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# Advance Notice Policy

April 2020

# Advance Notice Policy

(Excerpt from Amended and Restated Declaration of Trust dated April 14, 2020, a complete copy of which may be accessed [here](#).)

## Section 2.7 Nominations of Trustees

- a. Only persons who are nominated in accordance with the following procedures shall be eligible for election as Trustees. Nominations of persons for election as Trustees may be made at any annual meeting of Unitholders, or at any special meeting of Unitholders, if one of the purposes for which the special meeting was called was the election of Trustees:
  - i. by or at the direction of the Trustees, including pursuant to a notice of meeting;
  - ii. by or at the direction or request of one or more Unitholders pursuant to a written request of Unitholders made in accordance with Article 7; or
  - iii. by any person (a “Nominating Unitholder”): (A) who, at the close of business on the date of the giving of the notice provided for below in this Section 2.7 and on the record date for notice of such meeting, is entered in the Register as a holder of one or more Units carrying the right to vote at such meeting or who beneficially owns Units that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this Section 2.7.
- b. In addition to any other applicable requirements, for a nomination to be made by a Nominating Unitholder, the Nominating Unitholder must have given timely notice thereof to the Trustees in the manner prescribed by this Declaration of Trust. Furthermore, if such notice is made on a day which is not a Business Day or later than 5:00 p.m. (Toronto Time) on a day which is a Business Day, then such notice shall be deemed to have been made on the subsequent day that is a Business Day.
- c. To be timely, a Nominating Unitholder’s notice to the Trustees must be made:
  - i. in the case of an annual meeting of Unitholders, not less than 30 days prior to the date of the annual meeting of Unitholders; provided, however, that in the event that the annual meeting of Unitholders is to be held on a date that is less than 50 days after the date (the “Notice Date”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Unitholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
  - ii. in the case of a special meeting (which is not also an annual meeting) of Unitholders called for the purpose of electing Trustees (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement

of the date of the special meeting of Unitholders was made.

- d. To be in proper written form, a Nominating Unitholder's notice to the Trustees must set forth:
  - i. as to each person whom the Nominating Unitholder proposes to nominate for election as a Trustee: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the class or series and number of Units in the capital of the Trust which are controlled, directed or which are owned beneficially or of record by the person as of the record date for the meeting of Unitholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of Trustees pursuant to applicable securities law; and
  - ii. as to the Nominating Unitholder giving the notice, any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Unitholder has a right to vote any Units of the Trust and any other information relating to such Nominating Unitholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of Trustees pursuant to applicable securities law.
- e. The Trust may require any proposed nominee to furnish such other information as may be required pursuant to applicable securities law or the rules of any stock exchange on which the Trust's Units are listed to determine the eligibility of such proposed nominee to serve as an Independent Trustee of the Trust.
- f. No person shall be eligible for election as a Trustee unless nominated in accordance with the provisions of this Section 2.7; provided, however, that nothing in this Section 2.7 shall be deemed to preclude discussion by a Unitholder (as distinct from the nomination of Trustees) at a meeting of Unitholders of any matter in respect of which it would have been entitled to submit to a vote pursuant to the terms and conditions contained in this Declaration of Trust. The chair of the applicable meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- g. For purposes of this Section 2.7, "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Trust under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com).
- h. Notwithstanding the foregoing, the Trustees may, in their sole discretion, waive any requirement in this Section 2.7.