BIRD CONSTRUCTION INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

and

MANAGEMENT INFORMATION CIRCULAR

MARCH 14, 2017

March 14, 2017

Dear Shareholder:

It is my pleasure to invite you to attend the Bird Construction Inc. annual and special meeting of shareholders on May 12, 2017 to be held at the Sandman Signature Toronto Airport Hotel, 55 Reading Court, Toronto, ON.

The meeting is your opportunity to vote on the items of business tabled at the meeting, hear about our performance in 2016 and to learn more about our plans for the future. If you have any questions about our Company, including past performance or future plans, the meeting is an excellent opportunity to seek answers to these 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. Also available online is the Company's Annual Information Form for the year ended December 31, 2016, Bird's Annual Audited Financial Statements for the year ended December 31, 2016, 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.

P.A. Charette

Paul A. Charette
Chair of the Board of Directors

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on May 12, 2017

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of shares ("**Shares**") of Bird Construction Inc. (the "**Company**" or "**Bird**") will be held at the Sandman Signature Toronto Airport Hotel, 55 Reading Court, Toronto, ON, on **Friday, May 12, 2017 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, 2016 and the report of the auditors on those statements;

(b) to elect ten 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;

(d) to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in Schedule A to the accompanying Management Information Circular, approving the adoption and implementation of the proposed Equity Incentive Plan (the "**Equity Incentive Plan**"), the full text of which is set forth in Schedule B to the accompanying Management Information Circular; and

(e) 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, 2017 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., 8th floor, Toronto, Ontario, M5J 2Y1; or (ii) by phone at 1-866-732-VOTE (8683) Toll Free, or (iii) online at www.investorvote.com, so that it is received by 2:30 p.m. (Eastern time) on Wednesday, May 10, 2017 (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 14th day of March, 2017.

By Order of the Directors
of Bird Construction Inc.

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, 2017, the record date for the Meeting. As a shareholder, you have the right to attend the Meeting of shareholders on May 12, 2017 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; or (iv) vote 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 ten nominees as Directors for the ensuing year, "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, and "FOR" the adoption and implementation of the Equity Incentive Plan.

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., 8th 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, appoint the auditors and approve the Equity Incentive Plan?

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, appoint the auditors and approve the Equity Incentive Plan.

Q: Who counts the votes?

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

Q. Why is the Company's Board of Directors proposing the Equity Incentive Plan?

A. The Board of Directors conducted a review in 2015 of the Company's executive compensation program, with the assistance of a compensation consultant, Mercer. As a result, and as discussed below under "Compensation Discussion & Analysis – Compensation Review", the Company's executive compensation plan has been revised and the Equity Incentive Plan forms an important part of that new compensation plan. Under the Rules of the Toronto Stock Exchange, shareholders must approve the Equity Incentive Plan and the Bird Shares that may become issuable under the Equity Incentive Plan.

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 and special meeting of the Company's shareholders ("**Shareholders**") to be held on **Friday**, **May 12, 2017 (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 therefor. 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 Wednesday, May 10, 2017 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, RRIFs, 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 2016 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. 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, 2017** (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 ten nominees as Directors for the ensuing year;
- **"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; and
- **"FOR"** the approval of the Equity Incentive Plan.

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 14, 2017, 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 exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of the Company.

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; (ii) the election of the Directors; and (iii) the Equity Incentive Plan, 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

1. Financial Statements

The audited consolidated financial statements of Bird Construction Inc. for the year ended December 31, 2016 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.

2. Election of Directors

The Board of Directors has determined that the number of Directors of the Company will be fixed at ten. The ten nominees proposed for election as Directors (“**Directors**”) are all current Directors. As set out below in this Circular, Mr. Luc Messier was appointed to the Board on February 17, 2017 and Ms. Karyn A. Brooks was appointed to the Board on March 14, 2017. Both are standing for election at the Meeting. The nominees proposed for election are listed below under “Nominees for Election to Board of Directors”. 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 earlier removal.

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, absent exceptional circumstances, the Board will accept the resignation. In so considering the HRS&G Committee's recommendation, the Board may consider the factors considered relevant by the 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 HRS&G Committee or the Board regarding whether the resignation should be accepted.

Nominees for Election to Board of Directors

The following tables 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 2016, and the value of the Director compensation received in 2016, 2015 and 2014. Also included is the number of Shares beneficially owned or controlled by them and a statement as to whether each Director meets the minimum shareholding requirement.

As stated below under "Director and Senior Executive Common Share Ownership Policy", based on Mercer's 2015 Review and resulting recommendations, the minimum shareholding requirement for Directors has been reduced from six times to three times the value of their respective annual cash and stock compensation, which must be achieved within five years of appointment to the Board.

<table>
<tr><td rowspan="2"></td><td rowspan="2">J. Richard Bird
Calgary, AB Canada

Independent Director since 1987</td><td>Principal Occupation:</td><td>Corporate Director</td></tr>
<tr><td colspan="2">J. Richard Bird retired from Enbridge Inc. in early 2015, having served as Executive Vice President, Chief Financial Officer and Corporate Development, and various other roles, including: Executive Vice President Liquids Pipelines, Senior Vice President Corporate Planning and Development, and Vice President and Treasurer. Mr. Bird has 29 years of experience as an officer of a number of public companies, and serves on the Board of Directors or Trustees of Enbridge Energy Partners L.P., Enbridge Pipelines Inc., Enbridge Income Fund Holdings Inc. and Bird Construction Inc. He is a member of the Board of Directors of the Alberta Investment Management Company and Chairman of its audit committee. Mr. Bird is also a member of the Investment Committee of the University of Calgary Board of Governors. He was named Canada's CFO of the Year for 2010. He holds a Bachelor of Arts degree from the University of Manitoba, and a Masters of Business Administration and PhD from the University of Toronto and has completed the Advanced Management Program at Harvard Business School.</td></tr>
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Meetings attended in 2016:	**#**	**%**
Board	7 of 7	100
Audit Committee	4 of 4	100
Human Resources, Safety & Governance	5 of 5	100

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
820,989	0	3x	Yes	N/A

Value of Total Compensation Received:

2016	$87,400.00
2015	$72,400.00
2014	$62,700.00

Ian J. Boyd
Oakville, ON
Canada

Director
since 2015

Principal Occupation: President and Chief Executive Officer of Bird Construction Inc.

Ian J. Boyd, President and CEO of Bird Construction Inc., graduated with a Bachelor of Civil Engineering from the University of New Brunswick and has accumulated 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 current member of the Canadian Construction Association board of directors and a past member of the Construction Association of Nova Scotia.

Meetings attended in 2016:	**#**	**%**
Board	7 of 7	100
Audit Committee	n/a	n/a
Human Resources, Safety & Governance	n/a	n/a

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of MTIP Shares	Required Multiple of Annual Base Salary	Satisfies Share Ownership Requirement	Compliance Timeline
75,980	65,441	3x		2020

Value of Total Compensation Received:

2016	$ n/a
2015	$ n/a
2014	$ n/a

Karyn A. Brooks
Calgary, AB
Canada

Independent Director
since 2017

Principal Occupation: Corporate Director

Karyn A. Brooks retired from BCE and Bell Canada in March 2014, having served as Senior Vice-President and Controller for 11 years. Ms. Brooks has almost 20 years of executive experience as an officer of several large Canadian public companies. She serves on the Board and Audit Committee of Information Services Corporation and The Calgary Zoological Society. She was elected a Fellow of CPA Ontario and named one of Canada's Top 100 Women, both in 2009. In a volunteer capacity, Ms. Brooks has contributed significantly to accounting standard setting and its oversight, both domestically and internationally. She holds a Bachelor of Commerce (Honours) from Queen's University and the FCPA, FCA designation.

Meetings attended in 2016:	**#**	**%**
Board	n/a	n/a
Audit Committee	n/a	n/a
Human Resources, Safety & Governance	n/a	n/a

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
-	-	3x		2022

Value of Total Compensation Received:

2016	n/a
2015	n/a
2014	n/a

Paul A. Charette
Oakville, ON Canada

Director since 1991
Independent - September 2011

Principal Occupation:	Chair of the Board

Paul A. Charette 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 past Director of the Colleges and Institutes Canada and also 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.

Meetings attended in 2016:	**#**	**%**
Board	7 of 7	100
Audit Committee	4 of 4	100
Human Resources, Safety & Governance	5 of 5	100

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
150,000	0	3x	Yes	N/A

Value of Total Compensation Received:

2016	$137,500.00
2015	$137,700.00
2014	$131,200.00

D. Greg Doyle
FCPA, FCA
Victoria, BC Canada

Independent Director since 2003

Principal Occupation:	Corporate Director

D. Greg Doyle 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 a 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 Professional Accountant.

Meetings attended in 2016:	**#**	**%**
Board	7 of 7	100
Audit Committee	4 of 4	100
Human Resources, Safety & Governance	5 of 5	100

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
55,500	31,859	3x	Yes	N/A

Value of Total Compensation Received:

2016	$104,713.00
2015	$88,150.00
2014	$78,550.00

Bonnie D. DuPont
Calgary, AB Canada

Independent Director since 2011

Principal Occupation: Corporate Director

Bonnie D. DuPont 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 Fellow 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 Bachelor's Degree in Technology by the Southern Alberta Institute of Technology. Ms. DuPont lectures in the Directors' Education Program offered by the Institute of Corporate Directors and is the past 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 & Compensation Committee and serves as well on the Governance Committee.

Meetings attended in 2016:	#	%
Board	7 of 7	100
Audit Committee	4 of 4	100
Human Resources, Safety & Governance	5 of 5	100

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
25,230	29,969	3x	Yes	n/a

Value of Total Compensation Received:

2016	$98,650.00
2015	$83,900.00
2014	$74,550.00

Luc J. Messier
Houston, TX USA

Independent Director since 2017

Principal Occupation: Corporate Director

Luc J. Messier is currently the president of Reus Technologies LLC, a company focusing on the development of new technologies. Between 2007 and 2015, Mr. Messier served as senior vice president for ConocoPhillips where he was responsible for global projects, global supply chain and the addition of global aviation in 2012. Before joining ConocoPhillips, Mr. Messier served as president and chief executive officer of Technip USA. Prior to joining Technip, Mr. Messier held engineering, project management and managing director roles at Bouygues Construction and at Pomerleau. Mr. Messier serves on the boards of Mercury and Da Camera in Texas. He holds a bachelor's degree in civil engineering from the University of Sherbrooke and studied business administration at INSEAD.

Meetings attended in 2016:	#	%
Board	n/a	n/a
Audit Committee	n/a	n/a
Human Resources, Safety & Governance	n/a	n/a

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
-	-	3x		2022

Value of Total Compensation Received:

2016	n/a
2015	n/a
2014	n/a

Ron D. Munkley
Toronto, ON Canada

Independent Director since 2011

Principal Occupation:	Corporate Director

Ron D. Munkley was appointed as a Director in October 2011 and to the position of Lead Director in March 2017. 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.

Meetings attended in 2016:	**#**	**%**
Board	7 of 7	100
Audit Committee	4 of 4	100
Human Resources, Safety & Governance	5 of 5	100

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
20,000	24,896	3x	Yes	N/A

Value of Total Compensation Received:	
2016	$84,400.00
2015	$67,400.00
2014	$62,400.00

Paul R. Raboud
Toronto, ON Canada

Director since 2008

Principal Occupation:	Corporate Director

Paul R. Raboud was the Vice Chair of Bird Construction Inc. until his retirement from that position on March 3, 2017. 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 Master's 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.

Meetings attended in 2016:	**#**	**%**
Board	7 of 7	100
Audit Committee	n/a	n/a
Human Resources, Safety & Governance	n/a	n/a

Common Shares Beneficially Owned or Controlled:

# of Common Shares	# of MTIP Shares*	Required Multiple of Annual Base Salary	Satisfies Share Ownership Requirement	Compliance Timeline
210,648		3x	Yes	N/A

Value of Total Compensation Received:	
2016	$ n/a
2015	$ n/a
2014	$ n/a

*Mr. Raboud's MTIP shares vested on his date of retirement (March 3, 2017) and will be paid out.

Arni C. Thorsteinson
Winnipeg, MB Canada

Independent Director since 1991

Principal Occupation:	President, Shelter Canadian Properties Limited, a real estate development and management company

Arni C. Thorsteinson 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, and Onex Corporation. Mr. Thorsteinson holds a Bachelor of Commerce (Honours) and a Doctor of Laws, *honoris causa,* from the University of Manitoba and a Chartered Financial Analyst designation.

