, as at the date of this Management Information Circular or has been, within the 10 years before the date of this Management Information Circular, a director or executive officer of any company, that while the person was acting in that capacity:
- (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or officer, in the company being the

(1) The table shows the number of units, director deferred share units, class A shares, unit options and performance cash units as at March 27, 2019 (March 27, 2018). Total value has been calculated at the closing price of the Units at March 27, 2019 of \$138.09 (March 27, 2018 - \$101.03).



subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- (iii) or within a year of the 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

- (b) has, within the 10 years before the date of this Management Information Circular, become 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.

Dave Brown, a Trustee of the Fund, resigned as a director of each of 2154331 Canada Inc. (formerly Mechtronix Systems Inc.) and 6941249 Canada Inc. (formerly Mechtronix World Corporation) on March 26, 2012. Those companies were each a petitioner/debtor in a proposal made under the Bankruptcy and Insolvency Act (Canada) on or about the 16th day of May, 2012.

To the knowledge of the Fund, no Trustees of the Fund (i) have been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or (ii) have been subject to 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.

### **ELECTION OF NOMINEES TO BOARDS OF BGI AND BGHI**

The Trust Declaration provides that at each annual meeting of Unitholders, the Unitholders shall elect the nominees of the Fund who will serve as Directors of BGI and BGHI.

The Fund controls BGI through its ownership of all of the issued and outstanding Class I shares of BGI and the Fund controls BGHI through its ownership of 70,000,000 of the 100,000,000 issued and outstanding BGHI Voting shares.

The existing Boards of Directors of each of BGI and BGHI consist of the same eight (8) persons who presently constitute the Board of Trustees of the Fund. It is proposed that the eight (8) nominees for election to the Board of Trustees of the Fund also be the nominees of the Fund to serve as Directors of BGI and BGHI, respectively,

until the annual meetings of each of BGI and BGHI next following the annual meeting. Each of the nominees for election to the Board of Trustees of the Fund have consented to being the Fund's nominees for election to the respective Boards of Directors of BGI and BGHI.

**The persons appointed in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the eight (8) nominees for election to the Board of Trustees of the Fund also be the nominees of the Fund to serve as Directors of BGI and BGHI, respectively.**

### **APPOINTMENT OF AUDITORS**

It is proposed that Deloitte LLP, Chartered Professional Accountants, be appointed auditors of the Fund for the fiscal year ending December 31, 2019 and thereafter until the close of the Annual Meeting of Unitholders of the Fund next following, at a remuneration to be determined by the Board of Trustees. Deloitte LLP have been the Fund's auditors since its formation in December, 2002 and they were the auditors of the Fund's predecessors, Cross Canada Collision Centres Limited Partnership, from its formation in 1990 until it transferred its assets to BGI effective January 1, 1998, and for BGI, since January 1, 1998.

**The persons designated in the enclosed proxy form intend to vote FOR the appointment of Deloitte LLP, Chartered Professional Accountants, as auditors of the Fund, unless instructed otherwise.**

## **SAY ON PAY ADVISORY VOTE**

The Compensation Committee of the Fund is responsible for assisting the Board of Trustees in fulfilling its responsibilities relating to compensation of the Fund's Executive Officers and its Board of Trustees. The Compensation Committee and the Board of Trustees believe that unitholders should have the opportunity to fully understand the objectives, philosophy and principles the Fund has used in its approach to executive compensation decisions and to have an advisory vote on the Fund's approach to executive compensation.

At the Meeting, unitholders have the opportunity to vote "For" or "Against" the Fund's approach to executive compensation through the following advisory resolution:

**"RESOLVED, on an advisory basis, and not to diminish the role and responsibilities of the Board of Trustees, that the unitholders accept the approach to executive compensation disclosed in Boyd Group Income Fund's Information Circular relating to the 2019 annual meeting of unitholders".**

As this is an advisory vote, the results will not be binding upon the Board of Trustees. However, the Board of Trustees and Compensation Committee will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and in determining whether there is a need to increase their engagement with Unitholders on compensation and related matters. The Fund will disclose the results of the Unitholder advisory vote as a part of its report on voting results for the Meeting.

The Board of Trustees recommends that you vote FOR the resolution to accept the Fund's approach to executive compensation.

**The persons designated in the enclosed proxy form intend to vote FOR the approval of the resolution to accept the Fund's approach to executive compensation, unless instructed otherwise.**

## **NEW BUSINESS**

The Chair of the Meeting will report to the Meeting on any events of significance which arise after publication of this Information Circular. He will invite questions and comments from the floor.

## COMPENSATION DISCUSSION & ANALYSIS

### **Compensation Governance** ***Compensation Committee***

The primary purpose of the Compensation Committee is to assist the Board in fulfilling its responsibilities relating to compensation of the Fund's executive officers and its Board of Trustees. During 2018, the following independent persons served as Compensation Committee members: Gene Dunn (Chair), Dave Brown, Robert Gross and Sally Savoia. Gene Dunn, Dave Brown and Robert Gross have compensation experience as a result of their extensive and varied board activities and through leading their own business enterprises. Ms. Savoia has compensation experience as a result of extensive experience in the area of human resources.

### ***Compensation Committee Responsibilities***

The purpose and responsibility of the Compensation Committee is to assist the Board of Trustees in carrying out its responsibilities relating to compensation of the Fund's Executive Officers (as hereinafter defined) and its Board of Trustees. Senior executives in 2018 include the CEO, the Executive Vice President and CFO as well as the President and COO ("Senior Executives"). The executive officers of the Fund include the Senior Executives as well as the other officers of the Fund, BGI and its subsidiaries ("Executive Officers").

For 2018, the Compensation Committee's responsibilities included: (i) review and approve the Fund's goals and objectives relating to CEO compensation, evaluate the performance of the CEO in light of those goals and review and establish the CEO's annual compensation, including salary, bonus, incentive and equity compensation; (ii) review and approve on an annual basis the evaluation process and compensation structure for the Fund's Executive Officers other than the CEO, oversee and approve the CEO's decisions on the performance of these Executive Officers, and approve the annual compensation, including salary, bonus, incentive and equity compensation, based on the evaluations; (iii) make regular reports to the Board, including a report regarding the Compensation Committee's recommendation on the compensation payable by the Fund for service as a Trustee; (iv) prepare and publish an annual compensation report in the Fund's annual information form and/or proxy circular.

The Compensation Committee's mandate also includes oversight of the executive compensation philosophy, plans and programs, assisting the Board in its oversight role ensuring that the executive compensation plans and programs are aligned with the Fund's risk management objectives, reviewing management succession and reviewing and approving the key terms and conditions of executive agreements.

## **Compensation Practices**

The Compensation Committee maintains a number of key executive compensation governance practices that are consistent with best practices and align with unitholder interests. The following practices pertain to the Senior Executives, Executive Officers who are Named Executive Officers and certain other Executive Officers.

### **WHAT WE DO**

- √ Pay for performance: 70% of the target compensation for the CEO is at-risk pay, variable, contingent on performance and not guaranteed
- √ Performance based vesting: 100% of the long-term incentive vests based on absolute financial performance achieved against three-year targets and relative total shareholder/unitholder return (“TSR”) results compared to peers over three years
- √ Benchmarking: The Fund benchmarks executive compensation against a size and industry appropriate comparator group and targets compensation at the median of the group; actual compensation (base salary and all at-risk compensation) can be positioned at or about the 75<sup>th</sup> percentile of the comparator group, but only if performance warrants
- √ Caps on incentive payouts: The CEO’s short term incentive is designed to pay out at a maximum of 141.7% of salary and the CEO’s long term incentive is designed to pay out at a maximum of 275% of salary. Caps for other Executive Officers are below these maximums
- √ Anti-hedging: Trustees, Directors, executives and other employees are prohibited from hedging related to the Fund’s units
- √ Independent advice: The Compensation Committee receives compensation advice from an independent advisor
- √ Modest benefits and perquisites: These are a small part of total compensation and are market competitive
- √ Double trigger<sup>1</sup>: The severance provisions in the Fund’s executive employment agreements and our long term incentives have double triggers in the event of a change of control
- √ Executive clawback policy: The executive clawback policy provides that the CEO and each of the CEO’s direct reports as well as the VP Finance be required to reimburse the Fund for all or part of an overcompensation amount in the event of a material accounting restatement and gross negligence, intentional misconduct or fraud
- √ Unit ownership policy for executives: The unit ownership policy for executives specifies a unit ownership requirement of 5X annual base salary for the CEO and 2X annual base salary for the Executive Vice President and CFO and President and COO. Participants must fulfill their ownership requirement within five years of becoming subject to this policy, which became effective January 1, 2017.

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(1) The CEO has a grandfathered single trigger on change of control.

**WHAT WE DON'T DO**

- x No repricing of stock options
- x No tax gross-ups
- x No value of equity awards included in pension calculations
- x No termination payments in excess of 2 times base salary and short term incentive

***Independent Compensation Consultant***

The Compensation Committee has engaged Meridian Compensation Partners (“Meridian”) as its independent executive compensation consultant. The engagement began on May 20, 2014. The mandate of the executive compensation consultant is to serve the Fund and to work for the Compensation Committee in its review of executive and Trustee compensation, including advising on the competitiveness of pay levels, executive compensation design issues, market trends and technical considerations. The nature and scope of services provided by Meridian to the Compensation Committee in 2018 included:

- Review of incentive compensation structure, including correspondence and discussions regarding Committee mandate, peer groups and benchmarking;
- Ongoing support with regard to the latest relevant regulatory, technical and governance considerations impacting executive compensation; and
- Preparation for, and attendance at, Compensation Committee meetings and selected management meetings.

The Compensation Committee does not direct Meridian to perform the above services in any particular manner or under any particular method. It approves all invoices for executive compensation work performed by Meridian. The Compensation Committee has the final authority to hire and terminate Meridian as its executive compensation consultant. Meridian has not provided any other services to the Fund, the Company or its subsidiaries, its Trustees, Directors or members of management other than executive compensation services. The aggregate fees related to the executive and Trustee compensation services paid to the consultant for the past two years were:

<b>Type of Work</b>	<b>2018</b>	<b>2017</b>
Services related to executive and Trustee compensation	\$70,853	\$63,464
All other fees	Nil	Nil
<b>Total</b>	<b>\$70,853</b>	<b>\$63,464</b>

### ***Compensation Benchmarks***

In establishing compensation levels for Senior Executives, the Compensation Committee uses a variety of benchmarks from time to time and assesses the appropriateness of compensation in relation to the competitive marketplace. The market data was one factor for the determination of 2018 executive compensation. While market data is a useful tool to support decision making and oversight of compensation, it represents a descriptive point of reference rather than a prescriptive “right amount”. The Compensation Committee interprets the information in the context of the Fund and its strategy, together with the executives’ roles, experience and value to the organization.

The Fund’s Senior Executives are responsible for managing an organization with significant revenue from U.S. operations, with few comparable Canadian companies. These are key criteria in defining the marketplace and peer companies used to establish competitive compensation levels for the Senior Executives. The Fund must look beyond Canadian companies and include U.S. companies in the peer group in order to capture a sufficient number of companies of comparable size and complexity, and for a viable pool for talent.

The peer group used in benchmarking 2018 compensation levels for Senior Executives and other Named Executive Officers identified in this information circular, was approved by the Compensation Committee. The peer group includes companies operating in a similar industry as well as those of a size appropriate range and scope to the Fund and its Subsidiaries in terms of revenue, enterprise value and market cap. The peer group selection criteria include publicly traded industry specific companies, financial and operational comparability, nature and scope of operations, and represent the market for executive talent. The peer group is comprised of the 19 North American based companies listed below and provides a robust sample to ensure that changes made by a single company do not unduly influence benchmark data. The peer group includes a selection of companies from other relevant industries, since there are few comparable automotive aftermarket companies.

For the Senior Executives in 2018, total direct compensation was generally targeted at the median of the companies identified below, which comprised the compensation peer group.

## Canada

AUTOCANADA INC  
 NFI GROUP INC  
 NORTH WEST COMPANY INC  
 ROCKY MOUNTAIN DEALERSHIPS  
 UNI-SELECT INC

## U.S.

BIG 5 SPORTING GOODS CORP  
 COPART INC  
 FIVE BELOW INC  
 H&E EQUIPMENT SERVICES INC  
 HIBBETT SPORTS INC  
 LITHIA MOTORS INC  
 LKQ CORP  
 MONRO INC  
 NATURAL GROCERS VITAMIN  
 PENSKE AUTOMOTIVE GROUP INC  
 SALLY BEAUTY HOLDINGS INC  
 SERVICE MASTER GLOBAL HOLDINGS  
 UNIFIRST CORPORATION  
 VITAMIN SHOPPE INC

The peer group is reviewed and updated regularly by the Compensation Committee; the peer group was last reviewed by the Compensation Committee in December 2018.

