



ANNUAL INFORMATION FORM
FOR THE YEAR ENDED DECEMBER 31, 2012
APRIL 29, 2013

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GLOSSARY OF TERMS

In this Annual Information Form, the capitalized terms set forth below have the following meanings:

“**ABCA**” means the *Business Corporations Act* (Alberta) and the regulations thereunder, as amended;

“**Annual Information Form**” means this annual information form of Pro-Trans dated April 29, 2013;

“**Board of Directors**” means the board of directors of the Corporation, as constituted from time to time;

“**Common Shares**” means the common shares in the capital of the Corporation as presently constituted;

“**Computershare**” means Computershare Trust Company of Canada, the transfer agent and registrar of the Corporation;

“**Convertible Debenture**” means the three year term convertible debenture in the principal amount of \$5,000,000, which debenture bears interest at a rate of 8.5% per year and is convertible into Common Shares at a price of \$0.60 at the option of the holder. See “*General Development of the Business – History – Convertible Debenture*”;

“**CPC**” means a corporation:

- (a) that has been incorporated or organized in a jurisdiction in Canada;
- (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (c) in regard to which the Final Exchange Bulletin has not yet been issued;

“**CPC Policy**” means Exchange Policy 2.4 – *Capital Pool Companies*;

“**EBITDA**” means earnings before interest, taxes, depreciation and amortization, a non-GAAP financial measure;

“**Exchange**” means the TSX Venture Exchange Inc.;

“**GAAP**” means generally accepted accounting principles in Canada;

“**IFRS**” means International Financial Reporting Standards”;

“**Maple Leaf**” means Maple Leaf Loading Ltd. a corporation incorporated under the laws of British Columbia and having its head office in the City of Prince George, in the Province of British Columbia and a wholly owned subsidiary of Pro-Trans;

“**Maple Leaf Acquisition**” means the acquisition of all of the outstanding securities of Maple Leaf by Pro-Trans pursuant to the terms of the Share Exchange Agreement which was completed on October 1, 2011. See “*General Development of the Business – History – Maple Leaf Acquisition*”;

“**Maple Leaf Common Shares**” means the common shares in the capital of Maple Leaf;

“**Maple Leaf Preferred Shares**” means the Class "A" preferred shares in the capital of Maple Leaf;

“**Maple Leaf Shares**” means collectively the Maple Leaf Common Shares and Maple Leaf Preferred Shares;

“**NI-51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators

“**Preferred Shares**” means the preferred shares in the capital of the Corporation;

“**Pro-Trans**” or the “**Corporation**” means Pro-Trans Ventures Inc., a corporation incorporated under the laws of Alberta and having its head office in Calgary, Alberta;

“**PVI**” means PVI Holdings Ltd. a wholly owned subsidiary of the Corporation;

“**Qualifying Transaction**” means a transaction where a CPC acquires one or more assets or businesses other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means, which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange;

“**Series A Warrants**” means the series A Common Share purchase warrants issued to the holders of Maple Leaf Common Shares in connection with the Maple Leaf Acquisition, See “*Description of Capital Structure –Series A Warrants*”;

“**Series B Warrants**” means the series B Common Share purchase warrants issued to the holders of Maple Leaf Common Shares in connection with the Maple Leaf Acquisition, See “*Description of Capital Structure –Series B Warrants*”;

“**Share Exchange Agreement**” means the share exchange agreement dated April 30, 2011 between the Corporation, Maple Leaf, Allnorth Consultants Ltd., Kreitz Family Holdings Ltd., Darby Kreitz and Don Watt with respect to the Maple Leaf Acquisition, as amended on June 14, 2011 and August 12, 2011;

FORWARD LOOKING INFORMATION

This Annual Information Form contains certain statements or disclosures that may constitute forward looking information under applicable securities laws (collectively, “**forward-looking information**”). All statements and disclosures, other than those of historical fact, which address activities, events, outcomes, results or developments that management of the Corporation anticipates or expects may or will occur in the future (in whole or in part) should be considered forward looking information. In some cases, forward looking information can be identified by terms such as “forecast”, “future”, “may”, “will”, “expect”, “anticipate”, “believe”, “potential”, “enable”, “plan”, “continue”, “contemplate”, “should”, “intend” or other comparable terminology. In particular, this Annual Information Form contains forward looking information relating to:

- the business strategy and operating objectives of the Corporation;
- the identification and completion of strategic acquisitions by the Corporation;
- the implementation of the Corporation’s management structure;
- the retention and recruitment of adequately skilled and trained employees;
- the Corporation’s growth strategy;

Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward looking information. Those assumptions and factors are based on information currently available to the Corporation, including information obtained from third party industry analysts and other third party sources. In some instances, material assumptions and factors are presented or discussed elsewhere in this Annual Information Form in connection with the statements or disclosure containing the forward looking information. The material factors and assumptions include:

- no significant adverse changes in economic or political conditions that influence the demand for transportation services or the ability to fund operations;
- no significant adverse changes in prices for services an major elements of operating costs that cannot be offset by adjustment or re-negotiation of customer service contracts;
- that the Corporation will identify appropriate acquisition targets on terms acceptable to the Corporation;
- the ability of the Corporation to obtain adequate financing to execute its business plan and complete strategic acquisitions;
- general economic and financial conditions;
- no unforeseen changes in the legislative and operating framework for the business of the Corporation;
- a stable competitive environment; and
- no significant event occurring outside the ordinary course of business such as a natural disaster or other calamity.

The forward looking information in this Annual Information Form is based (in whole or in part) upon factors which may cause actual results, performance or achievements of the Corporation to differ materially from those contemplated (whether expressly or by implication) in the forward looking information. Actual results or outcomes may differ materially from those predicted by such statements or disclosures. While the Corporation does not know what impact any of those differences may have, its

business, results of operations, financial condition and credit stability may be materially adversely affected. Factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward looking information include, among other things:

- industry conditions, including fluctuations in the demand for services provided by the Corporation;
- general economic conditions in Canada, the United States and globally;
- the existence of competitive operating risks inherent in the delivery of services to customers;
- failure to realize on anticipated benefits of acquisitions;
- the ability of the Corporation to fund capital expenditures; and
- legislative and regulatory developments that may affect costs, revenues and global capital markets activity and general economic conditions in geographic areas where the Corporation operates.