Meetings attended in 2016:	**#**	**%**
Board	7 of 7	100
Audit Committee	4 of 4	100
Human Resources, Safety & Governance	5 of 5	100

Common Share Beneficially Owned or Controlled:

# of Common Shares	# of DSU's	Required Multiple of Annual Compensation	Satisfies Director Share Ownership Requirement	Compliance Timeline
103,500	26,017	3x	Yes	N/A

Value of Total Compensation Received:	
2016	$90,300.00
2015	$73,400.00
2014	$62,700.00

Director Independence

The Board of Directors has determined that the number of Directors of the Company will be fixed at ten. Each of the Directors is a business and community leader, which provides the Company with a depth and range of business knowledge useful to the Company. Eight of the ten Directors, or 80%, are considered independent under guidelines published by the Canadian Securities Administrators. Mr. Boyd is not an independent Director because he is employed by the Company in the capacity of President & CEO. Mr. Raboud is not an independent Director because he was employed by the Company as Vice Chair until March 3, 2017. The Board believes that a sufficient number of the Directors are independent of the Company.

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

The Board and its Committees regularly hold in-camera sessions as part of the regularly scheduled Board and Committee meetings, at which the non-independent Directors are not present. In addition, no material company decision can be approved without the approval of the independent Directors.

Board Committee Membership

Director	Audit Committee	Human Resources, Safety and Governance Committee
J. Richard Bird	✓	✓
Karyn A. Brooks	✓	✓
Paul A. Charette	✓	✓
D. Greg Doyle	Committee Chair	✓
Bonnie D. DuPont	✓	Committee Chair
Luc J. Messier	✓	✓
Ron D. Munkley*	✓	✓
Arni C. Thorsteinson	✓	✓
Non-Independent Directors		
Ian J. Boyd		
Paul R. Raboud		

*NOTE: Mr. Munkley was appointed Lead Director on March 14, 2017.

3. Approval of Equity Incentive Plan

At the Meeting, Shareholders will be asked to approve and confirm, by ordinary resolution attached hereto as Schedule A, the adoption of the Equity Incentive Plan (the "**Equity Incentive Plan**") to be implemented as part of the Company's executive compensation plan. The full text of the Equity Incentive Plan is set forth in Schedule B to this Management Information Circular. The Equity Incentive Plan was discussed and approved in principle by the Board of Directors on November 9, 2016, and was formally approved by the Board of Directors on March 2, 2017, for the 2017 fiscal year.

The purpose of the Equity Incentive Plan is to provide certain select officers and other employees of the Company or any Related Entity (as such term is defined in Section 2.22 of National Instrument 45-106 of the Canadian Securities Administrators, as amended from time to time) with the opportunity to acquire performance share units ("**PSUs**") or restricted share units ("**RSUs**", and together with PSUs, the "**Units**"). The Equity Incentive Plan is a full-value share unit plan using the value of Bird Shares as the basis for the Units.

The Company intends to settle the Equity Incentive Plan in cash. However, the surrender of Units may be settled, at the Company's election and in its sole and exclusive discretion, in either cash or Bird Shares purchased on the TSX or issued from treasury, or a combination thereof. The amount of cash paid or number of Bird Shares delivered on the surrender of Units is adjusted to account for dividends paid since the grant of such Units and, in the case of PSUs, based on the achievement of pre-established performance metrics. In the event that a cash payment is made, it will be based on the volume weighted average trading price of the Bird Shares on the TSX for the five trading days prior to the issue date. Until a participant has achieved any applicable minimum share ownership requirements, the participant will be required to receive Bird Shares (purchased in the market or issued from treasury) in settlement of Units.

As discussed below under "Compensation Discussion & Analysis", the Equity Incentive Plan, together with the new short-term incentive plan approved by the Board, is intended to replace the Profit Sharing Plan and MTIP for Executive Officers beginning in 2017. For greater certainty, entitlements to profit sharing or bonuses, including any MTIP, granted under other Company plans before the effective date of the Equity Incentive Plan will remain unaffected by the Equity Incentive Plan.

The Equity Incentive Plan is intended to promote a proprietary interest in the Company by its officers and employees, to encourage such individuals to remain in the employ of the Company and to focus management on operating and financial performance and total long-term return of shareholders. In addition, it is believed that the Equity Incentive Plan will help attract and retain qualified officers and employees.

The maximum number of Bird Shares that may be issued pursuant to the Equity Incentive Plan may not exceed 1,200,000 Bird Shares, which represents 2.82% of all issued and outstanding Shares at March 14, 2017. In addition, no more than 5% of the issued and outstanding Bird Shares may be issuable, at any time, pursuant to the settlement of Units granted to insiders under the Equity Incentive Plan, together with Bird Shares issuable to insiders under any other share compensation arrangements of the Company. Furthermore, the number of Bird Shares issued to insiders within any one year period pursuant to the settlement of Units, together with the number of Bird Shares issued to insiders pursuant to all other share compensation arrangements of the Company, shall not exceed 5% of the issued and outstanding Bird Shares. The Bird Shares in respect of Units that do not vest prior to their expiry or cancellation shall be available for subsequent Unit grants.

The Equity Incentive Plan provides that the Board may, in its sole discretion, accelerate the issue date (the date upon which Bird Shares and/or cash shall be issued to the participant in settlement of Units) for all or any Units, at any time, and from time to time. The number of Bird Shares to be issued on such issue date shall be adjusted by: (i) the adjustment ratio applicable in respect of each such Unit; and (ii) in the case of PSUs, the performance multiplier applicable to such PSU at such time.

The adjustment ratio adjusts the number of Bird Shares to be issued on applicable issue dates (or cash to be paid) for dividends that are paid to holders of Bird Shares. The number of Bird Shares to be issued on the issue date (or cash to be paid) shall be adjusted by multiplying the number of Units by the adjustment ratio. The adjustment ratio shall initially be equal to one and shall be cumulatively adjusted thereafter on each dividend payment date by increasing the adjustment ratio by an amount equal to a fraction:

(a) the numerator of which is the dividend declared and paid on Bird Shares, expressed as a per share amount; and

(b) the denominator of which is the volume weighted average trading price of the Bird Shares on the TSX for the five trading days preceding the date for the payment of the dividend on Bird Shares.

The number of Bird Shares (or cash) payable on the issue date in respect of PSUs will also be adjusted by a performance multiplier based on achievement of performance metrics established at the time the PSU is awarded and set out in a participant's award agreement.

Absent any accelerated vesting or termination of Units, described below, or other vesting period established in a participant's award agreement, Units will vest and be paid out on their issue date which will be no later than December 31 in the third year following the date of grant. This timing is subject, however, to the following rules governing the termination of the relationship with the Company:

a) if the participant is terminated with cause, all outstanding Units shall be terminated and all rights to receive Bird Shares or cash thereunder shall be forfeited by the participant;

b) if the participant is terminated without cause, subject to the discretion of the Board, the participant shall, on the issue date, be entitled to receive the number of Bird Shares or cash, prorated for the number of days the participant was an active employee during the performance period set out in the Unit award agreement. The performance multiplier and adjustment ratio, as applicable, shall be determined as of the issue date;

c) if the participant resigns, other than as a result of retirement, disability or death, in accordance with the defined policies of the Company, all outstanding Units shall be terminated and all rights to receive Bird Shares or cash thereunder shall be forfeited by the participant;

d) if the participant enters Retirement (as defined in the Equity Incentive Plan), the participant shall, on the issue date (and provided he or she is still retired at that time), be entitled to receive the number of Bird Shares or cash, prorated for the number of days the participant was an active employee of the Company during the performance period set out in the Unit award agreement. The performance multiplier and the adjustment ratio (in respect of dividends) shall be determined as of the issue date**;**

e) if the participant is no longer an active employee as a result of a Disability (as defined in the Equity Incentive Plan), the participant shall, on the issue date, be entitled to receive the number of Bird Shares or cash, prorated for the number of days the participant was an active employee of the Company during the performance period set out in the Unit award agreement. The performance multiplier and the adjustment ratio (in respect of dividends) shall be determined as of the issue date; and

f) if the participant dies, the issue date for all Units awarded to such participant shall be 30 days after the date of such death and, on the issue date, the participant's beneficiary or estate shall be entitled to receive the number of Bird Shares or cash, prorated for the number of days the participant was an active employee of the Company during the performance period set out in the Unit award agreement. The performance multiplier and the adjustment ratio (in respect of dividends) shall be determined as of the issue date.

Notwithstanding any other elements of the Equity Incentive Plan, the Board may, in its sole discretion, accelerate the issue date for all or any Units, at any time, and from time to time. In the event any issue date falls within any period in which a participant is prohibited from trading in Bird Shares pursuant to: (i) applicable law; (ii) the Company's written policies; or

(iii) being provided notice by a senior officer or director of the Company, then such issue date will be deferred until the second business day following the expiration of such prohibited period.

The Equity Incentive Plan provides that if a Change of Control (as defined in the Equity Incentive Plan) occurs and the participant ceases to be an employee of the Company by reason of termination:

a) by the Company or a Related Entity or by the entity that entered into a valid and binding agreement with the Company and/or Related Entity to effect the Change of Control, at any time after such agreement is entered into and prior to the 12 month anniversary of the Change of Control, and such termination was for any reason other than for cause; and

b) by the participant within 90 days after an act of constructive dismissal, provided such act of constructive dismissal occurs during the 12 month period after the date of Change of Control,

In the event of such a Change of Control and termination of a participant, the issue date for Units awarded to such participant under any outstanding unit award agreements (or any replacement awards) shall be as of the date of such participant's termination and all Units, or replacement awards, shall vest in full. The performance multiplier and the adjustment ratio shall be determined as of the issue date, provided that, if the performance multiplier is not reasonably capable of calculation at such date, it shall be determined by any committee appropriately appointed by the Board, acting reasonably, and subject to approval of the Board.

It is the Company's policy, and Participants will be required to acknowledge as a condition of receiving any award of Units under the Equity Incentive Plan, that the Company expressly reserves the right to reduce or eliminate the number of Shares issued and/or any cash payment to be made to a Participant, and the Company may further recover (i.e. claw back) from any unpaid compensation, including salary, otherwise due to a Participant by the Company, the value of any Shares issued and/or cash payments made to a Participant pursuant to the Equity Incentive Plan and any applicable Unit award agreement, in the event and to the extent the Board determines that, in the applicable performance period, the Participant was grossly negligent or was guilty of wilful misconduct in carrying out any of his or her duties owed to the Company. The Board would have the right to claw back under this provision in the event of any financial restatement resulting from gross negligence or wilful misconduct.

Subject to specific amendments requiring TSX and shareholder approval, as discussed below, the Equity Incentive Plan has an amendment provision which provides that the Board may, subject to the rules and policies of the TSX and applicable law, without notice or shareholder approval, at any time or from time to time, suspend or terminate the Equity Incentive Plan or amend the terms of the Equity Incentive Plan or any Unit award agreement thereunder. In addition, The Equity Incentive Plan provides that the Board, and any duly appointed committee, has the sole and complete authority, without notice or shareholder approval, to:

a) grant Units to participants under the Equity Incentive Plan;

b) with respect to the PSUs, set and waive any performance criteria and determine the calculation of any performance criteria;

c) interpret the Equity Incentive Plan and prescribe, modify and rescind rules and regulations relating thereto;

d) correct any defect or supply any omission or reconcile any inconsistency in the Equity Incentive Plan in the manner and to the extent it considers necessary or advisable;

e) exercise rights reserved to the Company under the Equity Incentive Plan;

f) require the participant to receive Bird Shares or cash on any issue date;

g) prescribe forms for notices to be prescribed by the Company under the Equity Incentive Plan; and

h) make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Equity Incentive Plan.

Notwithstanding the above, the foregoing power of the Board to amend or alter the Equity Incentive Plan is subject to the requirement that the Company obtain approval of the TSX and shareholder approval in the case of the following amendments:

a) any increase in the total number of Bird Shares issuable under the Equity Incentive Plan;

b) any increase in the total number of Bird Shares issuable to insiders;

c) any extension of the term of any Units beyond their original expiry date;

d) any amendment that would permit the grant of Units to non-employee directors or add any non-employee directors as Participants under the Equity Incentive Plan on a discretionary or other basis;

e) any amendment: (i) changing the date of grant of any Units; or (ii) permitting the transfer or assignment of any Units other than on the death of a participant; and

f) any change to the amendment provisions of the Equity Incentive Plan respecting matters requiring shareholder approval other than the addition of matters to be subject to shareholder approval.

Notwithstanding any of the above provisions relating to the amendment of the Equity Incentive Plan, the Board is not permitted to alter or impair any rights or increase any obligations with respect to a Unit that was previously granted under the Equity Incentive Plan, without the consent of the participant.

Notwithstanding these restrictions, if the outstanding Bird Shares are increased, decreased, changed into or exchanged for a different number or kind of Bird Shares or securities of the Company through reorganization, merger, recapitalization, reclassification, stock dividend, subdivision or consolidation, an appropriate and proportionate adjustment shall be made by the Board, in its discretion, in the number or kind of awards as regards previously granted and unexercised awards to prevent dilution or enlargement of the rights granted to participants under the Equity Incentive Plan. In the event of change of control, all outstanding Units shall be replaced with similar units (provided, however, that any PSUs granted hereunder may be replaced with an equivalent number of RSUs) of the entity resulting from the transaction on substantially the same terms and conditions as the Equity Incentive Plan, unless such replacement is not possible or practical, as the Board may, in its sole discretion, determine.