### ***Compensation Risk***

The Compensation Committee takes into account risks associated with compensation and has not identified any matters that are likely to have a material adverse effect on the Fund's performance. Areas of potential excessive risk-taking such as larger acquisitions are specifically scrutinized and approved by the Board, thus mitigating any adverse consequences. Accounting estimates and accruals are reviewed by the Audit Committee to monitor this area of judgment. The Compensation Committee assists the Board in its oversight role ensuring that the compensation program and awards are aligned with the Fund's risk management objectives, including its risk appetite. The Compensation Committee is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Compensation Committee also reviews the incentive compensation arrangements to confirm that they do not encourage unnecessary risk taking. The Compensation Committee believes the programs are balanced and do not motivate unnecessary or excessive risk taking.

Below are some of the governance practices, policies and inherent design elements of the Fund's compensation program that help to manage and mitigate risk in executive compensation:

- Caps on pay-outs and threshold performance levels for the short and long-term incentives to prevent excessive payouts and to act as a disincentive against excessive risk-taking



- All of the long-term incentives are subject to performance vesting criteria that are tied to shareholder and corporate success as previously outlined – a relative total shareholder return measure and financial measures
- A new long-term incentive granted every year, vesting over a three year period, to mitigate the risk of behavior that would seek only to maximize a multi-year / one-time large award
- Beginning January 1, 2016, the long-term incentives are unit based
- The Compensation Committee is comprised of independent Trustees
- The Compensation Committee engages an independent consultant who helps select the comparator groups for benchmarking purposes
- Well-articulated total compensation strategy with a well-balanced mix of fixed and variable pay elements
- Explicit competitive positioning objectives (and rigorous, deliberate processes for linking pay levels, competitive targeting and performance assessment of senior executives)
- An Insider Trading Policy that prohibits the Trustees, Directors, officers, executives and other senior managers from engaging in short selling or trading in puts, calls or options in respect of the Fund securities
- The executive clawback policy provides that the CEO, each of the CEO's direct reports and the VP Finance be required to reimburse the Fund for all or part of an overcompensation amount in the event of a material accounting restatement and gross negligence, intentional misconduct or fraud
- The unit ownership policy for executives specifies a unit ownership requirement of 5X annual base salary for the CEO and 2X annual base salary for the Executive Vice President and CFO and President and COO. Participants must fulfill their ownership requirement within five years of becoming subject to this policy, which became effective January 1, 2017.

## **Executive Compensation**

### ***Named Executive Officers***

For purposes of the compensation discussion and analysis the disclosure reflects the compensation and related plans for the following Named Executive Officers (NEOs):

- Brock Bulbuck, CEO
- Narendra "Pat" Pathipati, Executive Vice President and CFO
- Timothy O'Day, President and COO
- Kevin Burnett, Chief Operating Officer, U.S. Collision
- Vince Claudio, Senior Vice-President, U.S. Collision

## ***Executive Summary***

### 1. 2018 Financial Performance

- The executive compensation program and compensation of the Named Executive Officers is tied to the performance of the Fund. During 2018, the Fund increased revenue by \$295.2 million or 18.8% compared to the prior year reaching \$1,864.6 million. Adjusted EBITDA reached \$173.4 million, an increase of \$27.7 million or 19.1% from the prior year. During this time the Fund's unit price increased 12.0% from \$100.89 to \$112.95.

### 2. Highlights of CEO's 2018 Performance and Compensation

- The CEO's compensation for 2018 reflected the overall financial performance and unit value performance of the Fund. Mr. Bulbuck's total direct compensation was \$2,631,323 compared to \$2,132,540 in 2017. The level of total direct compensation reflects overall performance at the corporate level and highly effective individual performance and leadership on the part of Mr. Bulbuck. It also reflects the granting of performance unit awards in 2018 valued at \$1,087,500, which cliff vests at the end of a three year performance period.

### 3. Key Compensation Actions for 2018

- Company Performance Metrics for Short Term Incentive Plan ("STIP") and Long Term Incentive Plan ("LTIP"): For 2018, Company performance in the STIP for the CEO, Executive Vice President and CFO, and President and COO have been assessed based on three measures: (i) ROIC (pre-tax "Adjusted EBITDA"<sup>1</sup> divided by "AIC (Average Invested Capital)", where AIC equals "IC (Invested Capital)" on January 1 at the beginning of the year plus the sum of IC at the end of each quarter, divided by 5, and IC equals bank indebtedness (net of cash) + long term debt + other long term liabilities + equity) (ii) constant currency revenue growth, and (iii) EBITDA margin. The 2018 LTIP awards for the NEOs will cliff vest and be paid out following the end of the three-year performance period, subject to the terms of the Plan, based on the following performance criteria:
  - 1/3 based on achievement of ROIC targets of the Fund
  - 1/3 based on achievement of constant currency revenue growth targets of the Fund
  - 1/3 based on the Relative TSR Performance of the Boyd Performance to a performance peer group

The STIP and LTIP performance measures were selected for alignment with the Fund's strategy and long-term value creation for unitholders.

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(1) EBITDA and Adjusted EBITDA are not recognized measures under Canadian generally accepted accounting principles (GAAP). EBITDA is defined as net earnings before interest, taxes, depreciation and amortization. Adjusted EBITDA further adjusts for items of an unusual nature as outlined and defined on pages 15-16 of the Fund's 2018 Annual report. Management believes that in addition to net earnings, EBITDA and Adjusted EBITDA are useful supplemental measures as they provide investors with an indication of operational performance. Investors should be cautioned, however, that EBITDA and Adjusted EBITDA should not be construed as alternatives to net earnings determined in accordance with GAAP as an indicator of the Fund's performance.

### ***Compensation Philosophy and Objectives***

The philosophy of the Compensation Committee and the determination of executive compensation is pay-for-performance balanced against the need to provide a total compensation package that will enable the Fund, BGI and its subsidiaries to attract and retain qualified and experienced executives. The objective is to create value for unitholders primarily by growing earnings and achieving total shareholder return targets.

Furthermore, the components of the executive compensation program are relatively straightforward and include a base salary, performance-based short term incentive bonus and long-term incentives. In setting compensation levels, the Compensation Committee considers the Fund's financial results, market and survey data, input from senior management, executive performance and the overall business environment.

### ***Principal Elements of Executive Compensation***

Base Salary	Cash	All Executive Officers	Annual	Executive salaries are set with consideration to the executive's performance and experience with reference to competitive market salaries.
Short Term Incentive Plan ("STIP")	Cash	Senior Executives and other Executive Officers with corporate support roles	1 Year	The STIP provides for annual incentive payments to Eligible Employees conditional on the achievement of Company-wide financial targets and individual performance.
Short Term Incentive Plan ("STIP")	Cash	COO US Collision, Senior Vice President US Collision and other Executive Officers with operational management or corporate support roles	1 Year	Awards are primarily based on the achievement of predetermined Adjusted EBITDA targets and individual performance. In some cases, additional awards are available for the achievement of certain goals pertaining to sales, growth, technician capacity, gross margin, accounts receivable aging or other specific outcomes. Adjusted EBITDA targets and other goals vary between markets and/or individuals.

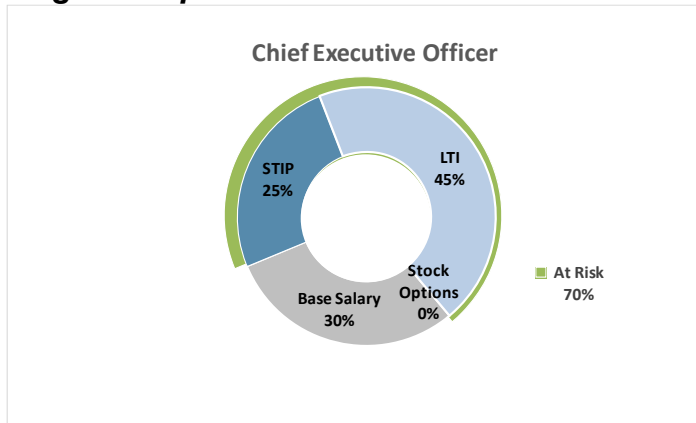
Long-term Incentive Program ("LTIP")	Unit Options	CEO of the Fund and President and COO of the Fund	10 Year Term	The number of options granted is based on an assessment of intrinsic value of the options at the time of granting. The value of vested options is based on appreciation of units during the option term.
	Performance Cash Units (for the 2016 grant year)	Senior Executives and certain other Executive Officers	3 Year Term	Award granted under the Plan is valued by reference to Units of the Fund. A Unit granted under the Plan is therefore notionally denominated in Units and payable in cash. Unit awards are adjusted upwards or downwards to reflect actual performance based on a capital return metric and a relative performance measure.
	Performance Cash Units (for the 2017 grant year)	Senior Executives and certain other Executive Officers	3 Year Term	Award granted under the Plan is valued by reference to Units of the Fund. A Unit granted under the Plan is therefore notionally denominated in Units and payable in cash. Unit awards are adjusted upwards or downwards to reflect actual performance based on a capital return metric and a relative performance measure.
	Performance Cash Units (for the 2018 grant year)	Senior Executives and certain other Executive Officers	2 & 3 Year Terms	Award granted under the Plan is valued by reference to Units of the Fund. A Unit granted under the Plan is therefore notionally denominated in Units and payable in cash. Unit awards are adjusted upwards or downwards to reflect actual performance based on a capital return metric, revenue growth metric, and a relative performance measure.

## Determining Executive Compensation

### Compensation Targets

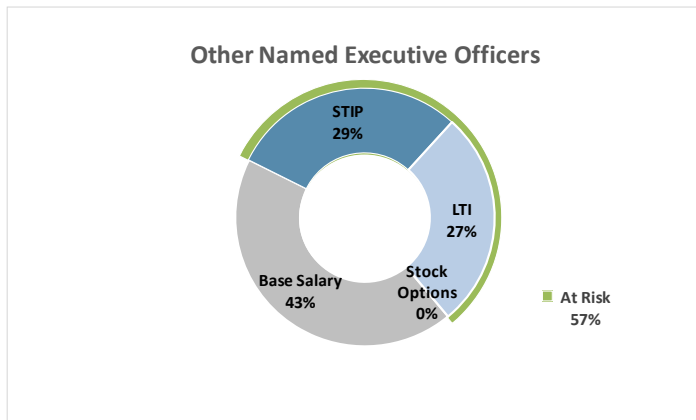
In setting compensation levels for Senior Executives, the Compensation Committee reviews salaries and total compensation for executives in similar positions, in similar businesses of a similar size. The Fund targets base salaries and total compensation at the median of the peer group. The charts below show the 2018 target mix for total direct compensation for the Senior Executives, and the amount of at-risk compensation. The Senior Executives' compensation is as set forth in the Summary Compensation Table and was approved by the Compensation Committee.

#### Target Compensation Mix for CEO:



70% at-risk

#### Average Target Compensation for Other Senior Executives:



57% at-risk

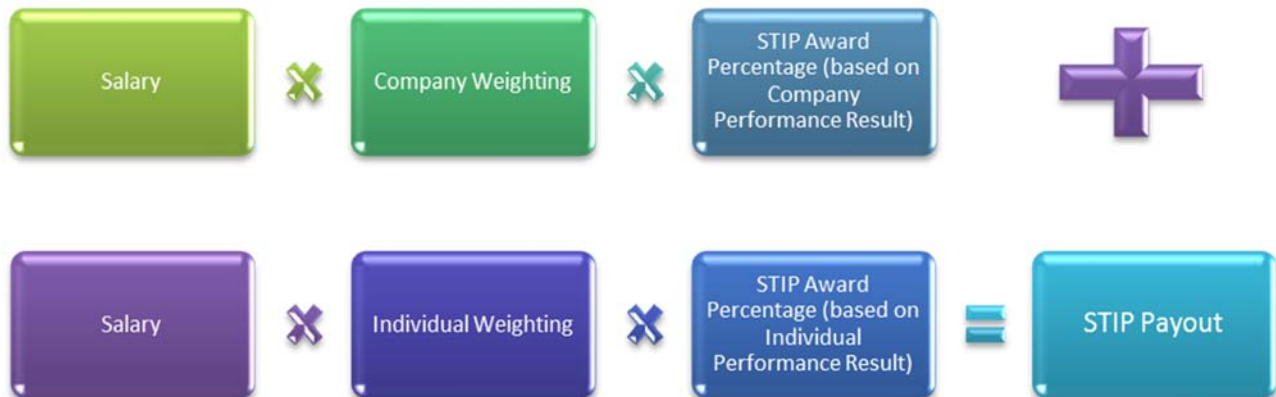
**Base Salary**

Individual salaries are set in relation to salary market comparisons and based upon the executive’s experience and demonstrated or expected performance.

