



## MANAGEMENT INFORMATION CIRCULAR

For the Annual Meeting of Shareholders  
to be held on Wednesday, June 4, 2008

### SOLICITATION

This Management Information Circular (“Circular”) is forwarded to holders of common shares of Tri-White Corporation (hereinafter called “Tri-White” or the “Corporation”) in connection with the solicitation of proxies by the management of the Corporation from the holders of common shares (the “Shareholders”) for use at the annual meeting (“Meeting”) of Shareholders to be held on Wednesday, June 4<sup>th</sup>, 2008, at the hour of 11:00 in the morning (Eastern Time), at Glen Abbey Golf Club, 1333 Dorval Drive, Oakville, Ontario, L6J 4Z3 for the purposes set forth in the Notice of Meeting which accompanies this Circular and at any adjournment thereof. The solicitation of proxies by this Circular is being made by or on behalf of management of the Corporation and the total cost of solicitation will be borne by the Corporation. The information given herein is given at April 30, 2008.

### APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy are representatives of management and are directors and/or officers of the Corporation (“Management Nominees”). **Each Shareholder has the right to appoint a person other than the persons named in the enclosed form of proxy, who need not be a Shareholder of the Corporation, to represent the Shareholder at the meeting or any adjournment thereof.** This right may be exercised by inserting the name of such person in the blank space provided in the form of proxy.

To be valid, proxies must be executed legibly by a registered Shareholder and deposited with CIBC Mellon, 320 Bay Street, Banking Hall Level, Toronto, Ontario M5H 4A6, not later than 5:00 p.m. (Toronto time) on June 3<sup>rd</sup>, 2008, or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or, any adjournment thereof.

### NON-REGISTERED HOLDERS

Only registered holders of common shares, or the persons they appoint as their proxies, are permitted to attend, speak at and vote on all matters that may properly come before the Meeting. However, in many cases, shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers, or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or

- b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101, the Corporation has distributed copies of the notice of meeting, Circular, the form of proxy and the Corporation's 2007 annual report (which includes management's discussion and analysis and consolidated financial statements for the fiscal year ended December 31, 2007) (collectively, the "**meeting materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders who have not waived the right to receive them. Typically, Intermediaries will use a service company to forward meeting materials to Non-Registered Holders. Generally, Non-Registered Holders of common shares of the Corporation who have not waived the right to receive meeting materials will either:

- a) be given a proxy which has already been signed by the Intermediary (often by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with CIBC Mellon Trust Company, as described above; or
- b) more typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder of common shares in accordance with the directions on the voting instruction form.

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

## **REVOCATION**

A registered Shareholder who has given a proxy may revoke the proxy by an instrument in writing, including another proxy bearing a later date, duly executed by the Shareholder or by his or her attorney authorized in writing, deposited with the Corporation as provided above. A Shareholder may also revoke a proxy 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 voting instructions for or waiver of the right to receive meeting materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

## **VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXY**

The Management Nominees designated in the enclosed form of proxy will vote or withhold from voting the common shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the direction 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 common shares will be voted accordingly. In the absence of instructions

with respect to a particular resolution, the common shares will be voted in favour of the resolution as indicated under the appropriate heading in this Circular.

The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the notice of meeting and other matters which may properly come before the Meeting. Management is not aware of any such amendments, variations or other matters as of the date hereof.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

As of April 30, 2008, 22,915,663 common shares of the Corporation were outstanding, each carrying the right of one vote, and may be voted at the Meeting. The record date for determining such shareholders was May 5, 2008.

To the knowledge of the directors and officers of the Corporation, no person beneficially owns, directly or indirectly, common shares of the Corporation carrying more than 10% of the voting rights attached to all issued common shares, other than Paros Enterprises Limited and S.N.A. Management Limited being corporations controlled by Mr. K. (Rai) Sahi, a director, Chairman and Chief Executive Officer of the Corporation, which beneficially own or exercise control or direction over 16,589,606 shares carrying approximately 72% of the votes attached to the outstanding voting shares of the Corporation and Burgundy Asset Management Ltd., which at April 30, 2008 beneficially owned or exercised control or direction over 3,780,812 shares carrying approximately 16.5% of the votes attached to the outstanding voting shares of the Corporation.

### **BUSINESS OF THE MEETING**

#### **ANNUAL FINANCIAL STATEMENTS**

The annual financial statements of the Corporation for the fiscal year ended December 31, 2007 are included in the Corporation's 2007 Annual Report, which is being mailed to Shareholders with this Circular. The annual report will be placed before the Shareholders at the Meeting.

#### **ELECTION OF DIRECTORS**

The articles of the Corporation provide that the Corporation shall have a minimum of one (1) director and a maximum of sixteen (16) directors. The board of directors of the Corporation currently consists of five (5) directors elected annually. The board of directors has resolved to fix the board size at five (5) directors and proposes to nominate five (5) persons for election as directors at the Meeting of the Shareholders. In accordance with the provisions of the articles of the Corporation, the directors may, between annual meetings of shareholders, appoint one or more directors, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders. The board of directors reserves this right to appoint, however there is no intention at this time to do so.

The term of office for each director is from the date of the Meeting at which he/she is elected, or the date of appointment, if applicable, until the close of the next annual meeting of Shareholders or until his/her successor is duly elected. If a director nominee is unable to serve as a director for any reason prior to the Meeting, the Management Nominees, unless directed otherwise, reserve the right to vote for another nominee in their discretion.