Subject to rules governing transfers on the death of a participant, no Units granted pursuant to the Equity Incentive Plan may be assigned or transferred by a participant.

Although the Equity Incentive Plan was formally approved by the Board on March 2, 2017, Shareholders must approve and confirm the Equity Incentive Plan at the Meeting. If Shareholders do not approve the ordinary resolution confirming the adoption and implementation of the Equity Incentive Plan, the Equity Incentive Plan will not be valid as proposed and will, at a minimum, require modification. In order to be passed, the resolution confirming the Equity Incentive Plan must be passed by an affirmative vote of a majority of the votes cast at the Meeting. The Board recommends that you vote "FOR" the adoption of the resolution approving the Equity Incentive Plan. Unless otherwise instructed, the persons designated in the form of proxy and voting instruction form intend to vote "FOR" the adoption of the resolution approving the Equity Incentive Plan.

COMPENSATION OF DIRECTORS

The Board is responsible for developing and implementing the Directors' compensation plan and has delegated the responsibility for Director compensation to the HRS&G Committee.

The HRS&G Committee reviews the Directors' compensation plan every year. 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 and makes any recommendations for the Board's approval. In addition, the Committee may retain a compensation consultant to assist in its review of Director compensation on an as needed basis.

In 2016, the Committee retained Mercer to conduct a review of the Company's Director compensation. Mercer concluded that the Company's Directors are paid below the 50th percentile of directors of the Company's peer group (same peer group as executive compensation). The Committee determined at that time to maintain Director compensation at current levels, but to revisit a process to realign such compensation with the peer group at a later date**.**

The Company's Director compensation plan is designed to:

- attract and retain the most qualified individuals to serve as Directors;
- promote a high degree of objectivity and independent thinking;
- align the interests of Directors with those of the Company's shareholders;
- compensate Directors for their expertise and commitment, as well as the risks they assume; and
- offer compensation that is competitive with other comparable public companies.

Director compensation for the Chair of the Board consists of an annual fee, which reflects the additional time spent by him on Board matters, as well as the skills and experience he brings to the Company. Each other non-employee Director received an annual fee and an additional fee for membership on each Committee (Audit and HRS&G), as applicable. In addition, the Chair of each Committee (Audit and HRS&G) received an additional annual fee to compensate him or her for the additional time spent managing the affairs of the particular Committee. Each Director also received a per diem meeting attendance fee. 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 their interests with those of 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 DSU Plan, Directors who have satisfied their minimum equity ownership requirements may elect to receive all or part of their Director's fees in cash or DSUs, or any combination thereof. Directors who have not satisfied their minimum equity ownership requirements must receive all of their Director's fee in DSUs until the minimum equity ownership requirement has been met.

The number of DSUs awarded to a Director is determined by dividing the applicable amount of the 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. Each Director's DSU account is 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 are 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 is an unfunded and 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. They 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 help ensure the Company's Directors are unbiased when making decisions.

In 2016, Directors who were not an officer of the Company were entitled to receive the following fees:

Position	Annual Retainer
Board Chair	$128,000
Directors (Except Board Chair)	$60,000
Audit Committee Members (Except Board Chair)	$6,000
Human Resources, Safety and Governance Committee Members (Except Board Chair)	$6,000
Audit Committee Chair	$15,750
Human Resources, Safety and Governance Committee Chair	$11,750

NOTES:

(1) In addition to the above fees, Directors receive meeting attendance fees in the amount of $1,900 per diem.

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

(3) The Lead Director, appointed on March 14, 2017, will not receive compensation other than or in addition to the above compensation.

Director Compensation Table

The following table shows the compensation paid to non-employee Directors in 2016:

Director	Fees Earned	Other Compensation	Dividends on DSUs	Total	Form of Settlement		
					Cash	DSU (#)	Amount
J. Richard Bird	$87,400	-	-	$87,400	$87,400	-	-
Karyn A. Brooks	-	-	-	-	-	-	-
Paul A. Charette	$137,500	-	-	$137,500	$137,500	-	-
D. Greg Doyle	$104,713	-	$15,051	$119,764	-	11,248	$119,764
Bonnie D. DuPont	$98,650	-	$14,157	$112,807	-	10,599	$112,807
Luc J. Messier	-	-	-	-	-	-	-
Ronald D. Munkley	$84,400	-	$11,679	$96,079	-	9,010	$96,079
Arni C. Thorsteinson	$90,300	-	$12,078	$102,378	-	9,628	$102,378

NOTE: Mr. Luc J. Messier was appointed Director on February 17, 2017 and did not earn any Director compensation in 2016. Ms. Karyn A. Brooks was appointed Director on March 14, 2017 and did not earn any Director compensation in 2016.

The following table shows the cumulative number of DSUs held under the DSU Plan by each non-employee Director at December 31, 2016, with the value of the units based on the closing price of the common shares listed on the TSX on December 31, 2016 of $9.06:

Director	Number of DSUs	Value of the DSUs Held
J. Richard Bird	-	-
Karyn A. Brooks	-	-
Paul A. Charette	-	-
D. Greg Doyle	31,859	$288,644
Bonnie D. DuPont	29,969	$271,519
Luc J. Messier	-	-
Ronald D. Munkley	24,896	$225,558
Arni C. Thorsteinson	26,017	$235,714

NOTE: Mr. Luc J. Messier was appointed Director on February 17, 2017 and did not hold any DSU's in 2016. Ms. Karyn A. Brooks was appointed Director on March 14, 2017 and did not hold any DSU's in 2016.

BOARD SKILLS AND EXPERIENCE

The current nominees for election as Directors collectively have the expertise and experience to oversee and govern the strategic, operational, 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 has determined it should possess as a whole to carry out its mandate:

Description of Skills
Marketing and Business Development Experience in the marketing of construction services combined with a strong knowledge of market participants
Managing and Leading Growth Experience in driving strategic direction and leading the growth of an organization
Finance/Accounting Experience in financial accounting and reporting and corporate finance, especially with respect to debt and equity markets, and familiarity with financial controls, and Canadian IFRS
Capital Markets Understanding of capital markets including debt and equity markets and transactions
CEO or Senior Officer Experience Experience as a CEO, Senior Officer or Executive of a publicly listed company or major organization
Construction or Related Industry Experience Experience in a senior position in a major organization providing construction services
Corporate Governance Experience in governance matters relating to a publicly listed company
Service on Public Company Boards Experience as a board member of a publicly listed company
Risk Management Experience in the identification and management of risk in a major organization

Human Resources/ Executive Compensation Strong understanding of executive compensation and benefits, and related governance matters, legislation and agreements
Health, Safety, Environmental and Social Responsibility Strong understanding of regulatory framework, public policy and leading practices of workplace safety, health, the environment and social responsibility

The following table sets out the skills that each nominee possesses as well as their tenure on the Company's Board:

Director	**Tenure on Bird Board**			**Skills, Experience or Expertise**										
	1 – 8 years	**9 – 15 years**	**16 + years**	**Marketing and Business Development**	**Managing and Leading Growth**	**Finance/Accounting**	**Capital Markets**	**CEO or Senior Officer Experience**	**Construction or Related Industry Experience**	**Corporate Governance**	**Service on Public Company Boards**	**Risk Management**	**Human Resources/ Executive Compensation**	**Health, Safety, Environmental and Social Responsibility**
J. Richard Bird			✓	✓	✓	✓	✓	✓			✓	✓	✓	
Ian J. Boyd	✓			✓	✓	✓		✓	✓		✓	✓	✓	✓
Karyn A. Brooks					✓	✓	✓	✓		✓	✓	✓	✓	
Paul A. Charette			✓	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓
D. Greg Doyle		✓			✓	✓	✓	✓		✓	✓	✓		
Bonnie D. DuPont	✓				✓			✓		✓	✓	✓	✓	✓
Luc J. Messier				✓	✓	✓		✓	✓	✓		✓		✓
Ron D. Munkley	✓				✓		✓	✓		✓	✓	✓	✓	✓
Paul R. Raboud	✓			✓	✓	✓	✓	✓	✓		✓	✓		✓
Arni C. Thorsteinson			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

The Board of Directors has a Human Resources, Safety and Governance Committee ("**HRS&G Committee"**), whose members are as listed above under "Board Committee Membership".

The Board of Directors also has an Audit Committee, whose members are as listed above under "Board Committee Membership". The Audit Committee charter is included in the appendices to the Company's Annual Information Form dated March 14, 2017. The 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 for certain relations or in extraordinary circumstances when considered advisable by the Board.

As of March 14, 2017, 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 (1) a non-interest bearing loan from Bird Construction Inc.

provided to Mr. Boyd; and (2) a non-interest bearing loan from Bird Construction Inc. provided to Mr. Paul Bergman, Senior Vice President.

The loan to Mr. Boyd was provided in connection with his appointment as President & Chief Executive Officer of Bird to assist him with the cost of relocating to Toronto. The loan in the amount of $550,000 at December 31, 2015 ($550,000 at March 14, 2017) is due in full on December 12, 2019 or, if Mr. Boyd's employment is terminated for any reason before that date, upon such termination. 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.

The loan to Mr. Bergman was provided in connection with his appointment as an Executive Officer of Bird to assist him with the cost of relocating to Toronto. The loan in the amount of $500,000 will be due in full on August 14, 2021 or, if Mr. Bergman's employment is terminated by Mr. Bergman before that date, upon such termination. The loan is secured by a charge on the title of Mr. Bergman's residence and will immediately become repayable should any of Mr. Bergman'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 limit of the errors and omissions liability insurance policy that provides coverage for any such liability and indemnification was $25 million in 2016, unchanged from 2015. The premium paid in 2016 was $76,375 and there is no retention/deductible for claims against individual Directors or officers.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

During 2016, Bird was involved in construction contracts with Shelter Canadian Properties Limited or companies affiliated with it ("Shelter"). Shelter is controlled by the family of Mr. Thorsteinson, a Director of the Company. All contracts with Shelter were completed on construction terms typical in the industry. The aggregate value of transactions with Shelter during the 2016 fiscal year was $2,417,000 (In 2015: $1,504,000) and the outstanding balance receivable at December 31, 2016 was $15,000 (At December 31, 2015: $7,000).

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 2016 fiscal year at remuneration to be fixed by the Directors. KPMG LLP has served as auditor 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 14, 2017. 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 describes the role of the Board and the two Board Committees in relation to governance.

The Board of Directors has adopted, as its 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 regarding ethical issues, to assist in recognizing and dealing with ethical issues, to 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 also approved the following written codes and policies applicable to all employees (the "Ethics Policies"): Employee Code of Ethics, Anti-Bribery and –Corruption Policy and Whistleblower Policy.

Compliance with the Ethics Policies is monitored by the HRS&G Committee and the Audit Committee of the Company, as applicable and appropriate. Management reports any and all whistleblower complaints at each Board meeting and immediately reports any significant violations of the Ethics Policies to the Chair of the HRS&G Committee or the Audit Committee, as applicable. The Ethics Policies address conflicts of interest, use of corporate assets, confidentiality and compliance with laws and regulations, and employees are required to acknowledge the Ethics Policies in writing.

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 and other stakeholders 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.

At Bird, we understand that a corporate commitment to health and safety yields tremendous dividends in both business and human capital. In addition to reducing related health and safety costs and reducing the frequency and severity of work-related personal injuries and property damage, a robust health and safety program leads to greater engagement of our employees and other stakeholders. This, in turn, produces a stronger commitment to product and service quality, improved productivity and client satisfaction.

From project planning to execution, through ongoing communication, documentation, orientation, training, and review and analysis, we seek 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 Director Code of Ethics requires that the Company's Directors disclose any potential or actual conflict of interest to ensure independent judgment regarding Board discussions and decision making. In the event of any potential or actual conflict of interest by a Director in relation to a Board matter, the Director will withdraw from the deliberations and not vote upon such matter.

Meetings of the Board of Directors

The Board of Directors meets at least once in each quarter, meets annually to review and approve the business plan of the Company, and holds additional meetings as appropriate. Meetings of the Board are generally held in person but attendance may also be by teleconference or other electronic means.

Insider Trading

The Company's Insider Trading and Blackout Policy places restrictions on insiders, including Directors, as to when they can trade Shares. The Policy, which fulfills the Company's obligations to stock exchanges and regulators, includes the following provisions:

- All insiders are prohibited from trading when they are in possession of Material Information (as defined in the Policy) that has not been generally disclosed.
- In addition, quarterly blackout periods apply when Directors and officers are prohibited from trading in Bird Shares, as follows:
    - For Directors, these blackouts begin upon the earlier of their receipt of any Material Information relating to a quarterly or annual reporting period or the receipt of quarterly Board packages.