**Short Term Incentive Plan**

The STIP provides for annual incentive payments to Senior Executives and other Executive Officers conditional on the achievement of Company-wide and individual performance. Company performance for the CEO, Executive Vice President and CFO, and President and COO will be assessed based on three measures: (i) ROIC, (ii) constant currency revenue growth and (iii) EBITDA margin. The performance measures were selected for alignment with the Fund’s strategy and long-term value creation for Unitholders. ROIC equals pre-tax “Adjusted EBITDA”<sup>1</sup> divided by “AIC (Average Invested Capital)”. AIC equals “IC (Invested Capital)” on January 1 at the beginning of the year plus the sum of IC at the end of each quarter, divided by 5. IC equals bank indebtedness (net of cash) + long term debt + other long term liabilities + equity. ROIC was selected as the measure because the philosophy of the Fund is that unitholder value can be created by earning and growing EBITDA and Adjusted EBITDA in relation to invested capital. It therefore ensures that capital allocation is taken into account to grow earnings.

Senior Executives and certain other Executive Officers have a target incentive that is a percentage of salary. The level of payout is based on the following formula:



(1) EBITDA and Adjusted EBITDA are not recognized measures under Canadian generally accepted accounting principles (GAAP). EBITDA is defined as net earnings before interest, taxes, depreciation and amortization. Adjusted EBITDA further adjusts for items of an unusual nature as outlined and defined on pages 15-16 of the Fund’s 2018 Annual report. Management believes that in addition to net earnings, EBITDA and Adjusted EBITDA are useful supplemental measures as they provide investors with an indication of operational performance. Investors should be cautioned, however, that EBITDA and Adjusted EBITDA should not be construed as alternatives to net earnings determined in accordance with GAAP as an indicator of the Fund’s performance.

For each component (Company and individual), no award is earned unless the threshold performance result is attained (i.e. zero payout for performance result below threshold), and payouts are capped when the maximum performance result is attained.

For the participating NEOs, the table below sets out the weightings of the Fund and individual components:

<b>Named Executive Officer</b>	<b>Company Weighting</b>	<b>Individual Objectives Weighting</b>
Brock Bulbuck	80%	20%
Narendra "Pat" Pathipati	80%	20%
Timothy O'Day	80%	20%

Annual payouts for participating NEOs are determined by reference to a target percentage of base salaries established by the Compensation Committee of the Board. The target payout percentages are:

<b>Named Executive Officer</b>	<b>Below Threshold (% of Salary)</b>	<b>Threshold (% of Salary)</b>	<b>Target (% of Salary)</b>	<b>Max (% of Salary)</b>
Brock Bulbuck	0%	42.5%	85%	141.7%
Narendra "Pat" Pathipati	0%	30%	60%	90%
Timothy O'Day	0%	35%	70%	105%

The financial goals making up the 80% Company weighting for 2018 are as set out in the table below:

<b>Company Performance Metric</b>	<b>Metric Weighting</b>	<b>Threshold Company Performance Goal</b>	<b>Target Company Performance Goal</b>	<b>Maximum Company Performance Goal</b>
ROIC	30%	17%	21%	26%
Constant Currency Revenue Growth	30%	12%	15%	20%
EBITDA Margin % Improvement	20%	1 basis point	10 basis points	30 basis points

Performance between threshold and target and between target and maximum results in a STIP payout percentage of salary that is determined on a straight-line or interpolated basis.

Beginning in 2016, individual objectives are set at the beginning of each year in consultation with Senior Executives. Individual objectives will be in alignment with the Fund's corporate strategic imperatives. Once individual objectives have been identified, goals will be agreed upon for each objective that will be used to evaluate the Senior Executive's and other participating Executive Officer's performance and achievement of the particular objective. Goals are only required for 3 levels, threshold (minimum level of achievement required), target (expected level of achievement) and maximum (extent to which the objectives must exceed the target to receive the highest possible rating). Performance between threshold and target and between target and maximum results in a STIP award payout percentage that is determined on a subjective basis by Compensation Committee or the executive's direct supervisor, as applicable.

For Senior Executives in 2018, the financial metrics were ROIC, revenue growth and EBITDA margin. The target ROIC was 21% and the Fund achieved 22.4%, the target revenue growth was 15% and, on a constant currency basis the Fund achieved 18.9%. With respect to the EBITDA margin, the target was 10 basis point improvement and the Fund achieved a 2 basis point improvement. This performance versus the targets resulted in the participating NEOs receiving above target payout on ROIC and revenue growth and above threshold payout for EBITDA margin.

The participating NEOs also received individual weighting bonuses for their individual performance. A summary of the actual annual bonus paid to each NEO for 2018 is as follows:

<b>Named Executive Officer</b>	<b>Salary</b>	<b>Company Component Paid For Achievement of Financial Goals</b>	<b>Amount Paid Pursuant to NEO's Achievement of Individual Goals</b>	<b>Actual Amount Paid Pursuant to NEO's STIP</b>
Brock Bulbuck	\$ 725,000	\$ 574,422	\$ 149,884	\$ 724,306
Narendra "Pat" Pathipati	\$ 518,440 <sup>(1)</sup>	\$ 273,426 <sup>(1)</sup>	\$ 79,321 <sup>(1)</sup>	\$ 352,747 <sup>(1)</sup>
Timothy O'Day	\$ 563,804 <sup>(1)</sup>	\$ 346,909 <sup>(1)</sup>	\$ 81,696 <sup>(1)</sup>	\$ 428,605 <sup>(1)</sup>
Kevin Burnett	\$ 388,830 <sup>(1)</sup>	\$ 138,771 <sup>(1)</sup>	\$ 61,241 <sup>(1)</sup>	\$ 200,012 <sup>(1)</sup>
Vince Claudio	\$ 375,869 <sup>(1)</sup>	\$ 134,145 <sup>(1)</sup>	\$ 49,334 <sup>(1)</sup>	\$ 183,479 <sup>(1)</sup>

(1) US denominated figures were converted at an average annual exchange rate of 1.2961



NEO's and other LTIP participants may elect under the LTIP to defer up to 100% of their STIP into restricted cash units when the STIP would have otherwise been paid in cash. The election sets out that these restricted cash units are then settled over 3 years. For 2017 and 2018, Narendra "Pat" Pathipati elected to defer 100% of his 2017 and 2018 STIP into restricted cash units.

Bonuses for other Executive Officers are based on Adjusted EBITDA pertaining to the performance of the segment or component of BGI's operations that is relevant to each Executive Officer, as well as individual performance. For bonuses to be earned, a minimum threshold of Adjusted EBITDA, subject to upward adjustment during the year for additional investment in new locations, is required to be achieved.

Adjusted EBITDA and other metrics that comprise the other Executive Officers' goals are competitively sensitive. Disclosure of targets for these metrics (representing 100% of the goals) would seriously prejudice the Company, as they contain information valuable to competitors regarding the Company's 2018 and future financial and operating plans. Performance against these undisclosed metrics was within the payout range.

### ***Long Term Incentives***

In 2015, the Fund introduced a new LTIP for Senior Executive and certain other Executive Officers. In 2017, the LTIP was extended to other Executive Officers. The purposes of the LTIP are to: (i) support the achievement of the Company's performance objectives; (ii) ensure that interests of key employees are aligned with the success of the Company; (iii) provide compensation opportunities to attract, retain and motivate senior management critical to the long-term success of the Company and its subsidiaries; and (iv) mitigate excessive risk taking by the Company's key employees.

Prior to the introduction of the Plan, the Fund's executive compensation program did not provide an equity based component to all Executive Officers, and regular annual LTIP grants were not provided to Executive Officers. Instead certain Senior Executives were provided ad-hoc long-term incentives through the grant of unit options as set out under 'Option Based Awards'.

The LTIP gives the Fund the flexibility to make the following types of grants to key employees employed both in and outside Canada:

- Performance Cash Awards which represent the right to receive payments, conditional, in whole or in part, upon the achievement of one or more objective performance goals. A Performance Cash Award granted under the Plan is denominated and payable in cash.
- Performance Cash Units which represent the right to receive payments valued by reference to Units of the Fund, conditional, in whole or in part, upon the achievement of one or more objective performance goals. A Performance Cash

Unit granted under the Plan is notionally denominated in Units and payable in cash.

The Compensation Committee set the 2016, 2017 and 2018 target mix of the expected value of the long-term incentives at 100% Performance Cash Units, with the 2016 and 2017 grants subject to three year performance vesting. The 2018 grants for the NEOs cliff vest and will be paid out following the end of the three-year performance period, subject to the terms of the Plan, based on the following performance criteria:

- 1/3 based on achievement of ROIC targets of the Fund
- 1/3 based on achievement of constant currency revenue growth targets of the Fund
- 1/3 based on the Relative TSR Performance of the Boyd Performance to a performance peer group

The performance measures were selected for alignment with the Fund's strategy and long-term value creation for unitholders.

The size of award, which is determined at the beginning of the year, is based on an executive's performance and the executive's future potential, in conjunction with competitive market compensation benchmark information. For 2018, the Fund granted the following target LTIP awards stated as a percentage of salary for each NEO:

<b>Named Executive Officer</b>	<b>Below Threshold (% of Base Salary)</b>	<b>Threshold (% of Base Salary)</b>	<b>Target (% of Base Salary)</b>	<b>Max (% of Base Salary)</b>
Brock Bulbuck	0%	75%	150%	275%
Narendra "Pat" Pathipati	0%	40%	80%	120%
Timothy O'Day	0%	42.5%	85%	127.5%
Kevin Burnett	0%	22.5%	45%	67.5%
Vince Claudio	0%	22.5%	45%	67.5%

The Performance Cash Units for the 2016 and 2017 LTIP awards will vest and be paid out pro-rata over a three-year period, subject to the terms of the Plan, provided the participant remains employed by the Fund under the Plan through January 1st of the year immediately following the last day of the relevant Performance Period, based on the following performance criteria:

- 50% based on achievement of ROIC of Boyd Group Income Fund
- 50% based on the Relative TSR<sup>1</sup> Performance of the Boyd Performance to a performance peer group

(1) Relative TSR is determined on the basis of percentile TSR performance relative to the comparator companies. Determining TSR requires a number of inputs, and is calculated as follows: [Fair Market Value of Share/Unit, on last day of performance period (10-day volume weighted average) less Fair Market Value of Share/Unit, on first day of performance period (10-day volume weighted average) plus Value of all distributions or dividends declared during the period] divided by Fair Market Value of Share/Unit, on first day of performance period (10-day volume weighted average).

The Performance Period for the 2018 Award applicable to the NEOs is January 1, 2018 to December 31, 2020 for the Target Award eligible to vest on January 1, 2021.

Additionally, due to the shift from pro-rata vesting to cliff vesting of the LTIP awards for NEO's, transition awards were granted to keep certain NEO's whole for the impact of the change. Transition Awards were granted to all NEO's except for the CEO and President and COO. Performance Periods for the transition awards are (i) January 1, 2018 to December 31, 2018 for the 1/2 of the Target Award eligible to vest on January 1, 2019; and (ii) January 1, 2018 to December 31, 2019 for the 1/2 of the Target Award eligible to vest on January 1, 2020.

The Performance Periods for the 2017 Award are (i) January 1, 2017 to December 31, 2017 for the 1/3 of the Target Award eligible to vest on January 1, 2018; (ii) January 1, 2017 to December 31, 2018 for the 1/3 of the Target Award eligible to vest on January 1, 2019; and (iii) January 1, 2017 to December 31, 2019 for the 1/3 of the Target Award eligible to vest on January 1, 2020.

The Performance Periods for the 2016 Award are (i) January 1, 2016 to December 31, 2016 for the 1/3 of the Target Award eligible to vest on January 1, 2017; (ii) January 1, 2016 to December 31, 2017 for the 1/3 of the Target Award eligible to vest on January 1, 2018; and (iii) January 1, 2016 to December 31, 2018 for the 1/3 of the Target Award eligible to vest on January 1, 2019.

If the participant does not remain employed by the Fund through January 1<sup>st</sup> of the year immediately following the last day of the relevant Performance Period, vesting is dependent on the nature of the termination of employment as follows:

- Resignation and Termination for Just Cause – all rights, title and interest with respect to Performance Cash Awards and Performance Cash Units which have not vested are forfeited.
- Termination without Just Cause, Death or Disability Termination – the extent of vesting will be determined by management of the Fund based on pre-defined formulas.
- Retirement – all Performance Cash Awards and Performance Cash Units will continue to vest in the ordinary course, subject to future performance. Retirement means the cessation of the employment which is deemed to be a retirement by a resolution of the Compensation Committee.

The performance peer companies for the 2018 award are: Advance Auto Parts Inc., Asbury Automotive Group, Inc., AutoCanada Inc., AutoNation Inc., AutoZone Inc., CarMax, Inc., FirstService Corporation, Group 1 Automotive, Inc., High Liner Foods Incorporated, Lithia Motors Inc., LKQ Corp, Monro Inc., Murphy USA Inc., NFI Group Inc., O'Reilly Automotive Inc., Penske Automotive Group Inc., Sonic Automotive, Inc., Stantec Inc. and Uni-Select Inc.

