



**BIRD CONSTRUCTION INC.**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**and**

**MANAGEMENT INFORMATION CIRCULAR**

**MARCH 12, 2015**



March 12, 2015

Dear Shareholder:

It is my pleasure to invite you to attend the Bird Construction Inc. annual general meeting of shareholders on May 12, 2015 to be held at The Sheraton Airport Hotel & Conference Centre, 801 Dixon Road, Toronto, Ontario.

The meeting is your opportunity to vote on the items of business tabled at the meeting, hear about our performance in 2014 and to learn more about our plans for the future. If you have any questions about our past performance or future plans, the meeting is an excellent opportunity to seek answers to your questions. It is also an opportunity to meet the members of the Board of Directors, senior management and other shareholders.

This document includes a formal notice of the meeting and the Management Information Circular, which explains what the meeting will cover, the voting process, governance and other important information, including a report on executive compensation.

As a valued shareholder in Bird, we urge you to attend the meeting and vote on the matters at hand. If you are unable to attend the meeting in person, you may vote your shares in advance of the meeting through the internet, by telephone, or by completing your proxy vote, all as explained in the attached Management Information Circular.

Should you require additional information, please visit our corporate website at [www.bird.ca](http://www.bird.ca). Also available online is the Company's Annual Information Form for the year ended December 31, 2014, Bird's Annual Audited Financial Statements for the year ended December 31, 2014 and the related Management's Discussion and Analysis and other useful information about the Company.

I appreciate your participation in this important forum for our shareholders, as well as your continued support.

A handwritten signature in black ink that reads "P.A. Charette".

Paul A. Charette  
Chair of the Board of Directors



## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

to be held on May 12, 2015

**NOTICE IS HEREBY GIVEN** that an annual meeting (the "**Meeting**") of the holders ("**Shareholders**") of shares ("**Shares**") of Bird Construction Inc. (the "**Company**" or "**Bird**") will be held at The Sheraton Airport Hotel & Conference Centre, 801 Dixon Road, Toronto, Ontario, on **Tuesday, May 12, 2015 at 2:30 p.m.** (Eastern time) for the following purposes:

- (a) to receive the consolidated financial statements of Bird Construction Inc. for the year ended December 31, 2014 and the report of the auditors on those statements;
- (b) to elect eight Directors of the Company (the "**Directors**") for the ensuing year;
- (c) to appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors; and
- (d) to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Only holders of record of Shares at the close of business on March 17, 2015 will be entitled to vote at the Meeting, or any adjournment(s) or postponement(s) thereof.

Registered holders of Shares 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 Company's transfer agent, Computershare Investor Services, by delivering the proxy to Proxy Department, Computershare Investor Services (i) by mail to 100 University Ave., 8<sup>th</sup> floor, Toronto, Ontario, M5J 2Y1; or (ii) by phone at 1-866-732-VOTE (8683) Toll Free, or (iii) online at [www.investorvote.com](http://www.investorvote.com), so that it is received by 2:30 p.m. (Eastern time) on Friday, May 8, 2015 (or at least 48 hours prior to the commencement of any reconvened Meeting in the event of any adjournment(s) or postponement(s) thereof).

**If you are a non-registered holder of Shares and received these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form, as the case may be, provided to you in accordance with the instructions provided by your broker or intermediary, as applicable.**

DATED at Mississauga, Ontario, this 12<sup>th</sup> day of March, 2015.

**By Order of the Directors  
of Bird Construction Inc.**

A handwritten signature in black ink that reads "P.A. Charette".

Paul A. Charette  
Chair of the Board of Directors

## BIRD CONSTRUCTION INC.

### MANAGEMENT INFORMATION CIRCULAR

#### GENERAL PROXY MATTERS

You have received this Management Information Circular because you owned Bird Construction Inc. common shares at the close of business on March 17, 2015, the record date for the Meeting. As a shareholder, you have the right to attend the Meeting of shareholders on May 12, 2015 and vote your Bird Shares. The following questions and answers provide guidance on how to vote your shares.

**Q: How many votes do I get?**

**A:** Shareholders are entitled to one vote for each share held.

**Q: How do I vote?**

**A:** If you are a registered shareholder, meaning that you hold the shares in your own name, there are several ways you can vote your shares. You may (i) vote in person at the meeting; (ii) sign the enclosed form of proxy appointing the named person that you choose to represent you as proxyholder and to attend the meeting and vote your shares; (iii) vote electronically on the internet at [www.investorvote.com](http://www.investorvote.com) or (iv) by phone at 1-866-732-VOTE (8683) Toll Free.

**Q: How do I vote my shares if the shares are not registered in my name?**

**A:** Many shareholders' shares are not registered in their name but are held on their behalf by a financial intermediary such as a bank, trust company, securities broker or trustee. Although you are a non-registered shareholder, you are still entitled to vote your shares. You should follow the directions of your financial intermediary with respect to the procedures to be followed to vote your shares. If you wish to vote in person at the meeting, you must have yourself appointed as proxy holder and identify yourself at the registration desk. You can vote by proxy by complying with the directions of your financial intermediary.

**Q: Who is soliciting my proxy?**

**A:** The enclosed form of proxy is being solicited by the management of Bird and the associated costs will be paid by Bird. Unless you indicate otherwise on the form of proxy, signing the enclosed form of proxy gives authority to Paul A. Charette, Chair of the Board of Directors and Ian J. Boyd, President and CEO of Bird, to vote your shares "FOR" the election of the eight nominees as Directors for the ensuing year and "FOR" the appointment of KPMG LLP as the auditors of the Company for the ensuing year and the authorization of the Directors to fix their remuneration.

**Q: Can I appoint someone other than members of management of Bird to vote my shares?**

**A:** Yes. In order to appoint some other person to represent you as your proxyholder at the meeting, write the name of this person in the blank space provided in the form of proxy. It is important to ensure that any other person you appoint that is attending the meeting is aware that they have been appointed to vote your shares. Proxyholders should, upon arrival at the meeting, present themselves at the registration desk.

**Q: What do I do with my completed proxy?**

**A:** Return it to Bird's transfer agent, Computershare Investor Services Inc., in the envelope provided.

**Q: What if amendments are made to the matters being voted on or if other matters are brought before the meeting?**

**A:** The person named in the proxy form will have discretionary authority with respect to amendments or variations of matters identified at the meeting. As of the date of the Management Information Circular, the Directors of the Company know of no such amendment, variation or other matter to be presented for action at the meeting.

**Q: Can I change my vote once I have voted on the internet, or by telephone or take back my proxy once I have given it?**

**A:** Yes. If you submitted a proxy and wish to revoke and change your proxy you are required to prepare a written statement to this effect. The statement must be signed and delivered to Bird at any time up to and including the last business day preceding the day of the meeting. If you submitted your vote through your broker or other financial intermediary, you must follow the instructions provided by them to revoke your proxy or change your vote.

**Q: If I need to contact the transfer agent, how do I reach them?**

**A:** You can contact the transfer agent by mail at: Computershare Investor Services Inc., 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by telephone within Canada and the United States at 1-800-564-6253.

**Q: What percentage of the common shares voted is required to elect the Directors and appoint the auditors?**

**A:** We need a simple majority (at least 50% plus one vote) of all votes cast at the Meeting, whether in person or represented by proxy, to elect the nominated Directors and appoint the auditors.

**Q: Who counts the votes?**

**A:** Bird's transfer agent, Computershare Investor Services Inc., counts and tabulates the votes.

### **Solicitation of Proxies**

This Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by or on behalf of management of Bird Construction Inc. (the "Company" or "Bird"). References in this Circular to the annual Meeting of the Company's shareholders ("Shareholders") to be held on Tuesday, May 12, 2015 (the "Meeting") include any adjournment(s) or postponement(s) thereof. Solicitations of proxies will be made primarily by mail, but may also be made by newspaper publication, in person or by telephone, fax or oral communication by Directors, officers, employees or agents of the Company or its subsidiaries who will be specifically remunerated therefore. All costs of solicitation will be borne by the Company.

For meetings of shareholders after March 1, 2013, reporting issuers may, but are not required to, use a notice-and-access mechanism to send proxy-related materials to registered holders and beneficial owners of securities. Under this system, meeting materials would not be sent to shareholders and would instead be available online. The Company will not be relying on this notice-and-access mechanism to send proxy-related materials to registered holders and beneficial owners of securities in respect of the Meeting.

### **Appointment of Proxies**

Accompanying this Circular is a form of proxy for registered holders of common shares of the Company ("Shares"). The persons named in the enclosed form of proxy are representatives of the Directors and/or officers of the Company. **A Shareholder wishing to appoint a person (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the accompanying form of proxy may do so either by inserting such person's name in the blank space provided in the form of proxy or by completing another form of proxy and, in either case, returning it in accordance with the instructions contained on the form of proxy.** A form of proxy must be received by Computershare Investor Services Inc. (the "Transfer Agent") at or prior to 2:30 p.m. (Eastern time) on Friday May, 8, 2015, or if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned meeting. Failure to so deposit a form of proxy shall result in its invalidation.

Only registered holders of Shares, or the persons they appoint as their proxies, are permitted to vote at the Meeting. However, in many cases, Shares beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- (i) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIAs, RESPs and similar plans; or
- (ii) in the name of a clearing depository (such as CDS Clearing and Depository Services Inc. or "CDS").

In accordance with Canadian securities law, the Company has distributed copies of the Notice of Meeting, this Circular, the form of proxy, and the 2014 Annual Report (collectively, the "meeting materials") to CDS and intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, intermediaries will use a service company (such as Broadridge Investor Communications Solutions or "Broadridge") to forward the meeting materials to Non-Registered Holders.

Non-Registered Holders who have not waived the right to receive meeting materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive:

- (i) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the meeting materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. Voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the internet at [www.proxyvotecanada.com](http://www.proxyvotecanada.com). If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholder's behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder; or

- (ii) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the meeting materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholder's behalf), the Non-Registered Holder must complete the form of proxy and deposit it with Broadridge as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholder's behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided.

**Non-Registered Holders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.**

### **Revocation of Proxies**

A registered Shareholder who has given a proxy may revoke the proxy by:

- (a) completing and signing a form of proxy bearing a later date and depositing it with the Transfer Agent as described above; or
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing: (i) at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used, or (ii) with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment of the Meeting; or
- (c) in any other manner permitted by law.

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

The Board of Directors has fixed the record date for the Meeting as the close of business on **March 17, 2015** (the "**Record Date**"). Each holder of record of Shares as at the Record Date is entitled to receive notice of, to attend and to one vote at the Meeting, or any adjournments or postponements thereof, in respect of each Share held on all matters proposed to come before the Meeting.

### **Signature of Proxy**

A form of proxy must be executed by the Shareholder or his attorney authorized in writing, or if the Shareholder is a corporation, the form of proxy should be signed in its corporate name under its corporate seal by an authorized officer whose title should be indicated. A proxy signed by a person acting as attorney or in some other representative capacity should reflect such person's capacity following his signature and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Company).

### **Voting of Proxies**

The persons designated in the enclosed form of proxy will vote or withhold from voting the Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **In the absence of any specification, the Shares represented by properly completed and executed proxies in favour of the management proxy nominees named in the form of proxy will be voted "FOR" each of the matters to be voted on by Shareholders as follows:**

- "FOR" the election of the eight nominees as Directors for the ensuing year; and
- "FOR" the appointment of KPMG LLP as the auditors of the Company for the ensuing year and the authorization of the Directors to fix their remuneration.

The persons appointed under the form of proxy are conferred with discretionary authority with respect to amendments or variations of those matters specified in the form of proxy and Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. In the event that amendments or variations to the matters identified in the Notice of Meeting are properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on the matter or business. At the time of printing this Circular, the Directors knew of no such amendment, variation, or other matter.

## **Voting Shares and Principal Holders Thereof**

As at March 17, 2015, 42,516,853 Shares were issued and outstanding. Each Share may be exercised for one vote relating to all matters to come before the Meeting.

To the knowledge of the Directors as of the date of this Circular, no person or company beneficially owns, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to the shares except Franklin Resources, Inc., who as of November 28, 2014 held 5,358,089 shares representing approximately 12.60% of all outstanding shares. This information is based on the most recent securities filing made by Franklin Resources Inc. with the Canadian Securities Administrators.

## **Procedure and Votes Required**

The vote required at the Meeting to approve (i) the appointment of auditors of the Company and authorization of the Directors to fix the remuneration to be paid to the auditors; and (ii) the election of the Directors is the affirmative vote of the holders of not less than a majority of the Shares represented at the Meeting, whether in person or represented by proxy.