- For officers, the blackout periods begin upon the earlier of receipt of any Material Information related to a quarterly or annual reporting period or the first scheduled date for the quarterly or annual review of District profitability in which the officer participates.
  - Blackout periods end for both groups on the close of business on the first business day following the day on which the Corporation releases its related annual or quarterly financial results.
  - Blackout periods may also be implemented at other times, at the discretion of the Company or the Directors when deemed necessary.
- Encouraging Directors and officers to pre-clear transactions with the Corporate Secretary's office.

Whistleblower Policy

As noted above, the Company has a Whistleblower Policy which gives employees and others the opportunity to report complaints of potential violations of regulatory matters including accounting, financial reporting, securities laws, and financial audit matters, as well as matters relating to business practices including conflicts, business, professional and personal ethics and other matters set out in the Ethics Policies.

Reports under the Whistleblower Policy may be made by employees internally, directly to the Chair of the Audit Committee on a confidential basis or anonymously to a third party hotline. Any and all complaints are reported to the Chair of the Audit Committee and, at each quarterly meeting, the Chair of the Audit Committee informs the Board about any complaints received and, if there are complaints, reports on how they were handled or recommends a course of action for dealing with any complaint. The Board has discretion to hire independent advisors (outside legal counsel, independent auditors and others) to help investigate any matter. In 2016, there were no complaints made under the Whistleblower Policy.

Meeting in Camera

The Board and the Committees hold in-camera meetings regularly, without officers and management present. These sessions enable the Board and 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 the Board sees 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 Director Code of Ethics and other relevant policies, and the Company's current business plan. In addition, presentations and reports are provided regularly 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, 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 the nature and operation of the Company's strategy and business.

All Directors are encouraged to attend appropriate educational programs to enhance their Board membership and the costs of each program will be paid by the Company. In 2016, independent Directors attended a total of 18 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 Board composition at the time and other factors including anticipated growth and development of the Company.

Moreover, we recognize the benefits of promoting Board diversity. Diverse perspectives contribute to innovation and growth opportunities, and the Board believes that diversity may be achieved through a range of factors including gender diversity, diverse skills and experiences, regional diversity and industry diversity.

Regardless of whether the Board is actively recruiting new members at any given time, the Board regularly discusses skill sets and considers potential candidates that would be desirable.

Board Evaluation

The HRS&G Committee is responsible for evaluating the performance of the Board, the Audit Committee, the HRS&G Committee, each of their Chairs and individual Directors on a regular basis. In 2015, each of the Directors completed a confidential questionnaire to evaluate the effectiveness of the Board, its Committees and the Directors, and made recommendations for improving performance. In 2016, the Chair of the Board conducted informal discussions with individual Directors.

As a result of these discussions, the Board may, as appropriate, adopt any worthwhile improvements to the governance of the Company including without limitation relating to the conduct of meetings, director education, and the annual setting of Board objectives.

The next formal evaluations will be conducted in 2017. The questionnaire used by the Board for these evaluations is designed to provide constructive input to improve overall Board performance. The Chair of the HRS&G Committee presents the results to the Board for discussion and recommendations may be developed and implemented, 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. As noted above under "Nomination of 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 above under "Board Skills and Experience". The Board is of the view that diversity among Board members is important and that gender is only one element of ensuring a diverse Board.

Currently, two of the ten Directors, Ms. Bonnie D. DuPont and Ms. Karyn A. Brooks, are women, representing 20% of the Board. 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. Ms. Brooks was appointed to the Board in 2017 and, similarly, while the Board did consider it a positive element that she is a woman, Ms. Brooks' appointment was made after a robust director recruitment process and she was asked to join the Board because of her qualifications, including her executive and board experience, her finance background, and her governance and leadership skills and knowledge.

The Board has not adopted a specific target for the number of women on the Board. The Board 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, based on achievements within the Company for promotions and achievements external to the Company for new hires. Currently, there are no women in executive officer positions at the Company and its subsidiaries, though there are a number of women on the Company's senior management teams, and the Company is prepared to promote or hire more 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 internal candidates to these positions. 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, the Bird Leadership Academy, in which existing employees of Bird may be selected to complete a four session, twelve day leadership program. Of the employees who have completed this program, almost 7% have been women. Furthermore, female employees are encouraged to participate in the program.

The construction industry has traditionally been and remains a male dominated business, though the promotion of women in the construction industry is increasing. Bird recruits a number of its new employees from post-secondary institutions across the country and its representatives attend career fairs and other functions in an effort to recruit qualified employees. The Company will select female candidates should they have the skill sets required and 22% of Bird's employees are women.

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, marketing, human resources, IT and legal departments do not necessarily require construction-industry experience to succeed. These are areas where Bird has an ability to increase diversity of its workforce where new hires are made.

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 greater independence from management. However, we believe that applying term limits would result in a loss of the contributions 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 and robust governance and 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 Director and Board as a whole, but is 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. 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 newly-appointed Directors to thirty 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, the Lead Director 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 the Board's 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.

The Lead Director will assume the role of Chair of the Board in the absence of the Chair or if and when the Chair has a conflict of interest. The Lead Director's function, in these circumstances include, but are not limited to, the following: he presides at all meetings of the Board at which the Chair is not present; serves as liaison between the Chair and the other Directors, if and as determined by the Board; approves meeting agendas for the Board; approves Board meeting schedules to assure there is sufficient time for discussion of all agenda Items; and has the authority to call meetings of the independent Directors.

Corporate Cease Trade Orders or Bankruptcies

Except as outlined below, to the knowledge of the Company, within the past ten years, no proposed Director or executive officer 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, and 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, and 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 HRS&G 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 and appointing the CEO, for assessing the effectiveness of the CEO and for approving the appointment of the members of the senior management team. The Board is also responsible for providing an effective system of remuneration. Communication with the management team is generally through the CEO and certain executives and senior management. These functions are performed with the benefit of advice from the HRS&G Committee.

iv. *Succession Planning*
The Board is responsible for developing and implementing the succession plan in relation to the CEO’s position. On a regular basis, the Board also reviews the succession plan developed by the CEO in relation to other key senior management positions. Succession plans address both emergency situations and planned successions. The succession plans for the CEO position include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO, including candidates 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, including the following:

a. Approval of the quarterly and annual earnings press releases and related disclosure documents;

b. Monitoring the implementation of appropriate internal control systems to ensure the accuracy and timeliness of financial information; and

c. Monitoring and administration of the Whistleblower Policy, which provides for an anonymous method of delivering complaints, including with respect to accounting, internal control and auditing matters (see above).

vi. *Financial Planning and Investments*
The Board, acting through the Audit Committee, oversees the financial planning and investments of the Company, including the following:

a. Business Plan
Review and approve the Company's Annual Business Plan budget, 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 C to this Management Information Circular.

The Board carries out many of its responsibilities through the Audit Committee and the HRS&G Committee.

The Audit Committee assists the Board in overseeing:

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

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

The HRS&G Committee assist the Board in overseeing the Company's:

- development of and compliance with Human Resources policies and practices;
- development of 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

As discussed below, in 2015, the HRS&G Committee undertook a review of executive compensation with the assistance of Mercer as its consultant and, as a result, a number of changes to the design of the Company's executive compensation plan were then made and have been approved by the Board for implementation in 2017. While the discussion below focuses mostly on 2016 executive compensation, we have also included discussion of key changes that will be made in respect of 2017.

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 to 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 is designed under the direction of the HRS&G Committee, whose responsibilities pertaining to executive compensation include:

- reviewing and recommending to the Board of Directors the CEO's salary, profit sharing distribution and any award of stock options;
- reviewing and recommending to the Board of Directors the salaries, profit sharing distributions and any award of stock options recommended by the CEO for other executive officers; and
- reviewing the design of the Executive Compensation Program on an annual basis and assessing its effectiveness and competitiveness.

Design of the Executive Compensation Program
The Executive Compensation Program is designed to emphasize pay-for-performance and to provide incentives to management to increase the amount of income and cash available to Shareholders of the Company. The 2015 Review did not result in any philosophical change to the purpose of the Executive Compensation Program or any change to the emphasis on pay-for-performance. However it did result in certain changes to how these objectives will be achieved going forward. In 2016, the pay-for-performance mandate resulted in a compensation program that:

- aligned the interest of Bird's executive officers (the "**Executive Officers**") with both the short- and long-term interests of the Shareholders;
- provided pay that varied depending on financial performance of the Company as well as the performance of each Executive Officer; and
- could be easily understood by the Executive Officers and the Company's Shareholders.

Elements of the Executive Compensation Program
Compensation for the Executive Officers in 2016 consisted 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. Eligibility for awards under the stock option plan (the "**Stock Option Plan**"); and
5. Benefits.

The basic philosophy of Bird in the design of its Executive Compensation Program is to pay for performance. This approach is intended to directly tie a significant portion of each Executive Officer's remuneration to their respective performance in the given year and balance the compensation payout with the corresponding net income return to Shareholders. The primary drivers of the Program in 2016 were base salaries and cash profit sharing, including profit sharing paid through the MTIP. The philosophy applicable in 2016 was to generally keep base salaries at, or slightly below, market and to provide greater upside potential through the Profit Sharing Plan when performance was good which, in turn, helped balance compensation expense with market cycles.

The Company's benefit plans in 2016 were developed to be at about market, with no significant impact on the other components of the Program.

The Stock Option Plan was designed to be used periodically to supplement the other components of the Executive Compensation Program at the discretion of the Board when both employee engagement and shareholder value could be achieved through the issuances of options. No options were issued in 2016.

Compensation Review
In 2015, the HRS&G Committee conducted a review of the Company's executive compensation (the "**2015 Review**") to evaluate the reasonableness of the Executive Compensation Program. After an evaluation of proposals received from a number of industry-leading compensation consultants, the Company entered into an agreement with Mercer (the "**Consultant**") in 2015 to conduct the Executive Compensation Program Review and to make recommendations, if any, that they felt were reasonable for consideration by the HRS&G Committee. Detailed terms of reference were developed, including the required deliverables at the conclusion of the project. The Consultant evaluated the Company's Executive Compensation Program in accordance with the terms of reference against a benchmark of related industry comparator companies (the "**Related Industry Comparator Group**") as follows:

Aecon Group Inc.
Badger Daylighting Inc.
Calfrac Well Services Ltd.
Enerflex Ltd.
Newalta Corp.

North American Energy Partners Inc.
SNC-Lavalin Group Inc.
Stantec Inc.
Stuart Olson Inc.
Trican Well Services Ltd.
WesternOne Inc.
WSP Global 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 HRS&G Committee during the development of the terms of reference for the Consultant.

An analysis of the Company's Executive Officer compensation in the 2015 Review showed that, at the time, the Company's three-year average and most recent year total direct compensation fell below the 25th percentile range of the Related Industry Comparator Group, well below the 75th percentile previously determined by the Board (now 50th percentile) to be the target total direct compensation for Executive Officers relative to its peers. Based on these findings, the HRS&G Committee worked with the Consultant and management in a further review and redesign of the Company's Executive Compensation Program to ensure that it remains competitive and viable under current industry conditions, and to review and adopt current governance best practices. As a result, the HRS&G Committee recommended and the Board approved in 2016 a new Executive Compensation Program, including the Equity Incentive Plan included in this Management Information Circular, all to be implemented in 2017.

The key changes to the Executive Compensation Program that will apply beginning in 2017 include the following:

- Subject to approval of the Shareholders at the Meeting, implementation of the Equity Incentive Plan, as discussed above under "Matters to be Acted Upon at the Meeting – Approval of Equity Incentive Plan". The Equity Incentive Plan will replace the Stock Option Plan and the MTIP.
- Implementation of a new short-term incentive plan ("**STIP**") which will replace awards made under the Profit Sharing Plan for the Executive Officers. Under the STIP, annual awards will be paid out in cash based on the achievement of pre-established performance metrics.
- Base salaries adjusted to be closer to the P50 target relative to the peer group (i.e. 50th percentile), though some remain below this target at this time.

In 2016, the amount of consulting fees paid to Mercer related to executive compensation was $128,576.45. In 2015, the amount of consulting fees paid to Mercer related to executive compensation was $152,639.35.

Base Salaries
Base salaries are a component of the overall compensation program for the Executive Officers. As such, it is the intent that base salaries, in conjunction with the other elements of the Executive 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 2015 Review by the Consultant as noted above, the HRS&G Committee concluded that the base salaries for the Company's Executive Officers were then below an appropriate range, contributing to the Company's failure to achieve the target total direct compensation established by the Board. As noted above, based on the 2015 Review, the HRS&G Committee has recommended and the Board has approved a new Executive Compensation Program. However, this updated Executive Compensation Program was not implemented in 2016 and, as such, base salaries remained low relative to the Related Industry Comparator Group throughout 2016.