*Unless directed otherwise, on any ballot that may be called for in the election of directors, the Management Nominees designated in the enclosed form of proxy intend to vote such shares in favour of the election of the persons named below as directors of the Corporation to hold office until the next annual meeting of Shareholders.*

The following sets out information with respect to the proposed nominees for election as directors:

<p><b>David A. King</b> <i>Victoria, British Columbia</i></p> <p>Common Share holdings: 66,407 Option holdings: 15,000</p> <ul style="list-style-type: none"> <li>• Director since October 23, 1997</li> <li>• Member of the Audit Committee</li> <li>• Member of the Corporate Governance and Compensation Committee</li> <li>• Independent</li> </ul>	<p>Mr. King is a corporate director and is President of David King Corporation, a private investment company.</p> <p>Mr. King has a long history in North American real estate markets, commencing in the early 1960s with Sears Canada's real estate department, was a Senior Officer of Cambridge Shopping Centres Limited for six years and was a Senior Officer and President of Campeau Corporation for 15 years. Since 1988 Mr. King has pursued various private business interests.</p> <p>Mr. King currently serves on the boards of Morguard Corporation, Morguard Real Estate Investment Trust, and Revenue Properties Company Limited.</p>
<p><b>John Lokker</b> <i>Caledon, Ontario</i></p> <p>Common Share holdings: 32,500 Option holdings: 27,500</p> <ul style="list-style-type: none"> <li>• Director since November 16, 2000</li> <li>• Chairman of the Audit Committee</li> <li>• Member of the Corporate Governance and Compensation Committee</li> <li>• Independent</li> </ul>	<p>Mr. Lokker is Chief Executive Officer of Neal Traffic Services Limited, a transportation consulting services firm.</p> <p>Mr. Lokker was Vice President of Tri-White from 1998 to 2000, monitoring the activities of the Corporation as well as developing strategic directions, and is a former officer and consultant of Morguard Corporation. In the past he has held the position of CFO of Kingsway-Motorways, the largest transportation organization of its time; and President of Consolidated Fastfrate.</p> <p>Mr. Lokker is a Chartered Accountant and Certified Fraud Examiner with direct experience in senior financial roles, including corporate finance and internal audit.</p>

<p><b>Samuel J.B. Pollock</b> <i>Oakville, Ontario</i></p> <p>Common Share holdings: nil Option holdings: nil</p> <ul style="list-style-type: none"> <li>• New nominee</li> <li>• Independent</li> </ul>	<p>Mr. Pollock is Managing Partner and Co-head of Infrastructure Activities of Brookfield Asset Management Inc. and is responsible for the expansion of Brookfield’s infrastructure operating platform and proprietary investment initiatives.</p> <p>Mr. Pollock joined Brookfield's financial services operation in 1994 and has held various senior positions in the organization, including leadership of the company's financial advisory services and merchant banking operations.</p> <p>Mr. Pollock is a Chartered Accountant and holds a business degree from Queen's University.</p> <p>Mr. Pollock serves on the board of Renasant Financial Partners Ltd., Acadian Timber Income Fund and Fraser Papers Inc.</p>
<p><b>K. (Rai) Sahi</b> <i>Mississauga, Ontario</i></p> <p>Common Share holdings: 16,589,606 Option holdings: 90,000</p> <ul style="list-style-type: none"> <li>• Director, Chairman and Chief Executive Officer since October 23, 1997</li> <li>• Non-independent due to ownership/control of 72% of outstanding common shares of Tri-White and member of management</li> </ul>	<p>Mr. Sahi is Chairman and Chief Executive Officer of Morguard Corporation, a major Canadian public real estate and property management company.</p> <p>Mr. Sahi is a Certified General Accountant and has many years experience in public and private corporations including extensive experience dealing with financial reporting, standards, and policy. Mr. Sahi was a director of TCT Logistics Inc., a transportation and supply chain management company, from July 2000 to January 2002 at which time the company was placed in receivership.</p> <p>In addition to Morguard Corporation, Mr. Sahi serves on the boards of Morguard Real Estate Investment Trust, Revenue Properties Company Limited, ClubLink Corporation, Renasant Financial Partners Ltd. and the Canadian Broadcasting Corporation.</p>

<p><b>Donald Turple</b> <i>Winnipeg, Manitoba</i></p> <p>Common Share holdings: 49,550 Option holdings: 90,000</p> <ul style="list-style-type: none"> <li>• Director since November 23, 1998</li> <li>• Vice President, Corporate Development since December 28, 2007</li> <li>• Non-independent due to being a member of management</li> </ul>	<p>Mr. Turple is a consultant to Morguard Corporation holding the role of Vice President, Corporate Development of Tri-White since December 2007 and Vice President of Morguard Corporation since May 2007. Prior to that time, Mr. Turple was Chief Financial Officer of Tri-White and Morguard Corporation. He has acted in various capacities with the Morguard Corporation group for more than 10 years.</p> <p>Mr. Turple is a Chartered Accountant and has many years experience in public and private corporations with direct experience in senior financial roles, including corporate finance. Mr. Turple was a director of TCT Logistics Inc., a transportation and supply chain management company, from December 2001 to January 2002 at which time the company was placed in receivership.</p> <p>Mr. Turple currently serves on the board of ClubLink Corporation.</p>
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\*During the past five years all directors have been employed in various capacities by the companies or firms indicated opposite their names unless otherwise noted.