## **MATTERS TO BE ACTED UPON AT THE MEETING**

### **Financial Statements**

The audited consolidated financial statements of Bird Construction Inc. for the year ended December 31, 2014 and the auditor's report on those statements were mailed to the Shareholders, with the Notice of Meeting and this Circular and will be presented at the Meeting.

### **Election of Directors**

The Board of Directors has determined that the number of Directors of the Company will be fixed at eight. The eight nominees proposed for election as Directors ("Directors") are all current Directors, except for Mr. Ian J. Boyd who was appointed as President and CEO of the Company, effective January 1, 2015, concurrently with the retirement of Mr. Tim Talbott. Mr. Talbott also resigned as a Director effective December 31, 2014. The nominees proposed for election are listed below. All nominees have established their eligibility and willingness to serve as a Director. The Directors will be elected for a term ending at the Company's next annual meeting or until their successors are elected or appointed.

Unless otherwise indicated, the persons designated in the form of proxy intend to vote for the election of the nominees listed below. If, for any reason at the time of the Meeting any of the nominees are unable to serve and unless otherwise specified, it is intended that the persons designated in the form of proxy will vote in their discretion for a substitute nominee or nominees.

### **Policy on Majority Voting**


The Company has previously adopted a majority voting policy with respect to the election of Directors. Accordingly, if any nominee for election as a Director receives, from the Shares voted at the Meeting in person or by proxy, a greater number of Shares withheld than Shares voted in favour of his or her election (a "Majority Withheld Vote"), the Director must promptly tender his or her resignation to the Chair, to take effect on acceptance by the Board.


The Human Resources, Safety and Governance Committee (the "HRS&G Committee") of the Board will expeditiously consider the Director's offer to resign and make a recommendation to the Board whether to accept it. Within 90 days of the Meeting, the Board will consider the recommendation of the HRS&G Committee and, in so doing, may take into account the factors considered relevant by the HRS&G Committee and such additional information and factors that the Board considers to be relevant. Following the decision of the Board, the Board shall promptly disclose, by way of press release, its decision whether to accept or reject the Director's resignation, including the reasons for rejecting the resignation, if applicable.

This policy does not apply to a contested election of Directors, that is, where the number of nominees exceeds the number of Directors to be elected. Any Director who tenders his or her resignation will not participate in the deliberations of the Committee or the Board regarding whether the resignation should be accepted.


### **Nominees for Election to Board of Directors**


The tables on the following pages provide relevant information for each person proposed to be nominated for election as a Director. Included in these tables is a brief biography for each nominee, their independence status, their principal occupation, their meeting attendance record in 2014, the number of Shares beneficially owned or controlled by the person and the value of the Director compensation received in 2014, 2013 and 2012.


	<b>J. Richard Bird</b> Calgary, AB Canada Independent Director since 1987	<b>Principal Occupation:</b>		Executive Vice President, Enbridge Inc., An Energy Transportation Company	
		<p><i>J. Richard Bird</i> is an Executive Vice President of Enbridge Inc. Mr. Bird served as Executive Vice President, Chief Financial Officer and Corporate Development from January 1, 2009 until October 15, 2014; and as Executive Vice President, Corporate Development until December 31, 2014. Mr. Bird is on the Board of Directors or Trustees of the following public companies: Enbridge Income Fund Holdings Inc., Enbridge Energy Partners L.P. and Gaz Metro Inc. He also serves on the Board of Directors and chairs the audit committee of the Alberta Investment Management Company. Mr. Bird was named Canada's CFO of the Year for 2010. Mr. Bird holds a Bachelor of Arts degree from the University of Manitoba, a Masters of Business Administration and Ph.D. from the University of Toronto and a Diploma in Advanced Management from Harvard University.</p>			
<b>Board Skills and Experience</b>					
Managing and Leading Growth Operations	Chief Executive Officer/Senior Officer	Board Governance			
Human Resources/Compensation	Financial Literacy	Financial Markets			
	Risk Management				
<b>Meetings attended in 2014:</b>				<b>#</b>	<b>%</b>
Board				7 of 8	88
Audit Committee				5 of 5	100
Human Resources, Safety & Governance				4 of 4	100
<b>Common Shares Beneficially Owned or Controlled:</b>					
<b># of Common Shares</b>	<b># of DSU's</b>	<b>Required Multiple of Annual Compensation</b>	<b>Satisfies Director Share Ownership Requirement</b>	<b>Compliance Timeline</b>	
820,989	0	6x	Yes	N/A	
<b>Value of Total Compensation Received:</b>					
2014		\$62,700.00			
2013		\$56,648.50			
2012		\$56,950.00			


	<b>Ian J. Boyd</b> Oakville, ON Canada	<b>Principal Occupation:</b>		President and Chief Executive Officer of Bird Construction Inc.	
		<p><i>Ian J. Boyd</i>, President and CEO of Bird Construction Inc., graduated with a Bachelor of Civil Engineering from the University of New Brunswick and has accumulated almost 20 years of experience in the general contracting industry in Nova Scotia, New Brunswick and Alberta. Mr. Boyd joined Rideau Construction in 1996 and progressed through the company as a project coordinator, project manager, manager of diversified projects and in 2004, he was appointed as the Vice President and operations manager for the Nova Scotia office. Mr. Boyd became a Bird employee in 2008 when Bird acquired Rideau Construction and shortly thereafter, relocated to Alberta as Project Director. In 2010, Mr. Boyd returned to eastern Canada and was appointed as the Atlantic Vice President and in 2011, assumed the role of Senior Vice President where he was involved in the H.J. O'Connell acquisition. In 2013, Mr. Boyd was appointed to Executive Vice President and Chief Operating Officer, and most recently was appointed as President and Chief Executive Officer of Bird, effective January 1, 2015. Mr. Boyd is a registered professional engineer with the Association of Professional Engineers of Nova Scotia and a member of the Construction Association of Nova Scotia and the Construction Association of New Brunswick.</p>			
<b>Board Skills and Experience:</b>					
Managing and Leading Growth Operations	Chief Executive Officer/Senior Officer	Financial Markets			
Human Resources/Compensation	Financial Literacy				
	Risk Management				
<b>Meetings attended in 2014:</b>				<b>#</b>	<b>%</b>
Board				n/a	n/a
Audit Committee				n/a	n/a
Human Resources, Safety & Governance				n/a	n/a
<b>Common Shares Beneficially Owned or Controlled:</b>					
<b># of Common Shares</b>	<b># of MTIP</b>	<b>Required Multiple of Annual Base Salary</b>	<b>Satisfies Share Ownership Requirement</b>	<b>Compliance Timeline</b>	
47,795	23,735	6x	No	January 1, 2018	
<b>Value of Total Compensation Received:</b>					
2014		\$ n/a			
2013		\$ n/a			
2012		\$ n/a			




	<b>Paul A. Charette</b> Oakville, ON Canada Director since 1991 Independent - September 2011	<b>Principal Occupation:</b>		Chair of the Board
		<i>Paul A. Charette</i> is the Chair of the Board of Directors. He joined Bird in 1976 as a Project Coordinator and progressed to President and Chief Operating Officer in 1988 and to President and Chief Executive Officer in 1991. Mr. Charette was also appointed as Chair of the Board in 2001. In September 2008, Mr. Charette retired from his position as Chief Executive Officer of Bird. He is a Director of the Colleges and Institutes Canada and he is the past Chair of the Canadian Construction Association (“CCA”). In 2004, Mr. Charette was named Ontario Entrepreneur of the Year in Real Estate/Construction by Ernst & Young LLP. In 2010, Mr. Charette was chosen as CCA’s Person of the Year. Mr. Charette has a diploma in Civil Technology from Red River College in Winnipeg, Manitoba.		
<b>Board Skills and Experience:</b>				
Managing and Leading Growth Operations		Chief Executive Officer/Senior Officer		Board Governance
Human Resources/Compensation		Financial Literacy		Financial Markets
		Risk Management		
<b>Meetings attended in 2014:</b>			<b>#</b>	<b>%</b>
Board			8 of 8	100
Audit Committee			n/a	n/a
Human Resources, Safety & Governance			n/a	n/a
<b>Common Shares Beneficially Owned or Controlled:</b>				
# of Common Shares	# of DSU’s	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
150,000	0	6x	Yes	N/A
<b>Value of Total Compensation Received:</b>				
2014		\$131,200.00		
2013		\$127,644.84		
2012		\$124,568.00		


	<b>D. Greg Doyle</b> Victoria, BC Canada Independent Director since 2003	<b>Principal Occupation:</b>		Corporate Director
		<i>D. Greg Doyle</i> is a former partner of KPMG LLP. He joined KPMG LLP (formerly Peat Marwick) in 1974, was elected as a Partner in 1982 and Managing Partner of the Winnipeg office in 1985. In 1997, Mr. Doyle transferred to Warsaw, Poland and served as Senior Partner of KPMG Polska until he retired in 2003. During his time in Poland, Mr. Doyle also served as the member of the Board of KPMG Europe and the management committee of KPMG Central and Eastern Europe. He is also the Director of the Winnipeg Airports Authority and the Chair of their audit committee. Mr. Doyle holds a Bachelor of Science and Bachelor of Commerce from the University of Manitoba and is a Chartered Accountant (Manitoba Institute).		
<b>Board Skills and Experience:</b>				
Managing and Leading Growth Operations		Chief Executive Officer/Senior Officer		Board Governance
Human Resources/Compensation		Financial Literacy		Financial Markets
		Risk Management		
<b>Meetings attended in 2014:</b>			<b>#</b>	<b>%</b>
Board			8 of 8	100
Audit Committee			5 of 5	100
Human Resources, Safety & Governance			4 of 4	100
<b>Common Shares Beneficially Owned or Controlled:</b>				
# of Common Shares	# of DSU’s	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
55,500	11,992	6x	Yes	N/A
<b>Value of Total Compensation Received:</b>				
2014		\$78,550.00		
2013		\$71,852.16		
2012		\$67,750.00		

	<b>Bonnie D. DuPont</b> <b>Calgary, AB</b> <b>Canada</b> Independent Director since 2011	<b>Principal Occupation:</b> Corporate Director		
		<p><i>Bonnie D. DuPont</i> was appointed as a Director effective January 1, 2011. Ms. DuPont is retired from Enbridge Inc. where she served for 12 years as the senior executive responsible for information technology, human resources, public and government affairs, corporate governance matters, and corporate social responsibility (CSR). She holds a Bachelor's degree (Great Distinction) from the University of Regina and earned her Master's degree at the University of Calgary. She is a member of the Institute of Corporate Directors, and a 2006 graduate of the ICD Corporate Directors' Education Program. She is also a Certified Human Resources Professional (CHRP) and is a member of the International Women's Forum (IWF). Ms. DuPont was named to the top 100 Most Powerful Women in Canada list each year from 2001 to 2006, and in 2007, was inducted into the Top 100 Hall of Fame. In 2008, she was presented with an Honorary Doctor of Laws from the University of Regina and in 2011 was presented with an Honorary Bachelors Degree in Technology by the Southern Alberta Institute of Technology. Ms. DuPont lectures in the Directors' Education Program and provides executive coaching services to several large Canadian organizations as well, is the Chair of the Board of Governors at the University of Calgary. She also serves on the board of NavCanada, is The Chair of the Human Resources &amp; Compensation Committee and serves as well on the Governance Committee.</p>		
<b>Board Skills and Experience:</b>				
Managing and Leading Growth Operations Human Resources/Compensation	Chief Executive Officer/Senior Officer Financial Literacy Risk Management	Board Governance Financial Markets		
<b>Meetings attended in 2014:</b>				
Board	#	%		
	8 of 8	100		
Audit Committee	5 of 5	100		
Human Resources, Safety & Governance	4 of 4	100		
<b>Common Shares Beneficially Owned or Controlled:</b>				
# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
18,000	11,186	6x	No	September 1, 2015
<b>Value of Total Compensation Received:</b>				
	2014		\$74,550.00	
	2013		\$65,608.89	
	2012		\$59,450.00	