Profit Sharing Plan
Under the Profit Sharing Plan applicable in 2016, a profit sharing pool (the "Corporate Shareable Profit Pool") was established for the fiscal year for executives of Bird, including the Named Executive Officers ("NEO"), if Corporate Shareable Profit (as defined in the Profit Sharing Plan and as described below) exceeds a minimum threshold. The minimum threshold under the Profit Sharing Plan was determined by the Board of Directors at the commencement of the fiscal year. If Corporate Shareable Profit falls below the minimum threshold, the amount of the Corporate Shareable Profit Pool is nil under the Profit Sharing Plan. If Corporate Shareable Profit exceeds the minimum threshold, the Corporate Shareable Profit Pool is then calculated by applying pre-determined percentages to the amount by which Corporate Shareable Profit exceeds the minimum and other set thresholds.

The percentages applied at each threshold under the Profit Sharing Plan 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. In addition to an Executive Officer's share of the calculated Corporate Shareable Profit Pool, that Officer may also 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 district profit centres and a discretionary fund, as defined in the Profit Sharing Plan.

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, and represents a percentage of the Corporate Shareable Profit Pool. 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 and engagement, succession planning, strategic planning, and employee development and training.

In 2016, the non-financial performance objectives for the CEO related to executive and organizational succession planning; development of a new Executive Compensation Program; enterprise and project risk management objectives; and communication and implementation of the Company's 5-year strategic plan developed in 2015. The non-financial performance objectives of the Chief Financial Officer (**"CFO"**) in 2016 related to safety (similar to all executives); organizational succession planning; support the development of a new executive compensation program; personal development objective; and support the communication and implementation of the strategic plan with specific emphasis on development of an accountability model (KPI's and dashboard).

During 2016, the Company's earnings were adversely affected by two items which were of an unusual and non-recurring nature and not indicative of executive performance during the year. The first was the negative impact of the wildfires in northern Alberta, approximately $4 million to the Company's gross profit, and the second was a non-cash impairment expense of $3.9 million on equipment owned by the Company's subsidiary, H.J. O'Connell Limited (now renamed Bird General Contractors Limited). The Board, on the recommendation of the HRS&G Committee, exercised its discretion under the provisions of the Plan to exclude these items from the calculation of Corporate Sharable Profit.

In addition, Executive Officers, including the NEO's, may also be eligible for profit sharing payments from other pools depending on their operational responsibilities. During the year, those Executive Officers that were allocated profit sharing were evaluated on their respective non-financial performance objectives, with the majority meeting their objectives resulting in 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 Company's 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, entitlement under the MTIP is forfeited.

Beginning in 2017, assuming the Equity Incentive Plan is approved by Shareholders at the Meeting, the Executive Officers will not participate in the Profit Sharing Plan and will not receive any further awards under the MTIP. Any existing awards previously made under the MTIP will continue to vest and be paid out in accordance with the terms of the MTIP. Beginning in 2017, the Executive Officers will receive an annual cash award under a new STIP based on the achievement of pre-established performance targets. In addition, Executive Officers will be eligible for awards of RSUs and PSUs under the Equity Incentive Plan which will vest and become payable on the terms described above under "Matters to be Acted Upon at the Meeting – Approval of the Equity Incentive Plan".

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. Non-employee Directors of the Company are not eligible to participate in the Stock Option Plan.

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.

The number of Shares issued to insiders pursuant to the Stock Option 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 Stock Option 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 Stock Option 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 Stock Option 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.

Options granted under the Stock Option 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 Stock Option 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 Stock Option 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 Stock Option Plan.

The Board did not grant any Options in 2016 and, in connection with the approval of the Equity Incentive Plan, the Board has resolved to suspend the Stock Option Plan if the Equity Incentive Plan is approved by Shareholders at the Meeting. All outstanding Options will continue to vest and be exercisable in accordance with their terms, however, if the Equity Incentive Plan is approved at the Meeting, the Board has resolved not to make any future awards of Options under the Stock Option 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 Directors and members of senior management of the Company to have meaningful equity ownership in the Company and thereby more effectively align their interests with those of the Shareholders.

Common share ownership can be met through direct or indirect ownership of common Shares, MTIP phantom shares for executives, and Deferred Share Units (DSUs) for Directors. RSUs and PSUs awarded under the Equity Incentive Plan will also count towards executive share ownership for these purposes.

As part of the 2015 Review, Mercer advised that the requirements established in 2012 were high relative to the Related Industry Comparator Group (see above). The minimum equity ownership requirements for executives were therefore revised to better align with the Related Industry Comparator Group. The table below shows the current minimum equity ownership requirements for executives compared to those established in 2012. The time allowed to achieve the minimum equity ownership requirement is five years.

Position	2012 Minimum Equity Ownership Requirement	Current Minimum Equity Ownership Requirement
Director	Six times annual retainer and other basic fees excluding expenses	Three times annual retainer and other basic fees excluding expenses
President and CEO	Six times base salary	Three times base salary
Chief Financial Officer	Three times base salary	Two times base salary
Executive Vice Presidents	Three times base salary	Two times base salary
Senior Vice Presidents	Three times base salary	One and a half times base salary
Vice Presidents	One time base salary	One time base salary

For the Directors, based on Mercer's recommendations, the minimum shareholding requirement was reduced from six times to three times the value of their respective annual cash and stock compensation, which must be achieved within five years of appointment to the Board.

Benefits
The benefits offered to Executive Officers in 2016 were 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.

Based on the 2015 Review by the Consultant as noted above, the HRS&G Committee concluded that benefits for the Company's Executive Officers were then below an appropriate level, possibly adversely affecting the Company's ability to attract and retain executive talent. As noted above, based on the 2015 Review, the HRS&G Committee has recommended and the Board has approved a new Executive Compensation Program. This updated Executive Compensation Program, which was implemented in 2017, includes the following benefits:

- Standardized vehicle allowances for all Executive Officers (only some Executive Officers had vehicle allowances in 2016).
- An Executive Share Purchase Plan for all Executive Officers, with the Company matching Executive Officer contributions for Share purchases in the plan to a maximum of the lesser of 5% of the Executive Officer's Participant's Eligible Earnings (as defined in the plan) or $15,000.
- Enrolment for certain Executive Officers ("C" Suite) in a corporate health plan, which includes an annual health assessment, diagnostic testing and an in-depth physical examination.

Risk Assessment
Bird's 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 HRS&G Committee will also recommend to the Board awards to be made under the Equity Incentive Plan.

The purpose of the HRS&G Committee is to assist the Board of Directors 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 each Executive's profit sharing award. Any changes and awards pursuant to the Company's Stock Option Plan and, going forward, to the Equity Incentive Plan are at the discretion of the Board of Directors, subject to Shareholders' approval where required.

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 HRS&G Committee and the Board, as applicable, 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.
- Construction projects are subject to Board approval prior to tender or proposal submission, or execution of the construction contract, where:
    - The contract value exceeds $500 million;
    - The contract value exceeds $250 million and the scope of work to be undertaken is outside of the normal course of business for the Company; or
    - The contract could have an adverse material impact on the Company's balance sheet.

  and the financial performance relating to these projects is reviewed on a quarterly basis.
- All equity investments in Public Private Partnership projects (made by Bird Capital) are subject to approval by the Board.
- All acquisitions are subject to the Board of Directors' approval prior to executing any agreements relating to the transaction.
- All significant purchases of Company assets are subject to Board approval.
- All portfolio investments are governed by the Board of Directors' sanctioned investment guidelines, and all portfolio investment transactions are summarized for the Board on a quarterly basis.
- As a matter of Audit Committee routine, the Board enquires about 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 so that 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 has not identified any unusual risks arising from the Company's executive compensation policies and procedures that could have a material adverse effect 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 and the new Executive Compensation Program resulting from the 2015 Review, changes to the Executive Compensation Program have been minor in nature. The NEO compensation program applies to all executives, though the allocation of the profit sharing pool differs between executives.

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

Director	*Independent*	*Expertise / Experience*
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.
Karyn A. Brooks	yes	Ms. Brooks contributes to the Committee as a result of 20 years of executive management experience at large Canadian corporations dealing regularly with human resources and compensation matters.
Paul A. Charette	yes	Mr. Charette contributes to the Committee as a result of his 32 years of experience at the Company in a variety of senior management positions, including Chief Executive Officer. He has a comprehensive understanding of the human resource needs of the Company as well as 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 Masters degree with a specialization in Human Resources and was the senior officer responsible for Human Resources in two Canadian corporations, most recently Enbridge Inc. She chairs the Human Resources and Compensation Committee at NavCanada and previously chaired the Human Resources and Compensation Committees for the Bank of Canada, UTS Energy, SilverWillow Energy, AltaGas Inc. and the University of Calgary. She held the Certified Human Resources Professional (CHRP) designation and is a Fellow of the Institute of Corporate Directors.
Luc J. Messier	yes	Mr. Messier contributes to the Committee as a result of his 30 years' experience in construction, engineering and project management, having worked as managing director and CEO of global Engineering and Construction Companies, and as Senior Vice-President of a Fortune 500 Company. Through these positions, he has been closely involved in Safety Management, Human Resources, Compensation and Benefits, and Governance. He is also currently serving on the Boards of Mercury and Da Camera in Texas and is a member of the Nominating Committee of DaCamera.
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. Mr. Munkley is also the Board's Lead Director.
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 2016, 2015 and 2014 fiscal years for the CEO, the CFO, two Executive Vice Presidents and the Vice Chair, being the NEOs who served as Executive Officers of Bird during the fiscal year ended December 31, 2016.

	Annual Compensation						
Name and Principal Position	**Year**	**Salary ($)**	**Share-based awards ($) (3)**	**Option-based awards ($) (5)**	**Annual Profit Sharing ($) (1)**	**All Other Compensation ($) (2)**	**Total Compensation ($)**
Ian J. Boyd President & Chief Executive Officer	2016	325,000	158,333	-	316,667	-	800,000
	2015	300,000	320,000	116,000	640,000	262,629	1,638,629
	2014	236,900	207,428	-	414,857	-	859,185
Wayne R. Gingrich (4) Chief Financial Officer & Assistant Secretary	2016	261,378	93,333	-	186,667	100,000	641,378
	2015	-	-	-	-	-	-
	2014	-	-	-	-	-	-
Stephen R. Entwistle (4) Chief Financial Officer & Assistant Secretary	2016	206,953	-	-	50,000	-	256,953
	2015	267,000	50,000	-	100,000	-	417,000
	2014	259,550	38,720	-	77,440	-	375,710
Paul R. Raboud (4) Vice Chair	2016	260,000	-	-	325,000	-	585,000
	2015	220,000	171,650	-	343,350	-	735,000
	2014	200,000	110,628	-	221,257	-	531,885
Gilles G. Royer	2016	220,000	188,227	-	376,453	-	784,680
Executive Vice President	2015	220,000	310,000	-	620,000	-	1,150,000
Industrial	2014	206,000	276,667	-	553,333	-	1,036,000
Ken W. McClure	2016	260,000	108,333	-	216,667	-	585,000
Executive Vice President	2015	240,000	171,650	-	343,350	-	755,000
Commercial	2014	227,250	110,628	-	221,257	-	559,135

(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. The amounts paid to Mr. Boyd in 2015 relate to his relocation to Toronto to become President & CEO of the Company. The amount paid to Mr. Gingrich in 2016 relates to his signing bonus.

(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 and earned in 2016.

(4) Mr. Entwistle retired effective June 30, 2016. Mr. Gingrich joined Bird on April 4, 2016 and assumed the role of Chief Financial Officer & Assistant Secretary effective July 1, 2016. Mr. Raboud's MTIP share-based awards for 2015 and 2014 vested on his date of retirement (March 3, 2017) and will be paid out.

(5) 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	2012 Awards	2015 Awards
Weighted Average fair value of the options granted	$3.25	$1.16
Weighted Average exercise price of options outstanding	$13.98	$11.87
Expected Volatility	39.7%	24.9%
Dividend Yield	5.0%	6.4%
Risk Free Interest Rate	1.6%	1.4%
Weighted Average Expected life in years	4.75	4.75

Outstanding Share-Based Awards

The MTIP applied to certain members of the management team of the Company in 2016, 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 is withheld and notionally invested in phantom shares of the Company. 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 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.

As noted above under “Profit Sharing Plan” for the 2016 year, though the financial objectives of the Company as defined in the Profit Sharing Plan were not achieved and, as a result, no corporate shareable profit pool was created for distribution amongst the Executive Officers, there was a discretionary fund available to distribute to this group. Further, the Board exercised its discretion in accordance with the Profit Sharing Plan to calculate the corporate shareable profit pool excluding the losses incurred due to the Fort McMurray wildfires and the equipment impairment expense, resulting in additional discretionary funds being approved by the Board on February 17, 2017 for profit sharing distributions to the Executive Officers.

On February 17, 2017, the Directors approved an award of $548,227 to the NEOs under the MTIP in respect of the 2016 fiscal year of the Company, a portion of which ($360,000) was from the discretionary fund described above. The amounts shown in the table below include the 2016 award plus the unvested awards relating to Bird’s 2015 and 2014 fiscal years for the NEO’s.

