

Appendix B



SECURITIES TRADING AND REPORTING POLICY FOR RESTRICTED PERSONS

This policy applies to all employees, in certain specified circumstances, and to insiders in all circumstances.

1. Definition of Insider

The definition of an “insider” in is set out in the Business Corporations Act (Alberta), under which Parkland Corporation (herein defined as the “Corporation” in this Appendix B) was incorporated, which is quite broad. However, because prospectuses covering public offerings of Parkland’s securities have been filed in other jurisdictions, Parkland and its insiders are subject to securities laws of those jurisdictions which include, amongst others, Alberta, Saskatchewan, Manitoba, British Columbia, Ontario and the Atlantic Provinces. The ‘insider” definition may vary from statute to statute. Please be cautioned, however, that the definition will encompass directors, officers and certain employees of the subsidiary companies of the Corporation.

2. Insider Reporting

Initially, a report is required to be filed within five (5) calendar days after the person becomes an insider. Thereafter, a “change” report is required to be filed within five (5) calendar days after any change takes place. The reports require disclosure as to direct or indirect holdings and as to options rights, etc.

It is the practice of the Corporation for the insiders to complete the insider reports and file the signed copies with the securities commissions and any other regulatory bodies concerned, directly. However, some directors and officers of the Corporation have appointed an agent to complete and file the reports on their behalf. The agent cannot assume any responsibility attached to any insider in affording the service; it is the responsibility of each insider to determine whether to report, what to report and when to report.

Filings are made electronically via SEDI. There are, of course, penalties prescribed for default in filing, consisting of fines or imprisonment or both. For example, failure to file insider reports as prescribed under the Securities Act (Alberta) can lead to a fine or imprisonment, or both.

3. Tipping and Special Relationship Trading

There are other statutory provisions dealing with prohibitions against and penalties pertaining to trading or tipping under Canadian securities laws, which includes, among other things, persons or corporations in a special relationship with the Corporation.

4. Insider Information and Disclosure

Employees and insiders are prohibited from using “material information” which has not been made public to trade in securities. This prohibition applies to all employees and insiders of Parkland.

“Material changes” are changes in the business, operations or affairs of an issuer that are likely to affect significantly the market price or value of its securities. Such changes trigger a timely disclosure obligation. The issuer must publish a news release and file a material change report.

“Material facts” are facts that are likely to have a similar effect on the issuer’s securities as material changes, but they need not constitute a change in its business, operations or affairs. It also includes information that is likely to affect the issuer’s share price but that is not a change in its business or affairs.

Material changes and material facts are “material information” under stock exchange and timely disclosure policies and under the securities commissions’ National Instrument 51-201. Securities laws prohibit any trading by anyone who has knowledge of a material change or a material fact about an issuer or its securities. An underlying principle of securities legislation is that the public should be able to make a decision to buy or sell an issuer’s securities on the basis of information equally available to all.

5. Insider Trading and Blackout Periods

Employees and insiders may trade in securities of the Corporation’s securities directly or indirectly, or in securities of the Corporation over which they exercise control or direction except as follows:

1. Trading by employees and insiders is prohibited when the employee or insider is in possession of material information which is being kept confidential and which has not been disclosed to the public.
2. The appropriate person with overall responsibility for a project will consult with the President and CEO, Vice President and CFO or the General Counsel and Corporate Secretary to determine if a blackout period should be imposed and which employees would be affected by such a blackout period. The President and CEO, Vice President and CFO or the General Counsel and Corporate Secretary will, by email or other form of written communication, advise all directors, officers and those employees deemed to be in possession of undisclosed material information to refrain from trading until otherwise advised, or two (2) business days after the release of the appropriate news release, whichever is the earlier.

Except as set out in Section 5.6 below, no trading will take place by directors, officers, management personnel or optionholders beginning ten (10) business days prior to and ending two (2) complete business days after the release of the financial results of the Corporation through the appropriate news release for the quarter.

An insider who is in possession of undisclosed material information that may affect

current or future earnings of the Corporation, will consult with the President and CEO, Vice President and CFO or the General Counsel and Corporate Secretary to determine if a blackout period should be imposed and which employees would be affected by such a blackout period. The President and CEO, Vice President and CFO or the General Counsel and Corporate Secretary will, by email or other form of written communication, advise all directors, officers and those employees deemed to be in possession of the undisclosed material information to refrain from trading until two (2) complete business days after the release of the appropriate news release.

3. In circumstances where the Corporation is contemplating a major transaction or activity that could raise the Corporation's profile in the marketplace, the President and CEO, Vice President and CFO or the General Counsel and Corporate Secretary will, by email or other form of written communication, advise all directors, officers and if deemed advisable or necessary, all or certain employees to refrain from trading.
4. Employees who feel they are in possession of material undisclosed information should consult with the President and CEO, Vice President and CFO or the General Counsel and Corporate Secretary, prior to trading in securities of the Corporation.
5. Exercising options will constitute a trade for the purposes of this policy and accordingly, no option will be exercised during a blackout period. If the expiry of an option falls within the blackout period, then the expiry date will be adjusted to accommodate the exercise of the option so that the person has at least 30 days from the expiry of the blackout period to exercise their option.
6. An insider who is not in possession of any undisclosed material information may, with the prior written consent of the President and CEO, Vice President and CFO or the General Counsel and Corporate Secretary, trade securities during a blackout period. An insider may also trade securities during a blackout period where the trade is simply a transfer of shares from a non-registered account to a registered account of, or controlled by, the insider.

6. Summation

The ability to capitalize on insider knowledge pertaining to the Corporation is not one of the perquisites of our respective positions. Insiders have an obligation to anticipate the market response to events involving or affecting the Corporation, to advise the appropriate employees and for all insiders and employees to govern their professional behavior and dealings in securities of the Corporation in such manner as to preclude the exposure of themselves or the Corporation to penalty or adverse publicity.