	<b>Ron D. Munkley</b> <b>Toronto, ON</b> <b>Canada</b> Independent Director since 2011	<b>Principal Occupation:</b> Corporate Director		
		<p><i>Ron D. Munkley</i> was appointed as a Director in October 2011. He retired in 2009 as vice chair and Head of the Power and Utility Business of CIBC World Markets where he had acted as advisor on most Canadian utility and independent power transactions since joining CIBC World Markets in 1998. Mr. Munkley was named as a top Global Investment Banker by Brendan Wood International in 2008/9. Prior to 1998, Mr. Munkley was employed at Enbridge Consumers Gas for 27 years, culminating as Chair, President and Chief Executive Officer. He led Consumers Gas through deregulation and restructuring in the 1990s. Mr. Munkley is also a Director of Fortis Inc., where he is Chair of the Governance Committee, and he is the Lead Director at Greystone Capital Management Inc. He holds a B.Sc. Hons. (Eng.) from Queens University and PDO certification from the Canadian Securities Institute.</p>		
<b>Board Skills and Experience:</b>				
Managing and Leading Growth Operations Human Resources/Compensation	Chief Executive Officer/Senior Officer Financial Literacy Risk Management	Board Governance Financial Markets		
<b>Meetings attended in 2014:</b>				
Board	#	%		
	8 of 8	100		
Audit Committee	5 of 5	100		
Human Resources, Safety & Governance	4 of 4	100		
<b>Common Shares Beneficially Owned or Controlled:</b>				
# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
20,000	9,280	6x	No	September 1, 2015
<b>Value of Total Compensation Received:</b>				
	2014		\$62,400.00	
	2013		\$54,051.77	
	2012		\$52,700.00	

	<b>Paul R. Raboud</b> Toronto, ON Canada Director since 2008	<b>Principal Occupation:</b>	Vice Chair of Bird Construction Inc.
		<p><i>Paul R. Raboud</i> is the Vice Chair of Bird Construction Inc. Mr. Raboud was appointed as a Director in September 2008. He obtained a Bachelor of Science in Civil Engineering from the University of Alberta where he was awarded the gold medal in civil engineering. He earned a Masters of Science in Civil Engineering from the University of Washington and an MBA from the University of Alberta. He is a registered Professional Engineer with the Association of Professional Engineers of Ontario. Mr. Raboud joined Bird in 1984 in the Toronto office. He progressed through Bird as a field engineer, estimator, project manager and assistant district manager. In 1990, he was appointed manager of the Vancouver District, and in 2000, returned to the corporate office in Toronto as Executive Vice President. He was appointed President and Chief Operating Officer in March 2006 and appointed Chief Executive Officer in September 2008. In June 2010, Mr. Raboud stepped down from his position as Chief Executive Officer into the role of Vice Chair of the Company. Mr. Raboud is a Director of the Ontario General Contractors Association and Stephenson's Holdings Inc.</p>	

<b>Board Skills and Experience:</b>				
Managing and Leading Growth Operations Human Resources/Compensation	Chief Executive Officer/Senior Officer Financial Literacy Risk Management	Board Governance Financial Markets		
<b>Meetings attended in 2014:</b>		<b>#</b>		
Board		8 of 8		
Audit Committee		n/a		
Human Resources, Safety & Governance		n/a		
<b>Common Shares Beneficially Owned or Controlled:</b>				
<b># of Common Shares</b>	<b># of MTIP</b>	<b>Required Multiple of Annual Base Salary</b>	<b>Satisfies Share Ownership Requirement</b>	<b>Compliance Timeline</b>
210,648	23,442	3x	Yes	N/A
<b>Value of Total Compensation Received:</b>				
2014			\$ n/a	
2013			\$ n/a	
2012			\$ n/a	

	<b>Arni C. Thorsteinson</b> Winnipeg, MB Canada Independent Director since 1991	<b>Principal Occupation:</b>	President, Shelter Canadian Properties Limited, a real estate development and management company
		<p><i>Arni C. Thorsteinson</i> has been the President of Shelter Canadian Properties Limited, a diversified real estate development and management company, since 1990. He joined a predecessor company in 1976. He is also a Director or trustee of Lanesborough Real Estate Investment Trust, Temple Hotels Inc. and Onex Corporation. Mr. Thorsteinson holds a Bachelor of Commerce (Honours) and a Doctor of Laws, <i>honoris causa</i>, from the University of Manitoba and a Chartered Financial Analyst designation.</p>	

<b>Board Skills and Experience:</b>				
Managing and Leading Growth Operations Human Resources/Compensation	Chief Executive Officer/Senior Officer Financial Literacy Risk Management	Board Governance Financial Markets		
<b>Meetings attended in 2014:</b>		<b>#</b>		
Board		7 of 8		
Audit Committee		4 of 5		
Human Resources, Safety & Governance		4 of 4		
<b>Common Share Beneficially Owned or Controlled:</b>				
<b># of Common Shares</b>	<b># of DSU's</b>	<b>Required Multiple of Annual Compensation</b>	<b>Satisfies Director Share Ownership Requirement</b>	<b>Compliance Timeline</b>
103,500	9,271	6x	Yes	N/A
<b>Value of Total Compensation Received:</b>				
2014			\$62,700.00	
2013			\$53,605.27	
2012			\$55,950.00	

## Director Independence

The Board of Directors has determined that the number of Directors of the Company will be fixed at eight. Each of the Directors are business and community leaders which provide the Company with a depth and range of business knowledge useful to the Company. Six of the eight Directors, or 75%, are considered independent under guidelines published by the Canadian Securities Administrators. The Board believes that a sufficient numbers of the Directors are independent of the Company. While the independent Directors do not hold regularly scheduled meetings where non-independent Directors and members of management are not present, the Board and its Committees regularly schedule in-camera sessions as part of regularly scheduled Board and Committee meetings. Management is not present for these in-camera sessions. In addition, no material company decision can be approved without the approval of the independent Directors. Mr. Boyd and Mr. Raboud are not independent Directors because they are employed by the Company in the capacities of President & CEO and Vice Chair, respectively.

Director Nominee	Independent	Non-Independent	Reason for Non-Independence
J. Richard Bird	✓		
Ian J. Boyd		✓	President & CEO of Company
Paul A. Charette	✓		
D. Greg Doyle	✓		
Bonnie D. DuPont	✓		
Ron D. Munkley	✓		
Paul R. Raboud		✓	Vice Chair of Company
Arni C. Thorsteinson	✓		

## Board Committee Membership

Director	Audit Committee	Human Resources, Safety and Governance Committee
J. Richard Bird	✓	✓
Paul A. Charette		
D. Greg Doyle	Committee Chair	✓
Bonnie D. DuPont	✓	Committee Chair
Ron D. Munkley	✓	✓
Arni C. Thorsteinson	✓	✓
<b>Management Directors</b>		
Ian J. Boyd		
Paul R. Raboud		

## Compensation of Directors

The Board is responsible for developing and implementing the Director's compensation plan and has delegated the responsibility for Director compensation to the Human Resources, Safety and Governance Committee ("HRS&G Committee").

The HRS&G Committee reviews the Directors' compensation plan every year and works with external consultants as needed. As part of this review, the committee considers the time commitment and experience required of members of our Board and the Director compensation paid by a group of comparable public companies when it sets the compensation. The committee reports its findings to the Board for their approval.

The compensation plan is designed to:

- attract and retain the most qualified individuals to serve as Directors;
- compensate Directors for the risks and responsibilities the Directors assume;
- offer compensation that is competitive with other comparable public companies; and
- align the interests of Directors with those of our shareholders.

Director compensation consists of an annual fee for each non-employee Director, an additional annual fee for the Chair of each Committee to compensate them for the additional time spent managing the affairs of the particular Committee, a

meeting attendance fee and an honorarium for the Chair of the Board. The Chair's honorarium is intended to compensate the Chair for the additional time spent by him on Board matters, as well as the skills and experience he brings to the Company. Director compensation also includes participation in the Deferred Share Unit Plan, described below.

### Deferred Share Unit Plan

Non-employee Directors participate in a Deferred Share Unit Plan ("DSU Plan") providing for the issuance of Deferred Share Units ("DSUs"). The DSU Plan came into effect on January 1, 2013.

The DSU Plan was established to allow non-employee Directors of the Company to participate in the long-term success of the Company and to promote a greater alignment of the interests between the non-employee Directors and the Shareholders of the Company. Prior to the implementation of the DSU Plan, non-employee Directors only received cash compensation in the form of annual fees and meeting attendance fees.

Under the terms of the plan, each Director will be credited with DSUs in satisfaction of at least 50% of their Director fees. The remaining balance of a Director's fee will continue to be paid in cash. Directors who have satisfied their minimum equity ownership requirements can elect to receive all of their Director's fees in cash. The number of DSUs awarded will be determined by dividing the applicable amount of their Director's fee by the volume weighted average trading price of the Company's common shares for the five trading days prior to the applicable date. Directors can elect to receive up to 100% of their fees in the form of DSUs. Each Director's DSU account will be credited with dividend equivalents in the form of additional DSUs on any dividend payment date in respect of which cash dividends are paid on the common shares of the Company. The DSUs will be redeemed by the Company for cash at the time a Director ceases to be a Director of the Company. The cash settlement amount will equal the number of DSUs held by the Director, multiplied by the volume weighted average trading price of the Company's common shares for the five trading days prior to the redemption date.

Each DSU will be an unfunded unsecured obligation of the Company. The DSU Plan is only available to non-employee Directors. Directors who are employees of the Company do not participate in the DSU Plan or any other form of Director compensation and instead participate in plans for executives of the Company, described below under "Compensation of Executive Officers".

Although the Company's executive compensation program is designed primarily around pay for performance, Director compensation is based on annual retainers which helps ensure our Directors are unbiased when making decisions.

In 2014, each Director who is not an officer of the Company was entitled to receive the following fees:

	<u>Annual Retainer</u>	<u>Meeting Fees<sup>(1) (2)</sup></u>
Directors .....	\$40,000	\$1,700
Audit Committee Members .....	\$5,600	--
Human Resources, Safety and Governance Committee Members .....	\$5,600	--
Audit Committee Chair Honorarium .....	\$14,000	--
Human Resources, Safety and Governance Committee Chair.....	\$10,000	--
Chair Stipend .....	\$120,000	--

(1) Plus applicable Meeting expenses.

(2) Directors travelling from out of province to a Meeting receive an additional fee of \$1,000.

### Director Compensation Table

Director Compensation Table

Director	Fees Earned	Other Compensation	Dividends on DSUs	Total	Form of Settlement		
					Cash	DSU's	
						(#)	Amount
J. Richard Bird	62,700.00			62,700.00	62,700.00		
Paul A. Charette	131,200.00	1,196.96		132,396.96	132,396.96		
D. Greg Doyle	78,550.00		6,377.00	84,927.00		6,413.039	84,927.00
Bonnie D. DuPont	74,550.00		5,781.16	80,331.16		6,092.257	80,331.16
Ronald D. Munkley	62,400.00		4,858.96	67,258.96		5,082.799	67,258.96
Arni Thorsteinson	62,700.00		4,876.48	67,576.48		5,112.091	67,576.48

The following table shows the cumulative number of DSUs held under the DSU Plan by each non-employee Director at December 31, 2014. The value of the units is based on the closing price of the common shares listed on the TSX on December 31, 2014 of \$11.93.

Director	Number of DSUs	Market Value of the DSUs Held
J. Richard Bird	0.0	0
Paul A. Charette	0.0	0
D. Greg Doyle	11,992.0	143,064
Bonnie D. DuPont	11,185.8	133,447
Ronald D. Munkley	9,279.6	110,706
Arni Thorsteinson	9,270.9	110,602

## **Board Skills and Experience**

The current nominees for election as Director collectively have the expertise and experience to oversee and govern the strategic, operational, and financial and governance affairs of the Company. Nominees to the Board are selected based on their experience, insight, knowledge, independent judgment and business acumen. The following table summarizes the key skills that the Board should, as a whole, possess to carry out its mandate.

### *Managing and Leading Growth*

Experience in developing strategic direction and leading growth initiatives.

### *Chief Executive Officer/Senior Officer*

Experience as a Chief Executive Officer or senior officer of an organization.

### *Board Governance*

Experience as a board member of a publicly-listed company or major organization and experience on one or more board committees.

### *Operations*

Knowledge of the construction industry including the market, competition, operational and regulatory issues.

### *Financial Literacy*

Experience in financial accounting, reporting and internal financial controls, in particular in respect of public companies.

### *Financial Markets*

Knowledge of the debt and equity markets including exposure to mergers and acquisitions.

### *Human Resources/Compensation*

Understanding of the design of compensation and benefit plans and employment standards legislation.

### *Risk Management*

Experience with identifying principal risks and the design and implementation of appropriate systems to manage risk.

The Board of Directors has a Human Resources, Safety and Governance Committee (“HRS&G Committee”). The committee members' names are listed above under “Board Committee Membership”.

The Board of Directors has an Audit Committee. The Audit Committee charter is included in the appendices to the Company's Annual Information Form dated March 12, 2015. The committee members' names are listed above under “Board Committee Membership”. The Company's Audit Committee has also established a policy on the scope of services that may be provided by the Company's external auditors and a hiring policy with respect to persons previously employed by the Company's external auditors.