The number of notional shares issued for 2016 was determined using the weighted average trading price of Bird common shares on the TSX for the ten trading days prior to March 14, 2017. The market value of the shares not vested was based on the closing price of the Company’s common Shares on the TSX at December 31, 2016 of $9.06 per share.

	Share-based Awards		**Option-based Awards**			
Name	**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) ($)**
Ian J. Boyd President & Chief Executive Officer	65,441	592,895	50,000 100,000	$13.98 $11.87	March 15, 2019 January 1, 2022	nil nil
Wayne R. Gingrich [(2)] Chief Financial Officer & Assistant Secretary	10,556	95,634	-	-	-	nil
Stephen R. Entwistle [(2)] Chief Financial Officer & Assistant Secretary	-	-	-	-	-	nil
Paul R. Raboud [(2)] Vice Chair	-	-	30,000	$13.98	March 15, 2019	nil
Gilles G. Royer Executive Vice President - Industrial	74,583	675,720	50,000	$13.98	March 15, 2019	nil
Ken W. McClure Executive Vice President - Commercial	37,690	341,473	30,000	$13.98	March 15, 2019	nil

(1) Based on the closing price of the common shares listed on the TSX on December 31, 2016, being $9.06.

(2) Mr. Entwistle retired effective June 30, 2016. Mr. Gingrich joined Bird on April 4, 2016 and assumed the role of Chief Financial Officer & Assistant Secretary effective July 1, 2016. Mr. Raboud’s MTIP share-based awards vested on his date of retirement (March 3, 2017) and will be paid out. Mr. Raboud’s unexercised options are fully vested and will be forfeited 90 days after his retirement, in accordance with the Company’s Stock Option Plan.

As of March 14, 2017, the Directors awarded no additional stock options pursuant to the Company’s Stock Option Plan.

Incentive Plan Awards – value vested or earned during 2016

The following table shows for each NEO the amounts of option-based awards under the Stock Option Plan, the amounts of share-based awards under the MTIP that vested during 2016 and the amounts earned in 2016 under non-equity incentive plans, which includes only the 2016 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 (1) ($)
Ian J. Boyd President and Chief Executive Officer	-	316,667	-
Wayne R. Gingrich (2) Chief Financial Officer and Assistant Secretary	-	186,667	-
Stephen R. Entwistle (2) Chief Financial Officer and Assistant Secretary	-	50,000	-
Paul R. Raboud (2) Vice Chair	-	325,000	-
Gilles G. Royer Executive Vice President - Industrial	122,625	376,453	-
Ken W. McClure Executive Vice President - Commercial	6,696	216,667	-

(1) The stock options granted on March 15, 2012 that remain outstanding were fully vested on March 15, 2016 and will expire March 15, 2019. One-quarter of the stock options granted on January 1, 2015 vested on January 1, 2016 and will expire January 1, 2022. No options have been exercised under either grant.

(2) Mr. Entwistle retired effective June 30, 2016. Mr. Gingrich joined Bird on April 4, 2016 and assumed the role of Chief Financial Officer & Assistant Secretary effective July 1, 2016. Mr. Raboud's MTIP share-based awards vested on his date of retirement (March 3, 2017) and will be paid out. Mr. Raboud's unexercised options are full vested and will be forfeited 90 days after his retirement, in accordance with the Company's Stock Option Plan.

Stock-Based Compensation

As noted above under "Stock Option Plan", the Board did not grant any Options in 2016 and, in connection with the approval of the Equity Incentive Plan, the Board has resolved to suspend the Stock Option Plan if the Equity Incentive Plan is approved by Shareholders at the Meeting. However, all outstanding Options will continue to vest and be exercisable in accordance with their terms.

The following table provides information as at December 31, 2016 regarding the Company's Stock Option Plan, the only stock-based compensation plan under which equity securities of the Company were authorized for issuance before approval by the Board of the Equity Incentive Plan, which the Shareholders are now asked to approve. The Company does not have any other equity compensation plans that have not been approved by its Shareholders.

Plan Category Equity compensation plan approved by security holders (Stock Option Plan)	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)
2012 Awards	465,000	$13.98	3,750,385 (suspended)
2015 Awards	100,000	$11.87	3,650,385 (suspended)

General Summary Table			
Total Number of Common Shares Reserved Under the Stock Option Plan	4,215,385		
	2014	2015	2016
Number of Stock Options Granted	0	100,000	0
Number of Employees Granted Stock Options	0	1	0
Number of Stock Options Granted in the year as a Percentage of Outstanding common shares at December 31	0%	0.24%	0%
Number of Stock Options Outstanding as a Percentage of Outstanding common shares at December 31	1.39%	1.55%	1.33%
Average Weighted Exercise Price of Stock Options Outstanding	$13.98	$13.66	$13.61
Number of Stock Options exercised in the year	0	0	0

Employment Contracts

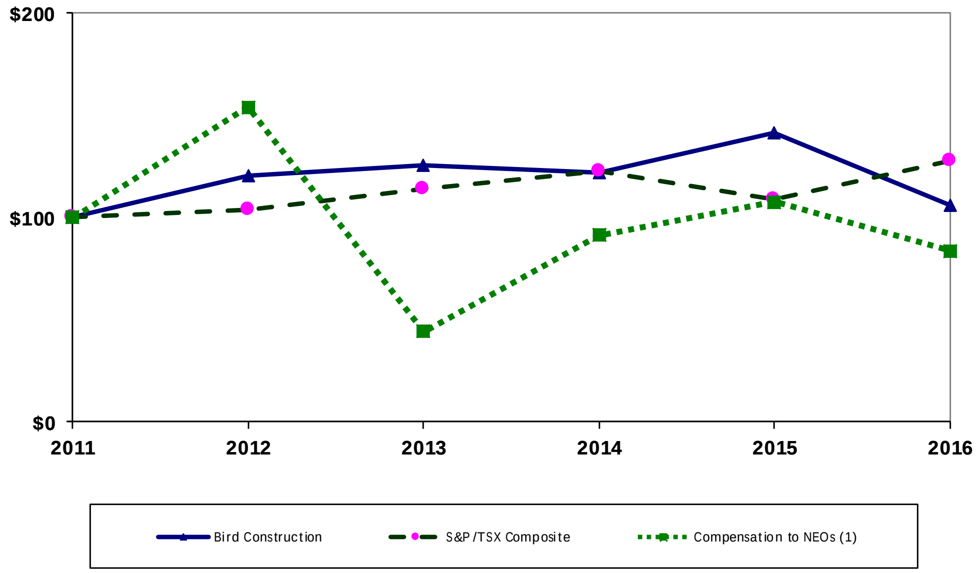
The employment contract of Mr. Gingrich contains provisions for the payment of the following amounts in the event of: (i) termination without cause; or (ii) a change in control of the Company within five years of his employment start date and such change in control leads to or causes a material adverse change in his title or role, provided written notice is given within six months of such material adverse change:

1. Separation allowance or pay in lieu of notice in an amount equal to nine months' base salary and profit sharing, based on prior year's compensation, plus one additional month for each full year of service to a maximum of fifteen months; and
2. The value of all phantom shares issued in accordance with the MTIP (or any successor plan).

PERFORMANCE GRAPH

The following graph compares the Company's total Shareholder return (assuming an investment of $100 purchased on December 31, 2011) on the Shares of the Company during the period from December 31, 2011, to December 31, 2016, 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



	2011	2012	2013	2014	2015	2016
Bird Construction	$100.00	$120.52	$125.60	$121.86	$141.70	$105.81
S&P/TSX Composite	$100.00	$104.00	$113.94	$122.40	$108.82	$127.88
Compensation to NEOs [(1)]	$100.00	$153.92	$44.44	$91.48	$107.86	$83.91

(1) The amount of total compensation paid to NEOs for the 2011 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 2011.

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 2011 through 2016. 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 Management's Discussion and Analysis of results of operations and financial position ("**MD&A**"). Copies of the AIF and the Company's consolidated annual financial statements and MD&A for the year ended December 31, 2016 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 and financial information relating to the Company is provided in the Company's consolidated financial statements and MD&A for the year ended December 31, 2016.

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 14, 2017

By order of the Board of Directors

Paul A. Charette
Chair of the Board of Directors

SCHEDULE A

RESOLUTION OF THE SHAREHOLDERS OF BIRD CONSTRUCTION INC.
APPROVAL OF EQUITY INCENTIVE PLAN

"RESOLVED THAT the Equity Incentive Plan proposed by the Company, as set forth in the Circular of the Company dated March 14, 2017, is hereby approved and confirmed without amendment and any one director or officer of the Company (each an "Authorized Signatory") be and is hereby authorized and directed to execute and deliver for and in the name of and on behalf of the Company all such certificates, instruments, agreements, notices, documents and to do all such other acts and things as in such Authorized Signatory's discretion may be necessary or desirable for the purpose of giving effect to this resolution of the Shareholders".

SCHEDULE B

EQUITY INCENTIVE PLAN

BIRD CONSTRUCTION INC.

EQUITY INCENTIVE PLAN

1. The Plan

The purpose of this equity incentive plan is to provide certain select officers and other employees of Bird Construction Inc. (the "**Company**") or any Related Entity with the opportunity to acquire Performance Share Units or Restricted Share Units on the terms and conditions herein set forth in the Plan. This Plan is a full-value share unit plan using the value of Shares of the Company as the basis for the Performance Share Units and Restricted Share Units.

2. Purposes

The principal purposes of this Plan are as follows:

(a) to attract and retain qualified officers and employees that the Company and any Related Entity require;

(b) to promote a proprietary interest in the Company by such officers and employees, and to encourage such individuals to remain in the employ of the Company and/or the Related Entity and to put forth maximum efforts for the success of the business of the Company; and

(c) to focus management of the Company and any Related Entity on operating and financial performance of the Company and the total long-term return of Shareholders.

3. Definitions

As used in this Plan, the following words and phrases shall have the meanings set out below:

(a) "**Adjusted Shares**" has the meaning set forth in Section 7(b) hereof;

(b) "**Adjustment Ratio**" means, with respect to any Unit, the ratio used to adjust the number of Shares to be issued on the applicable Issue Date(s) pertaining to such Unit determined in accordance with the terms of this Plan and, in respect of each Unit, the Adjustment Ratio shall initially be equal to one, and shall be cumulatively adjusted thereafter by increasing the Adjustment Ratio on each Dividend Payment Date by an amount, rounded to the nearest three decimal places, equal to a fraction having as its numerator the Dividend, expressed as an amount per Share, paid on that Dividend Payment Date, and having as its denominator the Fair Market Value of the Shares on the Dividend Payment Date;

(c) "**Blackout Period**" means a period when a Participant is prohibited from trading in securities of the Company pursuant to: (i) applicable law; (ii) the Company's written policies then applicable; or (iii) notice in writing to the Participant by a senior officer or director of the Company;

(d) "**Board**" means the board of directors of the Company as it may be constituted from time to time;

(e) "**Cash Payment**" means an amount in cash equal to the Fair Market Value of all or a portion of the Adjusted Shares issuable to the Participant under the Participant's Unit Award Agreement at the Issue Date in consideration of the surrender by the Participant to the Company of the right to receive Shares;

(f) "**Cause**" means cause as defined in the Participant's employment agreement with the Company or a Related Entity or, if such term is not defined or if the Participant has not entered into an employment agreement with the Company or a Related Entity, then as such term is defined by the common law or, if not so defined, such term shall refer to circumstances where an employer can terminate an individual's employment without notice or payment in lieu of notice;

(g) "**Change of Control**" means:

(i) the acceptance and sale by the Shareholders, representing in the aggregate more than 50% of all issued and outstanding Shares, of an offer, whether by way of a takeover bid or otherwise, for at least 50% of the total Shares issued and outstanding; or

(ii) the acquisition, by whatever means (including, without limitation, amalgamation, arrangement, consolidation or merger), by a person (or two or more persons who in such acquisition have acted jointly or in concert or intend to exercise jointly or in concert any voting rights attaching to the Shares acquired), directly or indirectly, of the beneficial ownership of such number of Shares or rights to Shares, which together with such person's then owned Shares and rights to acquire Shares, if any, represent (assuming the full exercise of such rights to acquire Shares), together with the Shares that would be outstanding on the full exercise of the rights to acquire Shares and such person's previously owned rights to acquire Shares, more than 50% percent of the voting rights of the Shares; or

(iii) the closing of a transaction whereby either the Company merges, consolidates, amalgamates, is arranged or absorbed by or into another person, and as a result of such transaction, the aggregate of all Shareholders prior to the transaction own directly or indirectly less than 50% of the equity of the entity resulting from the transaction; or

(iv) the passing of a resolution by the Board or Shareholders to substantially liquidate its assets or wind-up its business or significantly rearrange its affairs in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding-up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of the Company in circumstances where the business of the Company is continued and where the shareholdings remain substantially the same following the re-arrangement as existed prior to the re-arrangement); or

(v) individuals who were members of the Board immediately prior to a meeting of the Shareholders involving a contest for, or an item of business relating to, the election of directors, shall not constitute a majority of the board of directors following such election; or

(vi) the sale by the Company of all or substantially all of its assets;

provided however, that a Change of Control shall be deemed not to have occurred if the Board, in good faith, determines that a Change of Control was not intended to occur in the particular circumstances in question.