## COMPENSATION OF DIRECTORS

The Corporate Governance and Compensation Committee review director compensation annually and make recommendations on remuneration to the Board of Directors.

The Corporation paid \$192,100 in respect of directors' fees during the fiscal year ended December 31, 2007. The Corporation paid \$192,100 in respect of directors' fees during year ended December 31, 2006. These fees, payable only to directors who are not full-time employees of the Corporation, represent an annual fee of \$20,000 per director, paid quarterly, and a \$1000 attendance fee per meeting. The Audit Committee chair is paid an additional \$5,000 per annum. All other Committee chairs are paid an additional \$3,000 per annum. The Chairman of the Board receives \$75,000 per year in director's fees, paid quarterly. These director fees have been in effect since January 1, 2006. The directors are entitled to be reimbursed for their reasonable out-of-pocket expenses incurred in connection with the Corporation.

## APPOINTMENT OF AUDITORS

Deloitte & Touche LLP, Chartered Accountants are the external auditors of the Corporation and have served in that capacity since 1997. From time to time, Deloitte & Touche also provide consulting and non-audit services to the Corporation and its subsidiaries. It is the policy of the Audit Committee to pre-approve audit and audit-related services as well as non-audit services. It is the policy of the Audit Committee to consider whether the provision of services other than audit services is compatible with maintaining the auditors' independence.

The following table sets forth the fees billed by Deloitte & Touche to the Corporation for the fiscal years ended December 31, 2006 and 2007:

<b>Service Performed</b>	<b>2006</b>	<b>2007</b>
Audit of consolidated financial statements	\$49,000	\$57,000
Quarterly review of consolidated financial statements	50,000	50,000
Audit of subsidiary level financial statements (US GAAP)	47,500	50,000
Tax services	39,971	130,319
Total fees	\$186,471	\$270,319

Audit fees means billings for professional services rendered by the issuer's external auditor for the audit and review of the issuer's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements. Fees are captured as they relate to the most recent auditor's opinion (not the issuer's fiscal year).

Tax services fees means billings for professional services for tax compliance, tax advice, and tax planning. All other fees means fees not meeting the other fee classifications. Fees are typically captured on an annual basis coinciding with the issuer's fiscal year.

*Unless directed otherwise, on any ballot that may be called for in the appointment of auditors, the Management Nominees designated in the enclosed form of proxy intend to vote such shares in favour of reappointing Deloitte & Touche LLP, as auditors of the Corporation to hold office until the next annual meeting of Shareholders, and authorizing the directors to fix the remuneration to be paid to the auditors.*

*[Remainder of page intentionally left blank]*

## STATEMENT OF EXECUTIVE COMPENSATION

### COMPENSATION OF NAMED EXECUTIVE OFFICERS

The following table sets forth all compensation paid to the Chief Executive Officer and the Chief Financial Officer and the other most highly compensated executive officers (as defined in Regulations under the *Securities Act* (Ontario)) of the Corporation (the "Named Executive Officers").

Name and Principal Position	Annual Compensation				Long Term Compensation Awards	All Other Compensation (\$)
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) <sup>(1) (2)(3)</sup>	Securities Under Options Granted (#)	
K. (Rai) Sahi Chairman and Chief Executive Officer	2007	-	-	261,000	-	-
	2006	-	-	260,000	-	-
	2005	-	-	241,800	-	-
Donald Turple Vice President & Chief Financial Officer <sup>(4)</sup>	2007	-	-	206,000	-	-
	2006	-	-	233,750	-	-
	2005	-	-	181,800	-	-
Gary C. Danielson <sup>(5)</sup> Vice President and President of White Pass & Yukon Route	2007	135,044	75,000	55,185	-	-
	2006	128,125	75,000	51,353	-	-
	2005	125,000	75,000	47,954	-	-

**Notes:**

- (1) Director's fees and other compensation.
- (2) The Corporation paid management fees to Morguard Corporation in 2007, 2006 and 2005. The amount paid to Morguard Corporation was \$600,000 in each of those years. The Corporation believes that 10% of the annual management fees are properly attributed to overhead, office, expenses etc, and the balance attributable to the services of the Named Executive Officers on the basis of K. (Rai) Sahi, 30%, Donald Turple, 30%, Beverley G. Flynn, 20% and Frank M. Munsters, 20%. These amounts were not actually paid to the Named Executive Officer by the Corporation.
- (3) The portion of management fees attributed to other members of management, namely each of Mr. Munsters and Ms. Flynn does not meet the definition of Named Executive Officer and are not included in the table.
- (4) Effective January 1, 2008 Mr. Turple assumed the position of Vice President, Corporate Development and Mr. Robert Wright was appointed as Chief Financial Officer. No compensation was received by Mr. Wright from the Corporation in 2007, 2006 and 2005.
- (5) US\$

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation's Stock Option Plan is available to employees, directors and officers of the Corporation and its subsidiaries and for such other persons who provide services of value to the Corporation and/or its subsidiaries. The Corporation may grant options at a fixed price, being the closing trading price of the Corporation's common shares on the Toronto Stock Exchange for the day prior to the day the option is granted.