## **INDEBTEDNESS OF DIRECTORS, OFFICERS AND EMPLOYEES**

The Company, including its subsidiaries, does not provide financial assistance to Directors, officers or employees for the purchase of Shares. In addition, loans are not typically made to Directors, officers or employees of the Company or its subsidiaries for any other reason, except in extraordinary circumstances when considered advisable by the Board. As of March 12, 2015, there was no indebtedness owing to the Company or its subsidiaries by any Director, executive officer or senior officer of the Company or its subsidiaries, except for a non-interest bearing loan from Bird Construction Inc. provided

to Mr. Boyd. This loan was provided in connection with Mr. Boyd's appointment as President & Chief Executive Officer of Bird to assist him with the cost of relocating to Toronto. The loan of \$550,000 at December 31, 2014 (\$550,000 at March 12, 2015) is due in full on December 12, 2019, or earlier, if Mr. Boyd's employment is terminated for any reason. The loan is secured by a charge on the title of Mr. Boyd's residence and is immediately repayable should any of Mr. Boyd's interest in the property be transferred.

## **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

The Company indemnifies its Directors and officers against losses arising from claims against them for their acts, errors or omissions and the Company maintains liability insurance for its Directors and officers in the event they are sued in relation to the performance of their duties as Directors or officers of the Company and its subsidiaries, including legal defense costs.

The policy element for such liability and indemnification was \$25 million in 2014 (\$25 million – 2013). The premium paid in 2014 was \$76,375 and there is no retention/deductible for claims against individual Directors or officers.

## **INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

During 2014, Bird was involved in several construction contracts with Shelter Canadian Properties Limited or companies affiliated with it. Shelter Canadian Properties Limited is controlled by the family of Mr. Thorsteinson, a Director of the Company. All contracts with Shelter Canadian Properties Limited or companies affiliated with them were completed on construction terms typical in the industry.

## **APPOINTMENT OF AUDITOR**

The Board of Directors and management of the Company recommend that KPMG LLP be re-appointed as auditors of the Company for the 2015 fiscal year at remuneration to be fixed by the Directors. KPMG LLP has served as auditors of the Company or one of its predecessors for over 40 years. **In the absence of contrary instructions, the Directors and/or officers named as proxyholders in the enclosed proxy intend to vote FOR the appointment of KPMG LLP as auditors, to hold office for a one-year term at remuneration to be fixed by the Directors.**

Information regarding the Audit Committee and its members is contained in the Company's Annual Information Form dated March 12, 2015. Specifically, please refer to the sections in the Annual Information Form entitled "Directors and Executive Officers", "Audit Committee Information" and "Appendix B - Audit Committee Charter".

## **CORPORATE GOVERNANCE**

### **Board Oversight of Corporate Governance**

This section of the Circular discusses the importance of good governance to the Company, our Shareholders, customers and our employees. It contains a description of our governance philosophy, policies and practices and role of the Board and the two Board Committees.

The Board of Directors has adopted, as their approach to corporate governance, the guidelines set out in National Instrument 58-101 - Disclosure of Corporate Governance Practices, National Instrument 51-110 - Audit Committees, and National Policy 58-201 - Corporate Governance Guidelines.

As of the date of the Circular, the Board believes we are in full compliance with all Canadian governance regulations, rules and standards that apply to us.

### **Ethical Business Conduct**

A strong culture of ethical conduct is central to good governance at Bird. The Company and its Board are committed to conducting their activities in accordance with the highest standards of business ethics. These standards are intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. The Board of Directors has developed a written Director Code of Ethics. A copy of this code may be obtained by making a request in writing to the Company. The Board of Directors has developed a written Employee Code of Ethics applicable to employees of the Company. Compliance with the codes is monitored by the HRS&G Committee of the Company. Management reports all violations of the code at each Board Meeting and immediately reports any significant violations to the Chair of the HRS&G Committee. The codes address conflicts of interest, use of corporate assets, confidentiality and compliance with laws and regulations.

## **Health and Safety**

As befitting of a Company that started out as a family business, critical to Bird's successful growth is our continued commitment to the health and safety of the employees who work on our sites and in our offices every day. This is a critical component of our operational strategy, a core company value, and a key corporate social responsibility.

Our commitment goes beyond this; at Bird, we understand that a corporate commitment to safety also pays tremendous dividends in both business and human capital. In addition to reducing related health and safety costs, reducing property damage and improving loss management outcomes, a robust safety program contributes to employees and other stakeholders feeling more valued and engaged. This, in turn, produces a stronger commitment to product and service quality, improved productivity and client satisfaction.

From planning to execution, effective communication, documentation, orientation, training, and ongoing review and analysis of our activities and processes is vigorously undertaken to ensure continuous improvement in all facets of our operations. This approach better prepares and supports all of our workers and managers to act as safety leaders in the construction industry.

In a highly competitive business environment, resourcing remains one of the greatest challenges facing the construction industry. Bird's commitment to the health and safety of our employees and partners enhances both employee recruitment and retention and serves to provide a strategic competitive advantage, allowing us to continue to successfully pursue and execute challenging work.

## **Conflict of Interest**

The codes of conduct also describe a process to disclose any potential conflict of interest and to ensure independent judgment regarding Board discussions and decision making. In situations of conflict of interest, the Director will be excused from that portion of the Meeting where the matter involving the conflict is being discussed, and the Director will not be in attendance and will not cast a vote when the matter is voted on.

## **Meetings of the Board of Directors**

The Board of Directors meets at least once in each quarter, with additional meetings held when appropriate. Meetings of the Board may be held by teleconference, or other electronic means, as needed to discharge their responsibilities, however, in most instances these meetings are in person. The Board of Directors also meets annually to review and approve the business plan of the Company.

## **Insider Trading**

Our insider trading and reporting guidelines place restrictions on insiders, including Directors, as to when they can trade Shares. The guidelines, which fulfill our obligations to stock exchanges and regulators, include the following measures:

- Having quarterly blackout periods when Directors and officers cannot trade in Bird Shares. These begin when the Board package is mailed to Directors and end at the close of trading on the second trading day after we issue the news release to disclose our financial results. Blackout periods may also be implemented at other times at the discretion of the Company when it is deemed necessary.
- Encouraging Directors and officers to pre-clear transactions with the Corporate Secretary's office.

## **Whistleblower Policy**

The Company has a Whistleblower Policy which gives employees and others the opportunity to report complaints about accounting, reporting, internal controls, including any perceived unethical business conduct directly to the Chair of the Audit Committee on a confidential basis. At each quarterly Meeting, the Chair of the Audit Committee informs the Board about all complaints received and recommends how each complaint should be handled. The Board can hire independent advisors (outside legal counsel, independent auditors and others) to help investigate the matter.

## **Meeting in Camera**

The Board and the Committees hold in-camera meetings regularly, without officers and management present. These sessions enable the Board or Committees to discuss issues in a candid and independent manner without the influence of senior management. To make sure the Board functions independently of management, the Board has the flexibility to meet with external consultants without the presence of management whenever they see fit.

## **Orientation and Continuing Education**

The responsibility for the orientation and continuing education of the Directors is delegated to the HRS&G Committee. New Directors are provided with full orientation on the Company's organizational structure, the structure and role of the Board and its committees including duties and responsibilities, the Company's corporate policies and by-laws, the Code of Ethics, and the Company's current business plan. On an ongoing basis, presentations are made and reports are provided to the Board and each committee on various aspects of the Company's operations. The objective is to ensure that new Directors fully understand the role of the Board and its committees as well as the contribution individual Directors are expected to



make (including, in particular, the commitment of time and resources that the Company expects from its Directors) and understand the nature and operation of the Company's affairs and business.

All Directors are encouraged to attend educational programs to enhance their Board membership, as they feel appropriate, and the costs of each program will be paid by the Company. In 2014, independent Directors attended a total of 12 separate programs.

### **Nomination of Directors**

The Board, as a whole, is responsible for identifying and recommending candidates for election to the Board. The skills and attributes described above under "Board Skills and Experience" are considered from time to time and the Board determines whether the Board can, and should, be strengthened by adding a particular skill set or knowledge base in light of the anticipated growth and development of the Company. Moreover, the Board recognizes the benefits of promoting diversity at the Board level. Diverse perspectives contribute to innovation and growth opportunities. The Board believes that diversity comes, not only through gender diversity, but also through different skills and experiences, regional diversity and industrial diversity. While the Board may not be actively recruiting new members at a given time, the Board regularly discusses possible skill sets that would be desirable and considers potential candidates that may be able to satisfy the needs when so required.

### **Board Evaluation**

The HRS&G Committee is responsible for evaluating the performance of the Board, the Audit Committee, the HRS&G Committee, the Board Chair and individual Directors on a regular basis. In 2013, all of the Directors completed a confidential questionnaire to evaluate the effectiveness of the Board and its Committees and suggested ideas for improving performance. In 2014, the Chair of the Board conducted informal discussions with individual Directors. As a result of these discussions, worthwhile improvements to the governance of the Company were implemented that, in part, dealt with the conduct of meetings, director education, and the annual setting of Board objectives. The next formal evaluation will be conducted in 2015. The questionnaire is designed to provide constructive input to improve overall Board performance. The Chair of the HRS&G Committee presents the results to the Board who discuss the results and develop recommendations, as appropriate. From time to time, the Chair of the Board meets informally with each Director to discuss their individual and overall Board performance.

### **Women in Leadership Positions**

The Board has not adopted a written policy regarding the identification and nomination of women Directors. The Board is of the view that a number of skills and attributes are important when seeking new Directors. An overview of these skills and attributes is described under "Board Skills and Experience". The Board is also of the view that diversity among Board members is important but that gender is only one element of ensuring a diverse board. Currently, one of the eight Directors (Ms. Bonnie D. DuPont) is a woman, representing 12.5% of the number of Directors. Ms. DuPont was elected to the Board in 2011 and while the Board did consider it a positive element that she is a woman, Ms. DuPont was sought out and asked to join the Board in particular because of her strong governance background, her experience in human resource matters and her experience as a senior executive of a public company. The Board has not adopted a specific target for the number of women on the Board. The Company assesses Director candidates on a case by case basis and does not believe that strict adherence to a target ultimately results in the best Board composition. In a similar fashion, the Board takes the same approach when considering the slate of Directors it wishes to nominate for re-election to the Board.

The company has not adopted a specific target regarding the number of women in senior executive positions. Promotions and new hires to senior executive positions are made purely based on merit and achievements within the Company for promotions or achievements external to the Company for new hires. Currently, there are no women in executive officer positions at the Company and its subsidiaries. The Company would be prepared to promote or hire women into more senior positions, however, given the low percentage of women in the construction industry, compared to the percentage of women in the workforce generally, the Company does not believe it is appropriate at this time to have a specific target percentage of women in senior executive positions.

While the company will seek out external candidates to fill senior executive positions where considered necessary or appropriate, Bird has a long history of promoting from within the Company to leadership positions. It is expected that most future senior executives and leaders within the Company will come from existing and future employees. Almost all of our current senior executives have a long history with Bird, building on their skills and experience with the Company. In 2011, Bird developed an internal program, called the Bird Leadership Academy, where existing employees of Bird complete a four session, twelve day leadership program. Five per cent of the employees who have completed this program have been women and female employees are encouraged, wherever possible, to participate in the program.

Traditionally, the construction industry has been, and still is, a male dominated business; however, the promotion of females into the construction industry is increasing. Twenty-five per cent of Bird's employees are women. Bird recruits the majority of its new employees from post-secondary institutions across the country. Representatives of the Company attend career fairs and other functions in an effort to identify qualified future employees. The Company will select female candidates should they have the skill sets required. Bird also recognizes that not all roles within the Company or at the

executive level require experience in the construction industry. For example, while experience in the construction industry may be an asset, individuals working in Bird's finance and legal departments do not necessarily require construction-industry experience to succeed. These are areas where Bird views an ability to increase diversity of its workforce where opportunities to make new hires arise.

### **Board Renewal**

The Board does not believe it is appropriate to establish fixed term limits for Directors and as such, it has not adopted such a policy for Directors. Advocates of term limits believe that they contribute to the effectiveness and accountability of boards, by ensuring continuous refreshment and independence from management. However, we believe that term limits pose the disadvantage of losing the contribution of Directors who have valuable business experience upon which to draw and who have been able to develop, over a period of time, insight into the Company and its industry. These Directors continue to provide a significant contribution to the Board and the Company. The Board is of the view that thoughtful governance processes and robust Director assessment processes are better mechanisms for ensuring independence, accountability and Board effectiveness. A Director's length of service is one factor to be considered in an annual assessment of the effectiveness of the individual Directors and Board as a whole, but are not determinative.