(h) "**Committee**" has the meaning set forth in Section 4 hereof provided that, if the Human Resources, Safety and Governance Committee or another committee is not appointed or authorized to administer this Plan by the Board, all references in this Plan to the Committee will be deemed to be references to the Board;

(i) "**Company**" means Bird Construction Inc. and its successors and assigns;

(j) "**Constructive Dismissal**" means constructive dismissal as defined in the Participant's employment agreement with the Company or a Related Entity or, if such term is not defined or if the Participant has not entered into an employment agreement with the Company or a Related Entity, then as such term is defined by the common law or, if not so defined, such term shall refer to any material adverse change (other than a change which is clearly consistent with a promotion or lateral move) to the terms and conditions of the employment of a Participant without the Participant's consent, except where such adverse material change is applicable to all other officers and/or employees of the Company or a Related Entity;

(k) "**Control Period**" means the period commencing on the date of the Change of Control and ending twelve (12) months after the date of the Change of Control;

(l) "**Disability**" in respect of a Participant means that such Participant is on long term disability in accordance with the policies of the Company or the applicable Related Entity, as the same may exist from time to time;

(m) "**Dividend**" means a dividend paid by the Company in respect of the Shares, expressed as an amount per Share;

(n) "**Dividend Payment Date**" means any date that a Dividend is paid to Shareholders;

(o) "**Dividend Record Date**" means the applicable record date in respect of any Dividend used to determine the Shareholders entitled to receive such Dividend;

(p) "**Exchange**" means the Toronto Stock Exchange, or if at any time the Shares are not listed for trading on such exchange, such exchange as may be designated by the Board;

(q) "**Fair Market Value**" with respect to a Share, as at any date means the weighted average of the prices at which the Shares traded on the Exchange (or, if the Shares are not then listed and posted for trading on the Exchange, on such stock exchange in Canada on which the Shares are then listed and posted for trading as may be selected for such purpose by the Board) for the five trading days on which the Shares traded on such Exchange immediately preceding such date. In the event that the Shares are not listed and posted for trading on any stock exchange, the Fair Market Value shall be the fair market value of the Shares as determined by the Board, in its discretion, acting reasonably and in good faith;

(r) "**Insider**" means an insider as defined in Part I of the TSX Company Manual;

(s) "**Issue Date**" means, with respect to any Unit, the date upon which cash or Shares awarded thereunder shall be issued to the Participant in settlement of such Unit;

(t) "**Notice Date**" means the date on which written notice of termination of employment is provided by the Participant to the Company or by the Company to the Participant, as the case may be;

(u) "**Participant**" has the meaning set forth in Section 5 hereof;

(v) "**Performance Multiplier**" means such multiplier for performance in respect of a Performance Share Unit, as determined from time to time by the Committee and set out in a Participant's Performance Share Unit Agreement;

(w) "**Performance Share Unit**" means a unit equivalent in value to a Share, credited by means of a bookkeeping entry on the books of the Company, which shall be adjusted by the Performance Multiplier in accordance with Section 7(b) hereof and the applicable Performance Share Unit Agreement;

(x) "**Performance Share Unit Agreement**" means the form of award agreement for Performance Share Units set forth in Schedule A to this Plan, as may be amended from time to time;

(y) "**Plan**" means the Bird Construction Inc. Equity Incentive Plan, as may be amended from time to time;

(z) "**Related Entity**" has the meaning ascribed to the term "related entity" in Section 2.22 in National Instrument 45-106 of the Canadian Securities Administrators, as amended from time to time;

(aa) "**Restricted Share Unit**" means a unit equivalent in value to a Share, credited by means of a bookkeeping entry on the books of the Company;

(bb) "**Restricted Share Unit Agreement**" means the form of award agreement for Restricted Share Units set forth in Schedule B to this Plan, as may be amended from time to time;

(cc) "**Retirement**" means retirement from active employment with the Company or a Related Entity that is approved by the Board, provided the Participant is not employed in an industry related to the Company's business at the Issue Date;

(dd) "**Security Based Compensation Arrangement**" has the meaning ascribed to the term in the TSX Company Manual;

(ee) "**Service Provider**" has the meaning set forth in Section 5 hereof;

(ff) "**Share**" means a common share of the Company, or in the event of an adjustment contemplated by Section 9, such number or type of securities as the Company may determine;

(gg) "**Share Ownership Requirements**" means the share ownership requirements adopted by the Board for a Participant of the Company, as amended from time to time;

(hh) "**Shareholder**" means a holder of Shares;

(ii) "**TSX Company Manual**" means the Toronto Stock Exchange Company Manual, as amended from time to time;

(jj) "**Unit**" means a Performance Share Unit or a Restricted Share Unit; and

(kk) "**Unit Award Agreement**" means a Performance Share Unit Agreement or a Restricted Share Unit Agreement.

4. Plan Administration

This Plan shall be administered by the Human Resources, Safety and Governance Committee of the Board or such other committee as the Board considers appropriate and designates from time to time (the "**Committee**").

The Committee and the Board shall have the authority and discretion to administer this Plan and to exercise all the powers and authorities either specifically granted to it under this Plan or necessary or advisable in the administration of this Plan, including, without limitation to:

(a) make grants of Performance Share Units and/or Restricted Share Units;

(b) in the event the Shares are not listed and posted for trading on any stock exchange, determine the Fair Market Value of the Shares on any date;

(c) determine the Service Providers to whom, and the time or times at which Performance Share Units and/or Restricted Share Units shall be granted;

(d) determine from time to time, and to specify in the applicable Performance Share Unit Agreement, the performance metrics and the performance period applicable to the Performance Share Units, the manner in which such performance metrics will be calculated and, if applicable, any peer comparison group;

(e) prescribe, amend and rescind rules and regulations relating to this Plan;

(f) interpret this Plan; and

(g) make all other determinations deemed necessary or advisable for the administration of this Plan.

The determinations of the Committee shall be subject to review and approval by the Board. The Committee may delegate to one or more of its members or to one or more agents such administrative duties as it may deem advisable, and the Committee or any person to whom it has delegated duties as aforesaid may employ one or more persons to render advice with respect to any responsibility the Committee or such person may have under this Plan.

For greater certainty and without limiting the discretion conferred on the Committee pursuant to this Section, the Committee's decision to approve the grant of a Unit in any year shall not require the Committee to approve the grant of a Unit to any Service Provider in any other year, nor shall the Committee's decision with respect to the size or terms and conditions of a Unit in any year require it to approve the grant of Units of the same or similar size or with the same or similar terms and conditions to any Service Provider in any other year. The Committee shall not be precluded from approving the grant of Units to any Service Provider solely because such Service Provider may previously have been granted Units under this Plan or any other similar compensation arrangement of the Company or a Related Entity. No Service Provider has any claim or right to be granted Units.

5. Eligibility and Award Determination

Units may be granted only to employees or officers of the Company or to persons, firms or corporations who are officers or employees of, or working under contract for, any Related Entities (collectively, "**Service Providers**"), provided, however, that the participation of a Service Provider in this Plan is voluntary. In determining the Service Providers to whom Units may be granted ("**Participants**") and the number of Units to be covered by each grant, the Committee may take into account such factors as the Committee shall determine, in its absolute discretion, including, if so determined by the Committee, any one or more of the following factors:

(a) compensation data for comparable benchmark positions among any peer comparison group determined by the Committee;

(b) the duties, responsibilities, position and seniority of the Participant;

(c) performance measures of the Company or any Related Entity compared with similar performance measures of members of any peer comparison group for the most recently completed fiscal year;

(d) the individual contributions and potential contributions of the Participant to the success of the Company or any Related Entity;

(e) any cash bonus payments paid or to be paid to the Participant in respect of his or her individual contributions and potential contributions to the success of the Company;

(f) the Fair Market Value of the Shares at the time of grant of such Units; and

(g) such other factors as the Committee may deem relevant, in its sole discretion, in connection with accomplishing the purposes of this Plan.

6. Reservation of Shares

Subject to Section 9 of this Plan, the number of Shares that may be issued pursuant to the Plan shall not exceed 1,200,000 Shares. This prescribed maximum may be subsequently increased to any specified amount, provided the change is authorized by the applicable regulatory authorities and a vote of the Shareholders.

Notwithstanding the foregoing:

(a) the number of Shares issuable to Insiders by the Company at any time, under all Security Based Compensation Arrangements including, without limitation this Plan, shall not exceed 5% of the issued and outstanding Shares of the Company calculated on a non-diluted basis; and

(b) the number of Shares issued to Insiders, within any one year period, under all Security Based Compensation Arrangements, including, without limitation, this Plan, shall not exceed 5% of the issued and outstanding Shares calculated on a non-diluted basis,

provided that if the acquisition of Shares by the Company for cancellation should result in such tests no longer being met, this shall not constitute non-compliance with this Section 6 for any awards outstanding prior to such purchase of Shares for cancellation.

Where such approval to issue from treasury has been obtained, if any Units granted under this Plan shall expire, terminate or be cancelled for any reason without the Shares issuable thereunder having been issued in full, any Shares shall be available for the purposes of the granting of further Units under this Plan.

7. Terms and Conditions of Grants of Units

Each grant of Units shall be subject to the terms and conditions of this Plan and evidenced by a Unit Award Agreement, which agreement shall comply with, and be subject to, the requirements of the Exchange and the following terms and conditions (and with such other terms and conditions not inconsistent with the terms of this Plan as the Committee or the Board, in its discretion, shall establish):

(a) **Number and Type of Units**. The Committee shall determine the number and type of Units to be granted to a Participant in accordance with the provisions set forth in Section 5 of this Plan and shall designate such awards as Performance Share Units and/or Restricted Share Units, as applicable, in the Unit Award Agreement relating thereto.

(b) **Issue Dates and Adjustment of Units.**

(i) Units. Subject to Section 7(e) hereunder, with respect to any Unit, the Issue Date relating to such Unit shall be, after the third anniversary of the date of the Unit Award Agreement, the date determined by the Board for the Unit provided, however, that immediately prior to each Issue Date, the number of Shares issuable on such Issue Date shall be adjusted by multiplying such number by: (1) the Adjustment Ratio applicable in respect of such Unit; and (2) in the case of a Performance Share Unit, the Performance Multiplier in respect of such Performance Share Unit (the "**Adjusted Shares**").

(ii) Board Discretion to Accelerate the Issue Date. Notwithstanding any other provision of this Plan, the Board may, in its sole discretion, accelerate the Issue Date for all or any Units at any time and from time to time.

(c) **Settlement of Units.** Subject to the provisions of this Plan, on the Issue Date pertaining to a Participant's Unit Award Agreement, the Participant shall receive in respect of his or her Units, at the Company's election and in its sole and exclusive discretion, the following Shares and or Cash Payment, the aggregate value of which is equal to the Fair Market Value of the Adjusted Shares: (i) a number of whole Shares acquired by the Company on the Exchange or, at the Company's election, and subject to prior receipt of all applicable regulatory and Shareholder approval, issued from treasury; or (ii) a Cash Payment; or (iii) a combination of whole Shares and a Cash Payment. The number of Shares and/or the Cash Payment, as the case may be, to be delivered to the Participant hereunder may be reduced by the Company in accordance with Section 10.

(d) **Share Ownership Requirements.** Where and to the extent a Participant has not yet met the Share Ownership Requirements on an Issue Date, the Participant shall receive Shares pursuant to Section 7(c).

(e) **Termination of Relationship as Service Provider.** Unless otherwise provided in a Unit Award Agreement pertaining to a particular grant of Units or any written employment agreement governing a Participant's role as a Service Provider, and subject to the Board's discretion, including its discretion to allow vesting earlier than on the Issue Date, the following provisions shall apply in the event that a Participant ceases to be a Service Provider:

(i) Termination for Cause. If a Participant ceases to be a Service Provider as a result of termination by the Company or a Related Entity for Cause, effective as of the Notice Date, all outstanding Unit Award Agreements under which Units have been made to such Participant shall be terminated and all rights to receive Shares or the Cash Payment thereunder shall be forfeited by the Participant, and the Participant shall not be entitled to receive any Shares or compensation in lieu thereof.

(ii) Termination not for Cause. If a Participant ceases to be a Service Provider as a result of termination by the Company or a Related Entity other than for Cause, subject to the discretion of the Board, the Participant shall, on the Issue Date, be entitled to receive the number of Shares and/or a Cash Payment as set out in Section 7(c) multiplied by a fraction, the numerator of which is the number of days the Participant was an active employee of the Company or a Related Entity during the performance period and the denominator of which is the number of days comprising the performance period. For greater certainty, the Performance Multiplier and Adjustment Ratio, as applicable, shall be determined as of the Issue Date.