The options vest as to 20% at the beginning of each year on a cumulative basis and are exercisable over a 10-year period. The total number of shares to be optioned to any Optionee shall not exceed 5% of the issued and outstanding shares at the date of the grant and the options are not assignable. The Corporation's board may amend the stock option plan, however, shareholders of the Corporation must approve any increase in the total number of

shares reserved for options, a reduction of the price of any option granted, or modification of the provisions of the Stock Option Plan relating to eligibility.

There are currently 449,000 options outstanding at the weighted-average exercise price of \$6.68. There are 1,851,000 options available for future issuance under the Stock Option Plan.

### SHARE OPTION PLAN AND GRANTS THEREUNDER

The Corporation did not grant options in 2007 and 2006.

### Aggregated Option Exercises During the Most Recently Completed Financial Year and Financial Year-End Option Values

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options at the End of the Financial Year		Value of Unexercised In-the-Money Options at the End of the Financial Year	
			Exercisable (#)	Unexercisable (#)	Exercisable (\$)	Unexercisable (\$)
K. (Rai) Sahi	Nil	Nil	77,000	13,000	160,600	13,650
Donald Turple	Nil	Nil	80,000	13,000	163,850	13,650
Beverley G. Flynn	Nil	Nil	20,000	5,000	21,000	5,250
Frank M. Munsters	Nil	Nil	32,500	5,000	74,000	5,250
Gary C. Danielson	Nil	Nil	21,000	5,000	25,300	5,250

Employment agreements are described under the section entitled Management Contracts below.

### DEFINED BENEFIT PENSION PLAN

The Corporation does not have a defined benefit pension plan.

### REPORT OF THE CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE

The executive compensation program is intended to attract, motivate and retain the key talent necessary for the corporation to be successful in the highly competitive environment in which it operates. The philosophy is to competitively compensate executives for total performance and contribution.

The guiding principle is “pay for performance”. The incentives paid to the Named Executive Officers are based on performance which includes the achievement of individual as well as corporate objectives. Named Executive Officers are rewarded based on both financial targets and specific objectives. Consequently, there is emphasis on incentives in the form of short term and long term incentives, which reflect underlying corporate performance in the

short and long term. This compensation is designed to be in the best interests of the Shareholders and will support the attraction and retention of qualified and experienced executives.

The major components of the executive compensation program are:

- Base salary
- Short term incentives
- Long term incentives

### ***Base Salary***

Base salary of executive officers is designed to be competitive and is determined by reference to individual performance, and their relative worth and value to the organization. Jobs are evaluated using compensable job factors found in the Hay Method of job evaluation. These factors serve as the criteria for assessing and comparing job values internally, and for external competitiveness through market pricing of selected key or benchmark jobs within a geographic area.

### ***Short- Term Incentives***

Short-term incentive cash compensation is incremental compensation paid by the Corporation and is based on achieving corporate and individual annual performance objectives.

An award under the short-term incentive plan is determined as a percentage of base salary by reference to individual performance and contribution as well as corporate performance, such as return on net assets, with the benchmark being set by the Corporate Governance and Compensation Committee (the “**CG Committee**”). An award may also reflect an adjustment related to the degree of difficulty of activities undertaken.

### ***Long Term Incentive***

The stock option plan is designed to provide each participant with a significant incentive to contribute to the growth and development of the Corporation from the perspective of an owner with an equity stake in the business, to attract and retain individuals with experience and ability, and to reward individuals for current and expected future contribution. The selection of optionees and the extent of their participation is reviewed by the CG Committee, upon the recommendation of the Chief Executive Officer. When options are granted, the CG Committee takes into account the number and terms of options already granted to an individual pursuant to stated guidelines. Options may be exercised commencing on the date of the initial grant of the options in annual 20% increments. Unexercised options expire 10 years from the date of the grant.

### ***Salary of the Chief Executive Officer & Named Executive Officers***

The Chief Executive Officer and all other Named Executive Officers except Gary C. Danielson did not receive any direct compensation for the year ended December 31, 2007 other than director's fees as outlined above. The Chief Executive Officer and Named Executive Officers are remunerated by Morguard Corporation who is a party to a management services agreement as outlined under Management Contracts.

Submitted by the members of the Corporate Governance and Compensation Committee:

J. Judd Buchanan (Chairman) (retiring)  
David A. King  
John Lokker

### **MANAGEMENT CONTRACTS**

Management functions of the Corporation are performed to a substantial degree by individuals who are not employed by the Corporation but some of whom have been elected or appointed directors and senior officers of the Corporation. The Corporation has a management services contract (the "Management Services Contract") with Morguard Corporation and its affiliated corporations (the "Morguard Group"). Morguard Corporation's registered office is Suite 1000, 55 City Centre Drive, Mississauga, Ontario L5B 1M3. Pursuant to the Management Services Contract, the Morguard Group provides managerial and consultative services for the Corporation's business and the businesses of its subsidiaries, through the personal services of certain of its senior officers and consultants (collectively referred to as "Management") on a non-exclusive basis. The amount payable by the Corporation to Morguard Corporation during the years ended December 31, 2007 and 2006 was \$50,000 per month. Subject to any changes as Morguard Corporation and the Corporation may agree, Management includes the individuals listed below together with their municipality of residence:

Donald Turple, Winnipeg, Manitoba;  
Beverley G. Flynn, Toronto, Ontario;  
Frank M. Munsters, Mississauga, Ontario;  
K. (Rai) Sahi, Mississauga, Ontario; and  
Robert Wright, Carlisle, Ontario.