The Board has adopted a retirement policy whereby Directors are expected to retire and not seek re-election at the annual shareholders' meeting occurring after they turn 75. This policy may be waived by the Board in special circumstances. The Board is of the view that the ability to contribute the time required to the organization, considering the complex nature of the business, diminishes at the set retirement age and therefore will not, in most cases, propose a director for re-election once he or she has reached the age of 75. In its annual assessment of the effectiveness of the Board and individual Directors, the Board considers the contribution of each Director so that, as a Director approaches the mandatory retirement age, the Board can better determine whether it would be appropriate to waive the retirement policy in respect of a Director. This annual assessment also helps the Board determine, where appropriate, which Directors should not seek re-election even before age 75 and to prepare for succession in a timely manner.

The tenure of existing non-employee Directors ranges from four to twenty-seven years. On an annual basis, the Board, as a whole, assesses the effectiveness of each Director taking into account his or her age and tenure, as well as his or her contribution to the Board and the desired skills and experience that the Board believes are necessary and appropriate.

### **Position Descriptions**

The Board of Directors has developed written position descriptions for the Chair of the Board, the Chair of each of the Committees and the President and Chief Executive Officer. The duties and responsibilities of the Chair of the Board include the following:

#### **Chair**

- i. Establishing procedures to govern the Board's work, including the location and time of meetings of the Board and the procedures to be followed with respect to meetings of the Board, including determining who may be present at such meetings in addition to the Directors and the Corporate Secretary;
- ii. Ensuring the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements;
- iii. Working with the chairs of the Board committees to coordinate the schedule of meetings for such committees;
- iv. Ensuring that delegated committee functions are carried out and reported to the Board;
- v. Attending, as required, all meetings of Board committees;
- vi. Meeting periodically with the Corporate Secretary to review governance issues, including the level of communication between management and the Board; and
- vii. Carrying out such other duties as may be reasonably requested by the Board as a whole, depending on its evolving needs and circumstances.

### **Corporate Cease Trade Orders or Bankruptcies**

Except as outlined below, to the knowledge of the Company, within the past ten years, no proposed Directors or executive officers of Bird Construction Inc. have (a) served as a director, chief executive officer or chief financial officer of any company that was subject to a "cease trade" or similar order, or an order denying the relevant company access to any exemption under securities legislation, which remained in effect for more than 30 consecutive days (an "Order"), and that was issued (i) while the proposed nominee was acting as director, chief executive officer or chief financial officer, or (ii) after the proposed nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the proposed nominee was a director, chief executive officer or chief financial officer, (b) served as a director or executive officer of any company that, while the proposed nominee was acting in that capacity, or within a year after the proposed nominee ceased 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 the company's assets, or (c) become

bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Mr. Thorsteinson is now and has in the past ten years been a chief executive officer of certain non-publicly-traded limited partnerships and other entities that were the subject of cease trade orders issued by securities regulatory authorities in certain provinces of Canada, including Alberta, British Columbia, Ontario and Quebec, resulting generally from a failure to file financial statements or a failure to comply with disclosure obligations. Certain entities against which these orders were issued are now no longer active or, in other cases, Mr. Thorsteinson's involvement with such entities has ceased. In other cases, certain of these entities have now been able to obtain discretionary relief from filing requirements; however, this relief does not apply to prior transgressions, and therefore, in some cases, these orders remain in force. To obtain information regarding cease trade orders issued by a particular securities regulatory authority, investors should contact the securities regulatory authorities that issued the orders.

The foregoing information, not being within the knowledge of Bird Construction Inc., has been furnished by the respective proposed and current Directors and executive officers of Bird Construction Inc.

### **Penalties or Sanctions**

Except as outlined above under "Corporate Cease Trade Orders or Bankruptcies", to the knowledge of the Company, no proposed Director or executive officer of Bird Construction Inc., nor any personal holding company thereof owned or controlled by them; (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) has 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.

### **Personal Bankruptcies**

To the knowledge of the Company, in the last ten years, no proposed Director or executive officer of Bird Construction Inc., nor any personal holding company thereof owned or controlled by them, has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, has become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets or the assets of his or her holding company.

### **Board of Directors Mandate**

#### **CORE RESPONSIBILITIES**

##### **Board of Directors**

The core responsibilities of the Board include stewardship and oversight in the following areas:

- i. Strategic Planning and Annual Business Plan*  
The Board ensures that the Company adopts a strategic and annual planning process to guide its activities. The Board meets periodically to review the plans. In addition, at each regular Meeting, the Board reviews the Company's overall business strategies, its business plan, as well as major strategic initiatives to evaluate whether the Company's proposed actions are generally in accordance with its objectives.
- ii. Identification of Principal Risks*  
The Board, directly and through the Audit Committee and the Human Resources, Safety and Governance Committee, reviews the principal risks of the Company's business and the appropriateness of the systems put in place to manage these risks.
- iii. Selection and Remuneration of the CEO and the Senior Management Team*  
The Board is responsible for selecting the CEO and for approving the selection of the members of the senior management team. Communication with the management team is through the CEO and the Board is responsible for judging the effectiveness of the CEO. The Board is also responsible for providing an effective system of remuneration. These functions are performed with the benefit of advice from the Human Resources, Safety and Governance Committee.
- iv. Succession Planning*  
On a regular basis the Board reviews a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO and other key senior management positions, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO currently in the Company's senior management.

- v. *Financial Reporting and Internal Controls*  
The Board, acting through the Audit Committee, oversees the financial reporting and disclosures of the Company. This includes:
- a. Approval of the quarterly earnings press releases and related disclosure documents;
  - b. Monitoring the implementation of appropriate internal control systems to ensure the accuracy and timeliness of the information; and
  - c. Monitoring and administration of the Whistleblower Policy, which provides for an anonymous method of delivering complaints with respect to accounting, internal control and auditing matters.
- vi. *Financial Planning and Investments*
- a. *Business Plan*  
Review and approve the Company's Annual Business Plan, including the annual Operating and Capital Budgets. Review periodic financial forecasts.
  - b. *Investment Opportunities*  
Review and assess investment opportunities of a value exceeding management's authority, in accordance with procedures established by the Board from time-to-time.
  - c. *Guidelines and Policies*  
Review and approve guidelines and policies for the investing of cash in money market products and marketable securities and review reports from management on the results of such investments against established policies and benchmarks.
  - d. *Additional Funds for Investment*  
Review and assess management's plans with respect to raising additional funds, whether through debt or capital, in accordance with procedures established by the Board from time-to-time.

A copy of the Board Mandate is attached as Schedule A to this Management Information Circular.

The Board carries out many of its responsibilities through the Audit Committee and the Human Resources Safety and Governance Committee.

The Audit Committee assists the Board in overseeing:

- the integrity of our financial statements and financial reporting process;
- the integrity of the internal control systems relating to financial reporting;
- the relationship with our external auditors; and
- compliance with financial and legal regulatory requirements.

Details of the Audit Committee Charter can be found in our Annual Information Form located on SEDAR.

The Human Resources Safety and Governance Committee assist the Board in overseeing:

- development and compliance with Human Resources policies and practices;
- development and compliance with safety and health policies and practices;
- development of compensation and benefit policies;
- policies and procedures designed to provide for effective and efficient corporate governance; and
- succession planning for the CEO and other key officers.

## COMPENSATION OF EXECUTIVE OFFICERS

### Compensation Discussion and Analysis

#### *Objectives of the Executive Compensation Program*

The goal of Bird's Executive Compensation Program ("Executive Compensation Program") is to attract and retain high-level performing executives and provide incentives for them to earn profits for the Shareholders of the Company similar to the incentive resulting from holding an ownership interest in the Company. The Executive Compensation Program was designed under the direction of the HRS&G Committee. This committee's responsibilities pertaining to executive compensation include:

- recommending the CEO's salary, profit sharing distribution and the award of stock options to the Board of Directors;
- reviewing and approving salaries, profit sharing distributions and the award of stock options recommended by the CEO for other executive officers; and
- conducting a review of the design and the competitiveness of the Executive Compensation Program at a minimum of once per year.

#### ***Design of the Executive Compensation Program***

The Executive Compensation Program emphasizes pay-for-performance and is designed to provide incentives to management to increase the amount of income and cash available to Shareholders of the Company. This pay-for-performance mandate results in a compensation program that:

- aligns the interest of Bird's executive officers (the "**Executive Officers**") with both the short and long-term interests of the Shareholders;
- provides pay that varies depending on financial performance; and
- can be easily understood by the Executive Officers and the Company's Shareholders.

#### ***Elements of the Executive Compensation Program***

Compensation for the Executive Officers currently consists of five elements:

1. Base salaries;
2. Annual cash profit sharing pursuant to the profit sharing plan ("**Profit Sharing Plan**");
3. Amounts payable under the medium-term incentive plan ("**MTIP**");
4. Amounts earned under the stock option plan (the "**Plan**"); and
5. Benefits.

The basic philosophy of Bird in the design of its Executive Compensation Program is to pay for performance. This approach directly ties a significant portion of the Executive Officer's remuneration to their respective performance in any given year and balances the compensation payout with the corresponding net income return to Shareholders. The primary drivers of the Program are base salaries and cash profit sharing, including profit sharing paid through the MTIP. The philosophy is to generally keep base salaries at, or slightly below, market and to provide greater upside potential through the Profit Sharing Plan when performance is good which, in turn, helps balance compensation expense with market cycles. The Company's benefit plans are intended to be at about market, with no significant impact on the other components of the Program. The Stock Option Plan is used periodically to supplement the other components of the Executive Compensation Program when the Board feels that employee engagement and shareholder value can both be achieved through the issuances of options.

#### ***Compensation Review***

During 2012, a sub-committee of the HRS&G Committee was tasked with conducting a Total Compensation Review of the Company. Part of this assignment was to evaluate the reasonableness of the Executive Compensation Plan. After an evaluation of proposals received from a number of industry-leading compensation consultants, the sub-committee entered into an agreement with Mercer (the "**Consultant**") to conduct the Total Compensation Review with the guidance of the sub-committee. A detailed terms of reference including the required deliverables at the conclusion of the project was developed for the Consultant by the sub-committee. The Total Compensation Review was also undertaken to evaluate the then-current status of the Executive Compensation Plan and make recommendations, if any, that the Consultant felt were reasonable for consideration by the sub-committee. In doing so, the Consultant evaluated the Company's compensation range for Executive Officers against a benchmark of related industry comparator companies as follows:

#### **Related Industry Comparator Group**

Aecon Group Inc.  
 Flint Energy Services Ltd.  
 Genivar Inc. (now WSP Global Inc.)  
 Newalta Inc.  
 North American Energy Partners Inc.  
 SNC-Lavalin Group Inc.  
 Stantec Inc.  
 Stuart Olson Inc. (formerly The Churchill Corporation)  
 Trican Well Services Ltd.  
 Vicwest Inc.

The Related Industry Comparator Group was selected because these organizations represent a reasonable cross section of similar publicly-traded construction, engineering and related companies that have executives in positions that could readily be compared to the Executive Officers at Bird. The Related Industry Comparator Group was proposed to and accepted by the sub-committee during the development of the terms of reference for the Consultant.

An analysis of the Company's Executive Officer compensation in 2012 showed that, at the time, the Company's three-year average and most recent year total, direct compensation fell within the 75<sup>th</sup> percentile range of the comparator group,

which was determined previously by the Board to be the benchmark total direct compensation for each Executive Officer based on the financial performance achieved by the Company. Total direct compensation is currently determined based on the achievement of financial and non-financial performance objectives which determine payouts under Bird's Profit Sharing Plan and MTIP. Based on these findings, the Consultant did not make any substantive recommendations for modification to the compensation structure for the Executive Officers. Some minor comments about the compensation program were provided by the Consultant and discussed with the sub-committee.

In 2014, the HRS&G Committee reviewed the work completed in the 2012 Total Compensation Review and concluded that the Committee had sufficient information on which to discharge their responsibilities with respect to the annual review of the design and competitiveness of the Executive Compensation Program. In addition, in 2014 and going into 2015, some members of the HRS&G Committee reviewed general compensation design information and data for executives in similar positions based on information available to them as members of other organizations. The HRS&G Committee determined that no modifications to the Executive Compensation Program were required in respect of 2014. The HRS&G Committee is now working with Management in a further review of the Company's compensation programs to ensure that they remain competitive and viable under the current industry conditions. Any modifications to the programs, which may or may not include changes to executive compensation, will be considered for implementation in 2015 or 2016. Furthermore, the HRS&G Committee has recommended to the Board that the services of an independent consultant be retained to review the Company's current Executive Compensation Program during 2015, in advance of setting compensation for this group moving into 2016. The Board has accepted the recommendation.