The Corporation cautions the reader that the above list of risk factors is not exhaustive. Other factors which could cause actual results, performance or achievements of the Corporation to differ materially from those contemplated (whether expressly or by implication) in the forward-looking information are disclosed under the heading “*Risk Factors*” in this Annual Information Form.

The forward-looking information contained in this Annual Information Form is made as of the date hereof and the Corporation is not obligated to update or revise any forward looking information, whether as a result of new information, future events or otherwise, except as required by applicable laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking information. The foregoing statements expressly qualify any forward looking information contained herein.

NON-GAAP OR NON-IFRS MEASURES

This Annual Information Form contains references to EBITDA, which is a non-GAAP (non-IFRS) financial measure. A non-GAAP financial measure is a numerical measure of the Corporation’s historical or future financial performance, financial position or cash flow, that does not meet one or more of the criteria of the Corporation’s GAAP for presentation in its financial statements. EBITDA is a measurement intended to provide useful insight into results of operations before financing costs, taxes, depreciation and amortization. EBITDA is not an earnings measure recognized by IFRS and does not have a standardized meaning prescribed by IFRS. Readers are cautioned that EBITDA should not be construed as an alternative to net income as determined in accordance with IFRS. EBITDA is determined by beginning with net earnings as determined in accordance with GAAP then adding back any long term interest expense, provisions for taxes, depreciation and amortization included in earnings from operations. A reconciliation of net income to EBITDA is provided above.

For more information on the Corporation’s use of EBITDA, including a reconciliation of EBITDA to net earnings and comprehensive income under IFRS as disclosed in the consolidated statement of comprehensive income please see the Corporation’s annual financial statements and annual management’s discussion and analysis for the year ended December 31, 2012, filed on the Corporation’s SEDAR profile at www.sedar.com



CORPORATE STRUCTURE

Name, Address and Incorporation

Pro-Trans' principal and head office is #520 – 5920 1A Street SW, Calgary, Alberta T2H 0G3. The Corporation's registered office is located at 1900, 520 - 3rd Avenue S.W., Calgary, Alberta T2P 0R3.

Pro-Trans was incorporated pursuant to the provisions of the ABCA on June 7, 2007 under the name "CPVC Bromont Inc.". On June 19, 2009 the Corporation changed its name Pro-Trans Ventures Inc. On December 31, 2010 Pro-Trans amalgamated with one of its wholly owned subsidiaries, Pro-Trans Ventures Holdings Ltd. and continued as Pro-Trans Ventures Inc.

Intercorporate Relationships

The Corporation has two wholly owned subsidiaries, Maple Leaf and PVI. Maple Leaf was incorporated on January 24, 2005, under the *Business Corporations Act* (British Columbia), with its head office at 2011 PG Pulpmill Road, Prince George British Columbia V2L 4V1, and registered and records office of Maple Leaf is 1200, 200 Burrard Street, Vancouver, British Columbia V7X 1T2. PVI was incorporated on May 21, 2010 pursuant to the ABCA under the name "PVI Holdings Ltd." for purposes of completing the Corporation's Qualifying Transaction. The head office of PVI is #520 – 5920 1A Street SW, Calgary, Alberta T2H 0G3 and the registered office of PVI is 1900, 520 3rd Avenue S.W., Calgary, Alberta T2P 0R3.

GENERAL DEVELOPMENT OF THE BUSINESS

History

Qualifying Transaction

The Corporation was founded as a CPC under the CPC Policy. On July 23, 2010, the Corporation, through PVI, acquired a fleet of ten Freightliner highway tractor units for transporting semi-trailers, for an aggregate purchase price of approximately \$1,250,000, as its Qualifying Transaction. Funding for 50% of the Qualifying Transaction was from existing working capital of the Corporation, with the remaining funding provided by a Corporation's revolving credit facility. Concurrently with the completion of such acquisition, PVI entered into a lease arrangement for all ten highway tractor units with a Canadian transportation company, containing industry standard terms and conditions for a lease term of 42 months. Upon completion of the Qualifying Transaction, the Corporation began trading on the Exchange under the symbol "PVI". Detailed information relating to the Corporation's Qualifying Transaction can be found in the Corporation's filing statement dated July 20, 2010 at www.sedar.com.

Maple Leaf Acquisition

On December 2, 2010, the Common Shares were halted from trading pending the announcement of the proposed acquisition by Pro-Trans of Maple Leaf. On December 9, 2010, Pro-Trans announced that it had entered into a letter of intent dated December 2, 2010 regarding the acquisition of Maple Leaf. On May 6, 2011, Pro-Trans announced that it had entered into the Share Exchange Agreement with the principal shareholders of Maple Leaf pursuant to which, along with offers to purchase sent to the minority shareholders of Maple Leaf, Pro-Trans would acquire all of the issued and outstanding securities of Maple Leaf for consideration of \$4,375,000 in cash, 13,200,000 Common Shares, 3,000,000 Series A Warrants and 3,000,000 Series B Warrants. See below under the heading "*Description of Capital Structure*" for information concerning the Series A Warrants and Series B Warrants.

On October 1, 2011, Pro-Trans completed the Maple Leaf Acquisition pursuant to the terms of the Share Exchange Agreement. Concurrently with the completion of the Maple Leaf Acquisition, Pro-Trans appointed Darby Kreitz and Brian Murray as additional directors of the Corporation.

Detailed information relating to the Maple Leaf Acquisition can be found in the Corporation's filing statement dated August 26, 2011 at www.sedar.com.

Convertible Debenture

On October 1, 2011, the Corporation issued the Convertible Debenture to an arms-length lender in conjunction with and for the purpose of funding the cash consideration for the Maple Leaf Acquisition. The Convertible Debenture is in the aggregate principal amount of \$5,000,000, has a term of three years, bears interest at a rate of 8.5% per annum payable monthly and is secured by a pledge of all of the outstanding Maple Leaf Shares. The Convertible Debenture is convertible by the holder into Common Shares at a price of \$0.60 per share at any time and from time to time during its term in minimum tranches of \$1,000,000.