The performance multiplier for each measure depends on the Fund's performance against each target. The Compensation Committee reviews and approves the financial performance targets and recommends them to the Board for approval. Actual payouts for the financial measures vary from nil for below threshold performance levels, to target for target performance, or above target based on maximum performance levels.

The tables and information below show how the Fund assesses performance against each measure for the plan participants, including NEOs.

The financial goals for the 2018, 2017 and 2016 Awards are as set out in the table below:

<b>Company Performance Metric (with applicable performance period)</b>	<b>Threshold Company Performance Goal</b>	<b>Target Company Performance Goal</b>	<b>Maximum Company Performance Goal</b>
2018 ROIC	17.00%	21.00%	26.00%
2018 Constant Currency Revenue Growth	12.00%	15.00%	20.00%
2017 – 2018 ROIC	14.00%	20.00%	27.00%
2016 – 2018 ROIC	15.00%	21.00%	28.00%

The Relative TSR goals for all performance periods are as set out in the table below:

<b>Company Performance Metric</b>	<b>Threshold Company Performance Goal</b>	<b>Target Company Performance Goal</b>	<b>Maximum Company Performance Goal</b>
Relative TSR	25 <sup>th</sup> Percentile	50 <sup>th</sup> Percentile	75 <sup>th</sup> Percentile

The assessments between the performance levels set out in the tables above are interpolated on a straight line basis.

For the 2018 performance period, the Fund achieved a TSR result of 6.7%, resulting in relative TSR performance at the 79<sup>th</sup> percentile of the peers and vesting of the Relative TSR Performance criteria at maximum. The target ROIC was 21% and the Fund achieved 22.4%. The target constant currency revenue growth was 15% and the Fund achieved 18.9%.

For the two year performance period of 2017 and 2018, the Fund achieved a TSR result of 25.0% and vesting of the relative TSR Performance criteria at maximum. During the same two year period, the Fund achieved a ROIC of 23.4% versus the target of 20% resulting in the ROIC criteria being earned at performance between target and maximum.

For the three year performance period of 2016 through 2018, the Fund achieved a TSR result of 66.4% and vesting of the relative TSR Performance criteria at maximum. During the same three year period, the Fund achieved a ROIC of 24.4% versus the target of 21% resulting in the ROIC criteria being earned at performance between target and maximum.

A summary of the actual amount vested on January 1, 2019 and paid to each NEO for the January 1, 2016 to December 31, 2018, January 1, 2017 to December 31, 2018 and January 1, 2018 to December 31, 2018 performance periods, and the remaining target awards eligible to vest on January 1, 2020 and January 1, 2021 are set out in the following tables:

<b>Named Executive Officer</b>	<b>2016 LTIP award at Target, Vesting Jan 1, 2016 to Dec 31, 2018</b>	<b>1/3 Vested Jan 1, 2016 to Dec 31, 2016</b>	<b>1/3 Vested Jan 1, 2016 to Dec 31, 2017</b>	<b>1/3 Vested Jan 1, 2016 to Dec 31, 2018</b>
Brock Bulbuck	\$ 642,000	\$ 478,615	\$ 549,612	\$ 587,057
Narendra "Pat" Pathipati	\$ 358,300 <sup>(2)</sup>	\$ 202,262 <sup>(2)</sup>	\$ 234,244 <sup>(2)</sup>	\$ 252,395 <sup>(2)</sup>
Timothy O'Day	\$ 387,800 <sup>(2)</sup>	\$ 242,588 <sup>(2)</sup>	\$ 280,007 <sup>(2)</sup>	\$ 300,672 <sup>(2)</sup>

<b>Named Executive Officer</b>	<b>2017 LTIP award at Target, Vesting Jan 1, 2017 to Dec 31, 2019</b>	<b>1/3 Vested Jan 1, 2017 to Dec 31, 2017</b>	<b>1/3 Vested Jan 1, 2017 to Dec 31, 2018</b>	<b>1/3 Target Available Jan 1, 2017 to Dec 31, 2019</b>
Brock Bulbuck	\$ 642,000	\$ 398,861	\$ 441,008	\$ 214,000
Narendra "Pat" Pathipati	\$ 357,787 <sup>(3)</sup>	\$ 172,659 <sup>(3)</sup>	\$ 189,401 <sup>(3)</sup>	\$ 119,262 <sup>(3)</sup>
Timothy O'Day	\$ 392,390 <sup>(3)</sup>	\$ 207,466 <sup>(3)</sup>	\$ 228,298 <sup>(3)</sup>	\$ 130,797 <sup>(3)</sup>
Kevin Burnett	\$ 110,864 <sup>(3)</sup>	\$ 58,601 <sup>(3)</sup>	\$ 64,484 <sup>(3)</sup>	\$ 36,955 <sup>(3)</sup>
Vince Claudio	\$ 106,832 <sup>(3)</sup>	\$ 56,511 <sup>(3)</sup>	\$ 62,185 <sup>(3)</sup>	\$ 35,611 <sup>(3)</sup>

<b>Named Executive Officer</b>	<b>2018 LTIP award at Target, Vesting Jan 1, 2018 to Dec 31, 2020</b>	<b>Target Available Jan 1, 2018 to Dec 31, 2020</b>
Brock Bulbuck	\$ 1,087,500	\$ 1,087,500
Narendra "Pat" Pathipati	\$ 400,544 <sup>(1)</sup>	\$ 400,544 <sup>(1)</sup>
Timothy O'Day	\$ 462,816 <sup>(1)</sup>	\$ 462,816 <sup>(1)</sup>
Kevin Burnett	\$ 168,980 <sup>(1)</sup>	\$ 168,980 <sup>(1)</sup>
Vince Claudio	\$ 163,347 <sup>(1)</sup>	\$ 163,347 <sup>(1)</sup>

(1) US denominated figures were converted at an average annual exchange rate of 1.2961 for 2018 LTIP awards

(2) US denominated figures were converted at an average annual exchange rate of 1.3256 for 2016 LTIP awards

(3) US denominated figures were converted at an average annual exchange rate of 1.2980 for 2017 LTIP awards

<b>Named Executive Officer</b>	<b>2018 LTIP transitional award at Target, Vesting Jan 1, 2018 to Dec 31, 2019</b>	<b>1/2 Vested Jan 1, 2018 to Dec 31, 2018</b>	<b>1/2 Target Available Jan 1, 2018 to Dec 31, 2019</b>
Narendra "Pat" Pathipati	\$ 267,029 <sup>(1)</sup>	\$ 194,860 <sup>(1)</sup>	\$ 133,515 <sup>(1)</sup>
Kevin Burnett	\$ 112,653 <sup>(1)</sup>	\$ 82,239 <sup>(1)</sup>	\$ 56,327 <sup>(1)</sup>
Vince Claudio	\$ 108,898 <sup>(1)</sup>	\$ 79,463 <sup>(1)</sup>	\$ 54,449 <sup>(1)</sup>

### ***Option Based Awards***

In the past, certain Senior Executives have been provided long-term incentives through the grant of unit options as set out under 'Incentive Plan Awards'. The Fund does not have a Unit option plan, but has granted options in the past as a component of compensation, for certain Senior Executives. Unit options have been granted to Brock Bulbuck, CEO of the Fund and to Timothy O'Day, President and COO of the Fund. Options to acquire 225,000 Units were granted to each of Brock Bulbuck and Timothy O'Day on November 8, 2007. It was important to the Fund to secure the commitment of these key individuals and to align their interest with that of the unitholders' long-term interests. The options have a ten year vesting term from the date of grant. The methodology used to calculate the grant date fair value of these awards is through the use of a Black-Scholes model. No such awards were granted during the most recent financial year, and the Compensation Committee currently has no intention to grant options going forward.

### ***Annual Burn Rate***

The table below provides the annual burn rate of the Fund's security-based compensation arrangements. Although the Fund does not have a Unit option plan, it has granted options in the past. However, no options have been granted over each of the past three years, and accordingly the burn rate for each such year is zero.

<b>Security-Based Compensation Arrangement</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>
Unit option plan	0%	0%	0%
<b>Total</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>

(1) US denominated figures were converted at an average annual exchange rate of 1.2961 for 2018 LTIP awards

***Executive Compensation Clawback Policy***

On March 21, 2017, the Trustees adopted an executive compensation clawback policy, which became effective January 1, 2017. The policy applies to the CEO, each of the CEO's direct reports, and the VP Finance of the Trust and applies to any incentive-based compensation, which refers to compensation relating to the achievement of performance goals or similar conditions, including the STIP and the LTIP. The policy is triggered upon restatement of the financial statements of the Trust due to any act of gross negligence, intentional misconduct or fraud where the incentive compensation received would have been lower had the financial results been correctly reported. The period of time during which the Trust is entitled to seek recovery of the overcompensation amount is three (3) years prior to the restatement date.

***Anti-Hedging Policy***

Pursuant to the Fund's Insider Trading Policy, Fund executives and other insiders are prohibited from entering into short sales, put or call arrangements related to the Fund's units.

***Use of Discretion***

The Board has the authority to amend performance measures and targets in relation to incentive programs and the related measurement of results in order to reflect business conditions, circumstances, and events not predicted when setting targets. The discretionary assessment of performance does not, however, form part of the design of incentive programs. During 2018, the Board did not exercise its authority to adjust the measures, targets or results of incentive programs.

***Program Changes for 2019***

Compensation Peer Group: For 2019, the compensation peer group will be identical to the group used for 2018.

Performance Peer Group: For 2019, the performance peer group will be identical to the group used for 2018.

Company Performance Metrics for STIP and LTIP: For 2019, Company performance in the STIP for the CEO, Executive Vice President and CFO, and President and COO will be assessed based on three measures: (i) ROIC, (ii) constant currency revenue growth, and (iii) EBITDA margin. 2019 LTIP awards for the NEOs will cliff vest and be paid out following the end of the three-year performance period, subject to the terms of the Plan, based on the following performance criteria:

- 1/3 based on achievement of ROIC targets of the Fund

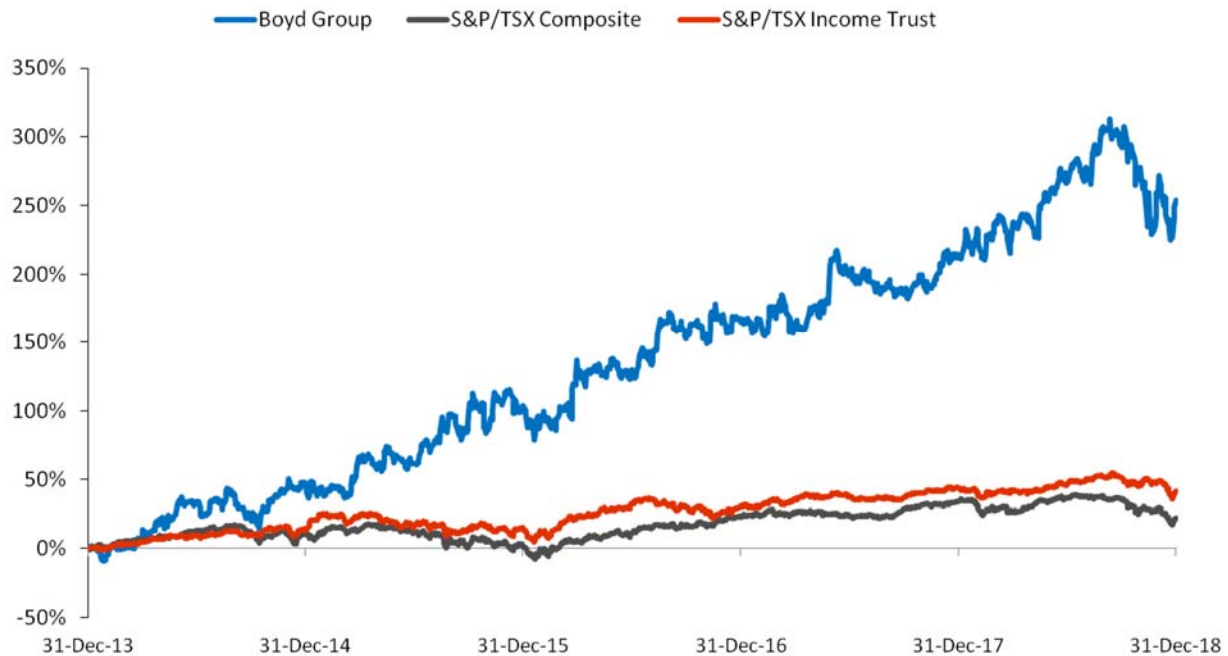


- 1/3 based on achievement of constant currency revenue growth targets of the Fund
- 1/3 based on the Relative TSR Performance of the Boyd Performance to a performance peer group

The STIP and LTIP performance measures were selected for alignment with the Fund's strategy and long-term value creation for unitholders.