K. (Rai) Sahi serves as Chief Executive Officer of the Corporation and provides such duties and exercises such powers as are normally associated with such position. Beverley G. Flynn serves as General Counsel and Secretary of the Corporation. Donald Turple served as Chief Financial Officer of the Corporation until December 31, 2007. He continues to monitor the activities of the Corporation on a daily basis and is responsible for developing a strategic plan for the Corporation in accordance with direction from the board of directors of the Corporation in his role as Vice President, Corporate Development. Robert Wright began serving as Chief Financial Officer on January 1, 2008. Frank M. Munsters provides banking, credit and treasury functions.

None of the individuals making up Management had any outstanding debt owing to the Corporation during the year ended December 31, 2007.

The officers and directors of Morguard Corporation and their municipalities of residences are listed below:

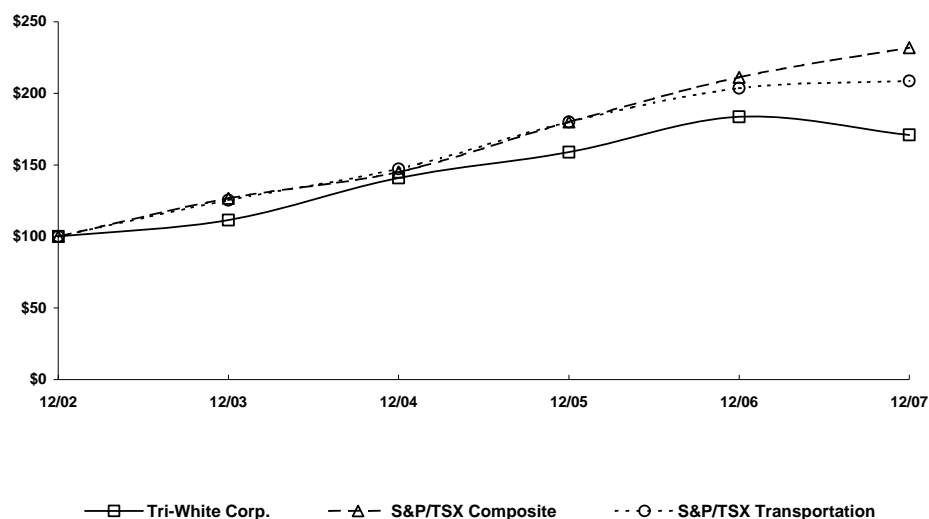
David A. King, Victoria, British Columbia	Wayne M.E. McLeod, Toronto, Ontario
David Thomson, Toronto, Ontario	Paul Pearson, New York, New York, U.S.A.
Frank M. Munsters, Mississauga, Ontario	K. (Rai) Sahi, Mississauga, Ontario
Beverley G. Flynn, Toronto, Ontario	Donald Turple, Winnipeg, Manitoba
Stephen Taylor, Oakville, Ontario	Paul Miatello, Toronto, Ontario
Timothy J. Murphy, Toronto, Ontario	

## SHARE PERFORMANCE GRAPH

The following graph shows a comparison over the five and a half year period ended December 31, 2007, of the value of \$100 originally invested in the Corporation's common shares with the cumulative return of the S&P/TSX Composite Index, in each case assuming reinvestment of dividends.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Tri-White Corp., The S&P/TSX Composite Index  
And The S&P/TSX Transportation Index



\* \$100 invested on 12/31/02 in stock or index-including reinvestment of dividends.  
Fiscal year ending December 31.

	12/02	12/03	12/04	12/05	12/06	12/07
Tri-White Corp.	100.00	111.54	140.92	158.89	183.60	171.06
S&P/TSX Composite	100.00	126.72	145.07	180.08	211.16	231.92
S&P/TSX Transportation	100.00	125.46	147.28	180.04	203.67	208.69

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

The Corporation maintains insurance for the benefit of its directors, officers and executives against liabilities incurred by them in such capacities, excluding liabilities brought about or contributed to by dishonesty of the insured or based upon or attributable to any property or advantage gained by the insured and to which the insured was not legally entitled. The policy covers claims made against the insured during the policy period with a limit of \$75,000,000 during the policy year and a limit of \$75,000,000 in respect of each claim. The premium payable by the Corporation for this coverage for the year ended December 31, 2007 was \$335,800 (2006 - \$368,800).

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

Other than as disclosed in this Circular, the Corporation is not aware of any material interest of any current or proposed director or officer of the Corporation in any transaction since January 1, 2007 or in any proposed transaction that has materially affected or will materially affect the Corporation.

## **STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

Tri-White is committed to the highest standards of corporate governance. The Directors believe that sound corporate governance practices are essential to the well being of the Corporation and its Shareholders and the board and committees of the Corporation review and refine these practices regularly in light of Canadian regulatory initiatives.

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") were adopted in each of the provinces and territories of Canada requiring issuers to disclose corporate governance practices and providing guidance on such practices. In addition, Tri-White is subject to Multilateral Instrument 52-110 *Audit Committees*.

Tri-White has adopted Codes of Conduct and Conflict of Interest Guidelines that govern the behaviour of its directors, officers and employees. The standards are available on Tri-White's website at [www.triwhite.com](http://www.triwhite.com) and at [www.sedar.com](http://www.sedar.com). The Corporate Governance and Compensation Committee is responsible for monitoring compliance with the standards and annually requires the guidelines be reviewed and signed by all directors and officers.

The corporate governance practices adopted by the Corporation are set out below.