Appointment of President and CEO

On November 14, 2011 the Corporation announced the appointment of Brian Murray as the President and Chief Executive Officer of the Corporation, replacing Russel Marcoux who resigned as President and Chief Executive Officer and remained on the Board of Directors. Mr. Murray began his full time employment with the Corporation on December 1, 2011. Pursuant to Mr. Murray's appointment as President and Chief Executive Officer, the Corporation issued 250,000 Common Shares at a deemed price of \$0.40 per share to Mr. Murray. These Common Shares were deposited in escrow pursuant to the policies of the Exchange. See "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

Exercise of Series A and Series B Warrants

On June 21, 2012, the Corporation issued an aggregate of 2,446,903 Common Shares pursuant to the exercise of 1,500,000 Series A Warrants and 946,903 Series B Warrants pursuant to the terms of the Series A Warrants and Series B Warrants. Concurrently with this exercise, 553,097 Series B Warrants will be cancelled.

Based on the calculations discussed below under the heading "*Description of Capital Structure – Series A Warrants*" and "*Description of Capital Structure – Series B Warrants*" it is anticipated that the Corporation will, issue an aggregate of approximately 1,500,000 additional Common Shares pursuant to the exercise of 1,500,000 Series A Warrants pursuant to their terms. No Series B Warrants will be exercised. Concurrently with the exercise of the remaining Series A Warrants, all of the currently outstanding Series B Warrants (1,500,000) will be cancelled. Upon completion of this exercise and cancellation, there will be no Series A Warrants or Series B Warrants outstanding.

Changes to the Corporation's Board of Directors and Management

On December 15, 2011 Les Dube was elected at an annual meeting of shareholders as an additional director of the Corporation. On July 4, 2012 the Corporation appointed Sean Durfy as an additional director of the Corporation. At the annual meeting of shareholders held on September 17, 2012, each of the incumbent directors of the Corporation were re-elected by the Corporation's shareholders. On October 23, 2012, Donald Black, David Criddle and Melinda Park resigned as directors of the

Corporation. Darby Kreitz was appointed as the Chairman of the Board of Directors and Betty-Ann Heggie was appointed as Lead Director of the Corporation.

On January 23, 2013, the Corporation appointed Derrek R. Wong as the Chief Financial Officer of the Corporation. Mr. Wong's appointment followed the resignation of David Criddle who served as the Corporation's interim Chief Financial Officer.

Significant Acquisitions

The Corporation did not complete any acquisitions during the year ended December 31, 2012 for which disclosure is required under Part 8 of NI 51-102.

DESCRIPTION OF THE BUSINESS

Overview

The mission of Pro-Trans is to pursue business opportunities within the specialized transportation services sector. To effectively establish the Corporation in this sector it is anticipated that the Corporation will acquire a series of strategically qualified business units. The Maple Leaf Acquisition represents the first of these steps.

Commencing immediately after the completion of the Qualifying Transaction and continuing into the future, Pro-Trans has and will continue to work to identify willing vendors of qualified business units with the intent of negotiating mutually beneficial acquisitions. Initially it is expected that this growth through acquisition will account for the majority of growth in revenue and overall business size.

In addition to profitability and sound cash flows, the opportunity for strong organic growth within a potential business unit will be an important qualifier in considering potential acquisition targets. Therefore, it is anticipated that the Corporation will experience increasing future organic growth in revenues and profitability through the continuing growth of the acquired business units.

It is expected that Pro-Trans will remain as the parent holding company with business operations maintained in wholly owned subsidiaries. Acquired business units will either be continued as separate operating entities or, where appropriate, combined with existing operating subsidiaries where the business operations are similar and can be combined effectively with resulting synergies.

Pro-Trans will provide centralized senior level corporate and financial management services and resources to the operating entities; and will play a central role in capital budgeting and corporate finance for the corporate group.

Maple Leaf, as the first operating business unit acquired by Pro-Trans, establishes a significant position for Pro-Trans in the provisioning of bulk product management and control, handling and transportation services to mining customers in Western Canada – in particular relating to coal and zinc/copper ore. See below under the heading “– *The Business of Maple Leaf*”.

Building upon the significant business base that Maple Leaf represents, Pro-Trans intends to seek out opportunities in other regions and in other segments of the transportation industry. The following provides insight into some of the key qualifiers that will be considered in every case:

- Proven, successful operations management team in place within the acquisition target and reasonably expected to remain in place post acquisition;

- proven business development and marketing plan and resources;
- significant, maintainable barriers to entry into the market space of the acquisition target;
- long-term customer service contracts;
- significant capital cost of required equipment;
- specialized 'know-how'; and
- proven levels of profitability above 'average' in the transportation industry

The corporate management structure at Pro-Trans is and will continue to be a very 'flat' structure. The intention is to ensure every operating business unit possesses all required management resources to effectively oversee and direct operations. The corporate management team at Pro-Trans will provide leadership and support to these operations management units. In addition the corporate management team will be responsible for recommendation of corporate strategies, implementation of strategic plans, corporate business development, corporate governance, financial management and reporting and investor and public market relations.

At this time the corporate management team at Pro-Trans consists of Brian Murray, President and Chief Executive Officer and Derrek R. Wong, Chief Financial Officer. This team will grow and evolve as needed to continue to effectively address the effective management of the Corporation as it continues to develop and grow into the future.

The Business of Maple Leaf

Maple Leaf has focused its business on providing a range of specialized transportation services related to the management, handling and transport of ore and other products for clients involved in the mining and resource sector in British Columbia, Alberta and the Yukon Territory.

Maple Leaf has extensive experience operating within the coalfields. Maple Leaf has been responsible for the handling and transportation of in excess of 26 million tonnes of coal from five separate mines over the past six years. In 2010 Maple Leaf took delivery of a package of trucks and trailers built to specifications developed by Maple Leaf for a new service opportunity related to zinc/copper ore, its first business external to the coal industry.

Coal transportation currently represents approximately 63% of Maple Leaf's revenue stream. The remaining 37% is attributed to the zinc/copper ore business and the ancillary services such as road maintenance and on-site fuel distribution.

Maple Leaf has developed and refined a relatively unique approach in its customer relationship building and business development activities. The coal and ore being managed, handled and transported by Maple Leaf represent the revenue streams of our customers. As such the services provided by Maple Leaf represent a strategic and critical piece of our customers' business success. Maple Leaf's approach recognizes this strategic partnership with our customers and builds and delivers our services portfolio accordingly.

While the core business of Maple Leaf remains focused upon the management, handling and transportation of our customers' coal and ore, this approach has led to several innovations in the overall service portfolio. Maple Leaf now provides ancillary services to customers such as road maintenance. This represents another advance in our strategic relationship with customers since the cost of such

maintenance can be reduced for the customer while Maple Leaf's fleet benefits from improved and safer road conditions.