(iii) Voluntary Resignation. If a Participant ceases to be a Service Provider as a result of the resignation by the Participant other than pursuant to Sections 7(e)(iv), (v) or (vii), effective as of the Notice Date, all outstanding Unit Award Agreements under which Units have been made to such Participant shall be terminated and all rights to receive Shares or the Cash Payment thereunder shall be forfeited by the Participant, and the Participant shall not be entitled to receive any Shares or compensation in lieu thereof.

(iv) Retirement. If a Participant ceases to be a Service Provider as a result of such Participant's Retirement, the Participant shall, on the Issue Date, provided the Participant is still in Retirement, be entitled to receive the number of Shares and/or a Cash Payment as set out in Section 7(c) multiplied by a fraction, the numerator of which is the number of days the Participant was an active employee of the Company or a Related Entity during the performance period and the denominator of which is the number of days comprising the performance period. For greater certainty, the Performance Multiplier and Adjustment Ratio, as applicable, shall be determined as of the Issue Date.

(v) Disability. If a Participant ceases to be a Service Provider as a result of such Participant's Disability, the Participant shall, on the Issue Date, be entitled to receive the number of Shares and/or a Cash Payment as set out in Section 7(c) multiplied by a fraction, the numerator of which is the number of days the Participant was an active employee of the Company or a Related Entity during the performance period and the denominator of which is the number of days comprising the performance period. For greater certainty, the Performance Multiplier and Adjustment Ratio, as applicable, shall be determined as of the Issue Date.

(vi) Death. If a Participant ceases to be a Service Provider as a result of such Participant's death, the Issue Date for all Units awarded to such Participant under any outstanding Unit Award Agreements shall be thirty (30) days after the date of death and, on the Issue Date, the Participant's beneficiary or estate, as the case may be, shall be entitled to receive the number of Shares and/or a Cash Payment as set out in Section 7(c) multiplied by a fraction, the numerator of which is the number of days the Participant was an active employee of the Company or a Related Entity during the performance period and the denominator of which is the number of days comprising the performance period, provided that the Performance Multiplier used in Section 7(b) to calculate the number of Adjusted Shares shall be 1.0.

(vii) Change of Control. If a Change of Control shall occur and the Participant shall cease to be a Service Provider by reason of termination:

(A) by the Company or a Related Entity or by the entity that has entered into a valid and binding agreement with the Company and/or a Related Entity to effect the Change of Control at any time after such agreement is entered into and prior to the end of the Control Period, and such termination was for any reason other than for Cause; or

(B) by the Participant within ninety (90) days after an act of Constructive Dismissal, provided such act of Constructive Dismissal occurs during the Control Period;

the Issue Date for Units awarded to such Participant under any outstanding Unit Award Agreements (or any replacement awards issued in accordance with Section 9) shall be as of the date of such Participant's termination and all Units, or replacement awards, as the case may be, shall vest in full. The Performance Multiplier shall be calculated at the Issue Date or, if not reasonably capable of calculation at that date, shall be determined by the Committee acting reasonably and subject to approval of the Board, and the Adjustment Ratio shall be determined as of the Issue Date in accordance with Section 7(b).

8. Rights as a Shareholder

Until the Shares granted pursuant to any Units have been issued in accordance with the terms of this Plan, the Participant to whom such Units has been made shall not possess any incidents of ownership of such Shares including, for greater certainty and without limitation, the right to receive Dividends on such Shares and the right to exercise voting rights in respect of such Shares. Such Participant shall only be considered a Shareholder in respect of such Shares when the issuance has been entered upon the records of the duly authorized transfer agent of the Company.

9. Effect of Certain Changes

In the event:

(a) of any change in the Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise;

(b) that any rights are granted to Shareholders to purchase Shares at prices substantially below Fair Market Value; or

(c) that, as a result of any recapitalization, merger, consolidation or other transaction, the Shares are converted into or exchangeable for any other securities,

then, in any such case, the Board may make such adjustments to this Plan, to any Units and to any Unit Award Agreements outstanding under this Plan as the Board may, in its sole discretion, consider appropriate in the circumstances to prevent dilution or enlargement of the rights granted to Participants hereunder.

In the event of a Change of Control, all outstanding Units shall be replaced with similar units (provided however that any Performance Share Units granted hereunder may be replaced with an equivalent number of Restricted Share Units) of the entity resulting from the transaction on substantially the same terms and conditions as this Plan unless such replacement is not possible or practical, as the Board may, in its sole discretion, determine.

Upon the Company entering into an agreement relating to, or otherwise becoming aware of, a transaction which, if completed would result in a Change of Control, the Committee may, in its sole discretion, determine that the Issue Date for all Shares awarded pursuant to such Units that have not yet been issued as of such time shall be the date which is the date upon which a Change of Control is completed.

10. Withholding Taxes

When a Participant or other person becomes entitled to receive Shares or a Cash Payment in respect of any Units granted to the Participant under a Unit Award Agreement, the Company shall have the right to require the Participant or such other person to remit to the Company an amount sufficient to satisfy any withholding tax requirements relating thereto. Unless otherwise prohibited by the Committee or by applicable law, satisfaction of the withholding tax obligation may be accomplished by any of the following methods or by a combination of such methods:

(a) the tendering by the Participant of cash payment to the Company in an amount less than or equal to the total withholding tax obligation; or

(b) the withholding by the Company from the Shares otherwise due to the Participant such number of Shares having a Fair Market Value, determined as of the date the withholding tax obligation arises, less than or equal to the amount of the total withholding tax obligation; or

(c) the withholding by the Company from any cash payment otherwise due to the Participant such amount of cash as is less than or equal to the amount of the total withholding tax obligation;

provided, however, that the sum of any cash so paid or withheld and the Fair Market Value of any Shares so withheld is sufficient to satisfy the total withholding tax obligation.

11. Non-Transferability

Subject to Section 7(e)(vi), the right to receive Shares pursuant to Units granted to a Service Provider may only be exercised by such Service Provider personally and no assignment, sale, transfer, pledge or charge of a Unit, whether voluntary, involuntary, by operation of law or otherwise, vests any interest or right in such Units whatsoever in any assignee or transferee and, immediately upon any assignment, sale, transfer, pledge or charge or attempt to assign, sell, transfer, pledge or charge, such Units shall terminate and be of no further force or effect.

12. Amendment, Suspension or Termination of Plan

(a) Subject to Section 12(b) and 12(c) below and to the rules and policies of the Exchange and applicable law, the Board may, without notice or Shareholder approval, at any time or from time to time, suspend or terminate the Plan or amend the terms of the Plan or any Unit Award Agreement, for any purpose which, in the good faith opinion of the Board may be expedient or desirable. Subject to Section 12(b), the Board and the Committee, as the case may be, have the sole and complete authority, without notice or Shareholder approval , to:

(i) grant Units to Participants under the Plan;

(ii) with respect to any Performance Share unit, set and waive any performance criteria and determine the calculation of any performance criteria;

(iii) interpret the Plan and prescribe, modify and rescind rules and regulations relating to the Plan;

(iv) correct any defect or supply any omission or reconcile any inconsistency in the Plan and make such housekeeping amendments in the manner and to the extent it considers necessary or advisable for the implementation and administration of the Plan;

(v) exercise rights reserved to the Company under the Plan;

(vi) notwithstanding Section 7(c) or any election by a Participant to receive the Cash Payment, the Company may require the Participant to receive Shares or the Cash Payment on any Issue Date;

(vii) prescribe forms for notices to be prescribed by the Company under the Plan; and

(viii) make all other determinations and take all other actions as it considers necessary or advisable for the implementation and administration of the Plan.

(b) Notwithstanding Section 12(a), none of the following amendments shall be made to this Plan or to any Unit without approval of the Exchange (to the extent the Company has any securities listed on such exchange) and the approval of Shareholders:

(i) amendments to the Plan which would increase the number of securities issuable under the Plan, otherwise than in accordance with Section 9;

(ii) amendments to the Plan which would increase the number of securities issuable to Insiders, otherwise than in accordance with the terms of this Plan;

(iii) amendments to the Plan that would permit the grant of Units to non-executive directors or add any non-employee directors as Participants on a discretionary or other basis;

(iv) amendments that would extend the expiry date of any Units beyond the original expiry date of the Unit under this Plan;

(v) amendments that would change the date of grant of any Units, otherwise than in accordance with the terms of this Plan;

(vi) an amendment to permit Units to be transferred other than pursuant to Section 7(e)(vi); and

(vii) an amendment to the provisions of this Section 12(b) respecting matters requiring Shareholder approval other than the addition of matters to be subject to Shareholder approval.

Such amendments shall require the approval of the Company's Shareholders in a general meeting by ordinary resolution.

(c) Notwithstanding Section 12(a) and (b), the Board shall not alter or impair any rights or increase any obligations with respect to a Unit previously granted under the Plan without the consent of the Participant.

(d) If the Board terminates or suspends the Plan, no new Units will be awarded. Previously awarded Units whether or not vested, may at the Committee's election, be accelerated (if unvested) and/or Shares issuable in respect of such Units may be distributed to a Participant or may remain outstanding.

(e) The Board shall not require the consent of any affected Participant in connection with a termination of the Plan in which the vesting of all Units held by the Participant are accelerated and the Shares are issued to the Participant in respect of all such Units.

(f) The Plan will terminate on the date upon which no further Units remain outstanding.

13. Compliance with Legal Requirements

The Company, in its sole discretion, may postpone the issuance or delivery of Shares under any Units as the Board may consider appropriate, and may require any Participant to make such representations and furnish such information as it may consider appropriate in connection with the issuance or delivery of Shares in compliance with applicable laws, rules and regulations.

14. No Right to Continued Employment

Nothing in this Plan or in any Unit Award Agreement entered into pursuant hereto shall confer upon any Participant the right to continue in the employ or service of the Company or any Related Entities, to be entitled to any remuneration or benefits not set forth in this Plan or a Unit Award Agreement or to interfere with or limit in any way the right of the Company or any Related Entity to terminate Participant's employment or service arrangement with the Company or any Related Entity.

15. Ceasing to be a Related Entity

Except as otherwise provided in this Plan, Units granted under this Plan shall not be affected by any change in the relationship between or ownership of the Company and a Related Entity. For greater certainty, all Units shall remain valid and exercisable in accordance with the terms and conditions of this Plan and are not and shall not be affected by reason only that, at any time, any corporation, partnership or trust ceases to be a Related Entity.

16. Assignment

Rights and obligations under the Plan may be assigned by the Company to a successor in the business of the Company, any company resulting from any amalgamation, reorganization, combination, merger or arrangement of the Company, or any company acquiring all or substantially all of the assets or business of the Company.

17. Market Risk and Fluctuations

No amount will be paid to, or in respect of, a Participant under the Plan to compensate for a downward fluctuation in the price of Shares, nor will any other form of benefit be conferred upon, or in respect of, a Participant for such purpose. The Company makes no representations or warranties to Participants with respect to the Plan or the Shares whatsoever. In seeking the benefits of participation in the Plan, a Participant agrees to accept all risks associated with any decline in the market price and Fair Market Value of Shares.

18. Participant Information

Each Participant shall provide to the Company all information (including personal information) required by the Company in order to administer the Plan. Each Participant acknowledges that information required by the Company in order to administer the Plan may be disclosed to the Committee or its appointed administrator and other third parties in connection with the administration of the Plan. Each Participant consents to such disclosure and authorizes the Company to make such disclosure on the Participant's behalf.

19. Blackout Period

In the event that any Issue Date falls within a Blackout Period, such Issue Date shall be deferred until the second business day following the expiration date of the Blackout Period.

20. Gender

Whenever used herein words importing the masculine gender shall include the feminine and neuter genders and vice versa.

21. Interpretation

This Plan will be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

22. Effective Date

This Plan shall take effect on January 1, 2017.

With respect to profit sharing and entitlement to bonuses relating to any performance period under this Plan, as of the Effective Date hereof, this Plan supersedes and replaces any and all profit sharing or bonus plans otherwise applicable to Service Providers who are designated as Participants under this Plan with the exception of the Short Term Incentive Plan issued for the Company’s Participants effective January 1, 2017. For greater certainty, entitlements to profit sharing or bonuses granted to Participants under other Company plans before the Effective Date of this Plan shall remain unaffected by this Plan.

SCHEDULE C

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 and the Human Resources, Safety and Governance Committees, 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, acting through the HRS&G Committee, 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.

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.

Following the attainment of age 75, a Director will offer to retire from the Board of Directors at the next annual meeting of shareholders. The Board of Directors will collectively evaluate the performance of the Director and may request that the Director continue in their capacity on the Board for an additional year. The process will be continued on an annual basis until such time as either the Board of Directors accept the member's offer to retire or the Board member elects to tender their resignation from the Board.

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 may invite 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, and 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 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.

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.