No fees were paid to the Consultant, or any other firm, in 2014 or 2013, for services in this regard.

#### ***Base Salaries***

Base salaries are a component of the overall compensation program for the Executive Officers. As such, base salaries, in conjunction with the other elements of the compensation program, are structured so that the total direct compensation of the Executive Officers falls within the benchmark total direct compensation as established by the Company's Board of Directors. Based on the review by the Consultant as noted above and the annual review conducted by the HRS&G Committee since then, the HRS&G Committee believes that the Company's Executive Officers all have base salaries that fall within an appropriate range such that the total direct compensation is within the range established by the Board. Annual adjustments to base salaries may be considered taking into account the aforementioned benchmark and other data of similar organizations within the construction industry, including the Related Industry Comparator Group, in order to determine the reasonableness of contemplated adjustments.

#### ***Profit Sharing Plan***

A profit sharing pool for executives of Bird, including the Named Executive Officers ("NEO"), is established for each fiscal year, as long as Corporate Shareable Profit (as defined in the Profit Sharing Plan text and as described below) exceeds a minimum threshold. The minimum threshold is determined by the Board of Directors at the commencement of each fiscal year. If Corporate Shareable Profit falls below the minimum threshold, the amount of the Corporate Shareable Profit Pool is nil. The Corporate Shareable Profit Pool is calculated by applying a pre-determined percentage to the amount by which actual Corporate Shareable Profit exceeds target thresholds. The percentages applied at each threshold decrease as Corporate Shareable Profit increases. The percentages range from 30% at the lower end, after the minimum threshold is attained, to 5% at the higher end. This structure provides for a sharing of profit between the Company's Shareholders and Bird's executives, including the NEOs. Should the Corporate Shareable Profit Pool be nil in a fiscal year, Executive Officers may still be eligible for profit sharing from the total discretionary fund at the discretion of the Board of Directors.

Corporate Shareable Profit is calculated by aggregating the profits produced by each profit centre, both positive and negative, and then subtracting the calculated profit sharing amount to be allocated to the respective profit centres and a discretionary fund, as defined in the Profit Sharing Plan text. Each NEO's profit sharing amount represents a percentage of the Corporate Shareable Profit amount.

The amount of profit sharing that each Executive Officer is eligible to earn from the Corporate Shareable Profit Pool is based on the relative contribution of each position within the Executive Officer group as approved by the Board of Directors. The eligible amount of profit sharing calculated for each Executive Officer is split into two amounts with 75% (80% for the Chief Executive Officer) of the award being earned based on financial performance of the executive group as outlined above and 25% (20% for the Chief Executive Officer) being established as the target award for each Executive Officer based on evaluation of their individual performance related to other non-financial objectives established each year. Non-financial performance objectives for the Executive Officers with operational responsibilities may include, without limitation, conditions relating to work-site safety, client satisfaction, employee turnover, succession planning, strategic planning, and employee development and training.

In 2014, the non-financial performance objectives for the CEO related to the achievement of targeted safety objectives, several safety program initiatives, the continued execution of the Company's strategic and business plans, the establishment of, and update to Bird's succession plan, ongoing integration of H.J. O'Connell, Limited ("O'Connell"), which was acquired in 2011, further integration of Nason Contracting Group ("Nason"), continued improvement to the organization's information technology systems, employee development and training, development and compliance with risk management programs and timely and accurate financial and operational reporting. The non-financial performance objectives of the Chief Financial Officer ("CFO") in 2014 included the preparation of timely and accurate financial

reporting, the maintenance of internal controls over financial reporting and disclosure controls, the review of accounting policies for the Company with respect to new International Financial Reporting Standards (“IFRS”) and assistance with the formulation and execution of the Company’s strategic plan.

For the 2014 year, the financial objectives of the Company as defined in the Profit Sharing Plan were achieved such that a corporate shareable profit pool was created for distribution amongst the Executive Officers. Executive Officers, including the NEO’s, may also be eligible for profit sharing payments from other pools depending on their operational responsibilities, or from the discretionary fund. During the year, those Executive Officers that were allocated profit sharing met all of their non-financial performance objectives, entitling them to a full share under the Profit Sharing Plan for the non-financial component of profit sharing.

Upon the determination of each Executive Officer’s annual profit sharing amount from the Corporate Shareable Profit Pool as calculated above, two-thirds of the amount is paid to the Executive Officer in cash. The remaining one-third of the profit sharing amount is withheld and notionally invested in phantom shares of the Company under the **Medium Term Incentive Program**.

#### ***Medium Term Incentive Program (“MTIP”)***

The MTIP is intended to reward Executive Officers for performance of the business over a medium-term time horizon. The price of each phantom share and the number of phantom shares awarded is based on the weighted average closing price of Shares of the Company during the 10-day trading period immediately preceding the award date. Payouts do not vest with the Executive Officer until November 30 of the third calendar year, following the year to which the profit sharing award, including MTIP, relates. During the unvested period, phantom shares will be deemed to earn dividends (“Dividends”) equivalent to those that would have been earned had they been Shares of the Company. These Dividends will be notionally reinvested in phantom shares of the Company based on the 10-day weighted average trading price immediately prior to the Dividend payout date.

Upon vesting, the Executive Officer will receive a cash payment equal to the number of phantom shares times the weighted average closing price of the Shares during the 10-day trading period immediately preceding the vesting date. During the unvested period, the interests of the Executive Officers are aligned with those of the Shareholders, as their compensation related to the MTIP is tied to the performance of the Shares.

In the event of an Executive Officer’s involuntary termination resulting from disability, death, termination without cause, retirement or a resignation within 180 days of a direct or indirect change of control of the Company, any phantom shares held on behalf of the Executive Officer will immediately vest. If an Executive Officer voluntarily resigns, or is terminated for cause, their entitlements under the MTIP are forfeited.

#### ***Stock Option Plan***

The Company’s Stock Option Plan is a component of the compensation program that is designed to provide key employees, including Executive Officers, with a long-term incentive that will benefit both the Shareholders and the selected employees. Prior to making a recommendation to the Board for the award of Stock Options, the CEO will take into consideration the current business environment and the ability of this form of compensation to adequately motivate employees for the benefit of the Shareholders. The number of options that may be awarded in any year, if any, to an employee is based on a percentage of that employee’s salary, that employee’s contribution to the success of the business in the past and their potential in the future, and the amount of any options previously granted to that employee, all subject to review of both the CEO and the Board. The percentage will vary depending on the employee’s role in the Company.

The purpose of the Company’s Stock Option Plan is to provide executives and other selected employees of the Company and its subsidiaries with a share-related mechanism designed to develop and increase their interest in the growth and development of the Company by providing to them the opportunity to acquire a proprietary interest in the Company through the purchase of Shares. Non-employee Directors of the Company are not eligible to participate in the Plan.

The number of Shares issued to insiders pursuant to the Plan and all other security-based compensation arrangements (as defined in the Company Manual of the TSX), within any one-year period, shall not exceed 10% of the number of outstanding Shares and the number of Shares issuable to insiders, at any time, pursuant to the Plan and all other security-based compensation arrangements, shall not exceed 10% of the number of outstanding Shares. Furthermore, the aggregate number of Shares reserved for issuance pursuant to all options granted to any one optionee shall not exceed 5% of the number of Shares outstanding on a non-diluted basis at the time of such grant.

The exercise price of the options is fixed by the Board at the date of grant and may not be less than the “market price” on the date of grant, as determined in accordance with the Plan and applicable TSX rules. Options will vest at the discretion of the Board, which vesting schedule will generally be fixed at the time of grant by the Board. Options granted under the Plan may have a term of up to ten years, subject to extension for an additional seven trading days in the event the option would otherwise terminate during or within seven trading days following a trading blackout. The award of options in any year may take into account the number of options previously awarded to any employee.

Options granted under the Plan are personal to each optionee and are not assignable, except to "permitted assigns", as defined in National Instrument 45-106 - Prospectus and Registration Exemptions.

The Plan provides that in the event that an optionee ceases to be an employee, officer or consultant of the Company or its subsidiary (other than due to a termination for cause or voluntary resignation, other than retirement), the optionee may exercise any unexercised options which had vested and were exercisable within a period of 90 days following such cessation, subject to the earlier expiry of the options, and provided that no options may be exercised beyond the expiry of the maximum term permitted under the Plan. In the event that the optionee is terminated for cause or voluntarily resigns (other than due to retirement), the options granted to him or her will terminate immediately. In the event of the death of an optionee, the personal representatives of the optionee may exercise any unexercised options which had vested and were exercisable within a period of one year following such death, subject to the earlier expiry of the options, and provided that no options may be exercised beyond the expiry of the maximum term permitted under the Plan.

#### ***Director and Senior Executive Common Share Ownership Policy***

In 2012, the Board of Directors approved the implementation of minimum equity ownership requirements for the Directors, the President and Chief Executive Officer, Executive Officers, Senior Vice Presidents and Vice Presidents, including all of the NEOs.

These minimum equity ownership requirements are intended to encourage members of senior management of the Company to have meaningful equity ownership in the Company and thereby more effectively align the interests of senior management with those of the Shareholders. Common share ownership can be met through direct or indirect ownership of common shares, MTIP phantom shares and Deferred Share Units (DSUs). Compliance with the policy will be determined within three years from the date of appointment to the position or within three years of the implementation of this policy which will be deemed to be September 1, 2012.

The minimum equity ownership requirements are as follows:

- *Directors* - Six times annual retainer and other basic fees excluding expenses
- *President and CEO* - Six times base salary
- *Chief Financial Officer, Executive Vice President, Senior Vice President and Vice-Chair* - Three times base salary
- *Vice Presidents* - One time base salary

#### ***Benefits***

The benefits program offered to Executive Officers are substantially the same as those offered to all employees of the Company. The benefit program provides for health and dental coverage, life insurance, accidental death and disability programs and long-term income disability protection. The cost of the accidental death and disability and income protection programs are paid entirely by the respective Executive Officer.

#### ***Risk Assessment***

Bird's Human Resources, Safety and Governance Committee (the "HRS&G Committee") of the Board of Directors has actively been involved in the design of the Company's Executive Compensation Program including the establishment of base salaries, the form and amount of profit sharing, the amount awarded under the MTIP program and the amount of options granted under the Company's Stock Option Plan.

The purpose of the HRS&G Committee is to assist the Board of Directors of Bird Construction Inc. in fulfilling its obligations relating to human resources, compensation, safety and governance matters and to establish a plan of continuity and development of senior management.

All changes to both salary and the amount of the annual profit sharing awards for each executive are reviewed by the HRS&G Committee and subject to Board of Directors' approval. The amount awarded under the MTIP is a prescribed amount of the NEO's profit sharing award. Any changes to the Company's Stock Option Plan is at the discretion of the Board of Directors, subject to Shareholders' approval where required.

Bird's HRS&G Committee of the Board of Directors reviews and manages potential risks associated with the Company's Executive Compensation Program through regular oversight of the Company's compensation policies and practices combined with regular review of the Company's financial results. The following are practices used by the Committee to manage and mitigate potential risks associated with the Company's executive compensation program:

- Upon conclusion of every quarter, the Board, including members of the HRS&G Committee, receives a report summarizing any significant changes to the amount of gross margins reported for projects which were in progress during the quarter, obtaining explanations for any significant variances.
- All construction projects which have risks outside the norm (i.e. Public Private Partnership projects) are subject to Board approval prior to executing the construction contract and the financial performance relating to these projects is reviewed on a quarterly basis.
- All acquisitions are subject to Board of Directors' approval prior to executing any agreements relating to the transaction.



- Any significant dispositions of Company assets are subject to Board approval.
- All portfolio investments are governed by Board of Directors' sanctioned investment guidelines. All portfolio investment transactions are summarized for the Board on a quarterly basis.
- As a matter of Audit Committee routine, the Board enquires for regulatory compliance, and the nature and extent of any provisions and contingencies or any other accounting adjustments which are considered outside the norm.
- A review of whistleblower activity is a quarterly Board agenda item.

By engaging in these activities, the Board and the HRS&G Committee can identify any areas where the Executive Officers may be taking undesired risks in the expectation of obtaining short-term gain that may not be beneficial to the Company as a whole. Furthermore, the performance objectives established under the Profit Sharing Plan are designed, as a general rule, to reward Company-wide performance; as well, there is little incentive to engage in behaviour that may produce short-term profit at the expense of other objectives such as safety and strategic planning.