## **BOARD OF DIRECTORS**

The primary responsibility of the Board of Directors of Tri-White is to foster the long-term success of the Corporation consistent with the Board's responsibility to the shareholders of the Corporation to maximize shareholder value. The Board facilitates its exercising of independent supervision of the Company's management through frequent meetings, both with and without members of the Company's management (including members of management that are also directors) being in attendance. In fulfilling its mandate, the Board, among other things, has the following duties and objectives:

- assessing the effectiveness of the Board, Committees and Directors;

- succession planning for the Corporation including appointing and monitoring senior management;
- development and maintenance of written position descriptions for the Chief Executive Officer, the Lead Director and Committees of the Board;
- adoption of a strategic planning process for the Corporation;
- the integrity of the Corporation's internal control and management information systems;
- adoption of a communications policy for the Corporation;
- review of management authority and establishing limits based on the size and nature of proposed transactions; and
- identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks.

The Board of Directors has adopted the formal mandate set out in Schedule "A" to this Information Circular.

During 2007, the Corporation's Board of Directors held five meetings. The following is a record of director's attendance at these meetings and meetings of committees of the Board of Directors:

<b>Director</b>	<b>Board of Directors</b>	<b>Audit Committee</b>	<b>CG Committee</b>	<b>Independent Director</b>
David A. King	6	4	1	4
Donald Turple	6	N/A	N/A	N/A
J. Judd Buchanan	6	4	1	4
John Lokker	6	4	1	4
K. (Rai) Sahi	6	N/A	N/A	N/A

New directors are provided with an orientation and education program that includes information regarding the duties and obligations of directors, the business and operations of the Corporation, documents from recent Board meetings and opportunities for meetings and discussion with senior management of the Corporation and other directors. In addition to having extensive discussions with the Chairman of the Board and the Lead Director, new directors receive a Director's Handbook including governance policies and mandates, historical public information and minutes of prior meetings of the Board and applicable committees. The orientation is further tailored to that director's individual needs and areas of interest. Tri-White encourages its directors to take advantage of continuing education opportunities, provides information and updates to directors on relevant topics, has management and, where advantageous, outside experts give presentations and will, upon request, reimburse directors for continuing education programs attended.

The Board of Directors will consist of three independent directors, being a majority of the board of directors, Messrs. Buchanan, King and Lokker. Mr. Turple is not independent as a result of his management role in Tri-White. Mr. Sahi is not independent as a result of his substantial ownership position in Tri-White as well as his management role.

The independent directors meet as they deem necessary. Mr. J. Judd Buchanan (retiring), an independent director, chairs all such meetings as Lead Director. The Lead Director

works with senior management, manages the Board, and ensures effective relations with shareholders, other stakeholders and the public and ensures that the management of these relationships is effective, efficient and furthers the best interests of the Corporation. The Lead Director must provide strong leadership and ensure the mechanisms for effective governance are in place. The Lead Director may be contacted: c/o Tri-White Corporation, Suite 1000, 55 City Centre Drive, Mississauga, Ontario L5B 1M3.

It is the responsibility of the CEO to report to the Board of the Corporation and maintain open communication with Board members. In fulfilling his mandate, the CEO has responsibilities including implementing Board initiatives, developing a strategic plan for the Corporation and providing leadership in the operational running of the business.

## **COMMITTEES**

Tri-White has two committees: Audit and Corporate Governance and Compensation. The directors may create additional committees as they determine necessary or desirable for the purposes of properly governing the affairs of the Corporation. The committee chairs do not have written position descriptions, however, the Board instructs each committee chair of their responsibilities in ensuring the committee mandate is implemented, responsible items are completed and reported back to the Board regularly.

Committee members are appointed immediately following the annual meeting of shareholders. Set out below is a description of the committees of the Board, their mandates and their activities.

### ***Audit Committee***

The Audit Committee assists the Board of Directors in fulfilling its financial oversight responsibilities. The Audit Committee reviews the financial statements, the adequacy of the system of internal control, the financial reporting process and management of financial risks, the nature and scope of the audit process as proposed by the auditors and the Corporation's disclosure controls and procedures. The roles and responsibilities of the Audit Committee are specifically defined so as to provide appropriate guidance to committee members as to their duties. The Committee provides and facilitates communication between Tri-White's internal and external auditors and the Board to discuss and review specific issues as appropriate.

The Audit Committee is composed entirely of independent directors. The Committee met four times during the year ended December 31, 2007. The members of the Audit Committee are Messrs. J. Judd Buchanan (retiring); David A. King; and John Lokker (chair).

### ***Corporate Governance and Compensation Committee***

The purpose of the Corporate Governance and Compensation Committee is to provide a focus on governance that will enhance the Corporation's performance and to assist the board in fulfilling their obligations relating to human resources and compensation and to establish a plan of continuity and development for the Corporation.

The Committee has the responsibility to develop a long-term plan for board composition and propose nominees that take into consideration the current strengths, skills and experience on the board, retirement dates and the strategic direction of the Corporation; monitor and make recommendations regarding the orientation, education and ongoing development of directors; review the Corporation's structures and procedures to ensure the directors

function independently of management; recommend any reports on corporate governance that may be required or considered advisable; and review and recommend responses to any Shareholder proposals.