## Performance Graph

The following graph compares the cumulative total return on the Units since January 1, 2014, with the cumulative total shareholder return in the S&P/TSX Composite and S&P/TSX Income Trust indexes, assuming reinvestment of dividends/distributions, where applicable, for a comparable period.



Executive compensation is sensitive to performance. Salary adjustments and bonus arrangements consider the financial performance of the Fund and in times of poor performance, the Fund has reduced or eliminated salary increases or not approved a bonus plan for a period of time.

Given the linkage between the various elements of performance and at-risk pay calculations, and the significant weighting of variable compensation mix, the Fund's executive compensation is designed to reflect the performance drivers that should lead to related changes in shareholder return.

As shown in the graph above, for each of the past five years (from 2014 to 2018 inclusive), the Fund's Units have significantly outperformed the S&P/TSX Composite Index, and the S&P/TSX Income Trust Index. The five-year Fund total unit holder return since December 31, 2013 was 253.8%, more than 10 times greater than the 22.0% return from the S&P/TSX Composite Index over the same time period.

Over the five-year period, change in total compensation paid to NEOs increased quite moderately compared to the Unitholders return.

**SUMMARY COMPENSATION TABLE**

Name and Principal Position  (a)	Year  (b)	Salary (\$)  (c)	Share-Based Awards (\$)  (d)	Option-Based Awards (\$)  (e)	Non-equity incentive plan compensation (\$) (f)		Pension Value (\$)  (g)	All Other Compensation <sup>(1)</sup> (\$)  (h)	Total Compensation (\$)  (i)
					Annual Incentive Plans <sup>(3)</sup> (f1)	Long-term Incentive Plans (f2)			
Brock Bulbuck <sup>(2)</sup> , CEO	2018	725,000	1,087,500	Nil	724,306	Nil	94,517	Nil	2,631,323
	2017	535,000	642,000	Nil	510,406	354,652	90,482	Nil	2,132,540
	2016	535,000	642,000	Nil	533,234	360,323	86,619	Nil	2,157,176
Narendra "Pat" Pathipati, Executive Vice-President, Secretary and CFO	2018	518,440 <sup>(4)</sup>	667,573 <sup>(4)</sup>	Nil	352,747 <sup>(4)</sup>	Nil	Nil	9,922 <sup>(4)</sup> <sup>(6)</sup>	1,548,682 <sup>(4)</sup>
	2017	460,790 <sup>(4)</sup>	357,787 <sup>(4)</sup>	Nil	271,208 <sup>(4)</sup>	137,178 <sup>(4)</sup>	Nil	11,071 <sup>(4)</sup> <sup>(6)</sup>	1,238,034 <sup>(4)</sup>
	2016	453,355 <sup>(4)</sup>	358,300 <sup>(4)</sup>	Nil	287,507 <sup>(4)</sup>	141,272 <sup>(4)</sup>	Nil	106,619 <sup>(4)</sup> <sup>(6)</sup>	1,347,053 <sup>(4)</sup>
Timothy O'Day <sup>(2)</sup> , President and COO	2018	563,804 <sup>(4)</sup>	462,816 <sup>(4)</sup>	Nil	428,605 <sup>(4)</sup>	Nil	Nil	23,397 <sup>(4)</sup> <sup>(5)</sup>	1,478,622 <sup>(4)</sup>
	2017	473,770 <sup>(4)</sup>	392,390 <sup>(4)</sup>	Nil	332,845 <sup>(4)</sup>	164,213 <sup>(4)</sup>	Nil	35,790 <sup>(4)</sup> <sup>(5)</sup>	1,399,008 <sup>(4)</sup>
	2016	459,983 <sup>(4)</sup>	387,800 <sup>(4)</sup>	Nil	313,361 <sup>(4)</sup>	169,614 <sup>(4)</sup>	Nil	51,944 <sup>(4)</sup> <sup>(5)</sup>	1,382,702 <sup>(4)</sup>
Kevin Burnett, Chief Operating Officer, U.S. Collision	2018	388,830 <sup>(4)</sup>	281,633 <sup>(4)</sup>	Nil	200,012 <sup>(4)</sup>	Nil	Nil	Nil	870,475 <sup>(4)</sup>
	2017	356,950 <sup>(4)</sup>	110,864 <sup>(4)</sup>	Nil	175,817 <sup>(4)</sup>	Nil	Nil	Nil	643,631 <sup>(4)</sup>
	2016	271,748 <sup>(4)</sup>	Nil	Nil	407,622 <sup>(4)</sup>	Nil	Nil	Nil	679,370 <sup>(4)</sup>
Vince Claudio, Senior Vice-President Operations	2018	375,869 <sup>(4)</sup>	272,245 <sup>(4)</sup>	Nil	183,479 <sup>(4)</sup>	Nil	Nil	Nil	831,593 <sup>(4)</sup>
	2017	343,970 <sup>(4)</sup>	106,832 <sup>(4)</sup>	Nil	160,394 <sup>(4)</sup>	Nil	Nil	Nil	611,196 <sup>(4)</sup>
	2016	243,380 <sup>(4)</sup>	Nil	Nil	365,070 <sup>(4)</sup>	Nil	Nil	Nil	608,450 <sup>(4)</sup>

All amounts stated are in Canadian Dollars

- (1) The value of perquisites and benefits for each Named Executive Officer is less than the lesser of \$50,000 and 10% of the total annual base compensation and bonuses.
- (2) These individuals are also Trustees of the Fund. Trustees who are also employed by the Fund do not receive additional compensation for their duties as Trustees.
- (3) Annual Incentive Plan awards are calculated at the end of a financial year and paid in the first or second quarter of the next financial year. Awards deferred as part of the U.S. deferred compensation plan are paid to the Trustee of the plan in the first quarter of the next financial year.
- (4) U.S. denominated figures were converted at an average annual exchange rate of 1.2961 (2017 – 1.2980, 2016 – 1.3256Cdn).
- (5) During 2016, 2017 and 2018, Mr. O'Day was reimbursed for certain insurance premium costs incurred.
- (6) Mr. Pathipati was reimbursed for certain tax costs related to tax equalization activity between Canada and the U.S.

**INCENTIVE PLAN AWARDS**

## Outstanding option-based awards and unit-based awards

Name and Principal Position	Option-based Awards				Unit-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in the Money Options <sup>(4),(5)</sup> (\$)	Number of Units or Shares that have not Vested (#)	Market or payout value of unit-based awards that have not Vested (\$)(g)	Market or payout value of vested unit-based awards not paid out or distributed (\$)(h)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Brock Bulbuck, CEO	75,000	\$5.41 <sup>(1)</sup>	January 2, 2020 <sup>(2),(3),(4)</sup>	\$8,065,500	13,431	\$1,454,050	-
Narendra "Pat" Pathipati, Executive Vice-President, Secretary and CFO	-	-	-	-	6,762	\$732,150	-
Timothy O'Day, President and COO	75,000	\$5.41 <sup>(1)</sup>	January 2, 2020 <sup>(2),(3),(4)</sup>	\$8,065,500	6,183	\$669,381	-
Kevin Burnett, Senior Vice-President Operations	-	-	-	-	-	-	-
Vince Claudio, Senior Vice-President Operations	-	-	-	-	-	-	-

- (1) The purchase price per Fund Unit under the options issued on each Option Issue Date is the greater of the closing price for Fund Units on the Toronto Stock Exchange ("TSX") on the Option Grant Date, being \$5.41, and the weighted average trading price of the Fund Units on the TSX for the first 15 trading days in the month of January in the year in which such Option Issue Date falls.
- (2) Options granted are exercisable after the expiration of 9 years and 255 days after the grant date up to and including 9 years and 345 days. Effective March 20, 2018, the units may be purchased, to the extent validly exercised, on a date, at the grantee's election, between 9 years and 258 days after the grant date up to and including the 10<sup>th</sup> anniversary of the grant date (September 15 to January 2 of the applicable period).
- (3) Options are not exercisable if the grantee is not an officer or employee of the Fund, or any of its subsidiaries when each option becomes exercisable unless the grantee has been dismissed without cause, there is a take-over bid for Fund units or in the case of the options expiring in 2020 for Mr. Bulbuck, upon death.
- (4) In addition to footnote (3), a change in control of the Fund will entitle the option holder to exercise their options.
- (5) Calculated using an end of year market price of \$112.95

### Incentive plan awards – value vested or earned during the year

Name and Principal Position (a)	Option-based awards – Value vested during the year (\$) (b)	Unit-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Brock Bulbuck, CEO	\$8,065,500	\$1,028,065	\$724,306
Narendra "Pat" Pathipati, Executive Vice-President, Secretary and CFO	Nil	\$636,656 <sup>(1)</sup>	\$352,747 <sup>(1)</sup>
Timothy O'Day, President and COO	\$8,065,500	\$528,970 <sup>(1)</sup>	\$428,605 <sup>(1)</sup>
Kevin Burnett, Senior Vice-President Operations	Nil	\$146,723 <sup>(1)</sup>	\$200,012 <sup>(1)</sup>
Vince Claudio, Senior Vice-President Operations	Nil	\$141,648 <sup>(1)</sup>	\$183,479 <sup>(1)</sup>

(1) US denominated figures were converted at an average annual exchange rate of \$1.2961 for 2018 incentive plan awards. US denominated figures were converted at an average annual exchange rate of 1.3256 for 2016 incentive plan awards and 1.2980 for 2017 incentive plan awards.

### Defined Contribution Plan

Name (a)	Accumulated value at start of year (\$) (b)	Compensatory (\$) (c)	Non-compensatory (\$) (c)	Accumulated value at year end (\$) (d)
Brock Bulbuck, CEO (1)	\$624,445	\$94,517	Nil	\$718,962
Narendra "Pat" Pathipati, Executive Vice-President, Secretary and CFO	Nil	Nil	Nil	Nil
Timothy O'Day, President and COO	Nil	Nil	Nil	Nil
Kevin Burnett, Senior Vice-President Operations	Nil	Nil	Nil	Nil
Vince Claudio, Senior Vice-President Operations	Nil	Nil	Nil	Nil

(1) Effective September 1, 2010 the Fund established a retiring allowance for Mr. Bulbuck. The allowance has been formalized within a Retirement Defined Contribution Arrangement Trust Agreement made between Brock Bulbuck, BGI and a person appointed as Trustee and qualifies as a retirement compensation arrangement as defined in the Income Tax Act (Canada), RSC 1985, c.1 (5<sup>th</sup> Supplement), as amended. The agreement specifies that quarterly contributions will be made until the end of 2024 such that \$1,381,500 will be paid to the Trustee on behalf of the Brock Bulbuck retirement trust. In certain circumstances, including a change of control, the payments on behalf of Mr. Bulbuck could be accelerated.

### Deferred Compensation Plans

Starting in 2009, certain senior U.S. employees, including the Executive Vice-President and CFO and the President and COO, became eligible to participate in the Fund's new deferred compensation plan for U.S. employees. The plan is designed to permit certain employees the ability to have a portion of their compensation paid into the plan. The plan is a funded plan for which a trust was established so that the plan assets could be segregated, however, the assets are subject to the general creditors of The Boyd Group (U.S.), Inc. in the case of bankruptcy. The assets are comprised of investments purchased to coincide with the individual employee's investment preferences. The value of the assets and obligation vary with employee's contributions and changes in the value of the investments.

## Employment Agreements

The Fund has entered into executive employment agreements with each of the NEOs. In addition to compensation, the agreements set out the following key termination provisions.

### Termination and Change in Control Benefits

For certain Executive Officers, the Fund also provides for pre-determined severance payments in cases of termination without cause, striving to provide appropriate payments that reflect the potential difficulty in obtaining comparable employment in a short period of time and provide for a complete separation between the terminated employee and the Fund. Similarly, the employment contracts for certain Executive Officers include payments in respect of termination of employment as a result of change in control provisions.

Termination and change in control benefits are included within the employment agreement for Brock Bulbuck. The severance benefits are two years salary, STIP and all other amounts and benefits that would otherwise have been paid during the remainder of the agreement. BGI may terminate employment without just cause upon payment and provision of the severance benefits. In the event that BGI has just cause for termination, employment pursuant to the employment agreements may be terminated immediately without notice or pay in lieu of notice.

### *Estimated Incremental Payment on Change of Control or Termination*

The following table provides details regarding the estimated incremental payments from the Fund to the NEOs under the above-described agreements in the event of a change of control or termination without cause, assuming the event took place on December 31, 2018.