Maple Leaf possesses proven knowledge in the design, implementation, management and operation of logistics solutions; and has amassed significant experience with numerous modes of bulk product management, handling and transportation. All of this is critical to the supply chain optimization objectives of our customers.

The combination of this knowledge and experience with Maple Leaf's commitment to excellence in customer service provides a strong competitive base from which Maple Leaf operates profitably while ensuring an optimum cost per ton to our customers.

Maple Leaf owns or leases all capital equipment utilized in the delivery of services to customers. Operators of this equipment are either employed directly by Maple Leaf or are under contract to provide services to Maple Leaf. In the competitive labour marketplace in which Maple Leaf operates, Maple Leaf is subject to wage based competition from both direct and indirect competitors and even from our customers, as the skill sets of operators can often be applied in other occupations.

For these reasons, Maple Leaf is committed to providing competitive salaries and benefits packages to employees and contractors and to providing a safe work place along with stable employment. Maple Leaf's customers recognize this and are fully aware of the impact of such commitments upon the fees that Maple Leaf must charge for these services. They are also fully aware of the benefits to be gained through an effective, professional and reliable workforce.

The heavy trucks and equipment used by Maple Leaf are highly regulated in terms of emission control as well as safety standards. These trucks and equipment, operating in a demanding workplace environment, also require effective preventative maintenance along with timely proper maintenance to fix breakdowns. While providing obvious challenges in terms of capital and operating costs, these stringent requirements are not specific to Maple Leaf. Any potential competitor to Maple Leaf would face the same issues. In this way these issues also present significant barriers to entry into Maple Leaf's marketplace and, in particular, Maple Leaf's existing customer base.

Next to operator costs, fuel represents the most significant operating cost for transportation services companies. Fuel pricing can also be extremely erratic. Maple Leaf, in conjunction with its customers, has entered into contracts that reduce the cost of and, in some cases, eliminate the impact of fuel volatility.

While in the majority of cases Maple Leaf provides 100% of required bulk product management, handling and transportation services at each mine site, Maple Leaf does face direct competition in its traditional geographic marketplace. These competitors are relatively few in number, are typically relatively large operators and appear to focus only upon the transportation of bulk product.

The coal and other ore that Maple Leaf deals with on a day-to-day basis are commodities; and commodities markets are often subject to cyclical changes in demand.

The current resource market in Western Canada weakened in the last half of 2012, resulting in a reduced demand for bulk handling and transportation services. Despite what is believed to be short term weakness, Maple Leaf continues to believe that it has opportunities for organic growth within its existing customer base as well as on a geographic basis and into other segments of the resource industry where bulk products must be moved. The objective of Pro-Trans in this aspect is to provide or arrange required

capital resources and provide the required depth of leadership and support to operations management to be able to realize as many of these opportunities as possible.

PVI

PVI was conceived as a strategic element intended to optimize the process of acquiring and financing the acquisition capital assets to be subsequently rented or leased to operating subsidiaries of Pro-Trans.

It is expected that PVI can benefit the corporate business unit in the role of primary procurement of capital assets and the financing of such procurement.

Financing benefits are expected as PVI expands and is able to source innovative financial arrangements with third parties, with the objective of controlling the cost of such financing and the dilution of existing shareholders of Pro-Trans through required issues of shares to finance growth and asset renewal in the future.

PVI would also be in position to support improved overall asset utilization rates as seasonal or other temporary volume reductions within an operating business unit may be off-set by similar volume increases in another unit. In this manner the corporate group may be able to avoid the need to acquire assets in a specific business unit to address temporary spikes in volume only to be underutilized when normal operating volumes resume.

As an internal capital asset procurement unit, PVI would not be subject to competition in respect to its revenues. However in terms of the procurement aspects of PVI's business, competitors will include third parties attempting to acquire operating assets from manufacturers whose production capabilities are at or near capacity; and on the financing front, PVI will compete in the financial marketplace for required capital. This is no different for PVI than it would be for Maple Leaf or any other operating subsidiary in the future.

Maple Leaf Operations Overview

Results

The following comments reflect the results from operations at Maple Leaf for the years ended December 31, 2012 and 2011. As Maple Leaf was acquired by Pro-Trans on October 1, 2011 consolidated information reported by Pro-Trans' annual financial statements for the year ended December 31, 2011, based upon generally accepted accounting principles include Maple Leaf results only from October 1, 2011 to December 31, 2011. Financial results of Maple Leaf prior to October 1, 2011 were filed by Pro-Trans in the Corporation's amended business acquisition report dated July 13, 2012, with respect to the Maple Leaf Acquisition, filed on Pro-Trans' issuer profile at www.sedar.com.

Revenues generated by Maple Leaf in 2011 and 2012 can be segregated into two broad categories: revenues generated from hauling services and revenues generated from product handling, facilities management, haul road maintenance and transloading to dedicated unit trains for delivery to port. Hauling service revenues in 2012 were \$49 million, including \$7.8 million in Q4. For the year 2011, hauling revenue was also \$49 million with \$13.4 million occurring in Q4. Product handling, facilities management, haul road maintenance and transloading service revenues in 2012 were \$14 million, with \$2.4 million generated in Q4. This was an increase from the \$11.2 million generated in 2011 although \$2.8 million of revenue occurred in Q4 of 2011.

Maple Leaf's core service, the hauling of coal and heavy ores involves the provisioning of appropriately equipped and configured trucks, typically a tractor with a mounted dump box along with a dump box trailer; or a tractor with multiple dump box trailers; and in the case of the Yukon Zinc haul a tractor with a mounted 'non-dumping' box with two 'non-dumping' trailers. From a business perspective, this appropriately configured equipment is combined with an operator to make up the primary service delivery unit. Fees for hauling services are based upon factors such as the distance over which the coal or ores are to be hauled, the time required to complete the loading, haul to intended destination, unloading and return trip to the source. Typically these factors are combined and compared to the volume of product hauled on each trip to arrive at a hauling service fee per tonne. Client invoices then are based on this rate applied to recorded tonnes of product hauled in a given month. Haul revenues can have seasonal variation, due to the impact of weather, road weight restrictions and spring bans placed on road networks. Maple Leaf plans and budgets for operations based on client estimates of annualized and monthly production for each work site.

