

Appendix C



RELATED PARTIES TRANSACTIONS POLICY

Context

From time to time and for various reasons, it may be beneficial to Parkland Fuel Corporation (herein referred to as the “Corporation” in this Appendix C) to enter into agreements with suppliers, customers or others that are “related” to the Corporation.

It is the Corporation’s objective to maintain the trust and confidence of its shareholders, customers, suppliers and the public in general with regard to the fairness of those transactions, and to ensure proper public disclosure of related party transactions.

Goal

The goal of this policy is to ensure the integrity of any transactions of the Corporation and its various subsidiaries involving related parties, as well as ensuring compliance with laws and regulations that pertain to those transactions.

This policy is intended to raise awareness of the Corporation’s approach to related party transactions and to assist in maintaining the Corporation’s adherence to the best corporate governance practices.

Definitions

In this policy, the following terms have the following meanings:

- **“Board of Directors”** means the Board of Directors of Parkland.
- **“Committee”** means the Audit Committee of the Board of Directors.
- **“Management”** means the President and CEO, the Vice President and CFO and any of the other officers or senior managers of Parkland.
- **“Parkland”** means Parkland Fuel Corporation and its affiliates.
- Parties are said to be “related parties” when one party has the ability to exercise, directly or indirectly, control, joint control or significant influence over the other.
- A **“related party transaction”** may generally be defined as any transaction, regardless of whether any consideration is exchanged, between, on the one hand, the Corporation, Parkland or any of their affiliates, and on the other hand, any of their respective directors, officers, senior employees or significant shareholders, or any individuals or entities affiliated or associated with such persons, including immediate family.
- **“Required Disclosure”** means all continuous and timely disclosure documents required to be filed by the Corporation pursuant to applicable securities laws,

and includes all news releases and material change reports, financial statements and management's discussion and analysis of financial results.

Review Process

All related party transactions must be reviewed and approved by the Committee in accordance with the terms of this policy. Where it is unclear whether a transaction is a related party transaction, the transaction should be referred to the Committee for its review and determination.

The Committee shall ensure that, for each such transaction:

1. all applicable laws, rules, regulations and policies are fully met;
2. the contract governing the transaction contains all appropriate and customary terms to properly protect Parkland; and
3. the consideration to be paid by Parkland is fair and reasonable in the circumstances.

Management shall be responsible for evaluating the proposed transaction against alternative arm's length transactions, negotiating the transaction, and preparing a report to the Committee with sufficient detail so as to permit the Committee to fulfill its duties.

The report from Management to the Committee shall include:

1. a description of the transaction under consideration, with a description of the payment terms (including form of payment) and timing;
2. confirmation that the transaction meets the standards outlined above and a summary of the analysis leading to that conclusion, including, as appropriate, any arm's length comparisons which may be available;
3. any additional or supporting documents deemed appropriate; and
4. the final recommendation from Management to the Committee.

The Committee shall review the report with Management and any other advisors it considers necessary, and shall make its final recommendation to the Board of Directors.

Disclosure

The Committee shall determine if any given related party transaction should be disclosed by the Corporation to the public. The Committee shall review all Required Disclosure relating to related party transactions prior to its public dissemination.

Distribution of Policy

This policy extends to all of Parkland's directors, officers and employees. New directors, officers, senior management, as well as employees who are or may be directly involved in disclosure decisions shall be provided with a copy of this policy and shall be informed about its importance. This policy shall be circulated to all such personnel initially and whenever changes are made. Written confirmations of receipt may be required in the discretion of Management.

Amendments

This policy may be amended from time to time by approval of the Committee and the Board of Directors. Any amendments to this policy shall be provided to persons subject to the policy.

Review of Policy

This policy shall be reviewed by the Committee on at least an annual basis with the assistance of outside legal counsel, as appropriate, to ensure its continued compliance with applicable securities laws, regulations and policies and to otherwise ensure that it reflects the best interests of the Corporation and best corporate governance practices.