Name	Triggering Event	Unpaid but earned Incentive	Base Salary	STIP	Options	Performance Cash Awards	Other Benefits	Total
Brock Bulbuck	Change of Control	\$ 1,752,371	\$ 1,450,000	\$ 1,448,612	\$ 8,065,500	\$ 1,528,508	\$ 662,510	\$ 14,907,501
	Termination without Cause	\$ 1,752,371	\$ 1,450,000	\$ 1,448,612	\$ 8,065,500	\$ 1,528,508	\$ 662,510	\$ 14,907,501
Narendra "Pat" Pathipati	Change of Control	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	Termination without Cause (2)	\$ 604,874	\$ 777,600	\$ 529,121	\$ -	\$ 1,787,866	\$ -	\$ 3,699,461
Timothy O'Day	Change of Control (1)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	Termination without Cause (2)	\$ 931,169	\$ 1,127,600	\$ 857,210	\$ 8,065,500	\$ 757,620	\$ -	\$ 11,739,099
Kevin Burnett	Change of Control	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	Termination without Cause (2)	\$ 339,410	\$ 583,245	\$ -	\$ -	\$ -	\$ -	\$ 922,655
Vince Claudio	Change of Control	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	Termination without Cause (2)	\$ 318,055	\$ 563,804	\$ -	\$ -	\$ -	\$ -	\$ 881,859

**Notes:**

- (1) Mr. Timothy O'Day would be eligible for change of control payments equivalent to his payments for termination without cause in the event that upon a change of control event, Mr. O'Day no longer reported to Mr. Brock Bulbuck.
- (2) US denominated figure converted at an average annual exchange rate of \$1.2961.

## Unit Ownership Policy for Executives

On March 21, 2017, the Trustees adopted a Unit Ownership Policy for Executives, which outlines the minimum levels of unit ownership required for the CEO and the CEO's direct reports, including the Executive Vice President and CFO and President and COO. Participants must fulfill their ownership requirement within five years of becoming subject to this policy, which became effective January 1, 2017. The policy is designed to align the interests of those executives with the interests of the Unitholders and to promote commitment to sound corporate governance.

Based upon the advice received from Meridian on the terms of the Unit Ownership Policy, the Trustees concluded that the policy is consistent with good market practice and sound corporate governance.

The following forms of equity are included in determining the ownership level for each executive:

- Units of the Fund and Class A Shares of BGHI, which are owned directly and indirectly by the executive and the executive's immediate family members residing in the same household;
- Performance Cash Units issued and held (adjusted to reflect the value of the underlying Units), whether vested or not, pursuant to the long-term incentive plans for executives of the Fund (unvested units are tracked at target/grant value, irrespective of performance results);
- Restricted Cash Units issued and held (adjusted to reflect the value of the underlying Units), whether vested or not, pursuant to the long-term incentive plans for executives of the Fund;
- Units acquired upon exercise of stock options under the Fund's stock option plan and units acquired upon vesting or settlement of Performance Cash Units and Restricted Cash Units; and
- In-the-money value of stock options that have been granted, but which have not been exercised.

Executives are required to maintain ownership levels that meet or exceed the guidelines within five years of being appointed or promoted to their current position. The Fund believes that, given the short and long term incentive programs in place for executives, there are sufficient mechanisms available to assist an executive to reach required ownership levels.

The following table shows the market value of Units held by the CEO, Executive Vice President and CFO and President and COO as of March 27, 2019, based on the closing price on the TSX on March 27, 2019 and the ownership as a multiple of their respective base salary based on December 31, 2018 annual salary.

**EXECUTIVE OWNERSHIP**

	Units	Class A Shares	Unit Options (2)	Performance Cash Units / Restricted Cash Units (2)(3)	Total Market Value (1)	Net ownership as a multiple of base salary(4)	Minimum ownership as a multiple of annual base salary	Policy met	Date to meet
Brock Bulbuck, CEO	24,570	107,329	75,000	32,910	\$33,115,225	45.7	5.0	Yes	January 1, 2022
Narendra "Pat" Pathipati, Executive Vice President and CFO	-	-	-	21,619	\$2,985,368	5.8	2.0	Yes	January 1, 2022
Timothy O'Day, President and COO	53,174	-	75,000	15,687	\$19,865,765	35.2	2.0	Yes	January 1, 2022

(1) The table shows the number of units, class A shares, unit options and performance cash units as at March 27, 2019. Total market value has been calculated using the closing price of the Units at March 27, 2019 of \$138.09.

(2) Unit options and performance cash units include amounts granted not yet vested.

(3) Includes STIP payments that have been elected to be deferred as restricted cash units.

(4) The table calculates net ownership as a multiple of base salary based on the December 31, 2018 annual salary.

**Remuneration by Subsidiaries**

During the Fund's fiscal year ended December 31, 2018, Trustee/Director compensation was paid by BGI with subsequent allocation of this compensation being made between BGIF, BGHI and BGI. Except for Trustee/Director compensation, the Fund's Subsidiaries have not paid any remuneration or issued any stock options whatsoever to Trustees/Directors or officers of the Fund. The Subsidiaries are listed in the Corporate Structure chart forming part of this Information Circular.

**TRUSTEE AND DIRECTOR COMPENSATION TABLE**

Name <sup>(1)</sup>	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Dave Brown	19,250	103,750	n/a	n/a	n/a	n/a	123,000
Allan Davis	100,930	104,070	n/a	n/a	n/a	n/a	205,000
Gene Dunn	28,450	89,550	n/a	n/a	n/a	n/a	118,000
Robert Gross	69,212 <sup>(2)</sup>	70,767 <sup>(2)</sup>	n/a	n/a	n/a	n/a	139,979 <sup>(2)</sup>
Violet (Vi) A.M. Konkle	17,000	91,000	n/a	n/a	n/a	n/a	108,000
Sally Savoia	74,610 <sup>(2)</sup>	76,386 <sup>(2)</sup>	n/a	n/a	n/a	n/a	150,996 <sup>(2)</sup>

(1) Officers of the Fund, who are also Trustees/Directors, receive no further compensation for their duties as Trustees/Directors. Their compensation is fully reflected in the Summary Compensation Table.

(2) U.S. fees earned converted at an average annual exchange rate of \$1.2961.

Trustees/Directors, who are not officers of the Fund, are compensated for duties performed for, or on behalf of, the Board of Trustees/Directors. Fees paid to Trustees/Directors are for duties performed as a Trustee as well as duties performed as a Director of BGI and BGHI. The Board determines the level of compensation for Trustees/Directors, based on recommendations from the Compensation Committee.



The Board reviews Trustee/Director compensation as needed, taking into account time commitment, risks and responsibilities to ensure that the amount of compensation adequately reflects the responsibilities and risks of being a Trustee/Director and makes adjustments as deemed necessary. The Board also takes into consideration the Trustee/Director compensation relative to the same peer group used for benchmarking executive compensation. Annual independent Trustee/Director compensation changed effective January 1, 2018 as follows:

- (i) Annual retainer of \$108,000 Canadian for Canadian Trustee/Directors and \$108,000 U.S. for U.S. Trustee/Directors.
- (ii) Additional Board Chair retainer of \$97,000
- (iii) Annual premium Audit Committee Chair retainer of \$15,000
- (iv) Annual premium Compensation Committee Chair retainer of \$10,000
- (v) Annual premium Governance & Nomination Committee Chair retainer of \$8,500

Trustees/Directors are entitled to be reimbursed for reasonable travel expenses and other expenses incurred by them in attending meetings of the Board of Trustees/Directors or meetings of committees thereof. Effective January 1, 2018, the annual retainer is \$74,000 in respect of duties performed as a Director of BGI, \$17,000 in respect of duties performed as a Director of BGHI and \$17,000 in respect of duties performed as a Trustee of the Fund.

### ***Trustees' Unit Ownership Requirements***

For 2018, the Trustee ownership requirements have been defined as follows: The minimum shareholding requirement for all Trustees will be 3.0 times the total annual retainer or \$324,000 Canadian. The minimum shareholding requirement for the Board Chair will be 3.0 times the total annual retainer (inclusive of the additional Board Chair retainer) or \$615,000 Canadian. Committee Chair premiums shall not be included in the annual retainer calculations for the Trustees. In determining value held by a Trustee, the value of Deferred Share Units shall be included (see 'Director Deferred Share Unit Plan' below). A Trustee shall have 5 years from the date of the appointment to the Board to meet the requirements. Similarly, should the retainer be increased, the Trustee shall have 5 years to meet the increased ownership requirement. Once the minimum ownership level is met by a Trustee, he or she shall not be required to increase his or her ownership due to a decline in the unit/share price.

***Director Deferred Share Unit Plan***

The Board of BGI adopted a Directors Deferred Share Unit Plan on December 22, 2015, effective December 31, 2015. Certain features of the Directors Deferred Share Unit Plan are as follows:

- All non-employee Directors participate in the Directors Deferred Share Unit Plan, the purpose of which is to attract, retain and motivate qualified and experienced individuals to serve as Directors and to align the interests between non-employee Directors of the Board and Unitholders. The Directors will receive a portion of their compensation in notional shares of BGHI.
- The Directors Deferred Share Unit Plan allows Directors of BGI and BGHI to elect to receive up to 100% of their total Director compensation as an award of deferred share units. A minimum of 60% of total Director compensation will be awarded in deferred share units beginning January 1, 2016. Fees received as Director compensation for duties performed for BGI and BGHI are eligible for the Deferred Share Unit Plan. Fees received as Trustee compensation for duties performed for the Fund are not eligible for the Deferred Share Unit Plan. The election for the additional amount to be deferred must be made by not later than the last day of the calendar year preceding the year to which the payment relates.
- The Director Deferred Share Unit Plan is administered by the Compensation Committee.
- A deferred share unit is the right to receive cash payment based on the value of the Class A common shares of BGHI by means of a bookkeeping entry to an account in the name of the Director.
- Deferred share units are credited to the Director's account on the second payroll in the third month of each quarter (i.e. March, June, September, December), the number of which is determined by dividing the amount of the applicable portion of the Director's annual retainer by the fair market value of a Class A common share on that date.
- The number of deferred share units to which a participant is entitled will be adjusted for the payment of dividends or other cash distributions on the Class A common shares in accordance with the Directors Deferred Share Unit Plan.
- A deferred share unit entitles the holder to an amount in cash equal to the fair market value of a Class A common share on the day that is one hundred and twenty (120) days after the date the Director ceases to hold any position with The Boyd Group Inc. as a director, officer or employee, excluding any period of statutory or reasonable notice or any period of salary continuation or deemed employment.
- In the event of any subdivision, consolidation, reclassification, amalgamation, consolidation, merger or any other relevant changes, proportionate adjustments as are appropriate to reflect such a change will be made with respect to the number of deferred share units credited to the deferred share unit accounts.

- Subject to applicable laws, a Director may designate in writing a person who is a dependent or relation of the Director as a beneficiary to receive any benefits that are payable upon the death of the Director.
- The deferred share units will not be assignable by a Director.

## **INFORMATION RESPECTING BOYD GROUP INCOME FUND**

### **General**

The Fund is an unincorporated, open-ended mutual fund trust governed by the laws of the Province of Manitoba and the Trust Declaration. The Fund is administered by a Board of Trustees. The principal and head office of the Fund is located at 1745 Ellice Avenue, Unit C1, Winnipeg, Manitoba, R3H 1A6.

The Fund was established to invest in the automotive collision repair business in Canada and the United States through the acquisition of an interest in BGI pursuant to a Plan of Arrangement dated February 28, 2003 (the "Plan of Arrangement"). The Fund controls BGI through its ownership of all of the issued and outstanding Class I and Class IV shares of BGI. The Fund also holds all of the subordinated promissory notes issued by BGI or its subsidiaries (the "Notes"). The Fund also controls BGHI through its ownership of 70% of the Voting Shares of BGHI.

Public information about the Fund can be obtained by Unitholders on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com). Copies of such documents, including the financial statements and the Management's Discussion & Analysis ("MD&A") of the Fund, also can be obtained by writing to Boyd Group Income Fund, 1745 Ellice Avenue, Unit C1, Winnipeg, Manitoba, R3H 1A6, Attention: Secretary-Treasurer. Financial information for the Fund is provided in the Fund's comparative financial statements and MD&A for the fiscal year ended December 31, 2018.

**Corporate Structure \***

Boyd Corporate Structure as at December 31, 2018 was:

Boyd Group Income Fund –

Boyd Group Holdings Inc.

The Boyd Group Inc.

Assured Automotive (2017) Inc.

Assured Woodstock (Law) Collision Inc.

Regent Auto Body Inc.

1840224 Ontario Inc.

The Boyd Group (U.S.) Inc.

The Gerber Group Inc.

Cars Collision Center, L.L.C.

True2Form Collision Repair Centers, Inc.

True2Form Collision Repairs Centers, LLC

DK Assets Northfield, Ltd.

Service Collision Center (Georgia), Inc.

Gerber Collision & Glass (Kansas), Inc.

Service Collision Center (Oklahoma) Inc.

Collision Service Repair Center, Inc.

AMPB Acquisition Corp.

Kingswood Collision, Inc.

Gerber Collision (Northeast), Inc.

Gerber Collision (Colorado) Inc.

Gerber Collision (Idaho), Inc.

Gerber Real Estate Inc.

Gerber Payroll Services, Inc.

Master Collision Repair, Inc.