Product handling, such as stockpile maintenance and pushing of product, and haul road maintenance again involve appropriately configured equipment such as loaders, dozers and road graders combined with qualified operators. Fees for these services are typically based on hourly rates, for the time when the operator and equipment are in use plus for stand-by time when the operator is present, but the equipment is not needed and not in use for a particular period of time.

Facilities management service contracts are in place at certain train load-out sites. These services involve regular cleaning and inspection of operating equipment at these sites and performance of minor repairs and preventative maintenance procedures, as well as scheduling major repair work with contractors when needed. Fees for these services are based on hourly rates for recorded time spent on the job by Maple Leaf personnel.

Transloading services relate to the loading of unit trains that transport product to port. These services involve the transfer of product from silos or through load-out facilities to train cars. Maple Leaf personnel operate the locomotive units to manoeuvre the train cars, as they are loaded. Fees for these services are typically based upon a rate per tonne for all tonnes loaded in a billing period. Fees for locomotive operator time are billed at an hourly rate for recorded hours worked by Maple Leaf personnel.

A combination of these services result in Maple Leaf being fully and strategically integrated into its clients' production, inventory handling and shipping cycles. This strategic role as it relates to the core business functions of the clients implies a significant degree of confidence and trust placed on Maple Leaf.

As with any transportation services provider, consumption of fuel represents a very significant and very volatile cost of business. Maple Leaf has negotiated with its clients that they supply fuel. Through these arrangements Maple Leaf effectively trades off some portion of a traditional mark-up on operating costs, when determining rates for services, in return for the elimination of risk associated with the volatility of fuel prices.

Ongoing repairs and maintenance is another significant cost of operations. Maple Leaf has adopted an 'in-house' maintenance program for most major equipment repairs. Maintenance shops are in place in proximity to every work site.

Employees

Maple Leaf employed approximately 225 people, not including contractors, as of the date of this Annual Information Form.

Specialized Skills and Knowledge

Maple Leaf operators are professional truck drivers with Class 1 Operators' Licenses with all required endorsements. These operators are required to meet minimum qualifications established by Maple Leaf related to effective operation of equipment and maintenance of well-defined safety standards. While the majority of these operators are company employees, a number of sub-contract operators are included in the Maple Leaf operator pool.

Project managers and supervisors are on-site at each work location and are required to have previous experience in operation of comparable equipment to that used by Maple Leaf and in the supervision and management of human resources.

Health, Safety and Environment

Maple Leaf addresses current environmental regulation at the time of the specification of new equipment. These specifications include the then current standards that must be complied with, and are addressed by the manufacturer of the equipment in accordance with that specification. Typically, new environmental regulation will translate to increased cost of equipment. Maple Leaf undertakes to provide effective timely maintenance of all components of operating equipment, including those designed specifically to meet environmental regulations.

Maple Leaf's exposure to ongoing environmental and political risks is mitigated significantly because all of Maple Leaf's clients have already completed all environmental assessments and licensing requirements, as they are already producing mines.

Maple Leaf has implemented a comprehensive workplace/worker Health and Safety Program including the employment of a full-time safety officer responsible for the effective implementation and consistent adherence to the program.

The key goals and objectives of this Health and Safety Program are:

- To meet or exceed all relevant government regulation;
- to ensure all company personnel at all worksites consistently adhere to prescribed health and safety policies and procedures (as defined in manuals);
- to undertake effective risk analysis and take all reasonable care and precaution to prevent work related accidents and incidents;
- to establish and maintain a positive safety culture and commitment to worker health and safety at all levels of the organization from the commencement of employment and throughout the term of employment; and
- to maintain an effective injury management and return-to-work program.

Markets and Marketing

Maple Leaf intends to continue growing revenues within its existing client base by addressing increasing demands in terms of service volumes for the existing suite of services being provided by Maple Leaf, and by continuing to introduce innovative, cost effective, new services in response to evolving client requirements. The company has recently hired a Business Development Manager to increase focus and intensity on this critical strategic requirement.

Competition

Although the nature of the transportation industry may be characterized as low technology, the required capital investment is significant, thereby limiting the number of competitors being able to service clients' large volume and long-term requirements. In addition, Maple Leaf's combination of transportation services and other ancillary maintenance and management services along with a positive safety record have significantly contributed to its success in retaining existing clients and securing new contracts.

Maple Leaf's primary competitors within the local service area are Arrow Transportation Systems Inc. and Lomak Bulk Carriers Corp. These competitors are diversified 'traditional' transportation companies that haul in the mining and forestry sectors. These companies both have larger combined fleets than Maple Leaf, and have been established for a longer period of time. However, the previously mentioned innovations in terms of equipment, coupled with the significant capital barriers to entry and the resulting cost efficiencies to Maple Leaf and its clients, are expected to continue to result in competitive advantage gains for Maple Leaf in the areas in which it operates.

Seasonality

Severe weather conditions such as extreme cold, excessive precipitation and the annual spring thaw can impact operations at any of the worksites. These impacts may result in longer cycle times with resulting reductions in the tonnage hauled per day. General seasonal fluctuations in climate do not typically result in seasonal shut-downs or restrictions on service.

PVI Operations Overview

Results

For the fiscal years 2012 and 2011 PVI generated revenue of \$300,560 and \$300,560 respectively on its lease fleet of ten highway tractor units. These units are on lease to a major western Canadian transportation company under industry standard terms and conditions. These leases are set to mature during the first quarter of 2014.

Net income (loss) for 2012 and 2011 were \$24,951 and \$25,825. Cash flows, as measured by EBITDA, was \$299,239 and \$300,078. Repayment of the revolving credit facility was \$45,916 and \$102,600.

During 2012 and 2011 PVI repaid \$nil and \$300,000, respectively on the advance from the Corporation.

Employees

PVI does not have any employees.

RISK FACTORS

The risk factors and uncertainties that Pro-Trans faces in its business are as follows.

Financial Risks

Foreign Currency Risk

The Corporation may be exposed to foreign exchange risk in the event that the value of the Canadian dollar declines against the U.S. dollar.

Revenue and Expenses

The Corporation will be susceptible to fluctuations in the revenue stream and capital costs of equipment. Due to these fluctuations, particularly changes to bulk commodity markets and equipment pricing fluctuating with US exchange rates, there can be no assurance that the Corporation will be able to maintain operating margins required to expand the business in the time frame or on the terms that are suitable to the Corporation.