**Exposure to Compensation Risk**

The HRS&G Committee of the Board has not identified any specific risks arising from the Company's executive compensation policies and procedures that could have a material adverse affect on the Company. The Board of Directors' current philosophy and basis for the current executive compensation program has been in existence for many years. Over the years, aside from the adoption of the Stock Option Plan, changes to the Executive Compensation Program have been minor in nature. The NEO compensation program applies to all executives, albeit the allocation of the profit sharing pool will be different. The amount of the profit sharing pool is typically a similar percentage of operating contribution over time. In the HRS&G Committee's view, the allocation between short and longer-term compensation is appropriate.

The NEOs and Directors are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly by the NEO or Director.

**Composition of Human Resources, Safety and Governance Committee:**

<i>Director</i>	<i>Independent</i>	<i>Expertise / Experience</i>
J. Richard Bird	yes	Mr. Bird contributes to the committee as a result of his 25-year history as an executive officer of a public company dealing regularly with human resources and compensation matters.
D. Greg Doyle	yes	Mr. Doyle contributes to the committee as a result of his 20-year history as a senior partner of an international firm of accountants dealing regularly with human resources and compensation matters.
Bonnie D. DuPont	yes	Ms. DuPont holds a Certified Human Resources Professional (CHRP) designation and recently chaired the Human Resources and Compensation Committees of the Bank of Canada, SilverWillow Energy Corporation, the University of Calgary, and Viterro Inc. She is a former Group Vice President responsible for human resources at Enbridge Inc.
Ron D. Munkley	yes	Mr. Munkley contributes to the committee as a result of his operational and functional responsibility for executive compensation as the COO and CEO of a large public company as well as his experience on the compensation committees of two other commercial Boards where he is currently chair of one of those committees.
Arni C. Thorsteinson	yes	Mr. Thorsteinson contributes to the committee as a result of his 20-year history as an executive officer of a public company dealing regularly with human resources and compensation matters.

**Summary Compensation Table**

The following table sets forth compensation information for 2014, 2013 and 2012 fiscal years for the CEO, the CFO, and three Senior Vice Presidents being the NEOs of Bird who served as Executive Officers of Bird during the fiscal year ended December 31, 2014.

Name and Principal Position	Year	Annual Compensation					Total Compensation
		Salary (\$)	Share-based awards (\$) <sup>(3)</sup>	Option-based awards (\$) <sup>(4)</sup>	Annual Profit Sharing (\$) <sup>(1)</sup>	All Other Compensation (\$) <sup>(2)</sup>	
Tim J. Talbott <sup>(5)</sup> President & Chief Executive Officer (retired December 31, 2014)	2014	322,000	-	-	829,714	-	1,151,714
	2013	312,000	-	-	-	-	312,000
	2012	302,000	844,616	211,250	1,689,258	-	3,047,124
Stephen R. Entwistle Chief Financial Officer & Assistant Secretary	2014	259,550	38,720	-	77,440	-	375,710
	2013	252,000	-	-	-	-	252,000
	2012	244,700	106,693	-	213,389	-	564,782
Ian J. Boyd Executive Vice President & COO (President & CEO, effective January 1, 2015)	2014	236,900	207,428	-	414,857	-	859,185
	2013	215,000	-	-	-	-	215,000
	2012	193,500	299,311	162,500	598,631	-	1,253,942
Jim J. Brennan Executive Vice President & President of H.J. O'Connell	2014	250,000	103,314	-	206,629	-	559,943
	2013	204,600	35,722	-	71,443	-	311,765
	2012	198,645	299,311	97,500	598,631	-	1,194,087
Gilles G. Royer Executive Vice President - Industrial	2014	206,000	276,667	-	553,333	-	1,036,000
	2013	200,000	152,610	-	305,220	-	657,830
	2012	180,240	206,073	162,500	412,147	-	960,960

- (1) The figures disclosed hereunder represent the annual amounts allocated to the individuals pursuant to Bird's cash settled Profit Sharing Plan for the fiscal year indicated. The cash payment of the allocated amounts occurs after the close of the fiscal year. Refer to the table below for MTIP awards that have not yet vested under Medium Term Incentive Program ("MTIP").
- (2) Other compensation, including perquisites and other personal benefits, for each NEO does not exceed \$50,000 or 10% of total salary and profit sharing.
- (3) This amount represents the amount of the MTIP awards made to the NEO in the applicable year. These awards vest three years after the date of grant. The amount of MTIP cash settled in the fiscal year for each of the NEOs is reported in the table below; Incentive Plan Awards - Value vested or earned in 2014.
- (4) Option-based awards represent the grant date fair value of the options granted to the NEO during the year. The fair value of the option-based award is calculated using the generally accepted Black-Scholes valuation model using the assumptions described in the table below. The grant date fair value of option-based awards presented in the compensation table will differ from the compensation expense included for these grants in the Company's financial statements because IFRS accounting standards require the fair value of options awarded to be amortized over the vesting period of the award to arrive at compensation expense in the financial statements.

#### Stock Options - Values and Assumptions

Weighted Average fair value of the options granted	\$3.25
Weighted Average exercise price of options outstanding	\$13.98
Expected Volatility	39.70%
Dividend Yield	5.00%
Risk Free Interest Rate	1.60%
Weighted Average Expected life in years	4.75

- (5) Mr. Talbott's 2014 profit sharing award was fully cashed settled reflecting his retirement from the Company on December 31, 2014.

### Outstanding Share-based Awards

The MTIP applies to certain members of the management team of the Company, including Executive Officers. The MTIP is intended to reward management for successful performance of the business over the medium term.

Upon determination of the profit sharing award amount from the Corporate Shareable Profit Pool for each Executive Officer (to be awarded after audited financial results are available early in the following year), one-third of the profit sharing amount will be withheld and notionally invested in phantom shares of the Company. The price of each phantom share and the number of phantom shares awarded will be based on the weighted average closing price of Shares of the Company during the ten-day trading period immediately preceding the award. Payouts will not vest with the Executive Officer until November 30 of the third calendar year following the year in which the services to which the profit sharing award relates. During the unvested period, phantom shares will be deemed to earn Dividends equivalent to those that would have been earned had they been Shares of the Company. These Dividends will be notionally invested in phantom shares of the Company based on the ten-day weighted average trading price immediately prior to the Dividend payout date.

Upon vesting, the Executive Officer will receive a payment equal to the number of phantom shares times the weighted average closing price awarded during the prior ten-day trading period immediately preceding the vesting date. No actual Shares will be issued under the MTIP.

In the event of a participant's involuntary termination, termination without cause, retirement, or a participant's resignation within 180 days of a direct or indirect change of control of the Company, any phantom shares held on behalf of the participant will immediately vest. If a participant voluntarily resigns, or is terminated for cause, the participant's entitlements under the MTIP are forfeited.

On March 12, 2015, the Directors approved an award of \$626,129 to NEOs under the MTIP in respect of the 2014 fiscal year of the Company. The amounts shown in the table below include the 2014 award plus the unvested awards relating to Bird's 2013 and 2012 fiscal years. The number of notional shares issued for 2014 was determined using the weighted average trading price of Bird common shares on the TSX for the ten trading days prior to March 12, 2015. The market value of the shares not vested was based on closing price of the Company's common shares on the TSX at December 31, 2014 except for Mr. Talbott's share based awards that were valued using the ten day weighted average trading price of the Company's shares, prior to his retirement on December 31, 2014.

Name	Share-based Awards		Option-based Awards			
	Number of shares or fraction of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Number of shares underlying unexercised options (#)	Option exercise price (\$)	Option expiry date	Value of unexercised In-the-Money options (1) (\$)
Tim J. Talbott President & Chief Executive Officer (retired December 31, 2014)	67,710.130	791,463	32,500	\$13.98	March 30, 2015	nil
Stephen R. Entwistle Chief Financial Officer & Assistant Secretary	11,859.468	141,483	-	\$13.98	March 19, 2019	nil
Ian J. Boyd Executive Vice President & COO (President & CEO effective Jan. 1, 2015)	41,695.682	497,429	50,000	\$13.98	March 19, 2019	nil
Jim J. Brennan Executive Vice President & President of H.J. O'Connell	36,062.062	430,220	30,000	\$13.98	March 19, 2019	nil
Gilles G. Royer Executive Vice President - Industrial	52,024.981	620,658	50,000	\$13.98	March 19, 2019	nil

(1) Based on the closing price of the common shares listed on the TSX on December 31, 2014 being \$11.93.

Subsequent to the year end, the Company's Board of Directors approved the award of 100,000 stock options with a grant date of January 1, 2015 to the newly appointed President & CEO.

#### **Incentive Plan Awards - value vested or earned during 2014**

The following table shows the amounts of option-based awards under the Stock Option Plan and the amounts of share-based awards under the MTIP that vested during 2014 and the amounts earned by each of the NEOs in 2014 under non-equity incentive plans, which includes only the Profit Sharing Plan.

Name	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)	Option-based awards - Value vested during the year <sup>(1)</sup> (\$)
Tim J. Talbott President and Chief Executive Officer (retired December 31, 2014)	537,026	829,714	nil
Stephen R. Entwistle Chief Financial Officer and Assistant Secretary	77,841	77,440	nil
Ian J. Boyd Executive Vice President & COO President & Chief Executive Office (effective January 1, 2015)	170,921	414,857	nil
Jim J. Brennan Executive Vice President & President of H.J. O'Connell	186,300	206,629	nil
Gilles G. Royer Executive Vice President - Industrial	109,030	553,333	nil

(1) One quarter of the stock options granted in March 2012 vested on March 14, 2014 when the closing price for the shares on the TSX was \$13.52.

### Stock-Based Compensation

The following table provides information on the Company's stock-based compensation plans under which equity securities of the Company are authorized for issuance as at December 31, 2014. The Company does not have equity compensation plans that have not been approved by its Shareholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities to be issued upon exercise of outstanding options)
Equity compensation plan approved by security holders (Stock Option Plan)	592,500 (1.39% of the currently outstanding Shares)	\$13.98	3,622,885

General Summary Table			
	2012	2013	2014
Total Number of Common Shares Reserved Under the Stock Option Plan	4,215,385		
Number of Stock Options Granted	625,000	0	0
Number of Employees Granted Stock Options	30	0	0
Number of Stock Options Granted in the year as a Percentage of Outstanding common shares at December 31	1.48%	0%	0%
Number of Stock Options Outstanding as a Percentage of Outstanding common shares at December 31	1.48%	1.47%	1.39%
Average Weighted Exercise Price of Stock Options Outstanding	\$13.98	n/a	n/a
Number of Stock Options exercised in the year	0	0	0

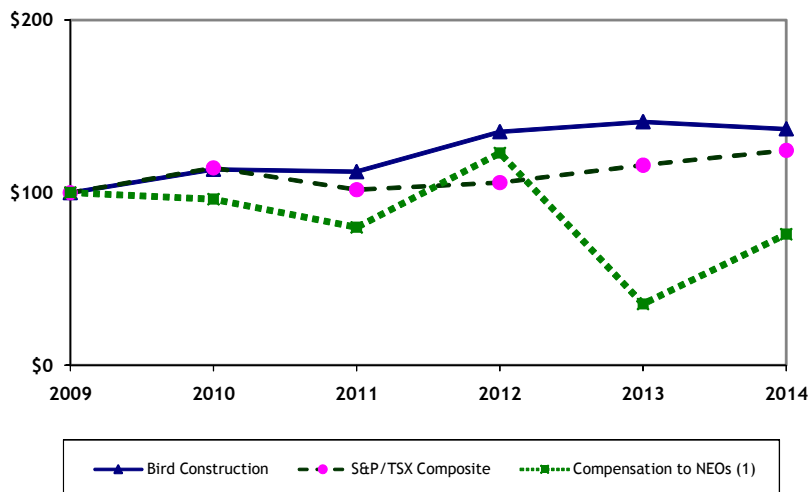
### Employment Contracts

Mr. Brennan's and Mr. Entwistle's employment contracts contain provisions for the payment of one year and seven months' salary, respectively, in the event of termination without cause. Should either of these provisions be triggered, they would result in the payment of \$250,000 and \$151,405 to Mr. Brennan and Mr. Entwistle, respectively, based on their 2014 salaries. None of the other Executive Officers have employment contracts. Mr. Brennan's employment contract was negotiated at the time of the acquisition of Rideau Construction and Mr. Entwistle's contract was executed upon his hiring in March of 2008.