Hansen Collision, Inc.

Hansen Leasing, Inc.

Collision Revision, Inc.

Collex Collision Experts, Inc.

Gerber Collision (Louisiana), Inc.

Champ's Holding Company, L.L.C.

Gerber Collision (Oregon), Inc.

Gerber Collision (Utah), Inc.

Gerber Collision (Tennessee), Inc.

Gerber Collision (NY), Inc.

Gerber Collision (Texas), Inc.

Gerber Collision (Wisconsin), Inc.

Gerber Glass Holdings Inc.

Gerber Glass, LLC

Glass America LLC

Gerber National Claim Services, LLC  
Gerber Glass (District 2), LLC  
Gerber Glass (District 3), LLC  
Gerber Glass (District 4), LLC  
Gerber Glass (District 5), LLC  
    S&L Auto Glass, LLC  
Gerber Glass (District 6), LLC  
Gerber Glass (District 7), LLC  
Gerber Glass (District 8), LLC  
Glass America Southeast LLC  
Glass America Midwest LLC  
Hansen Auto Glass, LLC  
Auto Glass Only, LLC  
    Glass America Colorado LLC  
    Glass America Florida LLC  
    Glass America Georgia LLC  
    Glass America Illinois LLC  
    Glass America Massachusetts LLC  
    Glass America Michigan LLC  
    Glass America Midwest Burlington LLC  
    Glass America Midwest Lewis Center LLC  
    Glass America Midwest Lindenhurst LLC  
    Glass America Midwest North Canton LLC  
    Glass America Missouri LLC  
    Glass America New York LLC  
    Glass America Ohio LLC  
    Glass America Pennsylvania LLC  
    Glass America Texas LLC  
    Glass America Vermont LLC  
    Glass America Alabama LLC  
    Glass America Kentucky LLC  
    Glass America Maryland LLC  
    Glass America Virginia LLC

\* Indentation of companies indicates they are subsidiaries of the company directly above.

## **OTHER INFORMATION**

### **Stock Exchange Listing**

The Units are currently listed for trading on the TSX under the symbol "BYD.UN".

### **Exchange of BGHI Class A Shares**

The holders of BGHI Class A Shares are entitled to retract their BGHI Class A Shares at any time whereupon BGHI must exchange Class B common shares of BGHI ("BGHI Class B Shares") for Units of the Fund on a one for one basis, pursuant to the terms of the Exchange Agreement.

Pursuant to the terms of the Exchange Agreement, BGHI shall subscribe for Units in an amount equal to the number of BGHI Class A Shares retracted from time to time by its shareholders and pursuant to BGHI's direction, the Fund shall issue Units to the BGHI shareholders in return for one BGHI Class B Share for each Unit so issued. The BGHI Class B Shares are entitled to share rateably with the BGHI Class A Shares in all dividends paid from time to time by BGHI on its common shares.

BGHI is entitled to receive dividends pursuant to its ownership of Class II shares of BGI, if, as and when declared by the Board of Directors of BGI. Subject to payment of a preferential dividend at the rate of \$0.005 per share on the Class I shares of BGI, annual dividends payable on each Class II share of BGI in any year were to be in an amount to be not less than the amount of distributions paid on each Unit of the Fund for such year.

### **Directors and Officers Liability Insurance**

The Fund has arranged, at its cost, insurance against liability incurred by Trustees and officers of the Fund and Directors and officers of the Subsidiaries under four separate insurance policies issued by AIG Insurance Company of Canada, Chubb, Zurich Insurance Company and CNA. These policies, in combination, provide for maximum coverage of \$60 million for each loss, subject to a combined \$60 million aggregate limit per year. Additional coverage of \$25 million exists with Berkshire Hathaway Specialty Insurance and sits on top of the \$60 million as excess coverage for the sole protection of Trustees and Officers of the Fund and Directors and Officers of the Subsidiaries.

### Indebtedness of Trustees and Executive Officers

As of the date hereof, except as described below, no individual who is a Trustee or Executive Officer of the Fund, or at any time during the most recently completed financial year of the Fund, was a Trustee or Executive Officer of the Fund or any of its subsidiaries, is indebted to the Fund.

The following table sets forth the aggregate indebtedness, excluding “routine indebtedness” (as defined under applicable securities laws), to the Fund and its subsidiaries of current and former Trustees, Executive Officers and employees of the Fund or its subsidiaries as at the record date. This indebtedness consists of loans made under the Senior Managers Unit Loan Program.

AGGREGATE INDEBTEDNESS			
Purpose	To the Fund or its Subsidiaries	To Another Entity	Security
Unit purchases	nil	nil	nil
Other	nil	nil	nil

To broaden and deepen management ownership in the Fund, BGI established the Senior Managers Unit Loan Program (“Unit Loan Program”) in December 2012, which facilitated the one-time purchase of 86,191 of trust units by existing Boyd senior managers. Only senior managers were eligible to receive loan support, and only up to 75% of each senior manager’s purchase. The loans bore interest at a fixed rate of 3% per annum with interest payable monthly. Participants were required to make monthly payments equal to .25% of the original principal amount plus interest. Beginning March 31, 2013, participants were required to make additional minimum repayments of principal equal to the lesser of 12.5% of their annual pre-tax bonus or 12.5% of the original loan amount. Participants were required to repay the loan in full on the earlier of: termination of employment, sale of the units, ten years from the date of loan issuance. The loan could be repaid at any time without penalty. Units purchased were held by BGI as security for repayment of the loan. At March 27, 2019, the carrying value of loans made under the Unit Loan Program was \$nil.

No individual who is, or at any time during the most recently completed financial year was, a Trustee, Director or Named Executive Officer of the Fund or its subsidiaries who is, or at any time since the beginning of the most recently completed financial year of the Fund has been, indebted to the Fund or any of its subsidiaries.

### Interest of Management and Others in Material Transactions

During the fiscal year ending December 31, 2018, no Trustee, Director or Executive Officer, or any associate or affiliate of the foregoing persons had any material interest, direct or indirect, in any material transaction with the Fund or any of the

Subsidiaries, except for the employment agreements entered into by BGI or its subsidiaries with its Executive Officers and as well as the following:

In certain circumstances BGI or The Boyd Group (U.S.) Inc. (“Boyd US”) has entered into property lease arrangements where an employee of BGI or Boyd US is the landlord. The property leases for these locations do not contain any significant non-standard terms and conditions that would not normally exist in an arm’s length relationship, and the Fund has determined that the terms and conditions of the leases are representative of fair market rent values. The following are the lease expense amounts for facilities under lease with related parties (in thousands of Canadian dollars):

Landlord	Affiliated Person(s)	Location	Lease Expires	December 31, 2018	December 31, 2017
Kard Properties Ltd.	Desmond D'Silva	Richmond Hill, ON	2035	\$ 188	\$ 92
Kard Properties Ltd.	Desmond D'Silva	Ottawa, ON	2035	257	127
Kard Properties Ltd.	Desmond D'Silva	Ajax, ON	2036	87	42
Kard Properties Ltd.	Desmond D'Silva	Mississauga, ON	2032	50	25
Kard Properties Ltd.	Desmond D'Silva	Oakville, ON	2035	188	92
D'Silva Real Estate Holdings Inc.	Desmond D'Silva	Barrie, ON	2032	420	180
Gerber Building No. 1 Ptnrp	Eddie Cheskis, & Tim O'Day	South Elgin, IL	2023	122	120
Kard Properties Ltd.	Desmond D'Silva	Mississauga, ON	2035	105	52
Kard Properties Ltd.	Desmond D'Silva	Hamilton, ON	2036	62	31
Kard Properties Ltd.	Desmond D'Silva	Mississauga, ON	2035	50	24
Kard Properties Ltd.	Desmond D'Silva	Mississauga, ON	2035	309	153
Kard Properties Ltd.	Desmond D'Silva	Mississauga, ON	2036	100	50
Kard Properties Ltd.	Desmond D'Silva	Scarborough, ON	2036	87	44
Kard Properties Ltd.	Desmond D'Silva	Toronto, ON	2023	50	25
Kard Properties Ltd.	Desmond D'Silva	Brampton, ON	2036	100	49
Kard Properties Ltd.	Desmond D'Silva	Hamilton, ON	2035	103	51
Kard Properties Ltd.	Desmond D'Silva	Woodstock, ON	2037	67	33
Kard Properties Ltd.	Desmond D'Silva	Etobicoke, ON	2037	213	105
Kard Properties Ltd.	Desmond D'Silva	Milton, ON	2035	113	56
Kard Properties Ltd.	Desmond D'Silva	Brantford, ON	2020	83	-
Kard Properties Ltd.	Desmond D'Silva	Ottawa, ON	2036	212	104



The Fund's subsidiary, BGI, has declared dividends totalling \$56,884 (2017 - \$55,596), through BGHI to 4612094 Manitoba Inc., an entity owned directly or indirectly by a senior officer of the Fund. At December 31, 2017, 4612094 Manitoba Inc. owned 107,329 Class A common shares and 30,000,000 voting common shares of BGHI, representing approximately 30% of the total voting shares of BGHI.

## STATEMENT OF GOVERNANCE PRACTICES

Good governance is important to the Fund, its Board of Trustees and its management.

National Policy 58-201 Corporate Governance Guidelines (the "Policy") and National Instrument 58-101 Disclosure of Corporate Governance Practices (the "Instrument") set out corporate governance guidelines (the "Guidelines") in a number of areas and the Instrument requires public entities to describe certain aspects of their governance practices in relation to the Guidelines in their information circulars. The Board of Trustees ("Board") endorses the Guidelines and believes that the Fund is in substantial compliance with them.

The following chart summarizes the status of the Fund's governance policies and practices in relation to the Guidelines:

Governance Disclosure Requirements	Commentary
<b>1. Board of Trustees (the "Board")</b>	
a) Disclose the identity of trustees (or proposed trustees) who are independent.	Of the proposed Trustees, Dave Brown, Allan Davis, Gene Dunn, Robert Gross, Violet (Vi) A.M. Konkle and Sally Savoia are independent Trustees, if elected.
b) Disclose the identity of trustees (or proposed trustees) who are not independent, and describe the basis for that determination.	Of the proposed Trustees, Brock Bulbuck and Timothy O'Day, by virtue of being members of management, are not independent Trustees.
c) Disclose whether or not a majority of trustees (or proposed trustees) are independent. If a majority of trustees are not independent, describe what the Board does to facilitate its exercise of independent judgment in carrying out its responsibilities.	A majority of Trustees are independent.
d) If a trustee is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or foreign jurisdiction, identify both the trustee and the other issuer.	Dave Brown is a Director of GMP Capital Inc. and Pollard Banknote Limited. Brock Bulbuck is a Director of The North West Company Inc. Allan Davis is a Director of Exchange Income Corporation. Robert Gross is a Director of Core-Mark Holding Company, Inc.

Governance Disclosure Requirements	Commentary
	Violet (Vi) A.M. Konkle is a Director of The North West Company Inc.
e) Disclose whether or not the independent trustees hold regularly scheduled meetings at which non-independent trustees and members of management are not in attendance. If the independent trustees hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent trustees do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent trustees.	The Governance and Nomination Committee is composed entirely of independent Trustees and has appropriate structures and procedures in place to allow it to function independently of management. The Governance and Nomination Committee has the authority to convene regular meetings without members of management in attendance. The Governance and Nomination Committee and the full Board of Trustees regularly meet in-camera without management present to allow more open discussion. This is part of each regularly scheduled quarterly meeting. The last such meeting was held on March 20, 2019. The Board has expressly assigned responsibility to the Governance and Nomination Committee for administering the Board's relationship with management.
f) Disclose whether or not the chair of the Board is an independent trustee. If the Board has a chair or lead trustee who is an independent trustee, disclose the identity of the independent chair or lead trustee, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead trustee that is independent, describe what the Board does to provide leadership for its independent trustees.	During 2011 the Board appointed Allan Davis as its independent chair. The Chair's primary role is to provide leadership to the Board and its committees, including chairing meetings in a manner that facilitates open discussions and expressions of competing views. The Chair is also responsible for, among other things, assisting the Board in obtaining information required for the performance of their duties, retaining appropriately qualified and independent advisors as needed, working with the Board to support Board development and ensure a proper committee structure is in place, providing a link between the Board and management and acting in an advisory capacity to the CEO in all matters concerning the interests and management of the Fund.
g) Disclose the attendance record of each trustee for all Board meetings held since the beginning of the issuer's most recently completed financial year.	See "Election of Trustees" in the Information Circular.
2. <b>Board Mandate</b> - 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.	The Board has adopted a written charter, a copy of which is attached as Appendix I hereto, and which is also available at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a> .