Access to Financing

Pro-Trans' cash flow from its operations may not be sufficient to fund its ongoing activities at all times. From time to time, Pro-Trans may require additional financing in order to carry out its operations. Failure to obtain such financing on a timely basis could cause Pro-Trans to reduce or terminate its operations. If Pro-Trans' cash flow from operations is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or available on terms acceptable to Pro-Trans.

Current Global Financial Conditions

Recent market events and conditions, including disruptions in the international credit markets and other financial systems and the American and European sovereign debt levels have caused significant volatility in commodity prices. These conditions have caused a decrease in confidence in the global credit and financial markets and have created a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. The recovery from the recession has been slow in various jurisdictions including in Europe and the United States and has been impacted by various ongoing factors including sovereign debt levels and high levels of unemployment which continue to impact commodity prices and to result in high volatility in the stock market. This volatility may, in the future, affect the Corporation's ability to obtain equity or debt financing on acceptable terms.

Credit Risk

The Corporation is subject to the risk that customers to whom unsecured trade credit is provided will be unable to pay the amounts owing in a timely fashion or that a customer may default entirely

Interest Rates

As interest on both the operating line of credit and the Corporation's revolving credit facility are based on the Corporation's bank's prime rate, the Corporation is subject to the risk of interest rates rising during the period in which the Corporation has amounts outstanding on these credit facilities.

Stage of Development

An investment in Pro-Trans is subject to certain risks related to the nature of Pro-Trans' business and its early stage of development. There are numerous factors which may affect the success of Pro-Trans' business which are beyond Pro-Trans' control including local, national and international economic and political conditions. Pro-Trans' business involves a high degree of risk which a combination of

experience, knowledge and careful evaluation may not overcome. Pro-Trans has a limited history of operations and there can be no assurance that Pro-Trans' business will be successful or profitable.

Business Growth

Pro-Trans may experience growth through acquisitions. Its continued profitability and growth will depend in part upon its ability to successfully integrate its acquisitions and its failure to do so could have a material adverse effect on its business, operations, results and prospects.

Management of Growth

Pro-Trans may be subject to growth related risks including capacity constraints and pressure on its internal systems, controls and personnel. The ability of Pro-Trans to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Pro-Trans to deal with this growth could have a material adverse impact on its business, operations and prospects.

Issuance of Securities

In order to finance future operations and development efforts, the Corporation may raise funds through the issuance of additional securities including, but not limited to, Common Shares or securities convertible into Common Shares, the effect of which will result in a dilution of the equity interests of any existing shareholders. The size of such future issues of securities cannot be predicted nor can the effect on the price of the Common Shares be predicted.

Issuance of Debt

From time to time Pro-Trans may enter into transactions to acquire assets or the shares of other entities. Those transactions may be financed partially or wholly with debt, which may increase Pro-Trans' debt levels above its industry peers. Depending on future plans, Pro-Trans may require additional equity and/or debt financing that may not be available or, if available, may not be available on favourable terms. Neither Pro-Trans' articles nor its bylaws limit the amount of indebtedness that Pro-Trans may incur. The level of Pro-Trans' future indebtedness from time to time, could impair Pro-Trans' ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Dividends

Pro-Trans has not paid any dividends on its outstanding shares. Payment of dividends in the future will be dependent on, among other things, the cash flow, results of operations and financial condition of Pro-Trans, the need for funds to finance ongoing operations and other business considerations as the Board of Directors of Pro-Trans considers relevant.

Reliance on Major Customers and Certain Industries

The Corporation will rely on its relationship with a few major customers, which will account for all of the revenue of the Corporation. There can be no assurance that these relationships will continue, the loss of which could have a material adverse effect on the Corporation's business and financial condition. The Corporation's customers will primarily operate within natural resource sectors subject to fluctuating demand affected by numerous factors beyond the control of the Corporation, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates,

global or regional consumptive patterns, speculative activities and increased production due to new technologies and business methods. The effect of these factors cannot be accurately predicted.

Competition

The various business segments in which the Corporation will participate are highly competitive. The Corporation will be in competition with several large companies in the transportation industry that may have greater financial and other resources than the Corporation. There can be no assurance that such competitors will not substantially increase the resources devoted to the development and marketing of services that it is anticipated will compete with those of the Corporation or that new competitors will not enter the various markets in which the Corporation intends to operate.

Equipment

The Corporation is subject to various risks with respect to its fleet of trucks and equipment utilized in the generation of operating revenues. These risks include the potential that the trucks and/or equipment may prematurely fail mechanically such that they cannot be repaired cost effectively and must be replaced before the expiry of their anticipated useful lives; the trucks and/or equipment may prove to be unfit for their intended use thereby requiring replacement or increasing their related operating costs; the actual residual value of the equipment is less than the estimated residual value at the time of acquisition; and that the condition of specific trucks and/or equipment will not meet the standards required in order to return the equipment without penalty upon termination of a related lease. The Corporation would be susceptible to financial loss in the event that these risks materialize.

Fuel

Next to operator costs, fuel represents the most significant operating cost for transportation services companies. Fuel pricing can also be extremely erratic. Increases in fuel taxes or fuel prices or any change in federal or provincial regulations that result in such increases, have a material adverse effect on companies in the transportation industry. The Corporation, in conjunction with its customers, has entered into contracts that reduce the cost of and, in some cases, eliminate the impact of fuel volatility.

Seasonality and Weather Conditions

The results of the Corporation's business operations are potentially subject to seasonal fluctuations. In addition, adverse weather conditions such as heavy snow or ice storms can have a negative impact on operating results. Seasonal fluctuations and adverse weather conditions could result in lost revenues, which could have a material adverse effect on the Corporation's business, results from operations and financial condition.

Staffing

The business operations of Maple Leaf requires the delivery of services to customers at remote work sites often on a 24/7 basis and in all weather conditions. In addition to appropriate equipment these business operations are dependent upon qualified, capable equipment operators, drivers, maintenance personnel and others. If it was to become difficult or impossible for the management to identify and hire such operators in the future, operating revenues could be negatively impacted, future revenue growth could be curtailed and operating profit margins could be restricted.

Claims, Litigation and Insurance

Certain of the Corporation's operations will be subject to risks normally inherent in the transportation industry, including potential claims and/or litigation, which could result from, among other circumstances, personal injury or property damage arising from motor vehicle accidents. The availability of, and ability to collect on, insurance coverage for such liabilities are subject to factors beyond the control of the Corporation.

