

Mandate of the Supply & Business Development Committee



OVERALL PURPOSE/OBJECTIVE

The Supply and Business Development Advisory Committee (the "Committee") is appointed by the Board of Directors of Parkland Fuel Corporation (the "Corporation") to assist the Board in discharging its oversight responsibilities in connection with matters relating to:

the development of advantageous, petroleum product supply and related infrastructure required for such product supply to align with the Corporation's publicly stated Supply Advantage growth pillar; and the potential acquisitions and/or divestitures the Corporation may consider from time to time in order to meet its publicly stated growth objectives and in manner consistent with the Corporation's publicly stated Acquire Prudently growth pillar.

The Mandate of the Committee is to ensure that the Corporation:

1. maintains a profitable supply strategy that aligns with the Corporation's supply requirements and growth strategy; and
2. is diligent in its consideration of potential acquisitions and divestitures such that any potential acquisitions align with and achieve the objectives of the Corporation's growth strategy as may exist from time to time.

In performing its duties, the Committee will maintain effective working relationships with the Board of Directors, management, and external parties associated with the supply plan and business development strategy. To perform his or her role effectively, each Committee member will need to develop and maintain his or her skills and knowledge related to petroleum product supply as well as acquisition and divestiture trends, risks and strategies including an understanding of the Committee's responsibilities and of the company's business operations and risks.

Although the Committee has the powers and responsibilities set forth in this Mandate, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Corporation and may or may not be experts in the fields of product supply, business development or a field that focuses on business acquisitions and/or divestitures and, in any event, do not serve in such capacity nor are they experts in performing other tasks they are called on to perform by this Mandate. Consequently, it is not the duty of the Committee to manage the functions of the company resulting from the implementation of any supply plan or growth strategy adopted by the Corporation from time to time. These are the responsibilities of management. Further, the Committee is advisory in nature and will make recommendations to the Board of Directors rather than making operational decisions.

AUTHORITY

The Board authorizes the Committee, within the scope of its responsibilities, to:

1. perform activities within the scope of this Mandate;
2. engage and compensate independent experts and other advisers as it deems necessary to carry out its duties;
3. ensure the attendance of corporate officers at meetings as appropriate; and
4. request and gain access to other members of management, employees and relevant information to perform this Mandate.

ORGANIZATION MEMBERSHIP

1. The Board of Directors will appoint the Committee members and the Chair of the Committee from the directors of the corporation. The Board of Directors will appoint the Secretary from the directors or officers of the Corporation. The Board of Directors has the authority to remove any member of the Committee at any time.
2. The Committee will comprise at least three members.
3. A quorum for any meeting of the Committee will be two members.
4. Each member should have skills and experience appropriate to the Corporation's business.
5. Each member should have skills and experience commensurate with the discharge of such duties and responsibilities.
6. A member of the Committee shall ipso facto cease to be a member of the committee upon ceasing to be a director of the Company.
7. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

MEETINGS

1. Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each member of the Committee at least 48 hours prior to the time fixed for such meeting. A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice.
2. Only Committee members are entitled to attend meetings. The Committee may invite such other persons to its meetings as it deems necessary.
3. Management of the company and outside stakeholders will be invited to make presentations to the Committee as appropriate.
4. Meetings will be scheduled by the Secretary of the Committee as needed to perform its functions.
5. The Secretary of the Committee will circulate the agenda and supporting documentation to the Committee members at a reasonable period in advance of each meeting.
6. The Secretary of the Committee will circulate the minutes of meetings to members of the Board, and members of the Committee.
7. At least one member of the Committee will attend the Board meeting at which the recommendations are proposed.

8. Members of the Committee should attempt to be available for every meeting of the Committee in person or by telephone.
9. The Committee may call a meeting with outside legal counsel if it is deemed necessary.

ROLES AND RESPONSIBILITIES

The Committee will review information deemed critical by management and provide advice in areas including but not limited to:

1. Creation of the base petroleum products supply and supply infrastructure plan;
2. Overall strategy and approach to securing advantageous petroleum product supply;
3. Opportunities to redevelop Parkland's refining, manufacturing, storage, transloading, and terminaling infrastructure;
4. Opportunities to enter into contracts and develop major infrastructure to purchase, trade or control significant petroleum product supplies;
5. Opportunities to enter transactions to acquire and/or divest businesses and/or assets; and
6. Overall strategy and approach related to transactions to acquire and/or divest businesses and/or assets.

REPORTING RESPONSIBILITIES

1. Regularly update the Board about Committee activities and make appropriate recommendations;
2. Ensure the Board is aware of matters brought to the attention of the Committee that may significantly impact the financial condition, strategic development or affairs of the Corporation;
3. Recommend to the Board significant capital or contractual commitments in connection with product supply and/or business acquisitions or divestitures which may be beyond the authority of management.

REVIEW OF THE COMMITTEE MANDATE

The Board and management will review these terms of reference and where circumstances warrant, at such intervals as is necessary, to determine if further additions, deletions or other amendments are required.