<b>3. Position Descriptions</b>	
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.	The Board has developed written position descriptions for the Board Chair, each Committee Chair, Trustees and the CEO, which are available at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a> .
b) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.	
<b>4. Orientation and Continuing Education</b>	
a) Briefly describe what measures the Board takes to orient new trustees regarding <ul style="list-style-type: none"> <li>i. the role of the Board, its committees and its trustees, and</li> <li>ii. the nature and operation of the issuer's business.</li> </ul>	The Governance and Nomination Committee provides a variety of orientation education programs to existing and new Trustees. New Trustees are provided with a record of historical published information about the Fund, the charter of the Board and its committees and other relevant information. Management makes regular presentations to the Board on the main areas of the business of the Fund's Subsidiaries. The Committees, with the assistance of management, and the external auditors, provide the Board members with regular and topical information regarding recent developments in corporate governance.
b) Briefly describe what measures, if any, the Board takes to provide continuing education for its trustees. If the Board does not provide continuing education, describe how the Board ensures that its trustees maintain the skill and knowledge necessary to meet their obligations as trustees.	
<b>5. Ethical Business Conduct</b>	
a) Disclose whether or not the Board has adopted a written code for the trustees, officers and employees. If the Board has adopted a written code: <ul style="list-style-type: none"> <li>i. disclose how a person or company may obtain a copy of the code;</li> </ul>	The Board has adopted a written Code of Business Conduct and Ethics which guides overall behaviour of the Board. The Code of Business Conduct and Ethics also governs the conduct of officers, employees and other associates of the Fund and its Subsidiaries. The Fund will provide to any Unitholder upon request to its Secretary-Treasurer, a copy of the Code of Business Conduct and Ethics. The Code of Business Conduct and Ethics can also be found at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a>

<p>ii. describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and</p>	<p>The Board will monitor compliance with the Code of Business Conduct and Ethics by requiring Trustees and Executive Officers to certify compliance with the Code each year. Breaches of the Code of Business Conduct and Ethics are referred to the Governance and Nomination Committee for review and remedial action as required. Employees are required to acknowledge receipt of the Code of Business Conduct and Ethics upon commencement of employment. When initially approved, the Code was distributed to all employees of the Fund. Compliance issues are dealt with by a committee comprised of management and overseen by the Audit Committee.</p>
<p>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.</p>	<p>There were no material change reports filed in the 2018 financial year in this regard.</p>
<p>b) Describe any steps the Board takes to ensure trustees exercise independent judgment in considering transactions and agreements in respect of which a trustee or executive officer has a material interest.</p>	<p>The Board has a conflict of interest policy contained in its Code of Business Conduct and Ethics. The conflict of interest requirements under such guidelines require the Trustees to have a paramount interest in promoting and preserving the interest of Unitholders and the best interests of the Fund and its Subsidiaries. The Fund's Declaration of Trust, which established and governs the Fund, provides that any situation that involves, or may reasonably be inferred to involve, a conflict between a Trustee's personal interest and the interest of the Fund are required to be disclosed in writing as to the nature and extent of such Trustee's interest at the time. A Trustee in a conflict of interest may not vote on any resolution to approve any action by the Fund or its Subsidiaries where such conflict exists, except as provided for in the Fund's Declaration of Trust.</p>
<p>c) Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.</p>	<p>Trustees and management are required to periodically disclose conflicts or potential conflicts of interest and their compliance with the Code of Business Conduct and Ethics.</p>

<b>6. Nomination of Directors</b>	
a) Describe the process by which the Board identifies new candidates for Board nomination.	The Governance and Nomination Committee functions as the nominating committee for the Fund. The Governance and Nomination Committee, through direction of the Board as a whole, has implemented the process for making a formal assessment annually as to the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual Trustees. The needs of the business drives the diversity of skills, attributes and experience of Trustees needed. The Governance and Nomination Committee require a diverse slate of Trustees to be considered and utilizes a search firm to increase diversity of candidates. The Governance and Nomination Committee recommends changes based on the foregoing assessment. The Board Composition, Diversity and Renewal Policy is available at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a>
b) Disclose whether or not the Board has a nominating committee composed entirely of independent trustees. If the Board does not have a nominating committee composed entirely of independent trustees, describe what steps the Board takes to encourage an objective nomination process.	The Governance and Nomination Committee is composed entirely of independent Trustees.
c) If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The Governance and Nomination Committee evaluates prospects and proposes new nominees to the Board. New nominees with a track record in general business, specific expertise and a strategic area of interest to the Fund or expertise in the financial marketplace, with the ability to devote the time and willingness to serve are preferred candidates. Candidates are put forth to the Board and subsequently the Unitholders for appointment. The Board Composition, Diversity and Renewal Policy is available at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a>
<b>7. Compensation</b>	
a) Describe the process by which the Board determines the compensation for the issuer's trustees and officers.	See "Compensation Discussion & Analysis" in the Information Circular.

b)	Disclose whether or not the Board has a compensation committee composed entirely of independent trustees. If the Board does not have a compensation committee composed entirely of independent trustees, describe what steps the Board takes to ensure an objective process for determining such compensation.	The Compensation Committee is composed of four independent Trustees.
c)	If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	See "Compensation Discussion & Analysis" in the Information Circular.
d)	If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's trustees and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.	During 2018 the Compensation Committee engaged Meridian Compensation Partners to provide advice for executives that meet Fund objectives. Meridian Compensation Partners has not provided any other services to the Fund except executive and Trustee compensation services.
8.	<b>Other Board Committees</b> - If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	The Board has a Governance and Nomination Committee whose functions are described elsewhere in this chart.
9.	<b>Assessments</b> - Disclose whether or not the Board, its committees and individual trustees are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.	An annual survey is used to self-assess the Board, its committees and individual Trustees. The process is managed by the Governance and Nomination Committee who review the results and report back to the Board. Issues raised through this process are evaluated by the Governance and Nomination Committee. The Board of Trustees also undertakes a comprehensive trustee peer review bi-annually, with the Chair reviewing the evaluation results with each Trustee.

<p>10. <b>Director Term Limits and Other Mechanisms of Board Renewal -</b>          Disclose whether or not the issuer has adopted 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. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.</p>	<p>While the Board has not adopted term limits or a formal mechanism of Board renewal, the Board has as their ultimate objective the fulfillment of the fundamental responsibility of the Board to provide stewardship and good governance for the Fund. To date the Board has experienced a turnover rate that has naturally resulted in effective Board renewal. If elected, four of the eight Board members seeking election are new to the Board since 2012. The Board Composition, Diversity and Renewal Policy is available at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a></p>
<p>11. <b>Policies Regarding the Representation of Women on the Board -</b>           (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.           (b) n/a</p>	<p>A written policy relating to the identification and nomination of women Board members has been adopted. The emphasis in filling Board vacancies has been, and continues to be, finding the best qualified candidates given the needs and circumstances of the Board. A nominee's diversity of gender, race, nationality, age, experience and other attributes has and will be considered favourably in the assessment of nominees. The Board Composition, Diversity and Renewal Policy is available at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a></p>
<p>12. <b>Consideration of the Representation of Women in the Director Identification and Selection Process</b>          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.</p>	<p>The Board does consider the level of representation of women on the Board in identifying candidates for election to the Board. The Governance and Nominating Committee conducts each search with a number of attributes it believes will add value to the functioning of the Board, including gender diversity. Sally Savoia and Violet (Vi) A.M. Konkle have been put forward for election to the Board.</p>

<p>13. <b>Consideration Given to the Representation of Women in Executive Officer Appointments -</b>  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.</p>	<p>The Fund does consider the level of representation of women in Executive Officer positions, however it is only one component of the attributes that are considered when searching to fill an Executive Officer position. To move the gender diversity agenda forward at the Fund, Executive Officers have actively engaged in opportunities to develop internal female talent via mentoring and training. Two of the 13 officers as disclosed in the Annual Information Form are women. The Fund's Diversity Policy is available at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a></p>
<p>14. <b>Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions -</b></p> <p>(a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.</p> <p>(b) 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.</p> <p>(c) 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.</p> <p>(d) If the issuer has adopted a target referred to in either (b) or (c), disclose:  (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.</p>	<p>Targets relating to the identification and nomination of women Board members and Executive Officer positions are not in place. The emphasis in filling such vacancies has been finding the best qualified candidates given the needs and circumstances of the Fund. A nominee's diversity of gender, race, nationality, age, experience and other attributes has and will be considered favourably in the assessment of nominees. The Board Composition, Diversity and Renewal Policy and the Fund's Diversity Policy are available at <a href="https://www.boydgroup.com/corporate/corporate-sustainability">https://www.boydgroup.com/corporate/corporate-sustainability</a></p>



<p>15. <b>Number of Women on the Board and in Executive Officer Positions -</b></p> <p>(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.</p> <p>(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.</p>	<p>The number and proportion of women on the Board and in Executive Officer positions is currently 25% and 13%, respectively. The proportion of women proposed in this information circular as Trustees is 25%.</p>
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### BOARD APPROVAL

The contents and the sending of this Information Circular have been approved by the Board of Trustees of the Fund.

### CERTIFICATE

The foregoing contains no untrue statements of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Winnipeg, Manitoba this 27<sup>th</sup> day of March, 2019.

(signed)  
 Per: \_\_\_\_\_  
 Brock Bulbuck, Trustee, CEO

## APPENDIX I

### Board of Trustees Charter

#### Purpose

The Boyd Group Income Fund's (the "Fund's") Board of Trustees ("Board") oversee, directly and through its committees, the affairs of the Fund, which are conducted by its officers and employees under the direction of the Chief Executive Officer ("CEO") and the business and affairs of its subsidiaries. The Board is to act at all times with a view to the best interests of the Fund and its Unitholders. The Board's powers are derived from the Amended and Restated Declaration of Trust dated as of February 25, 2003, as amended, (the "Trust Declaration") constituting the Fund.

The Board shall meet regularly to review the business operations and corporate governance and financial results of the Fund.

#### Organization and Composition

Nominees for Trustees are initially considered and recommended by the Governance & Nomination Committee of the Board, approved by the Board and elected annually by the Unitholders of the Fund.

A majority of Trustees comprising the Board must be independent within the meaning of all applicable laws, regulations, securities policies and instruments, and listing requirements to which the Fund is subject. The Fund may also include Trustees drawn from senior management as the Board believes this combination leads to a constructive exchange of views in Board deliberations resulting in objective, well-balanced and informed discussion and decision making.

Trustees who are not members of management will meet regularly without management present and without any Trustee who is not considered an unrelated and independent Trustee in accordance with the above provisions to discuss matters of interest independent of any influence from management. These sessions will be led by the Chair of the Governance & Nomination Committee.

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 respective Charters, as amended from time to time.

## Responsibilities

The Board's responsibilities include, without limitation to its general mandate as set forth in the Trust Declaration, the following specific responsibilities:

- The assignment to committees of Trustees of the general responsibility for developing the Fund's approach to: financial reporting and internal controls; disclosure practices; corporate governance issues and the nomination of Trustees; and the compensation of officers and employees.
- To appoint a competent senior management team and to oversee the management of the business.
- To satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity within the Fund.
- With the assistance of the Audit Committee:
  - Ensure the integrity of the Fund's internal control and management information systems. Ensure compliance with laws and regulations, audit and accounting principles and the Fund's own governing documents.
  - Select, appoint, determine the remuneration of and, if necessary, replacement of the independent auditors.
  - Ensure the independence of the auditors.
  - Identify the principal risks of the Fund's business and ensure that appropriate systems are in place to manage these risks.
  - Review and approve significant operational and financial matters and the provision of direction to management on these matters.
- With the assistance of the Governance & Nomination Committee:
  - Develop a set of governance principles.
  - Review the composition of the Board to ensure that an appropriate number of independent Trustees sit on the Board.
  - The assessment, at least annually, of the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual Trustees, including consideration of the appropriate size of the Board.
  - Ensure that an appropriate selection process for new nominees to the Board is in place.
  - Ensure that an appropriate orientation and education program for new recruits to the Board is in place, including outlining the expectations and responsibilities of Trustees.
- With the assistance of the Compensation Committee:
  - Manage the selection, appointment, monitoring, evaluation and, if necessary, the replacement of the CEO and other executives, to ensure that management succession is, to the extent possible, effected in a manner so as not to be disruptive to the Fund's operations.
  - Review and approve recommendations concerning executive compensation, unit-based plans and compensation payable by the Fund for service as a Trustee.

- The adoption of a strategic planning process, approval and review, on an annual basis of a strategic plan that takes into account business opportunities and business risks and monitoring performance against plan.
- The review and approval of corporate objectives and goals applicable to senior management personnel of the Fund.
- Establish channels for stakeholders to communicate with the Board.
- Approval of securities compliance policies, including the disclosure policy of the Fund and review of these policies at least annually.
- Obtain periodic reports from management on the Fund's operations.
- Perform such other functions as prescribed by law or assigned to the Board in the Fund's Trust Declaration.

### **Other Advisors**

The Board shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Fund shall provide for appropriate funding, as determined by the Board, for payment of compensation to any advisors engaged by the Board.