In addition, the Corporation may become subject to liability hazards, claims and litigation in circumstances where it cannot or may elect not to insure (because of high premium costs or other reasons), or for occurrences that exceed maximum coverage under its policies. The Corporation has no control over changing conditions and pricing in the insurance marketplace, and the cost or availability of various types of insurance may change in the future. Increases in insurance costs or the Corporation's inability to obtain insurance coverage in the future for certain types of losses could have a material adverse effect on the Corporation's business, results from operations and financial condition.

Regulation

Notwithstanding the fact that the transportation industry is largely deregulated, carriers must obtain licences issued by provincial transport boards in order to carry goods inter-provincially or to transport goods within any province. Licensing from United States regulatory authorities is also required for the transportation of goods between Canada and the United States. Regulation of the operations of transportation companies may become more stringent over time. Any change in these regulations could have an adverse impact on the scope of the Corporation's transportation activities.

The right to continue to hold applicable licenses and permits is generally subject to maintaining satisfactory compliance with regulatory and safety guidelines, policies and laws. Although the Corporation is committed to compliance with laws and safety, there is no assurance that it will be in full compliance with them at all times. Consequently, at some future time, the Corporation could be required to incur significant costs to maintain or improve its compliance record.

Dependence on Key Personnel

The Corporation's future success and growth depends in part upon the experience of a number of key management personnel. If, for any reason, any one or more of such key personnel do not continue to be active in the Corporation's management, the operations and business prospects of the Corporation could be adversely affected.

Conflicts of Interest

Certain of the proposed directors of the Corporation are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation will be required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interest which they may have in any project or opportunity of the Corporation. If a conflict arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

DIVIDENDS

Pro-Trans has not declared or paid any dividends or distributions on its Common Shares to date. The payment of dividends or distributions in the future are dependent on Pro-Trans' earnings, financial condition and such other factors as the Board of Directors considers appropriate. Pro-Trans currently does not anticipate paying any dividends in the foreseeable future due to the stage of development of the Corporation.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of Pro-Trans consists of an unlimited number of Common Shares and an unlimited number of preferred shares issuable in series. The following is a summary of the rights, privileges, restrictions and conditions attaching to the common shares and the preferred shares.

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date of this Annual Information Form, 26,526,903 Common Shares were issued and outstanding as fully paid and non assessable and 2,260,000 Common Shares were reserved for issuance pursuant to the Corporation's stock option plan.

Holders of Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per share at the meetings of shareholders and, upon liquidation, to share equally in the assets of the Corporation that are distributable to shareholders.

Preferred Shares

The Corporation is authorized to issue, in series, an unlimited number of Preferred Shares. As at the date of this Annual Information Form, there were no Preferred Shares issued or outstanding.

The Preferred Shares may be issued in one or more series, and the directors are authorized to fix the number of shares in each series, and to determine the designation, rights, privileges, restrictions and conditions attached to the series or shares of each series. The Preferred Shares are entitled to priority over the Common Shares with respect to the payment of dividends and the distribution of assets upon the liquidation of the Corporation.

Series A Warrants

As of the date of this Annual Information Form, the Corporation has 1,500,000 Series A Warrants outstanding. The Series A Warrants are non-transferable and non-voting. It is anticipated that all of the outstanding Series A Warrants will be exercised on or about April 30, 2012 for no additional consideration at a deemed price of \$0.60 per Common Share pursuant to the terms of the Series A Warrants. As a result, an additional 1,500,000 Common Shares will be issued and outstanding upon the exercise of the Series A Warrants.

Series B Warrants

As at the date of this Annual Information Form there are 1,500,000 Series B Warrants outstanding. The Series B Warrants are non-transferable and non-voting. It is anticipated that all of the currently outstanding Series B Warrants will be cancelled pursuant to their terms.

MARKET FOR SECURITIES

The Common Shares were initially listed and posted for trading on the Exchange on November 22, 2007, under the symbol “BBB.P”. On June 24, 2009, upon completion of the CPC Combination, the Corporation began trading on the Exchange under the symbol “PVI.P”. Upon completion of the Qualifying Transaction, the Corporation began trading on the Exchange under the symbol “PVI”.

The following table sets forth the high and low trading prices (which are not necessarily the closing prices) and the aggregate volume of trading of the Common Shares on the TSXV for the periods indicated (as quoted by the TSXV):

Period	High	Low	Volume
2012			
January	0.55	0.43	52,800
February	0.67	0.55	80,215
March	0.61	0.56	57,500
April	0.55	0.50	22,668
May	0.50	0.40	24,500
June	0.40	0.30	22,177
July	0.35	0.35	2,500
August	0.40	0.20	40,000
September	0.42	0.40	9,000
October	0.435	0.30	32,500
November	0.44	0.44	7,500
December	0.35	0.25	66,300

PRIOR SALES

During the financial year ended December 31, 2012, the following securities of the Corporation that are not listed or quoted on a marketplace were issued:

Description	Number of Securities	Price per Security	Date of Issuance
Options to acquire Common Shares	225,000	\$0.40 ⁽¹⁾	July 4, 2012
Options to acquire Common Shares	150,000	\$0.40 ⁽¹⁾	September 4, 2012 ⁽²⁾

Notes:

- (1) Represents the exercise price per stock option.
- (2) These Options expired unexercised on January 4, 2013

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The following table sets forth the securities of the Corporation that are subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class as at December 31, 2012.

Designation of Class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares	1,922,987 ⁽¹⁾	7.2%

Series A Warrants	750,015 ⁽¹⁾	50%
Series B Warrants	750,015 ⁽¹⁾	50%

Note:

(1) As at December 31, 2012 1,922,987 Common Shares, 750,015 of the Series A Warrants and 750,015 of the Series B Warrants were held in escrow pursuant to an escrow agreement dated October 1, 2011 between the Corporation, Computershare and certain shareholders of the Corporation relating to the Maple Leaf Acquisition and the appointment of Brian Murray (the “**Escrow Agreement**”). Effective on each of October 21, 2011, April 21, 2012, October 21, 2012 and April 21, 2013, 25% of the securities escrowed in conjunction with the Maple Leaf Acquisition and the appointment of Brian Murray were released from escrow. As of the date of this Annual Information Form there are no securities of the Corporation subject to a contractual restriction on transfer.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the name, municipality of residence and principal occupation for the last five years of each of the directors and executive officers of Pro-Trans. The term of office of each director will expire at the end of the next annual meeting of shareholders of Pro-Trans.