The Corporate Governance and Compensation Committee uses annual board, committee and director assessments to determine what experience, if any, should be added to the Board and uses the network of personal contacts in the tourism, railway and merchant banking industries of the members of the Board for identifying potential new Board members. The Corporate Governance and Compensation Committee may also utilize the services of a professional search firm to assist in the identification of director candidates when necessary.

Additionally, the responsibilities, powers and operation of the Corporate Governance and Compensation Committee include establishing the Corporation's senior officer compensation policy and practices, reviewing and approving the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other senior officers and evaluating their performance in light of these goals and objectives; overseeing the Corporation's incentive compensation plans and preparing an annual report on executive compensation to the Board. The Corporate Governance and Compensation Committee is also responsible for recommending to the Board any changes to director compensation.

The Corporate Governance and Compensation Committee is composed entirely of independent directors. The Committee met once during the year ended December 31, 2007. The members of the Corporate Governance and Compensation Committee are Messrs. J. Judd Buchanan (chair) (retiring); David A. King; and John Lokker.

#### **AVAILABILITY OF DISCLOSURE DOCUMENTS**

The Corporation will provide any person or corporation, upon request to the Secretary of the Corporation, with a copy of:

- (a) the most recent annual information form of the Corporation, together with a copy of any document or the pertinent pages of any document incorporated therein by reference;
- (b) the comparative financial statements of the Corporation for the fiscal year ended December 31, 2007, together with the report of the auditors thereon;
- (c) the most recent annual report of the Corporation, which includes management's discussion and analysis of financial conditions and results of operations;
- (d) the interim financial statements of the Corporation for the periods subsequent to the end of its fiscal year; and
- (e) the management information circular of the Corporation dated April 30, 2008, in connection with the Meeting.

The disclosure documents and additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com) as well as on the Corporation's website at [www.tri-white.com](http://www.tri-white.com).

**OTHER BUSINESS**

The Corporation knows of no other business to come before the meeting other than the matters referred to in the accompanying Notice of Meeting.

**DIRECTORS' APPROVAL**

The Board of Directors of the Corporation has approved the contents and the sending of this Management Information Circular.

DATED this 30<sup>th</sup> day of April, 2008.

A handwritten signature in black ink, appearing to read "Beverley G. Flynn". The signature is written in a cursive, flowing style with a large initial "B" and a long, sweeping tail that loops back to the right.

Beverley G. Flynn

## SCHEDULE A

### BOARD OF DIRECTORS MANDATE

#### I. INTRODUCTION

- A. The primary responsibility of the Board of Directors (the “**Board**”) of Tri-White Corporation (the “**Corporation**”) is to foster the long-term success of the Corporation consistent with the Board's responsibility to the shareholders of the Corporation to maximize shareholder value.
- B. The Board is statutorily responsible for managing or supervising the management of the business and affairs of the Corporation.
- C. These terms of reference are prepared to assist the Board and management of the Corporation in clarifying responsibilities and ensuring effective communication between the Board and management of the Corporation.

#### II. COMPOSITION AND BOARD ORGANIZATION

- A. Nominees for directors are initially considered and recommended to the Board by the Corporate Governance/Nominating Committee of the Board, approved by the entire Board and elected annually by the shareholders of the Corporation. Directors may be appointed by the Board as permitted under the *Canada Business Corporations Act* (the “**CBCA**”) or the Corporation’s Articles.
- B. A majority of directors comprising the Board will be unrelated directors. The Board defines an unrelated director pursuant to the TSX guidelines, as amended, specifically as a director who is independent of management and is free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the director’s ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding.
- C. Certain of the responsibilities of the Board referred to herein may be delegated to committees of the Board. The responsibilities of those committees will be as set forth in their terms of reference, as amended from time to time by the Board.

#### III DUTIES AND RESPONSIBILITIES

##### A. Managing the Affairs of the Board

The legal obligations of the Board are described in detail in Section IV. Subject to these legal obligations and to the Articles and By-Laws of the Corporation, the Board retains the responsibility for managing its own affairs, including

- i) planning its composition and size;
- ii) selecting its Chair;
- iii) nominating qualified candidates for election to the Board;
- iv) appointing committees and their members;
- v) determining director compensation; and
- ii) assessing the effectiveness of the Board, committees and directors in fulfilling their responsibilities.

##### B. Management and Human Resources

The Board has the responsibility for:

- i) the appointment and succession of the Chief Executive Officer of the Corporation (the “**CEO**”), monitoring and evaluating CEO performance, approving CEO compensation and providing advice and counsel to the CEO in the execution of the CEO's duties and responsibilities;

- ii) approving terms of reference for the CEO;
- iii) reviewing CEO performance at least annually, against agreed upon written objectives;
- iv) approving decisions relating to senior management of the Corporation, including the:
  - a) appointment and discharge of officers;
  - b) compensation and benefits for executive officers;
  - c) acceptance of outside directorships on public companies by executive officers (other than not-for-profit organizations); and
  - d) employment contracts, termination and other special arrangements with executive officers, or other employee groups.
- v) ensuring succession planning programs are in place, including programs to train and develop management of the Corporation;
- i) approving certain matters relating to all employees of the Corporation, including:
  - a) the annual salary policy/program for employees;
  - b) new benefit programs or material changes to existing programs;
- vi) material benefits granted to retiring employees outside of benefits received under approved pension and other benefit programs.
- vii) undertake a Board self-assessment annually and communicate the outcome to shareholders of the Corporation.