## PERFORMANCE GRAPH

The following graph compares the Company's total Shareholder return (assuming an investment of \$100 purchased on December 31, 2009 and adjusted for the three-for-one exchange of Bird Shares for Fund Units) on the Shares/Units of the Company during the period December 31, 2009 to December 31, 2014 with the cumulative total return of the S&P/TSX Composite Total Return Index, assuming reinvestment of all distributions and dividends.

Five Year Total Return on \$100 Investment (Distributions Reinvested)  
and Trend in Executive Compensation



	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
Bird Construction	\$100.00	\$113.57	\$112.16	\$135.26	\$141.05	\$136.94
S&P/TSX Composite	\$100.00	\$114.45	\$101.78	\$105.85	\$115.97	\$124.57
Compensation to NEOs <sup>(1)</sup>	\$100.00	\$96.30	\$79.91	\$122.99	\$35.51	\$75.91

<sup>(1)</sup> The amount of total compensation paid to NEOs for the 2009 fiscal year has been attributed \$100 and the value disclosed in the performance graph for each of the following fiscal years has been calculated by multiplying the total compensation paid to the NEOs in each fiscal year by \$100 and dividing by the total compensation paid to the NEOs in 2009.

The trend shown in the above performance graph illustrates an increase in the cumulative total return on an investment in the common shares of the Company from 2009 through 2014. The compensation trend line tracks the net income reported by the Company in the previous years, reflecting the alignment of the profit sharing plan with the earnings reported by the Company.

## ADDITIONAL INFORMATION

A comprehensive description of the Company as well as a summary of risk factors applicable to the Company are set out in the Company's latest available Annual Information Form ("AIF") and latest available MD&A. Copies of the AIF and the Company's consolidated annual financial statements and management's discussion and analysis of results of operations for the year ended December 31, 2014 and any interim consolidated financial statements of the issuer that have been filed for any period after the end of the Company's most recently completed financial year, are available to anyone, upon request, from the Corporate Secretary of the Company at 5700 Explorer Drive, Suite 400, Mississauga, Ontario L4W 0C6. Such copies will be sent to any Shareholders without charge. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and financial information relating to the Company is provided in the Company's consolidated financial statements and management's discussion and analysis of results of operations and financial position for the year ended December 31, 2014.

## APPROVAL BY THE BOARD OF DIRECTORS

The contents of this Circular and its sending to the Shareholders have been unanimously approved by the Board of Directors. A copy of this Circular has been sent to each Director of the Company, each Shareholder entitled to notice of the Meeting and the Company's auditors.

March 12, 2015

By order of the Board of Directors

A handwritten signature in black ink that reads "P.A. Charette". The signature is written in a cursive style with a large initial "P" and "A".

Paul A. Charette  
Chair of the Board of Directors

## SCHEDULE A

### CORPORATE GOVERNANCE GUIDELINES AND BOARD OF DIRECTORS MANDATE

The Board of Directors (the “Board”) of Bird Construction Inc. (the “Company” or “Bird”) is elected by the Company’s Shareholders (the “Shareholders”) and is responsible for the stewardship of the investments, affairs and business of the Company in accordance with obligations under the articles of incorporation, by-laws and applicable law.

Within its stewardship responsibility, the Board’s role is to preserve and enhance the viability of the Company and to ensure that it is managed with a view to the best interests of the Company. The Board delegates the responsibility for the day-to-day conduct of business to management of the Company, through its Chief Executive Officer (“CEO”), within a policy and budget framework established by the Board. In executing their responsibilities, each of the members of the Board is entitled to rely in good faith on the advice, reports and opinions of management of the Company.

#### CORE RESPONSIBILITIES

##### Board of Directors

The core responsibilities of the Board include stewardship and oversight in the following areas:

i. *Strategic Planning and Annual Business Plan*

The Board ensures that the Company adopts a strategic and annual planning process to guide its activities. The Board meets periodically to review the plans. In addition, at each regular meeting, the Board reviews the Company’s overall business strategies, its business plan, as well as major strategic initiatives to evaluate whether the Company’s proposed actions are generally in accordance with its objectives.

ii. *Identification of Principal Risks*

The Board, directly and through the Audit Committee and the Human Resources, Safety and Governance Committee, reviews the principal risks of the Company’s business and the appropriateness of the systems put in place to manage these risks.

iii. *Selection and Remuneration of the CEO and the Senior Management Team*

The Board is responsible for selecting the CEO and for approving the selection of the members of the senior management team. Communication with the management team is through the CEO and the Board is responsible for judging the effectiveness of the CEO. The Board is also responsible for providing an effective system of remuneration. These functions are performed with the benefit of advice from the Human Resources, Safety and Governance Committee.

iv. *Succession Planning*

On a regular basis, the Board reviews a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO and other key senior management positions, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO currently in the Company’s senior management.

v. *Financial Reporting and Internal Controls*

The Board, acting through the Audit Committee, oversees the financial reporting and disclosures of the Company. This includes;

- a. Approval of the quarterly earnings press releases and related disclosure documents;
- b. Monitoring the implementation of appropriate internal control systems to ensure the accuracy and timeliness of the information;
- c. Monitoring and administration of the Whistleblower Policy, which provides for an anonymous method of delivering complaints with respect to accounting, internal control and auditing matters.

vi. *Financial Planning and Investments*

- a. Business Plan  
Review and approve the Company's Annual Business Plan, including the annual Operating and Capital Budgets. Review periodic financial forecasts.
- b. Investment Opportunities  
Review and assess investment opportunities of a value exceeding management's authority, in accordance with procedures established by the Board from time-to-time.
- c. Guidelines and Policies  
Review and approve guidelines and policies for the investing of cash in money market products and marketable securities and review reports from management on the results of such investments against established policies and benchmarks.
- d. Additional Funds for Investment  
Review and assess management's plans with respect to raising additional funds, whether through debt or capital, in accordance with procedures established by the Board from time-to-time.

## **BOARD COMPOSITION**

### Board Composition

The composition of the Board should balance the following goals:

- i. The size of the Board should facilitate substantive discussions of the whole Board in which each Director ("Director") can participate meaningfully;
- ii. The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the affairs and business of the Company; and
- iii. Membership on the Board shall include an appropriate number of members whom the Board has determined have no material relationship with the Company or the Company's principal Shareholders and who are otherwise considered independent as contemplated by the corporate governance guidelines published by the Canadian Securities Administrators (the "CSA Guidelines") and under the rules of the Toronto Stock Exchange ("TSX").

### Selection of Directors

The Human Resources, Safety and Governance Committee is responsible for recommending to the Board, from time-to-time, a list of potential Directors Meeting the Company's general criteria for Board membership, as well as suitable nominees to fill specific vacancies occurring between annual Meetings of Shareholders. The processes used by the committee as well as the basis for its recommendations are outlined in the terms of reference for the Human Resources, Safety and Governance Committee. The Board is responsible for selecting nominees for election to membership on the Board for presentation at the annual Meeting of Shareholders.

### Orientation and Continuing Education

The Human Resources, Safety and Governance Committee is responsible for the continuing education of Directors as outlined in the committee's terms of reference.

## **BOARD COMMITTEES**

### Committees

The standing committees of the Board are the Audit Committee and the Human Resources, Safety and Governance Committee. Each of these committees has written terms of reference (acting as a form of committee charter) satisfying at a minimum, applicable legislative and TSX rules.

All Directors, whether members of specific committees or not, may request attendance at any committee meeting and may make suggestions to committee Chairs for additions to the agenda of the committee or to request that an item from a committee agenda be considered by the Board. Each committee Chair will give periodic reports of the committee's activities to the Board.

### Assignment of Committee Members

The Board is responsible for recommending the assignment of Board members to its committees and the selection of the committee Chairs.



## **BOARD MEETING PROCEDURES**

### **Frequency of Meetings**

The Board holds regularly scheduled Meetings on a quarterly basis as well as additional special Meetings to consider particular issues. Special Meetings may be called from time-to-time as determined by the needs of the Company.

### **Selection of Agenda Items for Board Meetings**

The Chair establishes the agendas for Board meetings. Any Board member, however, may recommend the inclusion of specific agenda items. The agenda is distributed in advance of a meeting to each Director.

### **Board Materials Distributed in Advance**

Information, data and presentation materials that are important to the Board's understanding of the affairs and business of the Company are distributed in writing to the Board before each meeting. Management of the Company should provide materials that are as concise as possible while giving Directors sufficient information, and time for review (subject to availability of time sensitive materials), to make informed decisions. Under certain circumstances, written materials may be unavailable to Directors in advance of a meeting, and certain items to be discussed at Board meetings may be of a sensitive nature such that the distribution of materials on these matters prior to the Board meeting would not be appropriate.

### **Management at Meetings**

The Board invites members of management of the Company, in addition to the President and Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), to attend Board meetings and to make presentations and provide additional insight into the various issues brought before the Board.

### **In Camera Meetings**

To encourage free and open discussion and communication among the independent members of the Board, the Directors meet during, or at the end of each regularly scheduled Board meeting or as required at each special Board meeting, without non-independent Directors and members of management present.

## **EXPECTATIONS OF DIRECTORS**

### **Commitment and Attendance**

All Directors should make every effort to attend all meetings of the Board and meetings of committees of which they are members. Although attendance in person is encouraged, members may attend by telephone or videoconference to mitigate schedule conflicts.

### **Participation in Meetings**

Each Director should be sufficiently familiar with the affairs and business of the Company, including its financial statements and capital structure as well as the risks it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves.

### **Financial Knowledge**

One of the most important roles of the Board is to monitor financial performance. A Director must know how to read financial statements and should understand the use of financial ratios and other indices for evaluating financial performance.

### **Ethical Business Conduct**

The Company has adopted a written code of ethics. All Directors are made aware that they are expected to exhibit high standards of personal integrity, honesty and ethical business conduct, disclose any potential conflict of interest and abide by the Company's trading blackout period policies.

### **Other Directorships**

The Company values the experience Directors bring from other Boards on which they serve, but recognizes that those Boards may also present demands on a Director's time and availability and may also present conflicts or legal issues. Directors should advise the Chair of the Human Resources, Safety and Governance Committee before accepting any new membership on other Boards of Directors or trustees or any other significant commitment involving an affiliation with other related businesses or governmental units.

### **Contact with Management**

All Directors are invited to contact the CEO at any time to discuss any aspect of the affairs or business of the Company. While respecting organizational relationships and lines of communication, Directors have complete access to other

members of management. There will be frequent opportunities for Directors to meet with the CEO, CFO and other members of management of the Company in Board and committee meetings and in other formal or informal settings.

#### Confidentiality

The proceedings and deliberations of the Board and its committees are confidential. Each Director shall maintain the confidentiality of information received in connection with his or her services.

### **BOARD COMPENSATION**

The Board, acting through the Human Resources, Safety and Governance Committee, conducts a review on a regular basis of the components and amount of Board compensation in relation to other similar companies.

### **CHAIR OF THE BOARD**

#### General Functions

The Chair of the Board (the “Chair”) shall provide leadership to the Board with respect to its functions as described in these guidelines and as otherwise may be appropriate. The Chair shall act as chair of meetings of the Board and, for such purpose, shall determine the agenda for each meeting of the Board in consultation with the Corporate Secretary.

The Chair shall oversee the preparation for and management of, and he or she shall preside over, meetings of the Shareholders of the Company.

#### Additional Responsibilities

The duties and responsibilities for the position of Chair shall also include the following:

- i. Establishing procedures to govern the Board’s work including the location and time of meetings of the Board and the procedures to be followed with respect to meetings of the Board, including determining who may be present at such meetings in addition to the Directors and the Corporate Secretary;
- ii. Ensuring the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements;
- iii. Working with the Chairs of the Board committees to coordinate the schedule of meetings for such committees;
- iv. Ensuring that delegated committee functions are carried out and reported to the Board;
- v. Attending, as required, all meetings of Board committees;
- vi. Meeting periodically with the Corporate Secretary to review governance issues including the level of communication between management and the Board; and
- vii. Carrying out such other duties as may be reasonably requested by the Board as a whole, depending on its evolving needs and circumstances.

#### Appointment

The Chair shall be appointed by the Board after consideration of the recommendation of the Human Resources, Safety and Governance Committee. He or she shall hold office until the first meeting of the Directors following the Annual Meeting of Shareholders.

#### Resources

The Chair shall have sufficient resources to discharge the responsibilities of the Chair. The Chair shall be empowered to engage outside advisors, as may be appropriate from time-to-time, to provide advice with respect to his or her or the Board’s duties and responsibilities and to approve the fees and retention terms for such outside advisors.

#### Lead Director

The Lead Director will assume the role of Chair of the Board in the absence of the Chair or when the Chair has a conflict of interest.