<u>Name, Residence and Positions with Pro-Trans</u>	<u>Date Appointed a Director of Pro-Trans</u>	<u>Principal Occupations for the Previous Five Years</u>
Brian Murray Alberta, Canada President, Chief Executive Officer and Director	October 1, 2011	President and Chief Executive Officer of the Corporation from November 14, 2011. Prior thereto, President of RBS Bulk Systems Inc., a major Western Canadian transportation company headquartered in Calgary.
Douglas Davis ⁽¹⁾ Ontario, Canada Director	June 16, 2009	Consultant to a range of Ontario clients; prior thereto, President and Chief Executive Officer of the Pollock Group of Companies (including Pollock National Lease, Partner Dedicated Services and Pollock Logistics), a truck rental and lease company, until October 2007.
Les Dube ⁽¹⁾ Saskatchewan, Canada Director	December 15, 2011	Chairman and Director of Concorde Group Corp.; Retired since prior to 2005 from executive management role at Concorde Group Corp.
Sean Durfy ⁽¹⁾ Alberta, Canada Director	July 4, 2012	Director of Northland Power Inc., Karnalyte Resources Inc. and Touchstone Exploration Inc. Prior thereto, President, Chief Executive Officer and director of WestJet Airlines Ltd. from 2006 through 2010.
Betty-Ann Heggie ⁽²⁾⁽³⁾ Saskatchewan, Canada Director	June 16, 2009	Retired since 2007; prior thereto, Senior Vice President, Corporate Relations and an officer of Potash Corporation of Saskatchewan Inc., a Canadian company which produces potash, nitrogen and phosphate for global markets.
Darby Kreitz ⁽²⁾⁽³⁾ British Columbia, Canada Director	October 1, 2011	President and Chief Executive Officer of Allnorth Consultants Ltd. an engineering company located in Prince George British Columbia.
Russel Marcoux ⁽²⁾⁽³⁾ Saskatchewan, Canada Director	June 16, 2009	CEO of Yanke Group of Companies – an international transportation enterprise comprised of Yanke Specialized Road Services, Yanke Multimodal Services, Yanke Global Logistics Services, Yanke Supply Chain Services and Marcoux Brothers Trucking.

Name, Residence and Positions with Pro-Trans	Date Appointed a Director of Pro-Trans	Principal Occupations for the Previous Five Years
Derrek R. Wong Alberta, Canada Chief Financial Officer	January 23, 2013	Chief Financial Officer of the Corporation since January 23, 2013. Prior thereto , Senior Vice President, CFO and Secretary of One Earth Farms Corp from June 2010, and Vice President Mergers and Acquisitions of Intact Financial Corporation from May 2007.

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee
- (3) Member of the Corporate Governance Committee.

As at the date of this Annual Information Form, the directors and executive officers of Pro-Trans, as a group, owned directly or indirectly 12,545,395 Common Shares, or approximately 47.3% of the issued and outstanding Common Shares.

Cease Trade Orders

To the knowledge of the Corporation, no director or executive officer of the Corporation (nor any personal holding company of any of such persons) is, as of the date of this Annual Information Form, or was within ten years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including the Corporation), that: (a) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an “Order”), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the knowledge of the Corporation, no director or executive officer of the Corporation (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation: (a) is, as of the date of this Annual Information Form, or has been within the ten years before the date of this Annual Information Form, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the ten years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the knowledge of the Corporation, no director or executive officer of the Corporation (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of Pro-Trans may be subject in connection with the operations of Pro-Trans. The directors and officers may become engaged in or will continue to be engaged in corporations or businesses which may be in competition with Pro-Trans. Accordingly, situations may arise where the interests of such directors and officers, as they relate to Pro-Trans, conflict with their interests as directors and officers of other companies. The resolution of such conflicts is governed by the ABCA, which require that the directors act honestly, in good faith and with a view to the best interests of Pro-Trans. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the ABCA.

PROMOTERS

No person is or has been a promoter of Pro-Trans or a subsidiary of Pro-Trans within the two years immediately preceding the date of this Annual Information Form.

LEGAL PROCEEDINGS

The Corporation is not or was not a party to, nor are or were any of the Corporation's assets subject to, any material legal proceedings since January 1, 2012, nor to the Corporation's knowledge are any such proceedings contemplated.

Since incorporation, there have not been any penalties or sanctions imposed against the Corporation by a court relating to provincial and territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Corporation, and the Corporation has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth below there were no material interests, direct or indirect, of any director or executive officer of the Corporation, a person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of the common shares, or their respective associates or affiliates, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or would materially affect the Corporation or any of its subsidiaries.

Darby Kreitz was the President, sole director and the majority shareholder of Maple Leaf prior to the Maple Leaf Acquisition. At the time of the Maple Leaf Acquisition, Mr. Kreitz was not a director, officer or shareholder of the Corporation, but pursuant to and concurrently with the closing of the Maple Leaf Acquisition, Mr. Kreitz was appointed as a director of the Corporation.

On October 1, 2011, the Convertible Debenture was issued to a corporation controlled by Les Dube. Mr. Dube was not a director, officer or shareholder of the Corporation at the time the Convertible Debenture was issued, but was elected as a director of the Corporation at the annual and special meeting of shareholders held on December 15, 2011.

MATERIAL CONTRACTS

Except for contracts entered into by the Corporation in the ordinary course of business, the Corporation has not entered into any contracts within the most recently completed financial year or before the most recently completed financial year, but which are still in effect, which can reasonably be regarded as presently material, other than the Escrow Agreement, described under the heading "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*". A copy of the Escrow Agreement has been filed by the Corporation on SEDAR and are available online at www.sedar.com.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Common Shares is Computershare at its principal office in Calgary, Alberta.

INTERESTS OF EXPERTS

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under NI 51-102 by us during, or related to, the Corporation's most recently completed financial years other than KPMG LLP, the auditors of the Corporation. KPMG LLP has advised that it is independent of the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities, and securities authorized for issuance under equity compensation plans, is contained in the Corporation's most recent Management Information Circular for its annual shareholders meeting held September 17, 2012. Additional financial information is contained in our consolidated financial statements and Management's Discussion and Analysis for the year ended December 31, 2012.