**C. Strategy and Plans**

The Board has the responsibility to:

- i) participate with management of the Corporation, in the development of, and ultimately approve, the Corporation's strategic plan;
- ii) approve the annual business plans that enable the Corporation to realize its objectives;
- iii) approve annual capital and operating budgets which support the Corporation's ability to meet its strategic objectives;
- iv) approve political donations policies and budgets;
- v) approve the entering into, or withdrawing from, lines of business that are, or are likely to be, material to the Corporation;
- vi) approve financial and operating objectives used in determining compensation if they are different from the strategic, capital or operating plans referred to above;
- vii) approve material divestitures and acquisitions;
- viii) approve major leases and capital expenditures; and
- ix) monitor the Corporation's progress towards its goals, and to revise and alter its direction through management in light of changing circumstances.

**D. Financial and Corporate Issues**

The Board has the responsibility to:

- i) take reasonable steps to ensure the implementation and integrity of the Corporation's internal control and management information systems;
- ii) monitor operational and financial results;
- iii) approve annual financial statements, review quarterly financial results and approve release thereof by management of the Corporation;
- iv) approve the management proxy circular and, to the extent applicable, the annual information form and documents incorporated by reference therein;
- v) declare dividends;
- vi) approve financings, changes in authorized capital, issue and repurchase of shares, issue of debt securities, listing of shares and other securities, issue of commercial paper, the issue and distribution of prospectuses, offering or information memorandums and other similar disclosure documents and issue of indentures;

- vii) recommend appointment of external auditors of the Corporation and approve auditors' remuneration;
- viii) approve banking resolutions and significant changes in banking relationships;
- ix) approve appointments, or material changes in relationships with corporate trustees;
- x) review coverage, deductibles and key issues regarding corporate insurance policies, including key person insurance and directors' and officers liability and reimbursement insurance;
- xi) approve contracts, leases and other arrangements or commitments that may have a material impact on the Corporation; and
- xii) approve the commencement or settlement of litigation that may have a material impact on the Corporation.

**E. Business and Risk Management**

The Board has the responsibility to:

- i) ensure management identifies the principal risks of the Corporation's business and implements appropriate systems to manage these risks;
- ii) review operating and financial performance of the Corporation relative to its budgets or objectives;
- iii) receive, at least annually, reports from management of the Corporation on matters relating to, among others, ethical conduct, employee health and safety, human rights and related party transactions;
- iv) assess and monitor management control systems, including:
  - a) assessing information provided by management of the Corporation and others (e.g. internal and external auditors) about the effectiveness of management control systems; and
  - b) understanding the principal risks of the Corporation and review whether the Corporation achieves a proper balance between risk and returns, and that management of the Corporation ensures that systems are in place to address the risks identified.

**F. Policies and Procedures**

The Board has the responsibility to:

- i) approve and monitor compliance with all significant policies and procedures by which the Corporation is operated;
- ii) direct management to ensure the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards; and
  - b) review significant new corporate policies or material amendments to existing policies (including, for example, policies regarding business conduct, conflict of interest and the environment).

**G. Compliance Reporting and Corporate Communications**

The Board has the responsibility to:

- i) ensure the Corporation has in place effective communication processes with shareholders and other stakeholders of the Corporation and financial, regulatory and other recipients;
- ii) approve interaction with shareholders of the Corporation on all items requiring shareholder response or approval;
- iii) ensure that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and continuous basis;

- iv) ensure the financial results are reported fairly and in accordance with applicable generally accepted accounting principles;
- v) ensure the timely reporting of any other developments that have a significant and material impact on the value of the Corporation; and
- vi) report annually to shareholders of the Corporation on the Board's stewardship for the preceding year (e.g. the Annual Report).

#### **IV. GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS**

##### **A. The Board is responsible for:**

- i) directing management of the Corporation to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained;
- ii) approving changes in the Articles and By-Laws of the Corporation, matters requiring shareholder approval, and notices and agendas for shareholder meetings; and
- iii) approving the Corporation's legal structure, name, logo and related intellectual property, mission statement and vision statement.

##### **B. The CBCA identifies the following as legal requirements for the Board:**

- i) to manage or supervise the management of the business and affairs of the Corporation (CBCA S. 102(1)), including the relationships among the Corporation, its affiliates, their shareholders, directors and officers;
- ii) in respect of each director, to act honestly and in good faith with a view to the best interests of the Corporation (CBCA S. 122(1)(a));
- iii) in respect of each director, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (CBCA S. 122(1)(b));
- iv) to act in accordance with its obligations contained in the CBCA, the *Securities Act* (Ontario) and similar securities legislation in each applicable province and territory of Canada, other relevant legislation, regulations, rules and policies and the Corporation's Articles and By-laws;
- v) in particular, it should be noted that the following matters must be considered by the Board as a whole (CBCA S. 115(3)):
  - a) submit to the shareholders any question or matter requiring the approval of the shareholders;
  - b) fill a vacancy among the directors or in the office of auditor or the appointment of additional directors;
  - c) issue securities or shares of a series except in the manner and on the terms authorized by the directors;
  - d) declare dividends;
  - e) purchase, redeem or otherwise acquire shares issued by the Corporation;
  - f) the payment of a commission to any person in consideration of that person purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares;
  - g) approve a management information circular;
  - h) approve a take-over bid circular, issuer bid circular or directors' circular;
  - i) approve any financial statements of the Corporation; or
  - j) adopt, amend or repeal the By-laws of the Corporation.